



Board of Directors' resolution regarding the adoption of the Compensation Committee Charter and the appointment of Compensation Committee members

December 21, 2011

1. Date of occurrence of the change: 2011/12/22

2. Name of the functional committees: Compensation Committee

3. Name and resume of the replaced member: N/A

4. Name and resume of the new member:

(1) Chen-Kuo Lin Resume: Independent Director of the Board, HTC Corporation Former Minister, Ministry of Finance, Executive Yuan Former Professor, Department of Economics in National Taiwan University

(2) HT Cho Resume: Director of the Board, HTC Corporation Former President and CEO, HTC Corporation

(3) Harvey Chang Resume: Vice Chairman, Taiwan Fixed Network Co., Ltd. Former President and CEO, Taiwan Mobile Co., Ltd.

5. Type of the change (please enter: "resignation", "discharge", "tenure expired" or "new appointment"): New appointment

6. Reason of the change: In compliance with the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company whose stock is listed on the Stock Exchange or traded over the counter as per Letter No. 1000009747 issued by the Executive Yuan Financial Supervisory Commission on March 18, 2011, the Board of Directors resolved to adopt the Company's Compensation Committee Charter. Per the newly adopted Compensation Committee Charter, the Board of Directors also resolved to appoint Independent Director Mr. Chen-Kuo Lin; Director Mr. HT Cho and Mr. Harvey Chang to the Company's Compensation Committee.

7. Original term (from _____ to _____): N/A

8. Effective date of the new member: 2011/12/22

9. Any other matters that need to be specified: None