



泰鼎國際股份有限公司

APEX INTERNATIONAL CO., LTD.

(Incorporated in Cayman Island with limited liability)

Minutes of the 2016 Annual General Meeting

Held on Wednesday, 15 June 2016 at 09 : 00 am

At Landis Taipei Hotel, Banquet Hall

No.41, Sec. 2, Minquan E. Rd., Taipei City

(Translation)

Shareholders Present : The number of shares presented in person or by proxy is 86,026,412 shares representing 70.17 % of total outstanding shares.

Directors Present: Director Mr. Wang, Shu-Mu, Director Mr. Chou, Jui-hsiang, Director Mr. Lan, Chai-Chen, Independent Director Mr. Lin, Chin-Miao

Chairman : Mr. Wang, Shu-Mu, Chairman of the Board of Directors

Record : Tien, Chun-Ying

1. The Chairman called the meeting to order.

2. Chairman Address : skip.

3. Report Items :

(1) 2015 operation report, please refers to attachment 1.

(2) 2015 final accounting books and financial statements reviewed by Audit Committee, please refers to attachment 2.

(3) Report on provision of " Procedures for Ethical Management and Guidelines for Conduct ", please refers to attachment 3.

4. Proposed Resolutions :

(1) (Proposed by the Board)

Proposal: To approve 2015 final accounting books and financial statements.

Explanation: 1. 2015 annual final accounting books and financial statements were audited by CPA Kuang, Chun-Shiu and CPA Lu, Li-Ly of KPMG who issued unqualified opinion report.

2. For CPA's audit report and financial statements, please refers attachment 4.

3. For the shareholders to approve, please.

Voting Results: Shares represented at the time of voting:85,744,412

Voting Results		% of the total represented share present
Approval votes:	83,844,137 votes	97.78%
Disapproval votes:	0 votes	0%
Invalid votes:	0 votes	0%
Abstention votes/no votes:	1,900,275 votes	2.22%

RESOLVED, that 2015 final accounting books and financial statements be and hereby were accepted as submitted.

(2) (Proposed by the Board)

Proposal: To approve the proposal for distribution of 2015 profits.

Explanation: 1. Proposal of distribution of 2015 profits has been approved by Board of Director meeting on May 4, 2016.

2. 2015 audited annual net profit was NT\$ 531,516,785, after adding other comprehensive income NT\$ 2,579,110 caused by revaluation of defined benefit plan and retained earnings at end of 2014 NT\$ 868,041,225, by deducting special reserve caused by negative balance of exchange differences on translation of financial statements NT\$ 27,077,542, total distributable retained earnings is NT\$ 1,375,059,578. The Company proposes to distribute NT\$ 306,487,298 as 2015 shareholders' dividend. Total retained earnings after distribution will be NT\$ 1,068,572,280. Remuneration for Directors is NT\$720,000. Cash dividend per share is NT\$2.50. The total dividend number will be round-down counted to zero decimal place. The fractional number after 1 decimal place will be taken as other income of the Company.

3. If the Company subsequently repurchases its common shares, or transfers, converts and retires treasury stocks, or executes employee stock option certificates, conversion of convertible bonds to stocks, issuance of new shares to increase capital etc. that may change total amount of common shares, share distribution rate and cash dividend distribution rate, it is proposed that Board of Directors be authorized to manage and adjust according to related laws and regulations.

4. Once the resolution is approved by Annual General Meeting, it is proposed to authorize Board of Director to set up the ex-dividend date and other related affairs.

5. For profit distribution table, please refer to attachment 5.

6. For the shareholders to approve, please.

Voting Results: Shares represented at the time of voting: 85,744,412

Voting Results		% of the total represented share present
Approval votes:	83,813,137 votes	97.75%
Disapproval votes:	0 votes	0%
Invalid votes:	0 votes	0%
Abstention votes/no votes:	1,931,275 votes	2.25%

RESOLVED, that the above proposal be and hereby was approved as proposed.

5. Discussion and election matters :

(1) (Proposed by the Board)

Proposal: To amend "Procedures of Acquisition and Disposal of Assets" of the Company.

Explanation: 1. To comply with the laws and regulations of competent authority, plan to amend "Procedures of Acquisition and Disposal of Assets". For comparison table of before and after amendment , please refer to attachment 6.

2.For "Procedures of Acquisition and Disposal of Assets" before amendment, please refer to Meeting Agenda , page 86~99.

3. For the shareholders to deliberate, please.

Voting Results: Shares represented at the time of voting: 86,026,412

Voting Results		% of the total represented share present
Approval votes:	83,748,137 votes	97.35%
Disapproval votes:	0 votes	0%
Invalid votes:	0 votes	0%
Abstention votes/no votes:	2,278,275 votes	2.65%

RESOLVED that the above proposal be and hereby was approved as proposed.

(2) (Proposed by the Board)

Proposal: The proposal to issue “New Restricted Employee Shares” of the Company.

Explanation:1. The company intends to issue restricted stock for employees by following “Regulations Governing the Offering and Issuance of Securities by Foreign Issuers” announced by Financial Supervisory Commission.

2. Total shares to be issued: 6,000,000 shares.

3. Issuance price: to issue new shares to employees gratuitously at

NTD 0 per share.

4. Issuance period: after special resolution being made in annual general shareholders' meeting, within 1 year after effective registration from competent authority, the Company can issue in whole or in parts depends on practical demand. The actual issuance date (i.e. recordation date of capital increase) can be decided by Chairman with Borad's authorization.
5. Terms and conditions of issuance.
 - A. Issuance price: to issue new shares to employees gratuitously at NTD 0 per share.
 - B. Vesting condition:

From the time an employee is granted the restricted stock, if the granted employee is still in service at following expiry time points, the proportion of shares granted by each vesting condition will be:

 - In service with 1 year: 5%
 - In service with 2 years: 5%
 - In service with 3 years: 30%
 - In service with 4 years: 60%
 - C. If fail to meet vesting condition: the Company has rights to redeem all shares and issued dividends gratuitously, redeemed shares will be cancelled the registration.
 - D. Limitation of rights of shares before vesting condition is met:
 - (a) In vesting period, employees can not sell, mortgage, transfer, grant, pledge or deal with the restricted stock by any other types of behavior.
 - (b) In vesting period, the restricted stocks still can participate distribution of cash or share dividend and subscription of capital increase.
 - (c) After restricted stocks being issued, those stocks should be delivered to a trust institution under custody.
 - (d) The rights of attendance, proposal, speaking, voting and other related shareholder's rights to the Company's shareholders' meeting should be entrust and executed by a trust/custody institution.
6. Qualification of employees and number of shares can be granted or subscribed:
 - A. It is restricted to employees of the Company and subsidiaries

who are in service on the grant date of restricted stocks.

B. The quantity of restricted stock a granted employee can obtain will be referred to service year, position, performance, integral contribution, special achievement or other valuable conditions. Chairman is the man who evaluates and proposed to Board for approval. For managerial personnel and directors who are also employees should be proposed to and approved by remuneration committee.

C. Limitation of restricted stocks for one employee is followed by “Regulations Governing the Offering and Issuance of Securities by Foreign Issuers”.

7. Necessary reason of issuance of restricted stock for employees:

In order to attract and encourage professional persons to stay in the Company, stimulate and promote employees’ teamwork spirits then whom are expected to create higher value for the Company and shareholders.

8. The expensable amount, the dilution of the company's earnings per share, and any other impact on shareholders equity.

At the present, number of shares outstanding is 122,594,919 shares. Planned issuance of shares of restricted stock is around 4.89% to presently actual outstanding shares. The expensable amount is evaluated to be NTD 213,000 thousands based on closing price, NTD 35.5, of common stock on the day before Board resolution date (2016/May/3). By considering vesting period (4 years) and present outstanding shares, during 4 years the accumulated dilution effect to EPS from the expensable amount is around NTD 1.74 which is not yet a major affect to shareholders’ equity.

9. After this proposal being resolved, if there are some incomplete matters, Board is authorized to follow laws and regulations to revise or execute.

10. For the shareholders to deliberate, please.

Voting Results: Shares represented at the time of voting: 86,026,412

Voting Results		% of the total represented share present
Approval votes:	78,123,120 votes	90.81%
Disapproval votes:	5,625,017 votes	6.54%
Invalid votes:	0 votes	0%
Abstention votes/no votes:	2,278,275 votes	2.65%

RESOLVED, (by way of a special resolution) that the above proposal be and hereby was approved as proposed.

(3) (Proposed by the Board)

Proposal: Comprehensive re-election of the fourth session of directors.

- Explanation: 1. According to Article 29 of Company's Memorandum and Association that directors and independent directors serve the term for 3 years.
2. The third session of Directors term will expire on 25 June, 2016, according to Article of Company's Memorandum and Association shall comprehensive re-election in Annual General Meeting this year.
3. This proposal has been approved by the Board of Director on 10 March, 2016; the fourth session shall elect 8 directors, 3 independent directors, term of service is 3 years, term is from 15 June, 2016 to 14 June, 2019, and in accordance with "Rules for Election of Directors" of the Company.
4. Directors of the Company adopted election for nominating candidates, this list of director and independent director candidates of the Company have been under review by the Board of Director on 4 May, 2016, shareholders should be elected on the list of candidates for directors and independent directors, which qualifications, experience and other relevant information, Please refer to attachment 7.
5. Call for the election.

Election result: The list of the elected directors and independent directors and the number of votes as follows:

The list of 2016 Annual General Meeting elected the fourth sessions directors of Apex International Co., Ltd.			
Position	Shareholder Account No. (ID No.)	Name	Number of votes
Director	52	Wang, Shu-Mu	89,554,394
Director	176	Chou, Jui-hsiang	84,193,763
Director	178	Lan, Chia-Chen	84,193,763
Director	177	Cheng, Yung-Yuan	84,088,603
Director	19671027SH	Shohara Masashi	82,472,795
Director	19620515SO	Somkiat Krajangjaeng	82,381,003

Director	A12331****	Wu, Sen-Tien	82,328,795
Director	P12111****	Lee,Shun-Chung	82,313,163
Independent Director	A11043****	Su, Chau-Chin	51,762,930
Independent Director	19393	Chen, Yung-Tsai	51,762,022
Independent Director	19570212JE	Jesadavat Priebjrvat	51,754,976

(4) (Proposed by the Board)

Proposal: The proposal to discuss the dissolution of prohibition of business strife limitation to Directors.

- Explanation: 1. According to Article of Company's Memorandum and Association and Article 209 of Company Act, behavior of Directors themselves and others which is belong to the range of company, must explain important content of behavior to shareholders' meetint and obtain permission from shareholders' meeting.
2. The company consider to the needs on business, plan to agree the limit of dissolution about competes industry forbids of directors and representatives by Annual General Meeting.
3. For the shareholders to deliberate, please.

The situation of new directors serve as other duties is as follows :

Position	Name	Company name and positions
Director	Wang, Shu-Mu	Apex Circuit(Thailand) Co., Ltd.Chairman Approach Excellence Trading Ltd. Chairman
Director	Chou, Jui-hsiang	Apex Circuit (Thailand) Co., Ltd. Director 、 CEO
Director	Lan, Chia-Chen	Apex Circuit (Thailand) Co., Ltd. Director
Director	Wu, Sen-Tien	Unity Opto Technology Co., Ltd. Director
Director	Lee,Shun-Chung	Apex Electronics (Shen Zhen) Co., Ltd. General manager
Independent Director	Chen, Yung-Tsai	Celxpert Energy Corporation. Director

		Advanced Innovation Management Co., Ltd. Chairman Oriental Quantum management Company Director Oriental Concepts Investment Holding Ltd. General manager
Independent Director	Jesadavat Priebjrivat	Apex Circuit (Thailand) Co., Ltd. Independent Director

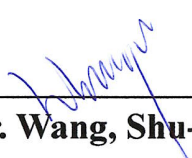
Voting Results: Shares represented at the time of voting: 86,026,412

Voting Results		% of the total represented share present
Approval votes:	78,188,120 votes	90.89%
Disapproval votes:	5,625,017 votes	6.54%
Invalid votes:	0 votes	0%
Abstention votes/no votes:	2,213,275 votes	2.57%


RESOLVED, that the above proposal be and hereby was approved as proposed.

6. Special motions:none

7. Adjournment: 10:27am



Mr. Wang, Shu-Mu
Chairman



Ms. Tien, Chun-Ying
Recorder



Attachments

Attachment I 2015 operation report.

1.2015 operation report.

Dear Shareholders,

The Senior Management Team is pleased to report the operating result of 2015 by this report. APEX new plants, APEX 2-1 and 2-2 were successfully ramped up in 2014 and 2nd quarter of 2015 separately and contributed to support additional demand from customers. As such, we again broke our sales record with 17% growth year-on-year. Net income in 2015 was 24% higher than that in 2014.

By looking back the past year, although the process was tough, our team still made operation move forward to positive cycle by their efforts of harmony and cooperative teamwork and which was very admirable and valuable. Especially for the first half of last year, APEX 2 step into mass production of 2nd stage that made the Company face a more difficult situation to generate stable profit and control production cost. However the result was satisfied. As a result that margin and net profit of 2015 were both better than 2014 by well control of sales, material, manufacturing expense, sales and administration expense, scrap rate and employee turnover rate.

On behalf of Management, we would like to thank employees, shareholders, trade partners and financial institutions for your support and trust in APEX, making us able to work through the obstacles and challenges and maintain the Company in good shape. We are expecting to have your continuing support for our future growth and success and we are committed to create more value for all our stakeholders.

1. 2015 Business Report

(1) Results of Business Plans Implemented

Amount unit: NT\$million	2015		2014		Change %
	Amount	% to sales	Amount	% to sales	
Net Sales	8,614	100%	7,341	100%	17%
Total income	8,629	100%	7,367	100%	17%
Cost of goods sold	6,988	81%	6,045	82%	16%
Gross Profit	1,641	19%	1,322	18%	24%
Operating income	799	9%	540	7%	48%
Interest Expenses	97	1%	103	1%	-6%
Income before tax	624	7%	463	6%	35%
Net income	534	6%	430	6%	24%

As new technologies and designs from our end customers require more layer count, the demand of multi-layers again increased. In 2015, multi-layers percentage was stable at 82.2% while it was 82% in 2013. Among which the revenue and proportion both increased greatly. The proportion was increased to 20.2% in 2015 from 8.4% in 2014.

In the aspect of gross profit, there was a slight growth from 18% in 2014 to 19% in 2015, mainly as a consequence of improvement of the learning curve on the yield rate. Besides, increased orders also promoted capacity utilization percentage which helped gross margin rate.

As for the non-operating revenue, compared to the exchange gain in consequence of Thai baht appreciation in 2014, exchange losses were recorded in 2015 because of Thai baht depreciation of 10-15% since May of 2015. APEX continuously executed appropriate hedge transaction to fluctuation of foreign exchange. The main tool was forward contract. By comparing gain from forward contracts to exchange loss from accounting ledger, the effect was 50.28% which met expected effect of APEX.

Due to revenue growth and control of gross margin rate, the after-tax net profit in 2015 achieved around NT\$534 million, went up 24% by comparing to NT\$430 million in 2014.

(2) Budget Implementation

The actual revenue in 2015 was NT\$8.6 billion, making the accomplishment rate reach 100.51%. Compared to the accomplishment rate, the after-tax net profit was 103.12% which met the range projected by the board of directors and the management team.

(3) Financial Structure

Financial Ratio	2015	2014
Debt ratio (%)	61.20%	58.14%
Ratio of long-term capital to fixed assets (%)	88.18%	98.78%
Current ratio (%)	85.07%	96.76%
Receivables turnover ratio (time)	3.78	4.07
Inventory turnover ratio (time)	5.95	6.42
Return on assets ratio (%)	6.00%	5.76%
Return on equity ratio (%)	13.00%	12.70%
Earnings per share (NT dollar)	4.34	4.06

The financial structure and debt-paying ability showed decreased performance in 2014 compared to 2013. Main reason was increased capital expenditure caused by applying for customer's request of new product design.

In management capability, because revenue strongly grew in 3rd quarter of 2015 and the Company pre-purchase materials for demand of 2016, those reasons made receivable and inventory turnover rate drop. However the Company controlled well by examine amount of allowance of receivables and inventories.

In profitable capability, because of continuous control of cost and growing revenue, by accompanying growth of net profit, related ratios showed growth.

(4) Research and Development



As a PCB manufacturer, Apex focuses on improvement of production and processing capacity in the hope that the output efficiency and quality can meet the demand of customers.

The achievements Apex accomplished with regard to upgraded, process and design in 2015 are as follows:

- Improved uniformity of plating copper thickness
- Developed drill machines of small holes (diameter less than 0.25 mm)
- Developed process of high-precision and stable board by all process (error less than 35 mm)
- Developed and installed automatic carbon film production line (including pre-treatment, screen printing and baking)
- Evaluated and adopted new chemical liquid in order to fit request of car related production line (including OSP/copper plating chemical liquid/ENIG liquid)
- Installed automatic alphabet printing line
- Developed process of epoxy via plug and VIP

In 2016, Apex will carry out the following plans:

- Process of hot air solder leveling without lead
- Process of immersion tin
- Build manufacturing control system of VDA 6.3
- Develop process of copper thickness 3 oz
- Application of robot arms in production

2. 2016 Business Plan Outline

(1) Business Policy

- A. Concentration on the traditional multi-layers rigid PCB from 4~12 layers.
- B. Increase major customers allocation to APEX, increase market share.
- C. Continue to develop new customer and its product.
- D. Reduce quality defective parts (DPPM) and ensure total customer satisfaction
- E. Avoid price erosion by locking in price by half yearly instead of quarterly from price cuts by customers
- F. Flexible and immediate reaction to market movements

(2) Projected Sales and Basis of Projection

Global economy was put in a tight spot of deflation therefore APEX must face more difficult challenge in 2016. APEX will continuously carry on proactive strategy to balance annual production and sales then to maintain annually high capacity utilization percentage and stable gross margin rate.

Production cost in mainland China still keeps rising. By accompanying announcement of policy of thirteenth five-year plan, Chinese manufacturers will undertake heavy pressure caused by downsizing capacity, absorbing inventories and deleveraging. It may force our potential customers turn to south-east Asia for searching suppliers.

In the meantime, Apex has worked with key customers to make strategic plans for the production capacity of the new plants. Using equipment with more advanced processing capability, Apex will introduce new products of higher added value, this will be the main drive to propel revenue growth in 2016. Hence the management team is optimistic about the business performance of Apex in 2016.

(3) Production and Marketing Policy

After the new plants started production, Apex's capacity maintained at level of 330 thousand square meters each month.

Our production policy is as follows:

- A. Maintain production at full capacity to help reducing fixed overhead and maximize profit
- B. Setting the standard usage to control high unit price materials
- C. Continue improving production capability including reduction of down time and increase output
- D. Production plan according to customers' order or firm plan
- E. Setting standard period to control work in process outstanding in each process not over 1 day
- F. Continue investigate and analysis defect mode then provide corrective action in order reduce scrap ratio
- G. Disciplined, safety and 5S management over the long process of manufacturing
- H. Shorten sample lead time to support customer new product development lead time
- I. Set up real time key condition / quality yield rate / output monitoring system. In order to solve out process issue quickly
- J. Enhance PQC real time feedback system with defect trigger alarm signal for monitor process quality and stable process condition.

3. Future Company Development Strategy

In the future, Apex will continue to focus on the following key areas:

- (1) Diversify the high-end product application on the Apex 2 due to the upgraded machineries being invested
- (2) Speed up the learning curve on Apex-2-1 so as to generate the revenues to reduce the burden of high depreciation
- (3) Expand the strategic Korean business from the Home-Appliance Division in addition to what Apex has on the LCD-TV/STB today
- (4) Set up the in-house laboratory for future enhancement and assurance on the Apex PCB reliability
- (5) Keep factory with the constantly high loading rate of 90-95% on both Apex 1 and Apex-2-1/2-2 for best use of the layout capacity
- (6) Establish Product traceability system in order to provide better quality improvement information and risk management
- (7) Develop automatic process to provide consistence quality and reduce handling issued

4. Impacts from the External Competitive Environment, Legal Environment and Overall Management Environment

(1) External Competitive Environment



Competition in the electronic industry has remained fierce and challenges from Chinese suppliers are especially tough. However, due to Apex' objective advantage of being located in Southeast Asia and China's increasingly disadvantageous policies for low-end PCB businesses, Apex's competitive edges will grow more obvious as time passes. Besides the objective advantage from the geographic location, strict cost and quality control has also created subjective advantages and enabled Apex to meet the demand and expectations of customers.

By keeping a close watch on market developments and competition situations, Apex is able to make various strategic plans in advance, continue to exhibit its strong execution capacity, make precise estimates of customers' orders, and implement its procurement tactics and production-marketing plans in the most efficient way. Looking at 2016, Apex is confident that it will be able to continue to provide customers with high quality service, punctual deliveries and best quotations.

(2) The legal Environment

Every country continues to adopt new regulations. Apex is aware of its social responsibility and will make every necessary effort to comply with such new regulations.

The regulations on the governance of listed companies set by the competent authority in Taiwan are growing more and more comprehensive. Apex will adhere to the spirit of corporate governance, manage its business with integrity, strengthen the capacity of the board of directors, perfect the channels for communication with stakeholders, make company information transparent, keep shareholder equity in balance, and fulfill its corporate social responsibility.

(3) Overall Management Environment

Despite revenue and profit growth, Apex still encountered certain challenges in 2016. By facing the brand new next year, it is full of storm and danger that we need be cautious. Developed countries' economy are trapped and stuck. Therefore APEX will continuously discover new orders among developing countries.

Apex's plants in Thailand continued to receive stable orders from customers seeking suppliers outside China. Certainly, fierce competition from Chinese suppliers resorting to price undercutting formed tough challenges. Nevertheless, it only made Apex invest more efforts to pursue higher management efficiency to provide the finest service to customers. Compared to Chinese conventional PCB suppliers who had to cope with repeated production cost increase in recent years, Apex was able to see a 35% proportion of sales to China and Hong Kong in 2015.

Looking back on 2015, Apex devoted a major part of its endeavor to make sure the new plants can maintain stable mass production and quality. In 2016, the prior target will be to discover new orders in booming countries and mainland China.

Competition and challenges will not stop in the future, but Apex is fully prepared. Under situation of global deflation, we believe that APEX still can keep growing in such tough environment by her competitive ability and new orders.

Sincerely yours,

Chairman

A handwritten signature in black ink, appearing to be 'Hsu Shou Huan', written in a cursive style.

Chief Executive Officer

A handwritten signature in black ink, appearing to be 'Hsu Shou Huan', written in a cursive style.

Accounting officer

A handwritten signature in black ink, appearing to be 'Hsu Shou Huan', written in a cursive style.



APEX INTERNATIONAL CO., LTD

Audit Committee's Review Report

Board of Directors has prepared the Company's 2015 Business Report, and Consolidated Financial Statement. The CPA firm of KPMG was retained to audit the Company's Consolidated Financial Statements. KPMG has completed audit procedures and issued Audit Opinion. Business Report, and Financial Statements have been reviewed and determined to be correct and accurate by Audit Committee members of the Company. According to Article 14-4 of Securities and Exchange Act and Article 219 of Company Law, we hereby submit this report.

Apex International Co., Ltd.

Chairman of Audit Committee: Lin, Chin-Miao

A handwritten signature in blue ink, reading "Lin Chin Miao". The signature is written in a cursive, flowing style.

Date: March 10, 2016

APEX INTERNATIONAL CO., LTD

Audit Committee's Review Report

Board of Directors has prepared the Company's 2015 Proposal for Distribution of Profits and which has been reviewed and determined to be correct and accurate by Audit Committee members of the Company. According to Article 14-4 of Securities and Exchange Act and Article 219 of Company Law, we hereby submit this report.

Apex International Co., Ltd.

Chairman of Audit Committee: Lin, Chin-Miao



Date: May 4, 2016



Apex International Company Limited Procedures for Ethical Management and Guidelines for Conduct

Article 1

The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for The Company with a view to providing all personnel of The Company with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of The Company, any incorporated foundation in which The Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by The Company.

Article 2

For the purposes of these Procedures and Guidelines, the term "personnel of The Company" refers to any director, supervisor, managerial officer, employee, or person having substantial control, of The Company or its group enterprises and organizations.

Any provision, promise, request, or acceptance of money, gratuities, gifts, commissions, positions, services, preferential treatment, rebates, facilitating payments, entertainment, dining, or other benefits in whatever form or name by any personnel of The Company through a third party will be presumed to be an act by the personnel of The Company.

Article 3

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of The Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5

The Company designate "Corporate Governance Team" as the solely responsible unit (hereinafter, "responsible unit") in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall also submit report to the board of directors.

Article 6

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any money, gratuity, service, preferential treatment, entertainment, dining, or other benefits:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Other conduct that complies with the rules of The Company.

Article 7

Except under any of the circumstances set forth in the preceding article, when any personnel of The Company are provided with or are promised, either directly or indirectly, any money, gratuity, service, preferential treatment, entertainment, dining, or other benefits by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of The Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of The Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of The Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding The Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of The Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported to chairman and approved.

Article 8

The Company shall neither provide nor promise any facilitating payment.

If any personnel of The Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate



action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9

Political contributions by The Company shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the responsible unit, and when the amount of a contribution is NT\$ 500,000 or more, it shall be made only after being reported to and approved by the board of directors:

1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
2. A written record of the decision-making process shall be kept.
3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of The Company with the related government agencies shall be avoided.

Article 10

Charitable donations or sponsorships by The Company shall be provided in accordance with the following provisions and reported to chief executive officer in charge for approval, and a notification shall be given to the responsible unit. When the amount is NT\$ 1,000,000 or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where The Company is doing business.
2. A written record of the decision making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of The Company's commercial dealings or a party with which any personnel of The Company has a relationship of interest.

Article 11

All employee of the Company shall not disclose to others the Company's trade secrets, infringement of trademark rights, patent rights, copyrights, and other intellectual property which known during his job duties. And employees shall not try to inquire or collect the information or data of those mentioned intellectual property rights which do not related to his job duties.

Article 12

All personnel of The Company shall faithfully follow the operational directions pertaining to the trade secrets of The Company, and may not disclose to any other party any trade secret of The Company of which they have learned, nor may they inquire about or collect any trade secrets of The Company unrelated to their individual duties.

Article 13

The Company's personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging the undisclosed information to any other party in order to prevent another party from using such information to engage in insider trading.

Article 14

The Company's personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging the undisclosed information to any other party in order to prevent another party from using such information to engage in insider trading. Any organization or person outside of The Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by The Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of The Company acquired as a result, and that they may not use such information without the prior consent of The Company.

Article 15

Any personnel of The Company, when engaging in commercial activities, shall make a statement to the trading counterparty about The Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or other improper benefits provided or accepted through other channels.

Article 16

All personnel of The Company shall avoid business transactions with an unethical agent, supplier, customer, or other counterparty in commercial interactions. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement The Company's ethical management policy.

Article 17

Before entering into a contract with another party, The Company shall try to gain a thorough knowledge of the status of the other party's ethical management, and shall request to make observance of ethical management part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of commissions, rebates, or other benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim as damages, and may also deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.

Article 18

The Company encourages internal and external personnel to do whistle-blow for any unethical conduct or inappropriate conduct, according to significant of the case to consider provide bonus to whistle-blower. However, if any the case is verified to be a dishonest accusation from company insider, should be subject to disciplinary punish, even consider to dismiss the insider if it is significant.

The Company was established an e-mail address for the Company's internal and external personnel to action whistle-blow.

Whistle-blower should provide at least the following information:



1. His/her name, the ID card number, and address, phone, e-mail which the information can contact the whistle-blower directly.
2. The name of the person who act unethical conduct, or other information sufficient to identify the characteristic of his/her identity.
3. The specific evidence for the investigation.

The responsible unit shall ensure the confidentiality of the identity of whistle-blowers and the content of reported cases. The Company promise to protect whistle-blowers should not suffer improper disposal due to report action. And responsible unit conduct in accordance with the following procedures:

1. If violations involving only the staff position, should notice the department heads. If violations involving the position of directors or senior management, should notice independent directors.
2. The responsible unit and the person who was noticed in prior paragraph shall immediately investigate the facts, if necessary, Legal departments should join to provide assistance.
3. If the violation action is confirmed, the person who act the unethical conduct must stop his behavior immediately, and the Company need to proceed appropriate disposition. If necessary, should claim for damages through legal proceedings to protect the reputation of the Company.
4. The prosecution accepted the investigation process, the findings should be a written document retention and kept for five years, which can be electronically stored whom. Before the retention period has not expired, once any other legal proceedings related to the content of the report occurs, the relevant information should continue to be kept until the proceedings ended.
5. For the conclusion of investigation, if the violation is confirmed to be true, the relevant department shall review relevant internal control systems and operating procedures, and proposed improvement measures to prevent the recurrence of the same behavior.
6. The responsible unit should summary and report to Board of meeting about the context of the violations and its treatment, follow-up and improvement measures.

Article 19

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting.

These Principles firstly be formulated on 9-Apr-2015 and approved by Board of Directors of the Company.

1st Amend these Principles on 4-May 2016 and approved by Board of Directors of the Company.

Attachment IV CPA Audit Report and Financial Statements



安侯建業聯合會計師事務所

KPMG

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Fax 傳真 + 886 (2) 8101 6667
Internet 網址 kpmg.com/tw**Independent Auditors' Report**

The Board of Directors
Apex International Co., Ltd.

We have audited the accompanying consolidated statements of financial position of Apex International Co., Ltd. and its subsidiaries as of December 31, 2015 and 2014, the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years ended December 31, 2015 and 2014. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to issue a report on the consolidated financial statements based on our audits.

We conducted our audits in accordance with the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" and auditing standards generally accepted in the Republic of China. Those regulations 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 financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Apex International Co., Ltd. and its subsidiaries as of December 31, 2015 and 2014, and its financial performance and cash flows for the years ended December 31, 2015 and 2014, in conformity with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations endorsed by the R.O.C. Financial Supervisory Commission.

March 10, 2016



APEX INTERNATIONAL CO., LTD. AND ITS SUBSIDIARIES
Consolidated Statements of Financial Position
December 31, 2015 and 2014
(expressed in thousands of New Taiwan dollars)

Assets	December 31, 2015		December 31, 2014		Liabilities and Equity	December 31, 2015		December 31, 2014	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:					Current liabilities:				
Cash and cash equivalents (note 6)	\$ 304,863	3	754,492	8	Short-term loans (notes 14, 29, 30 and 31)	\$ 1,385,212	13	1,540,907	16
Financial assets measured at fair value through profit or loss – current (note 7)	2,192	-	1,921	-	Financial liabilities measured at fair value through profit or loss – current (notes 7 and 16)	1,072	-	-	-
Notes receivable, net (note 10)	-	-	9,063	-	Accounts payable	1,709,184	16	1,461,745	15
Accounts receivable, net (notes 10 and 29)	2,495,890	24	2,010,923	21	Other payables (note 29)	352,993	3	281,146	3
Other receivables (note 10)	323,263	3	214,125	2	Payable for machinery and equipment	440,816	4	448,157	4
Inventories (note 11)	1,235,621	12	967,034	10	Current tax liabilities	50,410	1	23,749	-
Other current assets	44,579	-	38,581	-	Current portion of convertible bonds payable (notes 16 and 21)	569,928	6	-	-
Total current assets	<u>4,406,408</u>	<u>42</u>	<u>3,996,139</u>	<u>41</u>	Current portion of long-term loans (notes 8, 15, 29 and 30)	550,136	5	295,460	3
Non-current assets:					Current portion of liabilities under finance leases (notes 17 and 30)	99,992	1	63,319	1
Property, plant and equipment (notes 12, 30 and 31)	6,130,939	58	5,765,439	59	Other current liabilities	20,099	-	15,324	-
Intangible assets (note 13)	23,427	-	28,745	-	Total current liabilities	<u>5,179,842</u>	<u>49</u>	<u>4,129,807</u>	<u>42</u>
Deferred tax assets (note 20)	10,516	-	7,170	-	Long-term liabilities:				
Prepayment for equipment	9,148	-	19,136	-	Financial liabilities measured at fair value through profit or loss – non-current (designated upon initial recognition) (note 16)	-	-	2,604	-
Refundable deposits	5,790	-	8,010	-	Non-current derivative financial liabilities for hedging (note 8)	145	-	1,007	-
Total non-current assets	<u>6,179,820</u>	<u>58</u>	<u>5,828,500</u>	<u>59</u>	Convertible bonds payable (notes 16 and 21)	-	-	560,344	6
					Long-term loans (notes 8, 15, 29 and 30)	965,476	9	774,011	8
					Deferred tax liabilities (note 20)	20,811	-	11,814	-
					Long-term payable	77,631	1	50,609	-
					Liabilities under finance leases (notes 17 and 30)	214,238	2	161,521	2
					Other non-current liabilities (notes 17 and 19)	21,025	-	20,752	-
					Total long-term liabilities	<u>1,299,326</u>	<u>12</u>	<u>1,582,662</u>	<u>16</u>
					Total liabilities	<u>6,479,168</u>	<u>61</u>	<u>5,712,469</u>	<u>58</u>
					Equity attributable to shareholders of the Company (notes 16, 19, 20 and 21)				
					Common stock	1,225,950	12	1,225,157	13
					Capital surplus	1,483,703	14	1,481,385	15
					Retained earnings	1,588,532	15	1,360,726	14
					Exchange differences on translation of foreign financial statements	(213,473)	(2)	24,104	-
					Total equity attributable to shareholders of the Company	<u>4,084,712</u>	<u>39</u>	<u>4,091,372</u>	<u>42</u>
					Non-controlling interests	22,348	-	20,798	-
					Total equity	<u>4,107,060</u>	<u>39</u>	<u>4,112,170</u>	<u>42</u>
Total assets	<u>\$ 10,586,228</u>	<u>100</u>	<u>9,824,639</u>	<u>100</u>	Total liabilities and equity	<u>\$ 10,586,228</u>	<u>100</u>	<u>9,824,639</u>	<u>100</u>

APEX INTERNATIONAL CO., LTD. AND ITS SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2015 and 2014

(expressed in thousands of New Taiwan dollars)

	2015		2014	
	Amount	%	Amount	%
Operating revenue (notes 23 and 29)	8,628,752	100	7,366,819	100
Operating costs (notes 11, 12, 13, 18, 19 and 29)	6,988,065	81	6,044,806	82
Gross profit	1,640,687	19	1,322,013	18
Operating expenses (notes 10, 12, 13, 18, 19, 21 and 29):				
Selling expenses	420,655	5	350,243	5
Administrative expenses	420,748	5	432,188	6
Total operating expenses	841,403	10	782,431	11
Operating income	799,284	9	539,582	7
Non-operating income and expenses (notes 7, 8, 12, 15, 16, 17 and 24):				
Other income	5,620	-	6,701	-
Other gains and losses	(83,949)	(1)	19,376	-
Finance costs	(97,340)	(1)	(102,520)	(1)
Total non-operating income and expenses	(175,669)	(2)	(76,443)	(1)
Income before income tax	623,615	7	463,139	6
Less: income tax expenses (note 20)	89,486	1	33,495	-
Net income	534,129	6	429,644	6
Other comprehensive income (loss) (notes 19 and 20):				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements from defined benefit plans	2,987	-	-	-
Income tax related to items that will not be reclassified subsequently to profit or loss	(397)	-	-	-
	2,590	-	-	-
Items that may be subsequently reclassified to profit or loss				
Foreign currency translation differences for foreign operations	(238,651)	(3)	211,543	3
Income tax relating to items that are or may be subsequently reclassified to profit or loss	-	-	-	-
	(238,651)	(3)	211,543	3
Other comprehensive income (loss), net of tax	(236,061)	(3)	211,543	3
Total comprehensive income	\$ 298,068	3	641,187	9
Net income attributable to:				
Shareholders of the Company	531,517	6	427,281	6
Non-controlling interests	2,612	-	2,363	-
	\$ 534,129	6	429,644	6
Total comprehensive income attributable to:				
Shareholders of the Company	296,518	3	637,780	9
Non-controlling interests	1,550	-	3,407	-
	\$ 298,068	3	641,187	9
Earnings per share (expressed in New Taiwan dollars) (note 22)				
Basic earnings per share	\$	4.34		4.06
Diluted earnings per share	\$	3.94		3.39



APEX INTERNATIONAL CO., LTD. AND ITS 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 shareholders of the Company

	Common stock	Capital surplus	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of financial statements	Equity attributable to shareholders of the Company	Non- controlling interests	Total equity
Balance at January 1, 2014	\$ 970,514	700,903	-	1,114,020	1,114,020	(186,395)	2,599,042	17,303	2,616,345
Appropriations and distributions (note 21)									
Special reserve	-	-	186,395	(186,395)	-	-	-	-	-
Cash dividends	-	-	-	(179,545)	(179,545)	-	(179,545)	(942)	(180,487)
Equity component of convertible bonds issued (note 16)	-	63,310	-	-	-	-	63,310	-	63,310
Net income for the year	-	-	-	427,281	427,281	-	427,281	2,363	429,644
Other comprehensive income for the year	-	-	-	-	-	210,499	210,499	1,044	211,543
Total comprehensive income for the year	-	-	-	427,281	427,281	210,499	637,780	3,407	641,187
Capital injection by cash (note 21)	125,000	404,223	-	-	-	-	529,223	-	529,223
Conversion of convertible bonds (notes 16 and 21)	129,643	312,949	-	-	-	-	442,592	-	442,592
Changes in total equity by subsidiaries	-	-	-	(1,030)	(1,030)	-	(1,030)	1,030	-
Balance at December 31, 2014	1,225,157	1,481,385	186,395	1,174,331	1,360,726	24,104	4,091,372	20,798	4,112,170
Appropriations and distributions (note 21)									
Cash dividends	-	-	-	(306,289)	(306,289)	-	(306,289)	-	(306,289)
Net income for the year	-	-	-	531,517	531,517	-	531,517	2,612	534,129
Other comprehensive income for the year	-	-	-	2,578	2,578	(237,577)	(234,999)	(1,062)	(236,061)
Total comprehensive income for the year	-	-	-	534,095	534,095	(237,577)	296,518	1,550	298,068
Conversion of convertible bonds (notes 16 and 21)	793	2,318	-	-	-	-	3,111	-	3,111
Balance at December 31, 2015	\$ 1,225,950	1,483,703	186,395	1,402,137	1,588,532	(213,473)	4,084,712	22,348	4,107,060

APEX INTERNATIONAL CO., LTD. AND ITS SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2015 and 2014

(expressed in thousands of New Taiwan dollars)

	2015	2014
Cash flows from (used in) operating activities:		
Profit before tax	\$ 623,615	463,139
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	548,573	479,341
Amortization expense	7,377	7,500
Impairment loss on trade receivable	186	8,249
Interest expense	97,341	102,520
Interest income	(945)	(1,305)
Dividend income	-	(514)
Loss (gain) on disposal of property, plant and equipment	(1,011)	677
Property, plant and equipment transferred to expense	-	854
Loss on disposal of intangible assets	-	13
Impairment loss on non-financial assets	20,321	-
Total adjustments to reconcile profit	<u>671,842</u>	<u>597,335</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Financial assets held for trading	(271)	2,211
Notes receivable	9,063	(9,063)
Accounts receivable	(485,153)	(418,061)
Accounts receivable—related parties	-	40
Other receivables	(109,138)	(60,321)
Inventories	(268,587)	(166,421)
Other current assets	(5,998)	(9,018)
Total changes in operating assets	<u>(860,084)</u>	<u>(660,633)</u>
Changes in operating liabilities:		
Financial liabilities held for trading (including hedge instrument)	(1,529)	(2,397)
Notes payable	-	(964)
Accounts payable	247,439	611,068
Accounts payable—related parties	-	(6,179)
Other payables	71,146	73,022
Other current liabilities	4,775	(3,310)
Other non-current liabilities	3,140	9,647
Total changes in operating liabilities	<u>324,971</u>	<u>680,887</u>
Changes in operating assets and liabilities:	<u>(535,113)</u>	<u>20,254</u>
Total adjustments	<u>136,729</u>	<u>617,589</u>
Cash inflow generated from operations	760,344	1,080,728
Interest income received	945	1,305
Dividend received	-	514
Interest paid	(83,948)	(100,523)
Income taxes paid	(55,660)	(36,660)
Net cash flows from operating activities	<u>621,681</u>	<u>945,364</u>
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at cost	-	48,283
Acquisition of property, plant and equipment	(1,215,994)	(1,010,774)
Proceeds from disposal of property, plant and equipment	2,525	171
Acquisition of intangible assets	(144)	(14,241)
Decrease (increase) in refundable deposits	2,220	(1,071)
Decrease (increase) in prepayment for equipment	9,988	(16,919)
Net cash flows used in investing activities	<u>(1,201,405)</u>	<u>(994,551)</u>
Cash flows from (used in) financing activities:		
Increase in short-term loans	7,679,519	-
Decrease in short-term loans	(7,608,658)	(79,319)
Proceeds from issuance of convertible bonds	-	645,973
Proceeds from long-term loans	786,284	210,020
Repayments of long-term loans	(285,194)	(419,946)
Increase in liabilities under finance leases	163,260	-
Decrease in liabilities under finance leases	(61,119)	(59,714)
Cash dividends paid	(306,289)	(180,487)
Capital injection	-	529,223
Net cash flows from financing activities	<u>367,803</u>	<u>645,750</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(237,708)</u>	<u>(9,817)</u>
Net increase (decrease) in cash and cash equivalents	(449,629)	586,746
Cash and cash equivalents at beginning of year	754,492	167,746
Cash and cash equivalents at end of year	<u>\$ 304,863</u>	<u>754,492</u>



Attachment V 2015 Annual Profit Distribution Table

盈餘分配表
Profit Distribution Table
2015年
Year 2015

單位: 新台幣元 (Unit: NTD \$)

項目 Items	金額 Total	備註 Notes
期初未分配盈餘	868,041,225	
加: 稅後淨利	531,516,785	
加: 其他綜合損益	2,579,110	Caused by actuarial gains from revaluation of defined benefit plan (APT's employee benefit)
減: 特別盈餘公積	27,077,542	At 2015/Dec/31, ending balances of "exchange differences on translation of financial statements" was -213,472,743 and special reserve for this item was 186,385,201. Therefore we need to reserve the shortaged number: 213,472,743-186,385,201=27,077,542
可供分配餘額	1,375,059,578	
分配項目		
股東紅利	306,487,298	cash dividend NTD 2.5 per share, total shares are 122,584,919
期末未分配盈餘	1,068,572,280	
附註 Notes:		
員工紅利	0	
董監事酬勞	720,000	each independent director compensated NTD 240,000, total head count is 3

董事長:  總經理:  會計主管: 

Attachment VI Comparison Table of Amendment to “Procedures of Acquisition and Disposal of Assets”

Articles of Amendment	Existing Articles	Description
<p>Article 4: Operating procedures 1. Levels of authorization (1) When the Corporation acquires or disposes of assets, the unit handling the transaction shall compile information on each asset to be transacted, including the reasons for the proposed acquisition or disposal, the target asset, the trading counterparty, the transfer price, the terms of payment, and the price reference criteria, and submit them to the unit with overall authority for a decision on the transaction.</p> <p>.....</p> <p>6. In acquisition or disposal of assets by means of lawful mergers, demergers, acquisitions, or share transfers, the unit executing the transaction shall first conduct an appraisal and thereafter carry out the transaction in accordance with relevant laws and regulations and Chapter 4 of these Procedures.</p>	<p>Article 4: Operating procedures 1. Levels of authorization (1) When the Corporation acquires or disposes of assets, the unit handling the transaction shall compile information on each asset to be transacted, including the reasons for the proposed acquisition or disposal, the target asset, the trading counterparty, the transfer price, the terms of payment, and the price reference criteria, and submit them to the unit with overall authority for a decision on the transaction.</p> <p>.....</p> <p>6. In acquisition or disposal of assets by means of lawful mergers, demergers, acquisitions, or share transfers, the unit executing the transaction shall first conduct an appraisal and thereafter carry out the transaction in accordance with relevant laws and regulations and Chapter 4 of these Procedures.</p>	<p>Chinese typo correction</p>
<p>Article 17: Procedures for public announcement and reporting When the Corporation acquires or disposes of assets under any of the following circumstances, it shall publicly announce and report the relevant information, in accordance with the type of disposal or acquisition, on the FSC's SFB's designated website in the appropriate format as prescribed by regulations within two days from the date of occurrence:</p> <p>.....</p>	<p>Article 17: Procedures for public announcement and reporting When the Corporation acquires or disposes of assets under any of the following circumstances, it shall publicly announce and report the relevant information, in accordance with the type of disposal or acquisition, on the FSC's designated website in the appropriate format as prescribed by regulations within two days from the date of occurrence:</p> <p>.....</p>	<p>In accordance with change of competent authority's name to amend.</p>



<p>The Corporation shall compile monthly reports, covering the period up to the end of the preceding month, on the status of derivatives trading made by it or by any subsidiaries that are not public companies, and enter the information in the prescribed format into the information reporting website designated by the <u>SFC SFB</u> by the tenth day of each month.</p>	<p>The Corporation shall compile monthly reports, covering the period up to the end of the preceding month, on the status of derivatives trading made by it or by any subsidiaries that are not public companies, and enter the information in the prescribed format into the information reporting website designated by the SFC by the tenth day of each month.</p>	
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Attachment VII List of director (including independent director) candidates

Apex International Company Limited

List of director (including independent director) candidates

Candidates category	Name of Candidate	Educational background	Experience	Current post	The amount of shares held (Unit: share)
Director	Wang, Shu-Mu	SooChow University Business Mathematics Department	Apex International Co., Ltd. Chairman Apex Circuit(Thailand) Co., Ltd. Chairman Approach Excellence Trading Ltd. Chairman	Apex International Co., Ltd. Chairman Apex Circuit(Thailand) Co., Ltd. Chairman Approach Excellence Trading Ltd. Chairman	1,000,000
Director	Chou, Jui-hsiang	Aletheia University International Business and Trade Department	Hong Kong Kayue Group Limited Purchasing General Manager Hong Kong Kayue Group Limited (Thailand) Vice Chairman Kaohsiung Kaen Technology Co., Ltd. R&D VP、Marketing VP	Apex International Co., Ltd. Director 、General manager Apex Circuit (Thailand) Co., Ltd. Director、CEO	458,216
Director	Cheng, Yung-Yuan	National Kaohsiung University of Applied Sciences Electronic Engineering Department	Kaen Technology Co., Ltd. (Thailand) Sales VP Kaen Technology Co., Ltd. Procurement Associate Manager、R&D Manager Digital Equipment Corporation R&D Officer	Apex International Co., Ltd. Director Apex Circuit (Thailand) Co., Ltd. CBO	334,464
Director	Lan, Chia-Chen	Cheng Shiu University Electronics Department	Thinking Electronic Industrial Co., Ltd. VP Foxlink Image Technology Co., Ltd. Manufacturing VP Kaen Technology Co.,	Apex International Co., Ltd. Director Apex Circuit (Thailand) Co., Ltd. Director、EVP	222,976



			Ltd. Manufacturing VP		
Director	Shohara Masashi	Hiroshima Shudo University Humanities Faculty English Literature Department	Shibaura Electronics Co.,Ltd. Manager Volex Cable Assembly(Shenzhen)Co.,Ltd. Manager	Apex International Co., Ltd. Director Apex Circuit (Thailand) Co., Ltd. Marketing VP	0
Director	Somkeit Krachangjang	Siam University Mechanical Engineering Department	Siam Unisoal Co., Ltd. Supervisor Samut Sakhon Hospital Technician	Apex Circuit (Thailand) Co., Ltd.VP	0
Director	Wu, Sen-Tian	National ChengChi University Department of Money and Banking	Apex International Co., Ltd. Strategy officer	Apex International Co., Ltd. Strategy officer	0
Director	Lee,Shun-Chung	National ChengChi University Department of Business Administration	Unimicron Technology Corporation. Business Manager	Apex Circuit (Thailand) Co., Ltd.VP	0
Independent Director	Su, Chau-Chin	Wisconsin Madison University USA Doctor of Philosophy	The Ministry of Education Advisory Office adviser National Chiao Tung University Electrical and Computer Engineering . Department head National Central University Electrical Engineering Department.Professor National Science and Technology Program for System-on-Chip CEO National Chiao Tung	National Chiao Tung University Electrical and Computer Engineering .Professor	0

			UniversityMicroelectro nics and Information Systems Research Center deputy director		
Independent Director	Chen, Yung-Tsai	Tatung University Master of Business Management	Credit Suisse AG, Taipei Bank Branch Director Credit Suisse Securities Investment Advisory Co., Ltd. General manager	Celxpert Energy Corporation. Director	35,000
Independent Director	Jesadavat Priebjriwat	New York University USA Master of Business Administration George Washington University USA Master' of Engineering Administration	MFC Asset Management Public Company Limited Senior Executive Vice President and Chief Investment Officer KGI Securities Public Company Limited Senior Executive Vice President Asian Development Bank Advisor and Specialist	Apex International Co., Ltd. Independent Director Apex Circuit (Thailand) Co., Ltd. Independent Director	0