## Chieftek Precision Co., LTD.

# 2016 Annual General Shareholders' Meeting Minutes

Meeting time: 9:00 a.m., June 16, 2016

Place: 2F.-1, No.26, Nanke 3rd Rd., Xinshi Dist., Tainan City 744, Taiwan, R.O.C.

(Southern Science Park Industries)

Present: Total outstanding cpc shares is 56,233,799 shares and shares held by shareholders present in person or by proxy is 38,394,064 shares, and the percentage is 68.27%. The aggregate shareholding of shareholders present in person or by proxy constitute a quorum.

Chairman: Ms. Li Fen Chen, the Chairperson of the Board of Directors

Guest: Director Ming Che Hsu, Director Sheng Fang Zheng, Director Pi Hsia Wang Chen, Independent Director Nai Chang Wei, Supervisor His Hui Kuang, Supervisor Mei Li, Accountant Tzu Yu Lin, Accountant Tzu Meng Liu, Lawyer Chao Qin Hsu.

- A. Chairman's Address (omitted)
- B. Discussion I

Proposal:

Amendment some parts of the Articles of incorporation (Proposed by Board of Directors) Explanatory Notes:

- (1) According to the Company Act, addition Article 235-1, amendment Article 235 and 240, meanwhile, to conform the future development, the company hereby proposes to amend some part of the Article of Incorporation.
- (2) Please refer to Chinese version, Attachment I(page 9-11) for details of the proposed amendments to cpc's Articles of incorporation.

Resolution: Chairperson ask for every present shareholders' opinion and there is no objection. RESOLCED, that the above proposal be and hereby was approved as proposed.

- C. Matters to Report
  - I. 2015 Business Report(see Attachment II)
  - II. 2015 Supervisors Audit Report(see Attachment III)
  - III. To report 2015 employees' and directors' compensation.
  - IV. Regulations Governing Share Repurchase by Exchange-Listed and OTC
  - V. The Status of Endorsement and Guarantee for 2015

#### D. Adoptions

I. Adoption of the 2015 Business Report and Financial Statements. (Proposed by the Board of Directors)

**Explanatory Notes:** 

- (1) The Company's Financial Statements, including the balance sheet, statements of comprehensive income, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent accountants, Ms. Tzu Yu Lin and Mr. Tzu Meng Liu of PWC Taiwan. Also Business Report and Financial Statements have been approved by the Board of Directors and examined by the supervisors of the Company.
- (2) The 2015 Business Report could be referred to the Chinese version Attachment II, independent auditors' audit report, and Financial Statements by PWC could be referred to the Chinese version, Attachment V.

Resolution: Chairperson ask for every present shareholders' opinion and there is no objection. RESOLCED, that the above proposal be and hereby was approved as proposed.

II. To approve the proposal for distribution of 2015 profits (Proposed by the Board of Directors)

**Explanatory Notes:** 

(1) The 2015 profit distribution program of the Company has been submitted by Board in March 17, 2016, in accordance with Company Act and the Articles of Incorporation of the Company. (2) The Company plans to distribute cash dividends of NT\$28,116,990 to shareholders and according to the actual flow of the number of shares outstanding to calculate per share allotment of about NT\$0.50 and the stock dividend of NT\$28,116,900, according to the actual flow of the number of shares outstanding, for every thousand shares will be allotted with 50 shares, amounted to NT\$56,233,800 the 2015 Profit Allocation Proposal is attached hereto as Attachment VI. (3)Actual placement and number of shares will depend on the number of registered shareholders on the ex-rights date. The cash dividend distribution will be calculated to the nearest NT dollar. After the above mentioned method were approved by regular shareholders' meeting. The ex-dividend date will be decided by the Board of Directors meeting after approval by the competent authority. Allotment of fractional shares (less than one share) shall be paid in cash, and the related process could be done by

designated representative. Actual placement and number of shares will depend on the number of registered shareholders on the ex-rights date.

- (4)After approved by regular shareholders' meeting, the ex-right date and the issuance of new shares for capital increase by earnings re-capitalization will be decided by the Board of Directors meeting.
- (5)Before ex-right date if buying back shares the transfer of treasury shares of the Company, cancellation or other reasons prior to the date of ex-right affect the number of shares of the outstanding shareholders and change the allotment rate, company will submitted to the shareholder's meeting and the Board is authorized to make such adjustments.
- (6)Please accept the above proposal.

Resolution: Chairperson ask for every present shareholders' opinion and there is no objection. RESOLCED, that the above proposal be and hereby was approved as proposed.

### E. Proposals and Discussion II

- I. Proposal for a new share issue through capitalization of retained earnings. Please proceed to discuss. (Proposed by the Board of Directors)
  Explanatory Notes:
  - (1)For the further development of company business, the management plans to withdraw NT\$28,116,900 from distributable earnings to issue dividends stocks (2,811,690 shares) and every share at NT\$10 dollar.
  - (2)The shares are determined by the shareholding ratio of shareholders. 50 common shares will be distributed for every 1,000 common shares for free. Allotment of fractional shares (less than one share) stop by the shareholders at the date of transfer of shares of the company within five days of the service agencies gather itself for a whole register of shares, after gathering if there is still insufficient or overdue patchwork of fractional shares after the patchwork of cash calculated by denomination to the nearest NT dollar, the shares authorize the chairman to contact a specific person for subscription by denomination.
  - (3) The shareholder rights and obligations of the new shares are the same as those of existing shares.
  - (4) Regarding new shares will be distributed on a record date will be determined by the Board after the approval of the Annual

Meeting of Shareholders and the competent authority.

- (5) Before ex-issue new shares date if buying back shares the transfer of treasury shares of the Company, cancellation or other reasons prior to the date of ex-right affect the number of shares of the outstanding shareholders and change the allotment rate, company will submitted to the shareholder's meeting and the Board is authorized to make such adjustments.
- (6) Above capitalization issues are authorized the board to deal with if authorities or circumstance changes.

Resolution: Chairperson ask for every present shareholders' opinion and there is no objection. RESOLCED, that the above proposal be and hereby was approved as proposed.

II. By-election of director(Proposed by the Board of Directors)

**Explanatory Notes:** 

- (1) Because the directors of the Company Mr. Yuan Huai Zuo die of an illness on July 24, 2015 so he was dismissed naturally.
- (2) Under the articles of incorporation and board resolution on March 17, 2016. The new director should take office after by-election if the vacant position due to dismissal of pre-term directors. Take office term from June 16, 2016 to June 5, 2017.
- (3) The election is under the program of election of directors and supervisors.

#### Voting Results:

Title	Shareholder Account No.	Director-elect	Votes in favor
Directors	157	An Lee	38,335,916

F. Special Motion: NO

G. Adjourn: AM 10:38