



Board of Directors' resolution regarding disposal of Primavera Capital (Cayman) Fund I, L.P. by Company's Subsidiary, HTC Investment One (BVI) Corp

May 6, 2014

1. Name and nature of the subject matter (if preferred shares, the terms and conditions of issuance shall also be indicated, e.g. dividend yield): Primavera Capital (Cayman) Fund I, L.P.
2. Date of occurrence of the event: 2014/05/06
3. Volume, unit price, and total monetary amount of the transaction:
The volume to be disposed by HTC Investment One (BVI) Corporation is 9.49% interest in the Primavera Capital (Cayman) Fund I, L.P.
Primavera Capital (Cayman) Fund I, L.P. is a private equity fund without unit price.
Total monetary amount of the transaction: USD 68,963,135.
4. Counterpart to the trade and its relationship to the Company (if the trading counterpart is a natural person and furthermore is not an actual related party of the Company, the name of the trading counterpart is not required to be disclosed):
Counterpart to the trade: Partners Group (PG Spring Access & WCTPT EM 2011 L.P.).
Relationship to the Company: None.
5. Where the counterpart to the trade is an actual related party, a public announcement shall also be made of the reason for choosing the related party as trading counterpart and the identity of the previous owner (including its relationship with the company and the trading counterpart), price of transfer, and date of acquisition: N/A
6. Where a person who owned the property within the past five years has been an actual related person of the company, a public announcement shall also include the dates and prices of acquisition and disposal by the related person and the person's relationship to the company at those times: N/A
7. Matters related to the creditor's rights currently being disposed of (including types of collateral of the disposed creditor's rights; if the creditor's rights are creditor's rights toward a related person, the name of the related person and the book amount of the creditor's rights toward such related person currently being disposed of must also be announced): N/A
8. Anticipated profit or loss from the disposal (not applicable in cases of acquisition of securities) (where originally deferred, the status or recognition shall be stated and explained):
Anticipated profit from the disposal before tax is approximately USD 2,000,000.
9. Terms of delivery or payment (including payment period and monetary amount), restrictive covenants in the contract, and other important stipulations:
 1. Terms of delivery or payment: Payment in accordance with terms and conditions of the agreement.
 2. Restrictive covenants in the contract, and other important stipulations:
 - (1) After Buyers receive US\$160 M ("Return Threshold") from distributions with respect to Interest and proceeds of sale of Interest, Buyers shall pay to Seller 15% of excess portion of the Return Threshold. Seller shall return to Buyers an amount equal to 15% of any clawback payments made by Buyers to the Partnership in accordance with the partnership agreement.
 - (2) Buyer agrees to forward to Seller a half of profit of a subsequent sale within 30 days if such sale is made or offered within 1 year after the closing.
10. The manner in which the current transaction was decided, the reference basis for the decision on price, and the decision-making department:
 - (1) The transaction amount was negotiated by both parties involved and based on Hamber Consulting & Co.'s opinion regarding the reasonableness of the transaction.
 - (2) The Board of Directors approved the transaction.
11. Current cumulative volume, amount, and shareholding percentage of holdings of the security being traded (including the current

trade) and status of any restriction of rights (e.g. pledges):

Cumulative investment amount of Primavera Capital (Cayman) Fund I, L.P. owned by HTC Investment One (BVI) Corporation is USD 0. Expected shareholding percentage is 0%. There is no restriction of rights.

12. Current ratio of long or short term securities investment (including the current trade) to the total assets and shareholder's equity as shown in the most recent financial statement and the operating capital as shown in the most recent financial statement:

(1) Ratio of the total amount of long or short term securities investment (including the current trade) to the total assets on the financial statement for the most recent period: For HTC Corporation: 3.78%

(2) Ratio of the total amount of long or short term securities investment (including the current trade) to the shareholder's equity on the financial statement for the most recent period: For HTC Corporation: 8.15%

(3) Operating capital as shown in the most recent financial statement: For HTC Corporation: NTD-2,939,230,000.

13. Broker and broker's fee: N/A

14. Concrete purpose or use of the acquisition or disposition:

To comply with the adjustment to Company's future investment framework and reallocate capital for future investments in the Company's core business and for technology development.

15. Net worth per share of company underlying securities acquired or disposed of: N/A

16. Do the directors have any objection to the present transaction?: None

17. Has the CPA issued an opinion on the unreasonableness of the price of the current transaction?: No

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