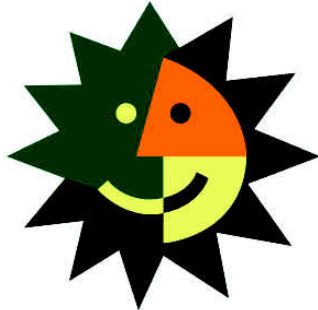


Stock Code : 2311

NYSE : ASX



ASE

**ADVANCED
SEMICONDUCTOR
ENGINEERING, INC.**

Notice and Agenda

Of

2016 Annual Shareholders' Meeting

June 28, 2016

Summary Translation

Meeting Notice

Coupon 1

Notice for Meeting

- I. Please note that we are scheduled to hold the 2016 Annual Shareholders' Meeting on Tuesday, June 28, 2016 at 10:00 a.m. (shareholder registration starts at 9:00 a.m. Please sign-in at the meeting location) at Chuang-ching Hall, 600, Jiachang Rd., NEPZ, Nantz Dist., Kaohsiung City. Meeting contents: 1. Matters for discussion (1): (1) Revision of ASE's Articles of Incorporation. 2. Highlights of Presentation: (1) 2015 Business Report. (2) Report by Audit Committee on review of the 2015 financial statements. (3) Report on total amount for endorsement, guarantee and amount of loans to third parties. (4) Report on the 2015 distribution of remunerations to employees and directors. (5) Report on the implementation of the privately placed foreign convertible corporate bonds passed in the 2015 shareholders' general meeting. (6) Report on the Company's fourth issue of foreign non-guaranteed convertible corporate bonds. (7) Report on the Company's non-guaranteed corporate bonds issued domestically. 3. Matters for Ratification: (1) Ratification of ASE's 2015 business report and final financial statements. (2) Ratification of 2015 earnings distribution proposal. 4. Matters for discussion (2): (1) To consecutively or simultaneously select one of or combine cash increase by issuing common shares and GDR, domestic cash increase by issuing common shares, and privately placed foreign convertible corporate bonds. (2) Discussions of revision of the Company's Rules Governing the Election of Directors. 5. Other Proposals and Extempore Motions
- II. Dividend to be distributed is NT\$1.6 per share, all of which will be distributed in cash. If at a later date ASE's foreign convertible corporate bonds holders exercise the right of conversion, or new shares are issued to employees against Employee Stock Option warrants, or new shares are issued by ASE for cash increase, or there is a buyback of ASE's stocks, or transfer or cancellation of ASE's treasury stocks, which affects the cash distribution rate of the shareholders' bonus requiring adjustment, the management will request the shareholders' meeting to authorize the Chairman of the Board to handle the situation and make adjustments accordingly.
- III. Please refer to the description on the back for how privately placed foreign convertible corporate bonds will be handled. (Coupon 5).
- IV. According to Article 165 of the Company Act, stock transfers shall be discontinued from April 30, 2016 to June 28, 2016.
- V. Apart from the public announcement, this is the letter of invitation attached with one copy each of the Notice for Attendance of the Shareholders' General Meeting and proxy. You are cordially invited to attend. If you are to attend the meeting in person, please report to the site on the date of meeting by filling out Coupon 2 the Notice for Attendance in Person and Coupon 3 Sign-in Card. If you wish to consign an agent to attend on your behalf, please send back Coupon 6 Proxy and Coupon 3 Sign-in Card in its full form, duly filled out, to the Company's stock affairs agent, President Securities Corp. with attention to Department of Stock Affairs Agency 5 days prior to the meeting. Once the signature or seal is verified, the Company's stock affairs agent will send back the Sign-in Card with the registration seal affixed to your agent for attending the shareholders' general meeting.
- VI. If any shareholder wishes to enlist proxies, ASE will produce a general checklist stating therein the information of the solicitor and the soliciting information on May 27, 2016 to be disclosed on the website (<http://free.sfi.org.tw>). Investors who wish to make an enquiry may enter the website and go

to Free Enquiry System for Announced Information Relating Proxy. Click on Entry for Enquiry About the Announced Information on Proxy for Meeting on the right-hand side and enter the search criteria.

VII. Verification of proxy votes at the shareholders' general meeting shall be conducted by the Department of Stock Affairs at President Securities Corp.

VIII. In this shareholder's meeting, shareholders may exercise their voting rights electronically. The period for them to exercise the right is May 29 through June 25, 2016. Log in to Taiwan Depository & Clearing Corporation's "Stock Vote" website and proceed in accordance with the instructions provided (web address: www.stockvote.com.tw).

IX. This is for your information. Please act accordingly.

To:
Shareholder _____

The Board of Directors, Advanced Semiconductor Engineering, Inc.

105

Address: B1, No. 8 Dongxing Road, Songshan District, Taipei City

Advanced Semiconductor Engineering, Inc. Stock Affairs Agent

President Securities Corp. Department of Stock Affairs

Exclusive line for stock affairs agency: (02)2746-3797 (Representative line)

Website: <http://www.pscnet.com.tw/>

The personal information collected by the Stock Affairs Agency is processed or used only for stock affairs purposes, and related information will be stored according to regulations or for the agreed storage periods. Please contact the Stock Affairs Agency if you intend to exercise related rights.

Coupon 2:

Notice for Attendance in Person

Please note that I shall personally attend the 2016 Annual Shareholders' Meeting on June 28, 2016 and you may send me the Sign-in Card.

To:

Advanced Semiconductor Engineering, Inc.

Shareholder No.:

Shareholder Name:

(If proxy is consigned, please endorse on the back of the card)

Please sign here if you shall attend the meeting in person.

Serial No.:

Checked and Verified by:

Coupon 3: Sign-in Card

| | |
|---|---|
| This Sign-in Card will become null and void without the registration seal affixed by ASE's stock affairs agent. | 2016 Annual Shareholders' Meeting of Advanced Semiconductor Engineering, Inc. <input type="checkbox"/> In person <input type="checkbox"/> By proxy Sign-in Card Time: 10:00AM, Tuesday, June 28, 2016 Venue: Zhuang Jing Auditorium, 600 Jiachang Rd., Nantz Processing Export Zone, Nantz District, Kaohsiung City. |
| | Shareholder No.: Number of Shares Held: |
| Addressee: Shareholder Name: Mailing Address of Shareholder: Name of Agent: Mailing Address of Agent: | |
| Serial No. of Attendance: | Approved by: |

Coupon 5

Description of privately placed foreign convertible corporate bonds

In order to meet long term capital requirements and allow more diversified and flexible funding channels, the AGM is urged to authorize the board to consecutively or simultaneously select one of or combine issuing of GDRs through cash increase, conduct domestic cash increase by issuing common shares, and privately offer foreign convertible corporate bonds at appropriate times depending on market circumstances and capital requirements.

According to Article 43-6 of the Securities and Exchange Act and the Directions for Public Companies Conducting Private Placements of Securities, the aforementioned privately offering of foreign convertible corporate bonds is described as follows:

(1) Basis and reasonableness of private offering price:

The issue price for the private offering of foreign convertible corporate bonds is set to be not lower than 80% of the formula price referred to in the Directions for Public Companies Conducting Private Placements of Securities. For the actual issue price, the shareholders meeting will be requested to grant the Board of Directors the authority to set the price according to the law and not below the range approved by the shareholders meeting and depending on current market and company circumstances. The price for this private offering of foreign convertible corporate bonds is set according to the regulations and in consideration of the strict restrictions for transfer timing, recipient, and quantity of privately offered securities. In addition, shares converted from corporate bonds may not be publicly listed for three years from delivery. The price and terms for this private offering of foreign convertible corporate bonds is deemed to be reasonable considering factors such as weakened liquidity.

(2) Offeree selection method and its purpose, necessity, and expected benefits:

The offeree selection procedure shall follow the rules under Article 43-6 of the Securities and Exchange Act and the previous order (91) Tai-Cai-Zheng-1 No. 0910003455 on June 13, 2002 from the Securities and Futures Commission of the Ministry of Finance. The purpose for selecting offerees is to introduce strategic investors. A strategic investor refers to an individual or corporate entity that, for the purpose of increasing ASE's profits, assists ASE to enhance technology, improve quality, increase efficiency, and expand market share through vertical or horizontal industry integration or collaboration in product or market development. The selection of offerees shall be decided by the Board of Directors as authorized by the shareholders meeting. The purpose, necessity, and expected benefits are to meet the demands of ASE's operations by having private offering investors provide ASE with assistance in enhancing technology, improving quality, reducing costs, increasing efficiency, and expanding the market in order to strengthen ASE's competitiveness and improve operational efficiency and long term development.

(3) The necessity, use of funds, and expected benefits:

1. Reasons against a public offering: The choice of a private offering is in support of ASE's future business development and plans to introduce strategic investors and in consideration of the time sensitiveness, convenience, issue costs and shareholder stability provided by a private offering. In addition, privately offered securities are restricted from free transfer under the Securities and Exchange Act, and this rule will ensure a long-term partnership between ASE and its strategic investors.

2. Maximum amount of private offering: The total value of privately offered foreign convertible corporate bonds is limited to NT\$16.5 billion or its equivalent in foreign currencies at maximum. However, the actual value of private offering shall be determined according to applicable laws and regulations and financial market circumstances at the time. When a convertible corporate bond holder obtains common shares of ASE by exercising conversion rights, the number of shares is calculated based on the conversion price at the time of conversion.

3. Use of funds and expected benefits: The current private offering of foreign convertible corporate bonds may be embarked on by the Board of Directors within a year from the date the resolution is reached during a shareholders' meeting. The raised capital is expected to be used for one or more purposes such as capital expenditure, working capital, payback of bank loans, and reinvestments. In addition, it is expected that the fund will be completely used within two years after private offering is completed. The expected benefits include a positive impact on shareholder rights and one or more of strengthened position in the industry, enhanced long term competitiveness, improved financial structure, and savings in interest expenses. However, the actual private offering and the schedule for the use of funds shall depend on ASE's capital requirements, legal regulations, and financial market circumstances.

(4) Rights and obligations associated with converting corporate bonds to common shares

The rights and obligations associated with the common shares converted from this private offering of foreign convertible corporate bonds are identical to those associated with the existing common shares of ASE. However, the listing and resale of such common shares shall be subject to the rules under the

Securities and Exchange Act. Private offerings of foreign convertible corporate bonds shall be conducted in compliance with the letter from the Financial Supervisory Commission of the Executive Yuan, Jin-Guan-Zheng-1 No. 09700513881 on October 21, 2008.

- (5) The private offering plan includes primarily the issue and conversion rules, actual private offering price, private offering terms, plan items, amounts, scheduled progress and expected benefits, and other matters potentially related to the issue plan. The shareholders meeting will be requested to authorize the Board of Directors to make adjustments at its full discretion according to ASE's financial needs, financial market conditions, and relevant regulations. The shareholders meeting will also be requested to authorize the Board of Directors to make modification or correction at its full discretion in response to future changes in legal regulations, orders from the competent authority, or changes in market conditions, business assessment, or objective environmental conditions.
 - (6) In order to complete the private offering of foreign convertible corporate bonds, the shareholders meeting will also be requested to authorize the chairman of the board or a designated person to represent ASE in the signing of all relevant contracts and documents and complete all subsequent procedures for ASE.
 - (7) For matters that are not covered herein, the shareholders meeting will be requested to authorize the Board of Directors to, in accordance with law, proceed at its own discretion.
- ※ For more information on private placements, please visit the following websites: The Market Observation Post System: <http://mops.twse.com.tw/mops/web/t116sb01> ASE's website: <http://www.aseglobal.com>.

Instructions for use of the Proxy

1. Before solicitation for proxy is made by a third party, shareholders are advised to ask the solicitor to provide information on written and advertising contents or consult with ASE-compiled general information of the solicitor's written and advertising contents in order to fully understand the background information of the solicitor and the candidate to be elected as well as opinions on agenda items of the solicitor.
2. If the trustee agent is not a Shareholder No., he/she should fill out his/her ID number or the uniform serial number in the Shareholder A/C Column.
3. If the solicitor is a trust business or service agency institution, please fill out the uniform serial number in the Shareholder No. A/C Column.
4. All other matters related to the agenda shall be conducted by the instructions herein provided.
5. If the proxy has already been delivered to ASE and the shareholder decides they wish to personally attend the meeting or exercise his or her voting rights in writing by electronic means, the concerned shareholder should notify ASE in writing two days prior to the shareholders' meeting to rescind the notice for proxy. If the shareholder fails to do so by the deadline, the voting right cast by the trustee agent shall govern.
6. The Department of Stock Affairs at President Securities Corp. (No. 8, Dongxing Road, Songshan District, Taipei City) has been appointed the Company's stock affairs agent for the current shareholders' meeting. Telephone: (02)2746-3797. If you are unable to attend the shareholders' meeting in person to approve the proposals of the Board of Directors, please place a check mark next to the proposal, signed or sealed (1. Discussion of revision of ASE's Articles of Incorporation. 2. Ratification of ASE's 2015 business report and final financial statements. 3. Ratification of 2015 earnings distribution proposal. 4. To discuss whether to consecutively or simultaneously select one of or combine cash increase by issuing common shares and GDR, domestic cash increase by issuing common shares, and privately offered foreign convertible corporate bonds. 5. Discussions of revision of the Company's Rules Governing the Election of Directors.) The Department of Stock Affairs at President Securities Corp. has been appointed the Company's stock affairs agent.
7. See Coupon 6 for the format of the proxy.

Coupon 6

If you wish to consign an agent to attend the meeting on your behalf, please fill out this coupon and send it back.

Serial No.: _____ Checked and Verified by: _____

Stock Code No.: 2311

| | | | | | | | |
|--|--|---|--|-------------------------|-----------------------|-------------------|-------------|
| PROXY | | 1. Purchase of proxy at a price in the form of cash or for other interests is prohibited. 2. Upon discovery of illegal acquisition or use of proxy, one can enclose substantial evidence and report it to the Taiwan Depository & Clearing Corporation; once found to be true, the informer will be entitled to a reward of NT\$50,000 at maximum. To report a case: (02) 2547-3733. | | Principal (Shareholder) | Serial No. | 02 | A S E |
| 1. (The entrustor must fill out in person and it can not be replaced by affixation of seal) is hereby consigned as the agent for the undersigned shareholder, to attend the Shareholders' General Meeting to be held on June 28, 2016, representing the undersigned shareholder to exercise the following rights as authorized: <input type="checkbox"/> (I) Representing the undersigned shareholder to exercise the rights of shareholders with regard to the matters in the agenda. (carte blanche) <input type="checkbox"/> (II) Representing the undersigned shareholder to exercise the rights and to express the opinions of the undersigned shareholder with regard to the following proposals. When none of the following proposals is checked, it is considered that all the proposals are ratified or approved. 1. Discussion of revision of ASE's Articles of Incorporation. (1) <input type="checkbox"/> Agree (2) <input type="checkbox"/> Reject (3) <input type="checkbox"/> Abstain 2. Ratification of ASE's 2015 business report and final financial statements. (1) <input type="checkbox"/> Ratify (2) <input type="checkbox"/> Reject (3) <input type="checkbox"/> Abstain 3. Ratification of 2015 earnings distribution proposal. (1) <input type="checkbox"/> Ratify (2) <input type="checkbox"/> Reject (3) <input type="checkbox"/> Abstain 4. Discussion of whether to consecutively or simultaneously select one of or combine cash increase by issuing common shares and GDRs, domestic cash increase by issuing common shares, and privately offered foreign convertible corporate bonds. (1) <input type="checkbox"/> Agree (2) <input type="checkbox"/> Reject (3) <input type="checkbox"/> Abstain 5. Discussions of revision of the Company's Rules Governing the Election of Directors. (1) <input type="checkbox"/> Agree (2) <input type="checkbox"/> Reject (3) <input type="checkbox"/> Abstain 2. When the undersigned shareholder did not check the scope of authorization or has checked multiple items in the foregoing, it is considered carte blanche. If the stock affairs agency is authorized to represent the shareholder, the agent shall exercise shareholders' rights as authorized under (II) in the foregoing. 3. The agent of the undersigned shareholder may have the right to handle any extempore motions at his/her discretion in the meeting. 4. Please mail the attendance pass or presence sign-in card to the agent. If the meeting date is changed for whatever the reason, this Proxy remains in force (limited to this meeting only). To: Advanced Semiconductor Engineering, Inc. Date of authorization MM/DD/YYYY | | | | Shareholder No. | Number of shares held | Signature or Seal | |
| | | | | Name or Title | | | |
| | | | | Solicitor | | Signature or Seal | |
| | | | | Account No. | | | |
| | | | | Name or Title | | | |
| | | | | Agent Consigned | | Signature or Seal | |
| | | | | Account No. | | | |
| | | | | Name or Title | | | |
| | | | | ID No. | | | |
| | | Address | | | | | |

Place of solicitation and signature: _____

Atten: 105, B1, No. 8 Dongxing Road, Songshan District, Taipei City

Advanced Semiconductor Engineering, Inc. Stock Affairs Agent
President Securities Corp. Department of Stock Affairs Agency

| |
|--|
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___District/Township, ___County/City

Sender:

Meeting Agenda

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Advanced Semiconductor Engineering, Inc.
2016 Annual Shareholders' Meeting Procedure

- I. Meeting called to order (announce respective number of shares held by shareholders present)**
- II. Chairperson's opening remarks**
- III. Matters for Discussion(1)**
- IV. Status Report**
- V. Matters for Ratification**
- VI. Matters for Discussion(2)**
- VII. Other Proposals and Extempore Motions**
- VIII. Meeting Ends**

Advanced Semiconductor Engineering, Inc.
2016 Annual Shareholders' Meeting Agenda

A. Time: 10:00AM, Tuesday, June 28, 2016

B. Venue: Zhuang Jing Auditorium, 600 Jiachang Rd., Nantz Processing Export Zone, Nantz District, Kaohsiung City

C. Attendee: All shareholders and proxies

D. Chairperson's Remarks

E. Matters for Discussion(1)

Case 1: Discussion of revision of ASE's Articles of Incorporation.

F. Status Report

(1) 2015 Business Report

(2) Report by Audit Committee on review of the 2015 financial statements.

(3) Report on total amount for endorsements, guarantees, and loans to third parties.

(4) Report on the 2015 distribution of remunerations to employees and directors.

(5) Report on the implementation of the privately placed foreign convertible corporate bonds passed in the 2015 shareholders' general meeting.

(6) Report on the Company's fourth issue of foreign non-guaranteed convertible corporate bonds.

(7) Report on the Company's non-guaranteed corporate bonds issued domestically.

G. Matters for Ratification

Case 1: Ratification of ASE's 2015 business report and final financial statements.

Case 2: Ratification of 2015 earnings distribution proposal.

H. Matters for Discussion(2)

Case 1: Discussion of whether to consecutively or simultaneously select one of or combine cash increase by issuing common shares and GDRs, domestic cash increase by issuing common shares, and privately offered foreign convertible corporate bonds.

Case 2: Discussions of revision of the Company's Rules Governing the Election of Directors.

I. Other Proposals and Extempore Motions

J. Meeting Ends

Matters for Discussion (1)

Case 1 (proposed by the Board of Directors)

Proposal: Please discuss the revision of ASE's Articles of Incorporation.

Explanation: 1、In response to the amendments made the Company Act in which the provision regarding employee bonuses was deleted and the provision regarding employee remuneration was added, and to implement the Company's shareholder electronic share mechanism, strengthen corporate governance, and re-evaluate the Company's remuneration to independent directors due to their requirement of also serving on the Audit Committee, portions of the articles in the Articles of Incorporation have been amended.

2、A comparison of the Articles of Incorporation before and after revisions as shown in Attachment 1. Your approval is requested.

Resolution:

Status Report

(1) **2015 Business Report (proposed by the Board of Directors)**

Explanation: Please see Attachment 2 for the 2015 Business Report attached to this manual.

(2) **Report by Audit Committee on review of the 2015 financial statements. (proposed by the Board of Directors)**

Explanation: Please see Attachment 3 for the Audit Committee' Report attached to this manual.

(3) **Report of ASE's aggregate amount of endorsements, guarantees, and loans extended to others as of December 31, 2015. (proposed by the Board of Directors)**

Explanation: 1. ASE's aggregate amount of endorsements and guarantees is as follows as of December 31, 2015:

Unit: NT\$ 1,000

| Guarantee beneficiary | Relationship | Guaranteed amount | Actual amount of utilization |
|-----------------------|--|-------------------|------------------------------|
| Anstock Limited | Subsidiaries in which it indirectly holds 100% voting shares | 2,634,135 | 2,557,224 |
| Anstock II Limited | Subsidiaries in | 10,266,019 | 9,941,667 |

| | | | |
|-------|--|------------|------------|
| | which it indirectly holds 100% voting shares | | |
| Total | | 12,900,154 | 12,498,891 |

2. ASE's aggregate amount of loans extended to others is zero as of December 31, 2015.

(4) Report on the 2015 distribution of remunerations to employees and directors. (proposed by the Board of Directors)

Explanation: 1. In accordance with the newly revised ASE's Articles of Incorporation, If the Company has profit for the year, 5.25% or more and 8.25% or less of the income shall be set aside as remunerations to employees, and 0.75% or less of the income shall be distributed as director remuneration. However, if the Company has accumulated loss, a portion shall be reserved in advance for making up losses.

2. The remunerations to the employees and directors of the Company for 2015 were approved by the Board of Directors in accordance with the newly revised Articles of Incorporation, distributing a total remuneration in cash of NT\$2,033,800,000 to employees and NT\$140,000,000 to directors at a distribution percentage of 8.25% and 0.568%.

(5) Report on the implementation of the privately placed foreign convertible corporate bonds passed in the 2015 shareholders' general meeting. (proposed by the Board of Directors)

Explanation: 1. ASE approved through the shareholders' general meeting that took place on June 23, 2015 to authorize the Board of Directors with the right to engage in raising funds through privately offered foreign convertible corporate bonds that value NT\$16 billion or the equivalent in foreign currencies at maximum when it is considered appropriate.

2. With respect to the aforementioned private offering of foreign convertible corporate bonds by the Board of Directors as authorized by the shareholders meeting, the aforementioned issuance deadline expired on June 22, 2016, and the Company's Board of Directors did not make any private placement of convertible corporate bonds during the authorized issuance period.

(6) Report on the Company's fourth issue of foreign non-guaranteed convertible corporate bonds. (proposed by the Board of Directors)

Explanation: To meet the need for foreign currency funds to purchase mechanical equipment, the Board of Directors approved the fourth issue of foreign non-guaranteed convertible corporate bonds on May 8, 2015. The total issue (including subscription over the limit) was subject to a maximum of US\$220 million for an issuance duration of 2.75 years. The coupon rate was 0% and the bonds were issued at 100% of face value and in accordance with the letter Jin-Guan-Zheng-Fa No.1040020328 from the Financial Supervisory Commission on June 3, 2015. The Company completed the offering with an actual issue value of US\$200 million on July 2, 2015. The conversion price was set at NT\$54.5465 per share for conversion into common shares.

(7) Report on the Company's non-guaranteed corporate bonds issued domestically. (proposed by the Board of Directors)

Explanation: To raise long-term funds, in order to address the capital requirements of the Company in the long term and mitigate the risks associated with rebounding interest rates in the future, the Company's Board of Directors approved the first issue of non-guaranteed ordinary corporate bonds on December 28, 2015. The total issue was no more than NT\$9 billion and was categorized into two types: A and B, for an issuance duration of five and seven years and in accordance with the letter Zheng-Gui-Zai No.1040037031 from the GreTai Securities Market on January 4, 2016. The Company completed the offering on January 12, 2016.

Matters for Ratification

Case 1 (proposed by the Board of Directors)

Proposal: Ratification of ASE's 2015 business report and financial statements. Please ratify.

Explanation: 1、The Company's 2015 financial statements have been audited and certified by Deloitte.

2、Please ratify the 2015 Business Report (see Attachment 2 to this Agenda Manual for details) and the financial statements (see Attachment 4 to this Agenda Manual for details).

Resolution:

Case 2 (proposed by the Board of Directors)

Proposal: Please ratify ASE's 2015 proposal for earnings distribution.

Explanation: 1. The Board of Directors has drafted ASE's 2015 proposal for surplus distribution as shown in the table below in accordance with applicable laws and the newly revised ASE's Articles of Incorporation for your ratification.

Advanced Semiconductor Engineering, Inc.

2015 earnings distribution proposal

| Unit: NT\$ | |
|---|----------------|
| Item | Amount |
| Earnings carried over from the previous year | 20,804,369,666 |
| Subtract: TIFRS adoption adjustments | 16,042,377 |
| Subtract: Actuarial losses allocated to retained earnings | 86,214,173 |
| Add: Current year gross profit | 19,478,873,201 |
| Subtract: Provision for 10% statutory surplus reserve | 1,947,887,320 |
| Current year earnings to be distributed | 38,233,098,997 |
| Items for distribution: | |
| Dividends (Note 1) | 12,476,779,033 |
| Current year retained earnings | 25,756,319,964 |
| | |

Chairman: Jason C.S. Chang Manager: Richard H.P. Chang Accountant Manager: Hong-Ming Kuo

Note 1: A total of NT\$12,476,779,033 is distributed as dividends, NT\$1.6 per share, all of which will be distributed in cash. The above distribution of dividends to shareholders and the cash and stock dividend distribution rates are calculated based on the number (7,797,986,896) of shares recorded in the Register of Shareholders as of March 23, 2016 after treasury stocks that were already bought back by ASE were subtracted. If at a later date ASE's ECB holders exercise the right of conversion, or new shares are issued to employees against Employee Stock Option warrants, or new shares are issued by ASE for cash increase, or there is a buyback of ASE's stock, or transfer or cancellation of ASE's treasury stocks, which affects the cash distribution rate of the shareholders' bonus, requiring adjustment, the management will request the shareholders' meeting to authorize the Chairman to handle the situation and make adjustments accordingly.

Note 2: In response to the introduction of an integrated income tax system, earnings of the most recent year will be distributed at this time.

2. Basis date for dividend distribution: The board is authorized to set the date after it is passed at the shareholders meeting.

Resolution:

Matters for Discussion (2)

Case 1 (proposed by the Board of Directors)

Proposal: The matter over whether to consecutively or simultaneously select one of or combine cash increase by issuing common shares and GDRs, domestic cash increase by issuing common shares, and privately offered foreign convertible corporate bonds is submitted for discussion.

Explanation: To finance future capacity expansion, provide for working capital increases, repay bank loans, or cope with other needs for funds in the longer term, ASE is urged to authorize the board to consecutively or simultaneously select one of or combine issuing GDRs through cash capital increases, conducting domestic cash capital increases by issuing common shares, and privately offering foreign convertible corporate bonds according to articles of incorporation, relevant regulations and the following rules.

1. The principles to issue new common shares and GDR for capital increase in cash shall be as follows:
 - (1)The current capital increase in cash by issuing common shares and GDRs shall not exceed 500 million shares with the Board of Directors authorized through shareholders' meetings to decide how many shares are to be issued depending on market conditions.
 - (2)The price at which shares are issued via issuance of GDRs through cash capital increases shall not fall below 90% of the simple arithmetic mean of the share's closing price on the date the issue price is set and its closing price one, three or five days prior to the price-setting date after adjustment for any distribution of stock dividends (or cancelled shares for capital reduction) as per "Self-imposed Rules Governing Underwriters Assisting Companies in Issuing Securities" announced by Taiwan Securities Association. If relevant regulations change, the pricing method may be changed accordingly. As share prices often fluctuate substantially in a short time, the president is authorized to set the issue price by following international practices after consulting the underwriter and considering international capital markets' circumstances, domestic market prices, and the book building status. The GDR's issue price is decided based on the fair market price of ASE's common stock. Original shareholders who did not participate in the offering, if for the purpose of maintaining shareholding structure, may purchase common stock in Taiwan's stock market at a price close to the GDR's issue price without having to assume exchange and liquidity risks. In addition, shares issued via issuance of GDRs through cash increases will dilute the original shareholders' equity to a

- maximum of 6.41%, not a major impact on shareholders' rights and interests.
- (3) 10% – 15% of common shares issued for this capital increase in cash shall, according to Article 267 of The Company Act, be reserved for subscription by company employees and the shareholders meeting will be requested to fully appropriated the remaining 85% – 90% for open issuance as the securities for GDR as the original shareholders have waived their rights for subscription in accordance with Article 28-1 of the Securities Exchange Act. For the part that employees have not subscribed for, the Chairman is authorized to contact a designated party for purchase or, depending on market requirements, list as the original securities for participation in the issuance of GDR.
 - (4) The funds raised by shares issued via issuance of GDRs through this cash capital increases shall be used to expanding the factories, purchase equipment, purchase materials overseas, make reinvestments, and/or repay bank loans. Implementation shall be completed within 2 years after the funds are raised. The project is expected to boost ASE's competitiveness, improve its efficiency, and have a positive impact on shareholders' rights and interests.
 - (5) The Board of Directors is authorized to adjust, set, and administer the major contents of the cash capital increase by GDR issuance plan, which includes issuance conditions, issuance rules, source of capital, plan items, estimated progress and estimated probable effect generated as well as other matters relevant to the issuance of GDR, according to market conditions. If a cash capital increase must be changed as ordered by the regulatory authority or required by circumstances, the board is authorized to make corresponding changes.
 - (6) In conjunction with the issuance method of common shares for this capital increase in cash and participation in GDR issuance, the president or his designated representative is authorized to represent ASE in signing all documents related to the participation in the issuance of GDR as well as handling all needed matters.
2. The principles for domestic cash capital increase by issuing common shares:
- (1) The number of common shares issued for this domestic cash increase may not exceed 500 million shares.
 - (2) Face value of shares issued via cash increase is NT\$10 per share. The issue price shall be decided by the Chairman after consulting the underwriter as per the "Self-imposed Rules Governing Underwriters Assisting Companies in Issuing Securities" announced by the Taiwan Securities Association and market conditions at time of issue and filed with the competent authority.
 - (3) According to Article 28-1 of the Securities Exchange Act, the underwriting method for the publicly offered portion shall be decided by the Board of Directors as authorized between public subscription and book building.

A. If public subscription is selected:

Apart from the 10% – 15% of the issued shares to be reserved for employee subscription at the actual issue price according to Article 267 of the Company Act, 10% of the newly issued shares will be publicly offered to comply with Article 28-1 of the Securities Exchange Act, while the remaining 75% – 80% will be subscribed by the existing shareholders based on the shareholding percentages on the base date. Shareholders will independently combine fractional shares within five days starting from the ex-dividend date for subscription. Any employee or existing shareholder who have waived their right to subscribe or who hold fractional shares failing to combine will authorize the Chairman to contact a designated party for subscription.

B. If book building is selected:

Apart from the 10% – 15% of the issued shares to be reserved for employee subscription at the actual issue price according to Article 267 of the Company Act, the remaining shares will be subject to Article 28-1 of the Securities Exchange Act, and the existing shareholders waive the right to subscribe before the shares all become publicly offered based on the book building method. In addition, if ASE's employees have not subscribed sufficiently and adequately or waived the right to subscribe, the chairman may contact a designated party for purchase.

- (4) The rights and obligations associated with the new shares issued for the cash increase are identical to those associated with the existing shares.
- (5) The funds raised by common shares issued through this cash increase shall be used to expand factories, purchase equipment, purchase materials overseas, provide for working capital increase, make reinvestments, and/or repay bank loans. Implementation shall be completed within 2 years after the funds are raised. The project is expected to boost ASE's competitiveness, improve its efficiency, and have a positive impact on shareholders' rights and interests.
- (6) The Board of Directors is authorized to adjust, set, and administer the major contents of the cash capital increase plan, which includes issuance rules, source of capital, plan items, estimated progress and estimated probable effect generated as well as other matters relevant to the issuance of GDR, according to market conditions. If a cash capital increase must be changed as ordered by the regulatory authority or required by circumstances, the board is authorized to make corresponding changes.
- (7) Once the plan for cash increase is filed with the competent authority, the Chairman will be authorized to set the base date, payment period, and ex-rights date for new share issue.

3. The principles to privately issue foreign convertible corporate bonds:

(1) This private offering of foreign convertible corporate bonds is subject to a maximum of NT\$16.5 billion or the equivalent in foreign currencies. Please see Attachment 5 to this Agenda Manual for the preliminary issue and conversion rules for this private offering of foreign convertible corporate bonds, which will be handled by the Board of Directors authorized by the shareholders meeting based on the Company's needs for funds or financial market circumstances.

(2) Basis and reasonableness of private offering price:

The issue price for the private offering of foreign convertible corporate bonds is set to be not lower than 80% of the formula price referred to in the Directions for Public Companies Conducting Private Placements of Securities. For the actual issue price, the shareholders meeting will be requested to grant the Board of Directors the authority to set the price according to the law and not below the range approved by the shareholders meeting and depending on current market and company circumstances. The price for this private offering of foreign convertible corporate bonds is set according to the regulations and in consideration of the strict restrictions for transfer timing, recipient, and quantity of privately offered securities. In addition, shares converted from corporate bonds may not be publicly listed for three years from delivery. The price and terms for this private offering of foreign convertible corporate bonds is deemed to be reasonable considering factors such as weakened liquidity.

(3) Offeree selection method and its purpose, necessity, and expected benefits:

The offeree selection procedure shall follow the rules under Article 43-6 of the Securities and Exchange Act and the previous order (91) Tai-Cai-Zheng-1 No. 0910003455 on June 13, 2002 from the Securities and Futures Commission of the Ministry of Finance. The purpose for selecting offerees is to introduce strategic investors. A strategic investor refers to an individual or corporate entity that, for the purpose of increasing ASE's profits, assists ASE to enhance technology, improve quality, increase efficiency, and expand market share through vertical or horizontal industry integration or collaboration in product or market development. The selection of offerees shall be decided by the Board of Directors as authorized by the shareholders meeting. The purpose, necessity, and expected benefits are to meet the demands of ASE's operations by having private offering investors provide ASE with assistance in enhancing technology, improving quality, reducing costs, increasing efficiency, and expanding the market in order to strengthen ASE's competitiveness and improve operational efficiency and long term development.

(4) The necessity, use of funds, and expected benefits:

A. Reasons against a public offering:

The choice of a private offering is in support of ASE's future business development and plans to introduce strategic investors and in consideration of the time sensitiveness, convenience, issue costs and shareholder stability provided by a private offering. In addition, privately offered securities are restricted from free transfer under the Securities and Exchange Act, and this rule will ensure a long-term partnership between ASE and its strategic investors.

B. Maximum amount of private offering:

The total value of privately offered foreign convertible corporate bonds is limited to NT\$16.5 billion or its equivalent in foreign currencies at maximum. However, the actual value of private offering shall be determined according to applicable laws and regulations and financial market circumstances at the time. When a convertible corporate bond holder obtains common shares of ASE by exercising conversion rights, the number of shares is calculated based on the conversion price at the time of conversion.

C. Use of funds and expected benefits:

The current private offering of foreign convertible corporate bonds may be embarked on by the Board of Directors within a year from the date the resolution is reached during a shareholders' meeting. The raised capital is expected to be used for one or more purposes such as capital expenditure, working capital, payback of bank loans, and reinvestments. In addition, it is expected that the fund will be completely used within two years after private offering is completed. The expected benefits include a positive impact on shareholder rights and one or more of strengthened position in the industry, enhanced long term competitiveness, improved financial structure, and savings in interest expenses. However, the actual private offering and the schedule for the use of funds shall depend on ASE's capital requirements, legal regulations, and financial market circumstances.

(5) Rights and obligations associated with converting corporate bonds to common shares

The rights and obligations associated with the common shares converted from this private offering of foreign convertible corporate bonds are identical to those associated with the existing common shares of ASE. However, the listing and resale of such common shares shall be subject to the rules under the Securities and Exchange Act. Private offerings of foreign convertible corporate bonds shall be conducted in compliance with the letter from the Financial Supervisory Commission of the Executive Yuan, Jin-Guan-Zheng-1 No. 09700513881 on October 21, 2008.

(6) The private offering plan includes primarily the issue and conversion rules,

actual private offering price, private offering terms, plan items, amounts, scheduled progress and expected benefits, and other matters potentially related to the issue plan. The shareholders meeting will be requested to authorize the Board of Directors to make adjustments at its full discretion according to ASE's financial needs, financial market conditions, and relevant regulations. The shareholders meeting will also be requested to authorize the Board of Directors to make modification or correction at its full discretion in response to future changes in legal regulations, orders from the competent authority, or changes in market conditions, business assessment, or objective environmental conditions.

(7) In order to complete the private offering of foreign convertible corporate bonds, the shareholders meeting will also be requested to authorize the chairman of the board or a designated person to represent ASE in the signing of all relevant contracts and documents and complete all subsequent procedures for ASE.

(8) For matters that are not covered herein, the shareholders meeting will be requested to authorize the Board of Directors to, in accordance with law, proceed at its own discretion.

Resolution:

Case 2 (proposed by the Board of Directors)

Proposal: Please discuss the revision made to the Company's Rules Governing the Election of Directors.

Explanation: 1. To support the revised regulation regarding the nomination of director candidates in the Company's Articles of Incorporation the Board of Directors passed the revision to a portion of the articles in the Rules Governing the Election of Directors on April 1, 2016.

2. Your approval of a comparison of the Rules Governing the Election of Directors before and after revisions as shown in Attachment 6 is requested.

Resolution:

Other Proposals and Extempore Motions

Meeting Ends

Advanced Semiconductor Engineering, Inc.

Table of Comparison of the Revised Articles of Incorporation

| BEFORE Amendment | AFTER Amendment | Explanation |
|--|---|---|
| <p>Article 16-1 Shareholders retaining at least 1% of all outstanding shares and the board may nominate candidates for <u>independent</u> directorship. A list of candidates determined at board meetings to meet the criteria for being elected <u>independent</u> directors are submitted by the board to the shareholders meeting for consideration; if the shareholder's meeting is convened by another person with the authority to convene the meeting, after the person with the authority to convene the meeting examines the qualifications of the candidate(s) for serving as an <u>independent</u> director, the names are sent to the shareholder's meeting for election. All matters regarding the acceptance method and announcement of the nomination of candidates for <u>independent</u> director will be handled according to the Company Act, the Securities Exchange Law, and other applicable laws and regulations.</p> | <p>Article 16-1 Shareholders retaining at least 1% of all outstanding shares and the board may nominate candidates for directorship. A list of candidates determined at board meetings to meet the criteria for being elected directors are submitted by the board to the shareholders meeting for consideration; if the shareholder's meeting is convened by another person with the authority to convene the meeting, after the person with the authority to convene the meeting examines the qualifications of the candidate(s) for serving as a director, the names are sent to the shareholder's meeting for election. All matters regarding the acceptance method and announcement of the nomination of candidates for director will be handled according to the Company Act, the Securities Exchange Law, and other applicable laws and regulations.</p> | <p>To implement the Company's shareholder electronic voting mechanism and strengthen corporate governance, the Company has revised this article in accordance with Article 192-1 of the Company Act, stipulating that the Company's independent directors and directors shall be elected by a candidates nomination system.</p> |
| <p>Article 16-2 Remuneration of independent directors shall be NT\$2 million per person per year. If an independent director serves on the board for less than a year, s/he shall be paid pro rata for the number of days served. An independent director of ASE, if also serving as a member of ASE's Remuneration Committee, shall receive compensation of NT\$360,000 per year. If the term of service is less than one year, the actual</p> | <p>Article 16-2 Remuneration of independent directors shall be NT\$<u>3</u> million per person per year. If an independent director serves on the board for less than a year, s/he shall be paid pro rata for the number of days served. An independent director of ASE, if also serving as a member of ASE's Remuneration Committee, shall receive compensation of NT\$360,000 per year. If the term of service is less than one year, the actual</p> | <p>Because the Company has established an audit committee to replace supervisors, the Company's independent directors must also serve as members of the audit committee. If the duties of the independent director increase as a result, the remunerations shall be recalculated. Consequently, the revision to increase the remunerations to independent directors was made.</p> |

| BEFORE Amendment | AFTER Amendment | Explanation |
|---|---|---|
| compensation received shall be calculated on a pro-rata basis for the actual number of days served. | compensation received shall be calculated on a pro-rata basis for the actual number of days served. | |
| | <p><u>Article 23</u> <u>If the Company has profit for the year, 5.25% or more and 8.25% or less of the income shall be set aside as remunerations to employees, and 0.75% or less of the income shall be distributed as director remuneration. However, if the Company has accumulated loss, a portion shall be reserved in advance for making up losses.</u> <u>Regarding the aforementioned employee remuneration, the 5.25% portion shall be distributed to all employees in accordance with the employee remuneration distribution rules, while the portion exceeding 5.25% shall be distributed to individual employees (having special contributions) in accordance with the rules made by the Board of Directors with the authority granted hereby.</u> <u>Where employee remuneration is distributed in the form of stock or cash, it shall be resolved by a majority vote at a meeting attended by more than two thirds of the directors and shall be reported at the shareholders' meeting.</u> <u>Employees referred to in the three subparagraphs include employees of subsidiary companies that meet certain conditions, which are to be prescribed by the Board of Directors.</u></p> | <p>In response to the amendments to Article 235-1 of the Company Act requesting that the fixed amount or ratio of profit of the current year distributable as employees' compensation shall be definitely specified in the Articles of Incorporation and in accordance with the letter issued by the Ministry of Economic Affairs, this article of the Company's Articles of Incorporation was revised.</p> |

| BEFORE Amendment | AFTER Amendment | Explanation |
|--|---|--|
| <p>Article 23 ASE's net profits each year after the actual budget shall be distributed in the following order:</p> <p>(1) Make up losses.</p> <p>(2) Allocation of 10% as the legal surplus reserve.</p> <p>(3) Allocation or reversal of a special surplus reserve in accordance with laws or regulations set forth by the authorities concerned.</p> <p>(4) <u>For the unrealized portion of long-term investment profits calculated by the equity method that is not cash dividends, it may be listed as the special surplus reserve under the item of current profits, to be included for profit distribution after having been realized.</u></p> <p>(5) Addition or deduction of the portion of retained earnings that are equity investment gains or losses that have been realized or measured at fair value through other overall gains or losses.</p> <p><u>Any remaining profits, if any, shall be distributed as follows:</u></p> <p>(6) <u>Allocation of 1%, inclusive, or less from the balance after the amounts mandated by Items 1 to 5 above have been deducted as the remuneration for directors.</u></p> <p>(7) <u>7%-11% of the remainder after deducting the amounts indicated in Items 1 to 5 shall be set aside for distribution as employee bonuses. 7% of the amount earmarked for employee bonuses shall be distributed according to the rules governing</u></p> | <p><u>Article 23-1</u> ASE's net profits each year after the actual budget shall be distributed in the following order:</p> <p>(1) Make up losses.</p> <p>(2) Allocation of 10% as the legal surplus reserve.</p> <p>(3) Allocation or reversal of a special surplus reserve in accordance with laws or regulations set forth by the authorities concerned.</p> <p>(4) <u>Addition or deduction of the portion of retained earnings that are equity investment gains or losses that have been realized or measured at fair value through other overall gains or losses.</u></p> <p><u>The remaining balance shall be added to the previous-year undistributed earnings, and the Board of Directors shall devise a dividend distribution proposal, which shall be submitted to a meeting of shareholders for resolution.</u></p> | <p>In response to the amendments made to Items 2, 3, and 4 of Article 235 of the Company Act regarding employee bonus, and considering that the revised Article 23 of the Company's Articles of Incorporation involved employee remuneration, director remuneration, and employees eligible for remuneration, the Company has revised Article 23 of the Articles of Incorporation to Article 23-1, deleting Items 6 and 7 of Paragraph 1, revising Item 8 of Paragraph 1 to Paragraph 2, and deleting the original regulation in Paragraph 2.</p> <p>In addition, because Item 4 of Paragraph 1 becomes unnecessary after Items 6 and 7 of Paragraph 1 are deleted, Item 4 was deleted and the original Item 5 was shifted to Item 4 of Paragraph 1.</p> |

| BEFORE Amendment | AFTER Amendment | Explanation |
|--|--|---|
| <p><u>distribution of employee bonuses; the remainder exceeding the 7% to be distributed by the board among employees based on their individual contributions.</u></p> <p><u>(8) The Board of Directors shall be delegated to draw up a plan to distribute the remaining profits to shareholders pro rata according to the percentage of shares held by each shareholder.</u></p> <p><u>Employees referred to in Item 7 of the preceding paragraph include employees of subsidiary companies that meet certain conditions, which are to be prescribed by the Board of Directors.</u></p> | | |
| <p>Article 27: The Articles of Incorporation were established by the founders meeting under the agreement of all founders on March 11, 1984, and the first amendment was made on May 3, 1984.</p> <p>• •</p> <p>The fortieth amendment was made on June 26, 2013.</p> <p>The forty-first amendment was made on June 26, 2014.</p> <p>The forty-second amendment is to be made on June 23, 2015.</p> | <p>Article 27: The Articles of Incorporation were established by the founders meeting under the agreement of all founders on March 11, 1984, and the first amendment was made on May 3, 1984.</p> <p>• •</p> <p>The fortieth amendment was made on June 26, 2013.</p> <p>The forty-first amendment was made on June 26, 2014.</p> <p>The forty-second amendment was made on June 23, 2015.</p> <p><u>The forty-third amendment is to be made on June 28, 2016.</u></p> | <p>The date and number of amendment were specified.</p> |

Advanced Semiconductor Engineering, Inc.

Business Report

This year (2015) is another year filled with challenges. The global economy failed to extend its recovery in 2014. After the economic halt at the beginning of 2015, the semiconductor market exhibited unchanging performance due to the slowdown of the Chinese market, reduced market demand for smartphones, and substantial decline in the computer industry. Fortunately, Taiwan's semiconductor industry still demonstrated superior performance to the global industries, despite being amidst the economic winter. According to Gartner¹, the global semiconductor sales in 2015 were US\$333.7 billion, a decline of 1.9% from 2014. We believe the packaging and testing industries exhibited a slight decline due to market variation, industrial inventory adjustments, and the intense industrial competition. For 2016, Gartner predicted that the global semiconductor sales will reach US\$ 340.1 billion, a growth of 1.9% from 2015. ASE will continue to work hard and confront the future economic trend with a conservative, stable, prudent, and optimistic attitude.

According to the report of the IEK ITIS Project, the IC packaging and testing industry in Taiwan produced output of NT\$ 441.3 billion in 2015, a decline of approximately 2.8% from 2014. The packaging industry produced output of NT\$309.9 billion in 2015, a decline of 1.9% from 2014; and the testing industry produced output of NT\$131.4 billion, a decline of 4.7% from 2014. The following is our report on the Company's operation for the past year:

"2015 Operating Results"

1. Implementation of the 2015 business plan

ASE's combined revenue for 2015 totaled NT\$ 283.3 billion, an increase of NT\$26.7 billion and a growth of 10.4% from 2014. With regards to the packaging business, the combined revenue for 2015 totaled NT\$154.5 billion (including interdepartmental income of NT\$9.4 billion), a decrease of NT\$5.2 billion and a decline of 3.2% from 2014. This is mainly due to the lack of purchase incentive for new mobile phone products, which influenced sales volume. Concerning the OEM electronic service of our subsidiary, the combined revenue for 2015 totaled NT\$138.4 billion (including interdepartmental income of NT\$200 million), an increase of NT\$32.6 billion and a growth of 30.75% from 2014. Wearable device market will be the main contributor to future growth dynamic.

2. Budget Implementation

ASE did not release any financial forecast in 2015.

3. Analysis of financial gains and losses and profitability

ASE's 2015 consolidated financial report shows paid-in capital of NT\$ 79.2 billion, with total equities that belong to the Company's clients being NT\$156.9 billion, accounting for 43% of the total assets worth NT\$ 365.3 billion. Its long-term funds are 156% of fixed assets and current ratio is 130%. This year's ratios exhibit a slight decline compared with the preceding year. This year's operating profit was NT\$24.9 billion, a decrease of NT\$ 4.8 billion and a decline of around 16.1% from 2014. The after-tax net profit was NT\$20.4 billion, a decrease of around 15.8% from the previous year. This is mainly due to product portfolio adjustment and customer inventory correction. The consolidated profit before tax, interest, and depreciation reduced by only 1% from 2014, which is fortunate in a challenging business environment in 2015.

4. R&D Overview

4. R&D Overview

The global electronic industry has experienced an era of PC and mobile computing. Subsequently, the demand for computation and connectivity in a smart and better life will promote a multiple of growth in smart products. The integration of system on chip (SoC) and system in package (SiP) has created a high-performance and more valuable system integration application. Smart appliances will rely further on the chain of advanced semiconductor, packaging, and testing industries and develop into heterogeneous integration modules. The Company continues to place its focus on the three major core technologies and products: advanced packaging/module, copper wire bonding/flip-chip bumps, and moderate to low-pin-count packaging. New products and technologies successfully developed by ASE in 2015 are categorized as follows: (1) flip-chip packaging: 16 nm copper process/ ultra-low dielectric coefficient with lead-free flip-chip assembly, dual-sided sealing technology, high-density and high bandwidth stacking and packaging technology, and multi-layer fine-line buried coreless wiring substrates. The technology also extends to certification of applications of 20 nm and 28 nm flip chips. (2) wire-bond assembly: development of the application of buried wiring substrates, advanced square flat pin-free packaging test, ultra-fine gap and ultra-thin copper/gold wire bond assembly. The technology also extends to certification of 20/28 nm nano-technology applications. (3) wafer assembly: 2.5D through silicon vias stacking mass production, advanced fan-out packaging, wafer chip packaging, sensor through silicon vias, integrated passive components, 40 um fine pitch tin-silver/copper pillar electroplated bumps, etc. (4) Advanced packaging and module: high-density SiP packaging telecommunication LTE modules, highly integrated multi-modular and multi-frequency 3G telecommunication modules, wireless sensor module packaging, sectional protection against electromagnetic interference, etc.

"Overview of 2016 Business Plan"

1. Operating policy

(1) Providing customers with "best-quality" services; (2) creating long-term and steady profits for the company and customers; (3) working together with partners for a promising future; (4) training employees to become outstanding professionals in respective fields; (5) treating all employees "fairly and reasonably"; (6) providing employees with a "harmonious, pleasant, and open" workplace; and (7) remaining flexible wherever possible during operation.

2. Projected sales volume and basis

In light of current industry dynamics, future market demand and ASE's production capacity, the projected sales volume for 2016 is as follows:

| Item | Projected Sales |
|-----------|----------------------|
| Packaging | Approx. 16.3 billion |
| Testing | Approx. 2.2 billion |

3. Important production and sales policies

Market variation and inventory correction have steered us toward walking on thin ice. The past year has been a challenging year for the Company. Although uncertain economic factors remain in the market in 2016, a conservative examination of the upcoming market makes us believe that inventory correction has come to an end and will grow subtly on a quarterly basis. Moreover, SiP products will remain the main contributor to the Company's growth. In the past three years, the Company has cultivated the SiP field, constantly growing and learning from customers and the markets. To date, the SiP group revenue has reached almost US\$2 billion, and in the next 5 to 10 years, it is believed that SiP will remain the focus on the Company's

all SiP products are profitable. In the future, the Company will readjust and inspect its SiP product portfolio, attempting more diverse options and resource allocations in various SiP product markets to achieve maximal profit and efficiency. Furthermore, from our customer design and R&D experiences, we discovered that the Company's optical, heterogeneous integration, and fan-out wafer packaging technologies still have room for improvement, specifically with regards to system, software, and hardware designs. In future, we will continue to advance toward technology improvement and resource integration, with the hope of obtaining preliminary results in 2017.

Future Development Strategy

The Company's SiP technology holds a leading position in that it can be integrated with lightweight, miniature, and power-saving computer, communication, and consumer electronics (e.g., Internet of Everything and wearable devices), which are required by internationally acclaimed enterprises. As SiP grows in popularity, the Company will continue investing in this technology and expect to double its operating revenue as soon as possible. SiP is becoming a general trend, whether in product production capacity, design, or vertical integration, SiP will become a leading technology that is preferred among international organizations. Furthermore, corporate mergers and acquisitions are also a popular trend in the current era. For example, Avago announced its merge with the major IC manufacturer Broadcom, while Intel also did so with Altera. In the packaging and testing industry, Jiangsu Changjiang Electronics Technology merged with STATS Chip PAC, Nantong Fujitsu Microelectronics with the packaging and testing plant of AMD, an IDM, and Amkor merged with J-Devices. Due to the emergence of semiconductor industries in China, Taiwan semiconductor operators should actively cooperate in resource integration to further elevate the competitive advantage of Taiwan's packaging and testing industry. To this end, solidarity appears increasingly crucial. The internal market demand in Taiwan is limited. To compete with global competitors, Taiwanese business operators should not just focus on cheap funds nor on the terminal market pass, but instead they should devote their utmost effort in developing innovation and services that can distinguish themselves across the world.

Impact of Competitive, Regulatory, and Operating Environments

Looking ahead of 2016, the majority of major forecasting institutions hold a conservative attitude. The United States and other countries' attitude toward monetary policies and the speed and magnitude of increasing interest all profoundly influence the future trend of the international finance community. Furthermore, international crude oil has remained at a low price for an extended period of time due to Iran's return to the market. Consequently, this will inevitably further aggravate the economy of oil-exporting countries such as Russia in new markets. In addition, China's economic growth rate slowed to its lowest in over two decades in 2015; thus, how the Chinese government achieves a trade-off between its economic growth and reform in economic structure, the localization of the red supply chain, and the global acquisition by China's semiconductor industry with its abundant funds are factors that completely influence Taiwan's economic development. China has been rapidly expanding its economic scale by constructing a vertical semiconductor industry supply chain and acquiring large international plants. In response, the Company will further strengthen our R&D capacity, increase the proportion of our high-order package and testing products, and thereby create competitive advantages for the Company. Moreover, Taiwan should also follow the trends and actively participate in regional integration among the international community. We are fully prepared and confident towards our ability to face the rapidly changing environment in the future.

Chairman: Jason C.S. Chang President: Richard H.P. Chang Accountant Manager: Hong-Ming Kuo

1. Source: Forecast Analysis: Electronics and Semiconductors, Worldwide, 4Q15 Update, Published: 29 January 2016, Analyst(s): Jon Erensen, Bryan Lewis, Ben Lee, etc..

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Audit Committee Report

The Board of Directors has prepared and submitted the 2015 business report, financial statements, and earnings distribution proposal, of which the financial statements have been audited by Deloitte. These have been reviewed by the Audit Committee as correctly portraying ASE's business activities. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is submitted for your examination.

Advanced Semiconductor Engineering, Inc.

Audit Committee convener:

Sheng-Fu You

April 28, 2016

**Advanced Semiconductor Engineering,
Inc. and Subsidiaries**

**Consolidated Financial Statements as of December 31,
2014 and 2015 and for the Years Ended December 31,
2013, 2014 and 2015 and
Report of Independent Registered Public
Accounting Firm**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Advanced Semiconductor Engineering, Inc.

We have audited the accompanying consolidated balance sheets of Advanced Semiconductor Engineering, Inc. (a corporation incorporated under the laws of the Republic of China) and its subsidiaries (collectively, the "Group") as of December 31, 2014 and 2015, and the related consolidated statements of comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2015, all expressed in New Taiwan dollars. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those 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 consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2014 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Our audits also comprehended the translation of New Taiwan dollar amounts into U.S. dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 4 to the consolidated financial statements. Such U.S. dollar amounts are presented solely for the convenience of the readers.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Group's internal control over financial reporting as of December 31, 2015, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 28, 2016 expressed an unqualified opinion on the Group's internal control over financial reporting.



April 28, 2016

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (Amounts in Thousands)

| ASSETS | December 31, | December 31, | |
|--|-----------------------|-----------------------|----------------------|
| | 2014 | 2015 | |
| | NT\$ | NT\$ | US\$ |
| CURRENT ASSETS | | | |
| Cash and cash equivalents | \$ 51,694,410 | \$ 55,251,181 | \$ 1,685,001 |
| Financial assets at fair value through profit or loss - current | 4,988,843 | 3,833,701 | 116,917 |
| Available-for-sale financial assets - current | 1,533,265 | 30,344 | 925 |
| Trade receivables, net | 52,920,810 | 44,931,487 | 1,370,280 |
| Other receivables | 537,122 | 429,541 | 13,100 |
| Current tax assets | 65,312 | 168,717 | 5,145 |
| Inventories | 20,163,093 | 23,258,279 | 709,310 |
| Inventories related to real estate business | 23,986,478 | 25,713,538 | 748,188 |
| Other financial assets - current | 638,592 | 301,999 | 9,210 |
| Other current assets | <u>3,427,265</u> | <u>2,814,053</u> | <u>85,821</u> |
| Total current assets | <u>159,955,190</u> | <u>156,732,840</u> | <u>4,779,897</u> |
| NON-CURRENT ASSETS | | | |
| Available-for-sale financial assets - non-current | 941,105 | 924,362 | 28,190 |
| Investments accounted for using the equity method | 1,468,242 | 37,403,601 | 1,140,701 |
| Property, plant and equipment | 151,587,115 | 149,997,075 | 4,574,476 |
| Goodwill | 10,445,415 | 10,506,519 | 320,418 |
| Other intangible assets | 1,467,871 | 1,382,093 | 42,150 |
| Deferred tax assets | 4,265,220 | 5,156,515 | 157,259 |
| Other financial assets - non-current | 367,345 | 345,672 | 10,542 |
| Long-term prepayments for lease | 2,585,964 | 2,556,156 | 77,956 |
| Other non-current assets | <u>635,350</u> | <u>263,416</u> | <u>8,034</u> |
| Total non-current assets | <u>173,763,627</u> | <u>208,535,409</u> | <u>6,359,726</u> |
| TOTAL | <u>\$ 333,718,817</u> | <u>\$ 365,268,249</u> | <u>\$ 11,139,623</u> |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Amounts in Thousands)

| LIABILITIES AND EQUITY | December 31, 2014 | December 31, 2015 | |
|--|----------------------|----------------------|------------------|
| | NT\$ | NT\$ | US\$ |
| CURRENT LIABILITIES | | | |
| Short-term borrowings | \$ 41,176,033 | \$ 32,635,321 | \$ 995,283 |
| Short-term bills payable | - | 4,348,054 | 132,603 |
| Financial liabilities at fair value through profit or loss - current | 2,651,352 | 3,005,726 | 91,666 |
| Trade payables | 35,411,281 | 34,138,564 | 1,041,128 |
| Other payables | 22,364,516 | 19,194,818 | 585,386 |
| Current tax liabilities | 6,630,696 | 6,746,022 | 205,734 |
| Advance real estate receipts | 480,325 | 2,703,706 | 82,455 |
| Current portion of bonds payable | - | 14,685,866 | 447,876 |
| Current portion of long-term borrowings | 2,831,007 | 2,057,465 | 62,747 |
| Other current liabilities | <u>2,134,917</u> | <u>3,180,767</u> | <u>97,004</u> |
| Total current liabilities | <u>113,680,127</u> | <u>122,696,309</u> | <u>3,741,882</u> |
| NON-CURRENT LIABILITIES | | | |
| Bonds payable | 31,270,131 | 23,740,384 | 724,013 |
| Long-term borrowings | 24,104,424 | 42,493,668 | 1,295,934 |
| Deferred tax liabilities | 3,932,819 | 4,987,549 | 152,106 |
| Net defined benefit liabilities | 4,382,530 | 4,072,493 | 124,199 |
| Other non-current liabilities | <u>657,392</u> | <u>1,071,509</u> | <u>32,677</u> |
| Total non-current liabilities | <u>64,347,296</u> | <u>76,365,603</u> | <u>2,328,929</u> |
| Total liabilities | <u>178,027,423</u> | <u>199,061,912</u> | <u>6,070,811</u> |
| EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY | | | |
| Share capital | <u>78,715,179</u> | <u>79,185,660</u> | <u>2,414,934</u> |
| Capital surplus | <u>16,013,980</u> | <u>23,758,550</u> | <u>724,567</u> |
| Retained earnings | | | |
| Legal reserve | 10,289,878 | 12,649,145 | 385,762 |
| Special reserve | 3,353,938 | 3,353,938 | 102,285 |
| Unappropriated earnings | <u>36,000,026</u> | <u>37,978,222</u> | <u>1,158,226</u> |
| Total retained earnings | <u>49,643,842</u> | <u>53,981,305</u> | <u>1,646,273</u> |
| Other equity | <u>5,067,640</u> | <u>5,080,790</u> | <u>154,949</u> |
| Treasury shares | <u>(1,959,107)</u> | <u>(7,292,513)</u> | <u>(222,401)</u> |
| Equity attributable to owners of the Company | 147,481,534 | 154,713,792 | 4,718,322 |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Amounts in Thousands)

| | December 31, | December 31, | |
|---------------------------|-----------------------|-----------------------|----------------------|
| | 2014 | 2015 | |
| | <u>NT\$</u> | <u>NT\$</u> | <u>US\$</u> |
| NON-CONTROLLING INTERESTS | <u>\$ 8,209,860</u> | <u>\$ 11,492,545</u> | <u>\$ 350,490</u> |
| Total equity | <u>155,691,394</u> | <u>166,206,337</u> | <u>5,068,812</u> |
| TOTAL | <u>\$ 333,718,817</u> | <u>\$ 365,268,249</u> | <u>\$ 11,139,623</u> |

(Concluded)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Amounts in Thousands Except Earnings Per Share)

| | For the Years Ended December 31 | | | |
|---|---------------------------------|--------------------|--------------------|------------------|
| | 2013 | 2014 | 2015 | |
| | NT\$ | NT\$ | NT\$ | US\$ |
| OPERATING REVENUES | \$ 219,862,446 | \$ 256,591,447 | \$ 283,302,536 | \$ 8,639,906 |
| OPERATING COSTS | <u>177,040,435</u> | <u>203,002,918</u> | <u>233,167,308</u> | <u>7,110,927</u> |
| GROSS PROFIT | <u>42,822,011</u> | <u>53,588,529</u> | <u>50,135,228</u> | <u>1,528,979</u> |
| OPERATING EXPENSES | | | | |
| Selling and marketing expenses | 2,982,789 | 3,438,166 | 3,588,472 | 109,438 |
| General and administrative expenses | 8,712,862 | 10,214,810 | 10,724,568 | 327,068 |
| Research and development expenses | <u>9,064,712</u> | <u>10,289,684</u> | <u>10,937,566</u> | <u>333,564</u> |
| Total operating expenses | 20,760,363 | 23,942,660 | 25,250,606 | 770,070 |
| OTHER OPERATING INCOME AND EXPENSES, NET | <u>(1,348,246)</u> | <u>228,615</u> | <u>(251,529)</u> | <u>(7,671)</u> |
| PROFIT FROM OPERATIONS | <u>20,713,402</u> | <u>29,874,484</u> | <u>24,633,093</u> | <u>751,238</u> |
| NON-OPERATING INCOME AND EXPENSES | | | | |
| Other income | 493,884 | 529,251 | 815,778 | 24,879 |
| Other gains and losses | 447,886 | 607,299 | 1,748,795 | 53,333 |
| Finance costs | (2,307,455) | (2,354,097) | (2,312,143) | (70,514) |
| Share of the profit or loss of associates | <u>22,039</u> | <u>(121,882)</u> | <u>407,622</u> | <u>12,431</u> |
| Total non-operating income and expenses | <u>(1,343,646)</u> | <u>(1,339,429)</u> | <u>660,052</u> | <u>20,129</u> |
| PROFIT BEFORE INCOME TAX | 19,369,756 | 28,535,055 | 25,293,145 | 771,367 |
| INCOME TAX EXPENSE | <u>3,499,595</u> | <u>5,665,954</u> | <u>4,311,073</u> | <u>131,475</u> |
| PROFIT FOR THE YEAR | <u>15,870,161</u> | <u>22,869,101</u> | <u>20,982,072</u> | <u>639,892</u> |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | |
| Items that will not be reclassified subsequently to profit or loss: | | | | |
| Remeasurement of defined benefit obligation | 412,225 | (28,145) | (62,911) | (1,919) |
| Share of other comprehensive loss of associates | - | (1,031) | (37,748) | (1,151) |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Amounts in Thousands Except Earnings Per Share)

| | For the Years Ended December 31 | | | |
|---|---------------------------------|----------------------|----------------------|-------------------|
| | 2013 | 2014 | 2015 | |
| | NT\$ | NT\$ | NT\$ | US\$ |
| Income tax relating to items that will not be reclassified subsequently | \$ (66,706) | \$ 23,885 | \$ 11,002 | \$ 336 |
| | <u>345,519</u> | <u>(5,291)</u> | <u>(89,657)</u> | <u>(2,734)</u> |
| Items that may be reclassified subsequently to profit or loss: | | | | |
| Exchange differences on translating foreign operations | 2,817,268 | 5,405,008 | (63,509) | (1,937) |
| Unrealized gain (loss) on available-for-sale financial assets | 14,839 | (133,714) | 10,451 | 319 |
| Cash flow hedges | 1,245 | 3,279 | - | - |
| Share of other comprehensive income (loss) of associates | 55,183 | 235,156 | (4,832) | (147) |
| Income tax relating to items that may be reclassified subsequently | (769) | - | - | - |
| | <u>2,887,766</u> | <u>5,509,729</u> | <u>(57,890)</u> | <u>(1,765)</u> |
| Other comprehensive income (loss) for the year, net of income tax | <u>3,233,285</u> | <u>5,504,438</u> | <u>(147,547)</u> | <u>(4,499)</u> |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | <u>\$ 19,103,446</u> | <u>\$ 28,373,539</u> | <u>\$ 20,834,525</u> | <u>\$ 635,393</u> |
| PROFIT FOR THE YEAR ATTRIBUTABLE TO: | | | | |
| Owners of the Company | \$ 15,404,505 | \$ 22,228,602 | \$ 20,013,505 | \$ 610,354 |
| Non-controlling interests | <u>465,656</u> | <u>640,499</u> | <u>968,567</u> | <u>29,538</u> |
| | <u>\$ 15,870,161</u> | <u>\$ 22,869,101</u> | <u>\$ 20,982,072</u> | <u>\$ 639,892</u> |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO: | | | | |
| Owners of the Company | \$ 18,509,604 | \$ 27,394,362 | \$ 19,940,438 | \$ 608,127 |
| Non-controlling interests | <u>593,842</u> | <u>979,177</u> | <u>894,087</u> | <u>27,267</u> |
| | <u>\$ 19,103,446</u> | <u>\$ 28,373,539</u> | <u>\$ 20,834,525</u> | <u>\$ 635,394</u> |
| EARNINGS PER SHARE | | | | |
| Basic | \$ 2.05 | \$ 2.89 | \$ 2.62 | \$ 0.08 |
| Diluted | \$ 1.99 | \$ 2.79 | \$ 2.51 | \$ 0.08 |
| EARNINGS PER AMERICAN DEPOSITARY SHARE ("ADS") | | | | |
| Basic | \$ 10.26 | \$ 14.46 | \$ 13.08 | \$ 0.40 |
| Diluted | \$ 9.96 | \$ 13.93 | \$ 12.55 | \$ 0.38 |

(Concluded)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Amounts in Thousands)

| | Equity Attributable to Owners of the Company | | | | | | | | | | | | | | | |
|--|--|---------------|-----------------|---------------|-----------------|-------------------------|---------------|--|--|------------------|----------------|-----------------|----------------|--------------|---------------------------|--------------|
| | Share Capital | | | | | | | Accumulated Other Comprehensive Income | | | | | | | Non-Controlling Interests | Total Equity |
| | Shares (In Thousands) | Amounts | Capital Surplus | Legal Reserve | Special Reserve | Unappropriated Earnings | Total | Exchange Differences on Translating Foreign Operations | Unrealized Gain on Available-for-sale Financial Assets | Cash Flow Hedges | Total | Treasury Shares | Total | | | |
| BALANCE AT JANUARY 1, 2013 | 7,602,292 | \$ 76,047,667 | \$ 5,274,634 | \$ 7,411,835 | \$ - | \$ 22,398,409 | \$ 29,810,244 | \$ (3,210,248) | \$ 355,254 | \$ (3,755) | \$ (2,858,749) | \$ (1,959,107) | \$ 106,314,689 | \$ 3,505,743 | \$ 109,820,432 | |
| Special reserve under Rule No. 1010012865 issued by the Financial Supervisory Commission | - | - | - | - | 3,353,938 | (3,353,938) | - | - | - | - | - | - | - | - | - | |
| Profit for the year ended December 31, 2013 | - | - | - | - | - | 15,404,505 | 15,404,505 | - | - | - | - | - | 15,404,505 | 465,656 | 15,870,161 | |
| Other comprehensive income for the year ended December 31, 2013, net of income tax | - | - | - | - | - | 348,904 | 348,904 | 2,684,727 | 70,992 | 476 | 2,756,195 | - | 3,105,099 | 128,186 | 3,233,285 | |
| Total comprehensive income for the year ended December 31, 2013 | - | - | - | - | - | 15,753,409 | 15,753,409 | 2,684,727 | 70,992 | 476 | 2,756,195 | - | 18,509,604 | 593,842 | 19,103,446 | |
| Issue of ordinary shares for cash | 130,000 | 1,300,000 | 2,093,000 | - | - | - | - | - | - | - | - | - | 3,393,000 | - | 3,393,000 | |
| Appropriation of 2012 earnings | - | - | - | 1,309,136 | - | (1,309,136) | - | - | - | - | - | - | - | - | - | |
| Legal reserve | - | - | - | 1,309,136 | - | (1,309,136) | - | - | - | - | - | - | - | - | - | |
| Special reserve | - | - | - | - | 309,992 | (309,992) | - | - | - | - | - | - | - | - | - | |
| Cash dividends distributed by the Company | - | - | - | - | - | (7,987,974) | (7,987,974) | - | - | - | - | - | (7,987,974) | - | (7,987,974) | |
| | - | - | - | 1,309,136 | 309,992 | (9,607,102) | (7,987,974) | - | - | - | - | - | (7,987,974) | - | (7,987,974) | |
| Cash dividends distributed by subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | (99,597) | (99,597) | |
| Issue of dividends received by subsidiaries from the company | - | - | 153,097 | - | - | - | - | - | - | - | - | - | 153,097 | - | 153,097 | |
| Partial disposal of interests in subsidiaries and additional acquisition of partially-owned subsidiaries | - | - | (330) | - | - | - | - | - | - | - | - | - | (330) | 27,826 | 27,496 | |
| Changes in capital surplus from investments in associates accounted for using the equity method | - | - | 1,457 | - | - | - | - | - | - | - | - | - | 1,457 | - | 1,457 | |
| Issue of ordinary shares under employee share options | 55,535 | 832,591 | 399,517 | - | - | - | - | - | - | - | - | - | 1,232,108 | 100,547 | 1,332,655 | |
| BALANCE AT DECEMBER 31, 2013 | 7,787,827 | 78,180,258 | 7,921,375 | 8,720,971 | 3,663,930 | 25,190,778 | 37,575,679 | (525,521) | 426,246 | (3,279) | (102,554) | (1,959,107) | 121,615,651 | 4,128,361 | 125,744,012 | |
| Changes in capital surplus from investments in associates accounted for using the equity method | - | - | 26,884 | - | - | - | - | - | - | - | - | - | 26,884 | - | 26,884 | |
| Profit for the year ended December 31, 2014 | - | - | - | - | - | 22,228,602 | 22,228,602 | - | - | - | - | - | 22,228,602 | 640,499 | 22,869,101 | |
| Other comprehensive income (loss) for the year ended December 31, 2014, net of income tax | - | - | - | - | - | (4,434) | (4,434) | 5,066,383 | 100,532 | 3,279 | 5,170,194 | - | 5,165,760 | 338,678 | 5,504,438 | |
| Total comprehensive income for the year ended December 31, 2014 | - | - | - | - | - | 22,224,168 | 22,224,168 | 5,066,383 | 100,532 | 3,279 | 5,170,194 | - | 27,394,362 | 979,177 | 28,373,539 | |
| Appropriation of 2013 earnings | - | - | - | 1,568,907 | - | (1,568,907) | - | - | - | - | - | - | - | - | - | |
| Legal reserve | - | - | - | 1,568,907 | - | (1,568,907) | - | - | - | - | - | - | - | - | - | |
| Special reserve | - | - | - | - | (309,992) | 309,992 | - | - | - | - | - | - | - | - | - | |
| Cash dividends distributed by the Company | - | - | - | - | - | (10,156,005) | (10,156,005) | - | - | - | - | - | (10,156,005) | - | (10,156,005) | |
| | - | - | - | 1,568,907 | (309,992) | (11,414,920) | (10,156,005) | - | - | - | - | - | (10,156,005) | - | (10,156,005) | |
| Issue of dividends received by subsidiaries from the company | - | - | 188,790 | - | - | - | - | - | - | - | - | - | 188,790 | - | 188,790 | |
| Partial disposal of interests in subsidiaries and additional acquisition of partially-owned subsidiaries | - | - | 6,876,866 | - | - | - | - | - | - | - | - | - | 6,876,866 | 3,067,712 | 9,944,578 | |
| Issue of ordinary shares under employee share options | 73,898 | 534,921 | 1,000,065 | - | - | - | - | - | - | - | - | - | 1,534,986 | 120,376 | 1,655,362 | |
| Cash dividends distributed by subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | (85,766) | (85,766) | |
| BALANCE AT DECEMBER 31, 2014 | 7,861,725 | 78,715,179 | 16,013,980 | 10,289,878 | 3,353,938 | 36,000,026 | 49,643,842 | 4,540,862 | 526,778 | - | 5,067,640 | (1,959,107) | 147,481,534 | 8,209,860 | 155,691,394 | |
| Equity component of convertible bonds issued by the Company | - | - | 214,022 | - | - | - | - | - | - | - | - | - | 214,022 | - | 214,022 | |
| Change in capital surplus from investment in associates and joint ventures accounted for using the equity method | - | - | 150 | - | - | - | - | - | - | - | - | - | 150 | - | 150 | |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Amounts in Thousands)

| | Equity Attributable to Owners of the Company | | | | | | | Accumulated Other Comprehensive Income | | | | | Non-Controlling Interests | Total Equity | |
|---|--|----------------------|----------------------|----------------------|---------------------|-------------------------|--|--|-------------------|-------------|---------------------|-----------------------|---------------------------|----------------------|-----------------------|
| | Share Capital | | Capital Surplus | Retained Earnings | | | Exchange Differences on Translating Foreign Operations | Unrealized Gain on Available-for-sale Financial Assets | Cash Flow Hedges | Total | Treasury Shares | Total | | | |
| | Shares (In Thousands) | Amounts | | Legal Reserve | Special Reserve | Unappropriated Earnings | | | | | | | | | Total |
| Profit for the year ended December 31, 2015 | - | \$ - | \$ - | \$ - | \$ - | \$ 20,013,505 | \$ 20,013,505 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 20,013,505 | \$ 968,567 | \$ 20,982,072 |
| Other comprehensive income (loss) for the year ended December 31, 2015, net of income tax | - | - | - | - | - | (86,217) | (86,217) | (48,191) | 61,341 | - | 13,150 | - | (73,067) | (74,480) | (147,547) |
| Total comprehensive income (loss) for the year ended December 31, 2015 | - | - | - | - | - | 19,927,288 | 19,927,288 | (48,191) | 61,341 | - | 13,150 | - | 19,940,438 | 894,087 | 20,834,525 |
| Appropriation of 2014 earnings | | | | | | | | | | | | | | | |
| Legal reserve | - | - | - | 2,359,267 | - | (2,359,267) | - | - | - | - | - | - | - | - | - |
| Cash dividends distributed by the Company | - | - | - | - | - | (15,589,825) | (15,589,825) | - | - | - | - | - | (15,589,825) | - | (15,589,825) |
| | - | - | - | 2,359,267 | - | (17,949,092) | (15,589,825) | - | - | - | - | - | (15,589,825) | - | (15,589,825) |
| Acquisition of treasury shares | - | - | - | - | - | - | - | - | - | - | - | (5,333,406) | (5,333,406) | - | (5,333,406) |
| Issue of dividends received by subsidiaries from the company | - | - | 292,351 | - | - | - | - | - | - | - | - | - | 292,351 | - | 292,351 |
| Partial disposal of interests in subsidiaries and additional acquisition of majority-owned subsidiaries | - | - | 7,197,510 | - | - | - | - | - | - | - | - | - | 7,197,510 | 1,712,836 | 8,910,346 |
| Changes in percentage of ownership interest in subsidiaries | - | - | (563,815) | - | - | - | - | - | - | - | - | - | (563,815) | 563,815 | - |
| Issue of ordinary shares under employee share options | 48,703 | 470,481 | 604,352 | - | - | - | - | - | - | - | - | - | 1,074,833 | - | 1,074,833 |
| Cash dividends distributed by subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | (232,148) | (232,148) |
| Additional non-controlling interest arising on issue of employee share options by subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | 344,095 | 344,095 |
| BALANCE AT DECEMBER 31, 2015 | 7,910,428 | \$ 79,185,660 | \$ 23,758,550 | \$ 12,649,145 | \$ 3,353,938 | \$ 37,978,222 | \$ 53,981,305 | \$ 4,492,671 | \$ 588,119 | \$ - | \$ 5,080,790 | \$ (7,292,513) | \$ 154,713,792 | \$ 11,492,545 | \$ 166,206,337 |
| US. DOLLARS | | | | | | | | | | | | | | | |
| BALANCE AT DECEMBER 31, 2015 | 7,910,428 | \$ 2,414,934 | \$ 724,567 | \$ 385,762 | \$ 102,285 | \$ 1,158,226 | \$ 1,646,273 | \$ 137,013 | \$ 17,936 | \$ - | \$ 154,949 | \$ (222,401) | \$ 4,718,322 | \$ 350,490 | \$ 5,068,812 |

(Concluded)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

| | For the Years Ended December 31 | | | |
|---|---------------------------------|---------------|---------------|------------|
| | 2013 | 2014 | 2015 | |
| | NT\$ | NT\$ | NT\$ | US\$ |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Profit before income tax | \$ 19,369,756 | \$ 28,535,055 | \$ 25,293,145 | \$ 771,367 |
| Adjustments for: | | | | |
| Depreciation expense | 24,696,607 | 25,805,042 | 28,938,770 | 882,549 |
| Amortization expense | 774,304 | 545,734 | 579,894 | 17,685 |
| Net gains on fair value change of financial assets and liabilities at fair value through profit or loss | (795,359) | (1,838,840) | (2,472,835) | (75,414) |
| Interest expense | 2,257,144 | 2,324,426 | 2,268,786 | 69,192 |
| Interest income | (212,801) | (243,474) | (242,084) | (7,383) |
| Dividend income | (131,449) | (101,252) | (396,973) | (12,107) |
| Compensation cost of employee share options | 260,801 | 110,157 | 133,496 | 4,071 |
| Share of loss (profit) of associates and joint ventures | (22,039) | 121,882 | (407,622) | (12,431) |
| Impairment loss recognized on financial assets | 196,325 | 28,421 | 8,232 | 251 |
| Impairment loss recognized on non-financial assets | 949,015 | 899,480 | 610,140 | 18,608 |
| (Reversal of) compensation cost for the settlement of legal claims | 894,150 | (91,305) | - | - |
| Net loss on foreign currency exchange | 300,175 | 1,404,234 | 1,358,777 | 41,439 |
| Others | 151,065 | 404,443 | 1,411,599 | 43,050 |
| Changes in operating assets and liabilities | | | | |
| Financial assets held for trading | 1,122,280 | 823,313 | 4,162,522 | 126,945 |
| Trade receivables | (5,767,254) | (9,703,070) | 7,982,736 | 243,450 |
| Other receivables | (6,540) | (8,625) | 55,112 | 1,681 |
| Inventories | (3,241,115) | (8,208,824) | (5,128,726) | (156,411) |
| Other current assets | (108,425) | 102,353 | 407,017 | 12,413 |
| Financial liabilities held for trading | (1,011,975) | (835,779) | (1,725,606) | (52,626) |
| Trade payables | 4,722,462 | 6,422,305 | (1,272,717) | (38,814) |
| Other payables | 1,068,223 | 3,045,452 | (814,809) | (24,849) |
| Other current liabilities | 2,796 | 703,764 | 2,545,312 | 77,625 |
| Other operating activities items | (191,631) | (187,727) | (247,024) | (7,534) |
| | 45,276,515 | 50,057,165 | 63,047,142 | 1,922,757 |
| Interest received | 182,164 | 233,457 | 253,289 | 7,725 |
| Dividend received | 176,058 | 101,252 | 499,918 | 15,246 |
| Interest paid | (2,200,143) | (2,065,244) | (2,067,955) | (63,067) |
| Income tax paid | (2,138,639) | (2,463,153) | (4,184,089) | (127,603) |
| Net cash generated from operating activities | 41,295,955 | 45,863,477 | 57,548,305 | 1,755,058 |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

| | For the Years Ended December 31 | | | |
|---|---------------------------------|------------------|------------------|----------------|
| | 2013 | 2014 | 2015 | |
| | NT\$ | NT\$ | NT\$ | US\$ |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Purchase of financial assets designated as at fair value through profit or loss | \$ (53,135,894) | \$ (108,958,658) | \$ (100,842,813) | \$ (3,075,414) |
| Proceeds on sale of financial assets designated as at fair value through profit or loss | 55,032,536 | 109,825,159 | 102,139,161 | 3,114,948 |
| Purchase of available-for-sale financial assets | (3,474,152) | (3,565,428) | (1,273,510) | (38,838) |
| Proceeds on sale of available-for-sale financial assets | 1,093,408 | 4,388,130 | 2,761,145 | 84,207 |
| Cash received from return of capital by available-for-sale financial assets | 27,368 | 20,411 | 44,511 | 1,357 |
| Purchase of held-to-maturity financial assets | (88,169) | - | - | - |
| Proceeds on sale of held-to-maturity financial assets | 73,716 | - | - | - |
| Acquisition of associates and joint ventures | - | (100,000) | (35,673,097) | (1,087,926) |
| Net cash outflow on acquisition of subsidiaries | (250,387) | - | - | - |
| Payments for property, plant and equipment | (29,142,719) | (39,598,964) | (30,280,124) | (923,456) |
| Proceeds from disposal of property, plant and equipment | 351,546 | 421,207 | 243,031 | 7,412 |
| Payments for intangible assets | (313,110) | (396,466) | (491,135) | (14,978) |
| Decrease (increase) in other financial assets | 4,513 | (372,569) | 358,266 | 10,926 |
| Increase in other non-current assets | (104,499) | (480,711) | (336,864) | (10,273) |
| Net cash used in investing activities | (29,925,843) | (38,817,889) | (63,351,429) | (1,932,035) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Net proceeds from (repayment of) short-term borrowings | 7,051,874 | (3,442,162) | (8,532,792) | (260,225) |
| Net proceeds from short-term bills payable | - | - | 4,348,054 | 132,603 |
| Proceeds from issue of bonds | 11,900,051 | 8,888,562 | 6,136,425 | 187,143 |
| Repayment of bonds payable | - | (729,790) | - | - |
| Proceeds from long-term borrowings | 28,715,694 | 32,030,868 | 39,887,570 | 1,216,455 |
| Repayment of long-term borrowings | (31,382,333) | (40,978,403) | (22,926,660) | (699,197) |
| Dividends paid | (7,834,877) | (9,967,215) | (15,297,474) | (466,529) |
| Proceeds from issue of ordinary shares | 3,393,000 | - | - | - |
| Proceeds from exercise of employee share options | 1,071,854 | 1,498,343 | 1,285,102 | 39,192 |
| Payments for acquisition of treasury shares | - | - | (5,333,406) | (162,653) |
| Proceeds from partial disposal of interests in subsidiaries | - | 9,991,439 | 8,910,346 | 271,740 |
| Decrease in non-controlling interests | (72,101) | (85,766) | (232,148) | (7,080) |
| Other financing activities items | (48,291) | (2,879) | 391,322 | 11,934 |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

| | For the Years Ended December 31 | | | |
|---|---------------------------------|----------------|---------------|--------------|
| | 2013 | 2014 | 2015 | |
| | NT\$ | NT\$ | NT\$ | US\$ |
| Net cash generated from (used in) financing activities | \$ 12,794,871 | \$ (2,797,003) | \$ 8,636,339 | \$ 263,383 |
| EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCY | 867,872 | 2,419,454 | 723,556 | 22,065 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 25,032,855 | 6,668,039 | 3,556,771 | 108,471 |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | 19,993,516 | 45,026,371 | 51,694,410 | 1,576,530 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR | \$ 45,026,371 | \$ 51,694,410 | \$ 55,251,181 | \$ 1,685,001 |

(Concluded)

**Advanced Semiconductor Engineering,
Inc.**

**Financial Statements for the
Years Ended December 31, 2015 and 2014 and
Independent Auditors' Report**

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Advanced Semiconductor Engineering, Inc.

We have audited the accompanying balance sheets of Advanced Semiconductor Engineering, Inc. (the "Company") as of December 31, 2015, December 31, 2014 and January 1, 2014, and the related statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2015 and 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements of Siliconware Precision Industries Co., Ltd. ("SPIL") as of December 31, 2015 and for the year then ended were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts and information disclosed, is based on the report of the other auditors. The accompanying financial statements of the Company include its investments accounted for using the equity method in SPIL of NT\$35,423,058 thousand, which was 12% of the Company's total assets, as of December 31, 2015, and its share of the profit of SPIL of NT\$410,937 thousand, which was 2% of the Company's profit before income tax for the year ended December 31, 2015.

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation 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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the 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 and the report of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of the other auditors, such financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2015, December 31, 2014 and January 1, 2014, and the results of operations 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.

As discussed in Note 3 to the financial statements, the Company has applied the amendments to the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the 2013 version of the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations of IFRS and Interpretations of IAS endorsed by the Financial Supervisory Commission of the Republic of China from January 1, 2015. Therefore, the Company retrospectively applied the aforementioned regulations, standards and interpretations and adjusted the affected items in the financial statements of the preceding periods.

The accompanying schedules of major accounting items of the Company as of and for the year ended December 31, 2015 are presented for the purpose of additional analysis. Such schedules have been subjected to the auditing procedures described in the second paragraph. In our opinion, such schedules are consistent, in all material respects, with the financial statements required to in the first paragraph.

Deloitte & Touche

March 16, 2016

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

PARENT COMPANY ONLY BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

| ASSETS | December 31, 2015 | | December 31, 2014 (Adjusted) | | January 1, 2014 (Adjusted) | | LIABILITIES AND STOCKHOLDERS' EQUITY | December 31, 2015 | | December 31, 2014 (Adjusted) | | January 1, 2014 (Adjusted) | |
|---|-----------------------|------------|---------------------------------|------------|-------------------------------|------------|--|-----------------------|------------|---------------------------------|------------|-------------------------------|------------|
| | Amount | % | Amount | % | Amount | % | | Amount | % | Amount | % | Amount | % |
| CURRENT ASSETS | | | | | | | CURRENT LIABILITIES | | | | | | |
| Cash | \$ 8,533,346 | 3 | \$ 11,254,517 | 4 | \$ 14,959,268 | 7 | Short-term borrowings | \$ 11,231,973 | 4 | \$ 11,636,241 | 4 | \$ 11,721,924 | 5 |
| Financial assets at fair value through profit or loss - current | 1,503,196 | 1 | 1,990,183 | 1 | 302,273 | - | Commercial papers and bank acceptances payable | 4,348,054 | 1 | - | - | - | - |
| Available-for-sale financial assets - current | - | - | 400,007 | - | 2,312,147 | 1 | Financial liabilities at fair value through profit or loss - current | 2,669,605 | 1 | 2,540,418 | 1 | 1,793,652 | 1 |
| Trade receivables, net | 14,030,441 | 5 | 16,473,504 | 6 | 12,061,441 | 6 | Trade payables | 6,801,383 | 2 | 6,965,763 | 3 | 6,239,588 | 3 |
| Trade receivables from related parties | 2,281,805 | 1 | 5,082,423 | 2 | 2,418,651 | 1 | Trade payables to related parties | 910,211 | 1 | 1,223,750 | - | 1,074,901 | 1 |
| Other receivables | 1,367,621 | - | 1,414,007 | 1 | 962,907 | - | Other payables | 10,565,591 | 3 | 12,352,075 | 5 | 7,941,207 | 4 |
| Other receivables from related parties | 161,080 | - | 36,699 | - | 46,202 | - | Other payables to related parties | 40,191,954 | 13 | 30,653,624 | 12 | 18,107,805 | 8 |
| Inventories | 3,769,108 | 1 | 4,323,668 | 2 | 3,642,616 | 2 | Current tax liabilities | 1,685,349 | 1 | 1,617,605 | 1 | 803,419 | - |
| Other current assets | 485,422 | - | 508,010 | - | 303,545 | - | Current portion of bonds payable | 12,162,192 | 4 | - | - | - | - |
| | | | | | | | Current portion of long-term borrowings | - | - | 1,085,143 | - | 1,028,571 | - |
| Total current assets | 32,132,019 | 11 | 41,483,018 | 16 | 37,009,050 | 17 | Other current liabilities | 738,805 | - | 493,126 | - | 448,069 | - |
| | | | | | | | Total current liabilities | 91,305,117 | 30 | 68,567,745 | 26 | 49,159,136 | 22 |
| NON-CURRENT ASSETS | | | | | | | NON-CURRENT LIABILITIES | | | | | | |
| Available-for-sale financial assets - non-current | 473,107 | - | 542,147 | - | 592,557 | - | Bonds payable | 13,938,894 | 5 | 19,270,613 | 8 | 18,152,195 | 8 |
| Investments accounted for using the equity method | 189,994,170 | 62 | 139,053,527 | 53 | 117,942,583 | 53 | Long-term borrowings | 37,424,607 | 12 | 18,355,554 | 7 | 25,787,145 | 12 |
| Property, plant and equipment | 80,375,695 | 26 | 77,640,995 | 30 | 63,122,172 | 29 | Deferred tax liabilities | 3,774,152 | 1 | 2,897,155 | 1 | 1,892,418 | 1 |
| Goodwill | 958,620 | 1 | 958,620 | - | 958,620 | - | Long-term payables | - | - | - | - | 894,150 | - |
| Other intangible assets | 655,689 | - | 486,192 | - | 393,759 | - | Net defined benefit liabilities | 2,287,072 | 1 | 2,415,654 | 1 | 2,496,350 | 1 |
| Deferred tax assets | 906,821 | - | 1,019,802 | 1 | 1,020,588 | 1 | Other non-current liabilities | 297,092 | - | 1,517 | - | 19,783 | - |
| Other financial assets - non-current | 209,817 | - | 215,784 | - | 214,803 | - | Total non-current liabilities | 57,721,817 | 19 | 42,940,493 | 17 | 49,242,041 | 22 |
| Long-term prepayments for lease | 80,887 | - | 195,879 | - | 19,141 | - | Total liabilities | 149,026,934 | 49 | 111,508,238 | 43 | 98,401,177 | 44 |
| Other non-current assets | 156,113 | - | 131,181 | - | 72,761 | - | | | | | | | |
| Total non-current assets | 273,810,919 | 89 | 220,244,127 | 84 | 184,336,984 | 83 | EQUITY | | | | | | |
| | | | | | | | Share capital | | | | | | |
| | | | | | | | Ordinary shares | 79,029,290 | 26 | 78,525,378 | 30 | 77,560,040 | 35 |
| | | | | | | | Capital received in advance | 156,370 | - | 189,801 | - | 620,218 | - |
| | | | | | | | Total share capital | 79,185,660 | 26 | 78,715,179 | 30 | 78,180,258 | 35 |
| | | | | | | | Capital surplus | 23,757,099 | 8 | 16,013,058 | 6 | 7,920,220 | 4 |
| | | | | | | | Retained earnings | | | | | | |
| | | | | | | | Legal reserve | 12,649,145 | 4 | 10,289,878 | 4 | 8,720,971 | 4 |
| | | | | | | | Special reserve | 3,353,938 | - | 3,353,938 | 1 | 3,663,930 | 2 |
| | | | | | | | Unappropriated earnings | 40,180,986 | 13 | 38,737,422 | 15 | 26,521,201 | 12 |
| | | | | | | | Total retained earnings | 56,184,069 | 17 | 52,381,238 | 20 | 38,906,102 | 18 |
| | | | | | | | Other equity | 5,081,689 | 2 | 5,068,539 | 2 | (102,616) | - |
| | | | | | | | Treasury shares | (7,292,513) | (2) | (1,959,107) | (1) | (1,959,107) | (1) |
| | | | | | | | Total equity | 156,916,004 | 51 | 150,218,907 | 57 | 122,944,857 | 56 |
| TOTAL | \$ 305,942,938 | 100 | \$ 261,727,145 | 100 | \$ 221,346,034 | 100 | TOTAL | \$ 305,942,938 | 100 | \$ 261,727,145 | 100 | \$ 221,346,034 | 100 |

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2015 | | 2014 (Adjusted) | |
|--|-------------------|-----------|--------------------|-----------|
| | Amount | % | Amount | % |
| OPERATING REVENUE | \$ 94,206,807 | 100 | \$ 96,678,100 | 100 |
| OPERATING COSTS | <u>69,059,001</u> | <u>73</u> | <u>67,301,431</u> | <u>70</u> |
| GROSS PROFIT | <u>25,147,806</u> | <u>27</u> | <u>29,376,669</u> | <u>30</u> |
| OPERATING EXPENSES | | | | |
| Selling and marketing expenses | 1,100,826 | 1 | 1,110,054 | 1 |
| General and administrative expenses | 4,788,073 | 5 | 4,517,187 | 5 |
| Research and development expenses | <u>5,366,121</u> | <u>6</u> | <u>5,470,440</u> | <u>5</u> |
| Total operating expenses | <u>11,255,020</u> | <u>12</u> | <u>11,097,681</u> | <u>11</u> |
| PROFIT FROM OPERATIONS | <u>13,892,786</u> | <u>15</u> | <u>18,278,988</u> | <u>19</u> |
| NON-OPERATING INCOME AND EXPENSES | | | | |
| Other income | 451,354 | - | 114,369 | - |
| Other gains, net. | 722,437 | 1 | 8,043 | - |
| Finance costs | (1,166,632) | (1) | (1,001,974) | (1) |
| Share of the profit of subsidiaries, associates and joint ventures | <u>8,533,407</u> | <u>9</u> | <u>8,761,700</u> | <u>9</u> |
| Total non-operating income and expenses | <u>8,540,566</u> | <u>9</u> | <u>7,882,138</u> | <u>8</u> |
| PROFIT BEFORE INCOME TAX | 22,433,352 | 24 | 26,161,126 | 27 |
| INCOME TAX EXPENSE | <u>2,954,479</u> | <u>3</u> | <u>2,524,604</u> | <u>2</u> |
| PROFIT FOR THE YEAR | <u>19,478,873</u> | <u>21</u> | <u>23,636,522</u> | <u>25</u> |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | |
| Items that will not be reclassified subsequently to profit or loss: | | | | |
| Remeasurement of defined benefits obligation | 39,710 | - | (27,602) | - |
| Share of other comprehensive income of subsidiaries, associates and joint ventures | (119,176) | - | 17,528 | - |
| Income tax relating to items that will not be reclassified subsequently | (<u>6,751</u>) | - | <u>4,693</u> | - |
| | (<u>86,217</u>) | - | (<u>5,381</u>) | - |
| Items that may be reclassified subsequently to profit or loss: | | | | |
| Unrealized gain (loss) on available-for-sale financial assets | (36,166) | - | 2,376 | - |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2015 | | 2014 (Adjusted) | |
|--|----------------------|-----------|----------------------|-----------|
| | Amount | % | Amount | % |
| Share of other comprehensive income of subsidiaries, associates and joint ventures | \$ 49,316 | - | \$ 5,168,779 | 5 |
| | <u>13,150</u> | <u>-</u> | <u>5,171,155</u> | <u>5</u> |
| Other comprehensive income (loss) for the year, net of income tax | (73,067) | - | 5,165,774 | 5 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | <u>\$ 19,405,806</u> | <u>21</u> | <u>\$ 28,802,296</u> | <u>30</u> |
| EARNINGS PER SHARE | | | | |
| Basic | \$ 2.55 | | \$ 3.07 | |
| Diluted | \$ 2.44 | | \$ 2.96 | |

(Concluded)

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars)

| | Share Capital | | Capital Surplus | Retained Earnings | | | | Other Equity | | | | | Total Equity |
|---|--------------------------|---------------|-----------------|-------------------|-----------------|-------------------------|---------------|--|--|------------------|--------------|-----------------|----------------|
| | Shares (In thousands) | Amount | | Legal Reserve | Special Reserve | Unappropriated Earnings | Total | Exchange Differences on Translating Foreign Operations | Unrealized Gain on Available-for-sale Financial Assets | Cash Flow Hedges | Total | Treasury Shares | |
| | | | | | | | | | | | | | |
| BALANCE AT JANUARY 1, 2014 | 7,787,827 | \$ 78,180,258 | \$ 7,908,870 | \$ 8,720,971 | \$ 3,663,930 | \$ 26,608,253 | \$ 38,993,154 | (\$ 525,521) | \$ 426,246 | (\$ 3,279) | (\$ 102,554) | (\$ 1,959,107) | \$ 123,020,621 |
| Effect of retrospective application | - | - | 11,350 | - | - | (87,052) | (87,052) | (62) | - | - | (62) | - | (75,764) |
| ADJUSTED BALANCE AT JANUARY 1, 2014 | 7,787,827 | 78,180,258 | 7,920,220 | 8,720,971 | 3,663,930 | 26,521,201 | 38,906,102 | (525,583) | 426,246 | (3,279) | (102,616) | (1,959,107) | 122,944,857 |
| Change in capital surplus from investments in associates accounted for using the equity method | - | - | 26,884 | - | - | - | - | - | - | - | - | - | 26,884 |
| Profit for the year ended December 31, 2014 (After Adjusted) | - | - | - | - | - | 23,636,522 | 23,636,522 | - | - | - | - | - | 23,636,522 |
| Other comprehensive income (loss) for the year ended December 31, 2014, net of income tax (After Adjusted) | - | - | - | - | - | (5,381) | (5,381) | 5,067,344 | 100,532 | 3,279 | 5,171,155 | - | 5,165,774 |
| Total comprehensive income for the year ended December 31, 2014 (After Adjusted) | - | - | - | - | - | 23,631,141 | 23,631,141 | 5,067,344 | 100,532 | 3,279 | 5,171,155 | - | 28,802,296 |
| Appropriation of 2013 earnings | | | | | | | | | | | | | |
| Legal reserve | - | - | - | 1,568,907 | - | (1,568,907) | - | - | - | - | - | - | - |
| Cash dividends distributed by the Company | - | - | - | - | - | (10,156,005) | (10,156,005) | - | - | - | - | - | (10,156,005) |
| Special reserve | - | - | - | - | (309,992) | 309,992 | - | - | - | - | - | - | - |
| | - | - | - | 1,568,907 | (309,992) | (11,414,920) | (10,156,005) | - | - | - | - | - | (10,156,005) |
| Issue of dividends received by subsidiaries from the Company | - | - | 188,790 | - | - | - | - | - | - | - | - | - | 188,790 |
| Partial disposal of interests in subsidiaries and additional acquisition of majority-owned subsidiaries | - | - | 6,877,099 | - | - | - | - | - | - | - | - | - | 6,877,099 |
| Issue of ordinary shares under employee share options | 73,898 | 534,921 | 1,000,065 | - | - | - | - | - | - | - | - | - | 1,534,986 |
| ADJUSTED BALANCE AT DECEMBER 31, 2014 | 7,861,725 | 78,715,179 | 16,013,058 | 10,289,878 | 3,353,938 | 38,737,422 | 52,381,238 | 4,541,761 | 526,778 | - | 5,068,539 | (1,959,107) | 150,218,907 |
| Equity component of convertible bonds issued by the Company | - | - | 214,022 | - | - | - | - | - | - | - | - | - | 214,022 |
| Change in capital surplus from investments in associates and joint ventures accounted for using the equity method | - | - | 150 | - | - | - | - | - | - | - | - | - | 150 |
| Profit for the year ended December 31, 2015 | - | - | - | - | - | 19,478,873 | 19,478,873 | - | - | - | - | - | 19,478,873 |
| Other comprehensive income (loss) for the year ended December 31, 2015, net of income tax | - | - | - | - | - | (86,217) | (86,217) | (48,191) | 61,341 | - | 13,150 | - | (73,067) |
| Total comprehensive income (loss) for the year ended December 31, 2015 | - | - | - | - | - | 19,392,656 | 19,392,656 | (48,191) | 61,341 | - | 13,150 | - | 19,405,806 |
| Appropriation of 2014 earnings | | | | | | | | | | | | | |
| Legal reserve | - | - | - | 2,359,267 | - | (2,359,267) | - | - | - | - | - | - | - |
| Cash dividends distributed by the Company | - | - | - | - | - | (15,589,825) | (15,589,825) | - | - | - | - | - | (15,589,825) |
| | - | - | - | 2,359,267 | - | (17,949,092) | (15,589,825) | - | - | - | - | - | (15,589,825) |
| Acquisition of treasury shares | - | - | - | - | - | - | - | - | - | - | - | (5,333,406) | (5,333,406) |
| Issue of dividends received by subsidiaries from the Company | - | - | 292,351 | - | - | - | - | - | - | - | - | - | 292,351 |
| Partial disposal of interests in subsidiaries and additional acquisition of majority-owned subsidiaries | - | - | 7,197,510 | - | - | - | - | - | - | - | - | - | 7,197,510 |
| Changes in percentage of ownership interest in subsidiaries | - | - | (564,344) | - | - | - | - | - | - | - | - | - | (564,344) |
| Issue of ordinary shares under employee share options | 48,703 | 470,481 | 604,352 | - | - | - | - | - | - | - | - | - | 1,074,833 |
| BALANCE AT DECEMBER 31, 2015 | 7,910,428 | \$ 79,185,660 | \$ 23,757,099 | \$ 12,649,145 | \$ 3,353,938 | \$ 40,180,986 | \$ 56,184,069 | \$ 4,493,570 | \$ 588,119 | \$ - | \$ 5,081,689 | (\$ 7,292,513) | \$ 156,916,004 |

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

| | 2015 | 2014 (Adjusted) |
|--|-------------------|--------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Profit before income tax | \$ 22,433,352 | \$ 26,161,126 |
| Adjustments for: | | |
| Depreciation expense | 14,630,862 | 12,667,954 |
| Amortization expense | 139,065 | 109,809 |
| Net gain on fair value change of financial assets and liabilities at fair value through profit or loss | (2,089,130) | (1,735,649) |
| Interest expenses | 1,136,748 | 992,542 |
| Compensation cost of employee share options | 89,768 | 82,408 |
| Share of profit of subsidiaries, associates and joint venture | (8,533,407) | (8,761,700) |
| Impairment loss recognized on non-financial assets | 374,201 | 335,797 |
| Others | 1,014,001 | 1,414,695 |
| Changes in operating assets and liabilities | | |
| Financial assets held for trading | 3,407,552 | 889,176 |
| Trade receivables | 2,443,202 | (4,412,063) |
| Trade receivables from related parties | 2,800,618 | (2,663,772) |
| Other receivables | 14,924 | (419,790) |
| Other receivables from related parties | (27,049) | (2,856) |
| Inventories | 279,328 | (851,607) |
| Other current assets | (47,362) | (230,071) |
| Financial liabilities held for trading | (1,047,740) | (258,775) |
| Trade payables | (164,380) | 726,175 |
| Trade payables to related parties | (313,539) | 148,849 |
| Other payables | (1,239,689) | 1,865,052 |
| Other payables to related parties | 9,176 | 312,412 |
| Other current liabilities | 44,553 | 52,772 |
| Net defined benefit liabilities | (88,872) | (108,298) |
| | 35,266,182 | 26,314,186 |
| Dividend received | 456,044 | 87,030 |
| Interest paid | (709,474) | (644,433) |
| Income tax paid | (1,903,810) | (706,640) |
| Net cash generated from operating activities | <u>33,108,942</u> | <u>25,050,143</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchase of financial assets designated as at fair value through profit or loss | (22,059,285) | (25,266,850) |
| Proceeds from disposal of financial assets designated as at fair value through profit or loss | 22,404,777 | 25,430,954 |
| Purchase of available-for-sale financial assets | (1,322) | (1,941,283) |
| Proceeds on sale of available-for-sale financial assets | 433,165 | 3,809,325 |
| Acquisition of equity method investments | (35,673,097) | (100,000) |
| Payments for property, plant and equipment | (18,106,610) | (25,859,051) |

(Continued)

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

| | 2015 | 2014 (Adjusted) |
|--|----------------------|-------------------------------------|
| Proceeds from disposal of property, plant and equipment | \$ 114,976 | \$ 187,058 |
| Payments for intangible assets | (308,562) | (202,242) |
| Other investing activities | <u>(18,842)</u> | <u>(282,825)</u> |
| Net cash used in investing activities | <u>(53,214,800)</u> | <u>(24,224,914)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Net repayment of short-term borrowings | (404,268) | (85,683) |
| Proceeds from commercial papers and bank acceptances payable | 4,347,406 | - |
| Proceeds from issue of convertible bonds | 6,136,425 | - |
| Proceeds from long-term borrowings | 36,638,397 | 28,718,192 |
| Repayments of long-term borrowings | (19,237,092) | (36,739,806) |
| Increase in other payables to related parties | 9,431,152 | 12,273,225 |
| Dividends paid | (15,589,825) | (10,156,005) |
| Payments for acquisition of treasury shares | (5,333,406) | - |
| Proceeds from exercise of employee share options | 1,003,789 | 1,458,088 |
| Other financing activities | <u>392,109</u> | <u>2,009</u> |
| Net cash generated (used in) from financing activities | <u>17,384,687</u> | <u>(4,529,980)</u> |
| NET DECREASE IN CASH | (2,721,171) | (3,704,751) |
| CASH, AT THE BEGINNING OF THE YEAR | <u>11,254,517</u> | <u>14,959,268</u> |
| CASH, AT THE END OF THE YEAR | <u>\$ 8,533,346</u> | <u>\$ 11,254,517</u> (Concluded) |

Any shareholder who wishes to download the complete financial statements is asked to visit the ASE website

(URL: <http://www.aseglobal.com>)

Enquire under "Files Submitted to Stock Exchange" under "Investor Relations"

Link http://www.aseglobal.com/en/IR_c/ir_secfilings.asp

Advanced Semiconductor Engineering, Inc.

Guidelines for Issuance and Conversion of Privately Offered Foreign Non-guaranteed Convertible Corporate Bonds (tentative)

A. Total issue

The maximum amount for corporate bond issue of ASE is US\$●. The par value is US\$●, issued at par value.

B. Issuance duration

The issuance duration is ● years.

C. Coupon rate

Annual coupon rate 0%-5%.

D. Date and method of return of principle

Except for conversion or resale by the bond holders or premature recall or buyback and cancellation by ASE, ASE will repay the face value of the bonds, or with interest compensation in a cash lump sum, to the bond holders upon the maturity of the bonds.

E. Issuance method

This private offering of foreign convertible corporate bonds will be issued outside the Republic of China and processed according to the laws and regulations of the country of sale and common international practice.

F. Price and method of conversion

The conversion price may not fall below the simple arithmetic mean of the share's closing price on the TWSE on the date the issue price is set and its closing price one, three or five days prior to the price-setting date after deducting distribution of stock dividends and adding 80% of reversed dividends for capital reduction or 80% of the simple arithmetic mean of the share's closing price over the thirty business days preceding the price-setting date after deducting distribution of stock dividends and interests and adding reversed dividends for capital reduction. For the actual issue price, the shareholders meeting will be requested to grant the Board of Directors the authority to set the price according to the law.

After the bond has been issued, the conversion price will be adjusted when the number of ASE's outstanding (or privately offered) common shares increases (including but not limited to capital increase by public or private offerings for cash, by surplus, and by capital reserve, corporate mergers or acceptance of new shares issued by other companies, stock splits and cash capital increase through GDRs), cash dividends are distributed, conversion or subscription of reissue (or private offering) is made below the share price for securities with

option to convert to or subscribe common shares is below the market price or subscription price, or the number of common shares falls due to capital reduction by cancellation of treasury shares.

With the exception of the statutory period in which ownership may not be transferred, a bond holder may request to have his bonds converted to common shares in ASE at any time after ● months from the issue date and prior to ten days before the maturity.

G. ASE's right to reclaim the bonds

ASE may choose not to include a right to reclaim or buy back the outstanding bonds in cash at par value or with interest in one of the following circumstances.

1. If the amount of the outstanding bonds falls below 10% of the total amount of the original issue after one year from the issue date and prior to 40 days before the maturity.
2. If the closing price of ASE's common shares on the TWSE exceeds the current conversion price by 130% or more for 30 consecutive business days after one year from the issue date and prior to 40 days before the maturity.

H. The bond holder's resale right:

ASE may choose not to include a resale right or a bond holder may request that ASE buys back the bonds at the full or partial price calculated at an annual yield of ●% after ● months from the issue date.

I. Public offering for shares converted from the corporate bonds

The shares converted from the corporate bonds may be filed with the Financial Supervisory Commission for a public offering after three years from the corporate bonds' delivery date, and an application may be submitted to the TWSE for trading on the stock exchange.

J. Applicable laws

The issuance, administration, and disposal of the corporate bonds shall be subject to the laws of [the State of New York]. However, the approval for issuance and exercise of conversion rights for the corporate bonds shall be conducted according to the laws of the Republic of China and shall be subject to the restrictions under the laws of the Republic of China.

K. Sale restrictions

The corporate bonds may not be offered, sold, or delivered in the Republic of China. The corporate bonds shall be sold according to the laws of the country of sale outside of the Republic of China.

L. Taxes

1. Withholding tax: According to the existing tax laws, a 15% tax shall be withheld on interests and returns (if any) on the corporate bonds held by profit making organizations

without fixed business addresses in the Republic of China or individuals who do not reside in the Republic of China.

2. Securities transactions tax: Investors shall be subject to a securities transactions tax at 0.3% of the total amount when selling shares.
3. Capital gains tax for securities: When selling shares, investors must calculate, file, and pay the capital gains tax and the income basic tax by following the Income Tax Act and the Income Basic Tax Act. Foreign individuals may be exempted from capital gains taxes; foreign corporate entities may be exempted from capital gains taxes, but those with fixed business addresses in the Republic of China or business agents shall calculate whether they have to pay income basic taxes.

The aforementioned withholding tax, securities transactions tax, and capital gains tax are described according to the current rules, and shall be subject to changes in the future if the tax laws in the Republic of China change.

Advanced Semiconductor Engineering, Inc.

Table of Comparison of the Revised Rules Governing the Election of Directors

| Before Amendment | After Amendment |
|---|--|
| <p>Article 2: The election of ASE's directors may be carried out by shareholders via electronic voting.</p> <p>When conducting the election of ASE's directors, in addition to electronic voting, shareholders may also use the ballots prepared by the Board of Directors and printed with their attendance pass serial numbers and the number of votes represented.</p> <p>In the election described in the preceding paragraph, the name of a voter on the ballot may be replaced by the attendance pass serial number.</p> <p>In the process of electing ASE's directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. The election of independent directors and the election of non-independent directors shall be conducted at the same time, and the number of winners calculated separately.</p> | <p>Article 2: The Company shall elect directors by a <u>candidate nomination system</u>, and <u>the voting</u> shareholders may adopt an electronic voting approach.</p> <p>When conducting the election of ASE's directors, in addition to electronic voting, shareholders may also use the ballots prepared by the Board of Directors and printed with their attendance pass serial numbers and the number of votes represented.</p> <p>In the election described in the preceding paragraph, the name of a voter on the ballot may be replaced by the attendance pass serial number.</p> <p>In the process of electing ASE's directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. The election of independent directors and the election of non-independent directors shall be conducted at the same time, and the number of winners calculated separately.</p> |
| <p>Article 6: A ballot with one of the following conditions is invalid:</p> <ol style="list-style-type: none"> 1. It is not a ballot specified under these Rules. 2. It is not placed in the ballot box or a blank ballot. 3. It is illegible. 4. The name on the account and account number provided on the ballot disagree with those shown in the shareholders' roster if the candidate is a shareholder; the name and National ID number provided on the ballot are verified to be invalid if the candidate is not a shareholder. 5. There is additional information than the name on the account (name) or account number (National ID | <p>Article 6: A ballot with one of the following conditions is invalid:</p> <ol style="list-style-type: none"> 1. It is not a ballot specified under these Rules. 2. It is not placed in the ballot box or a blank ballot. 3. It is illegible. 4. <u>The name provided on the ballot is not the name of the director listed as a candidate</u>; name on the account and account number provided on the ballot disagree with those shown in the shareholders' roster if the candidate is a shareholder; the name and National ID number provided on the ballot are verified to be invalid if the candidate is not a shareholder. 5. There is additional information than the name on the account (name) or account number (National ID |

| Before Amendment | After Amendment |
|---|---|
| <p>number) of the candidate and the assigned voting rights.</p> <p>6. The name on the account (name) or account number (National ID number) of the candidate is not provided.</p> <p>7. Information of two candidates or more is provided on the same ballot.</p> | <p>number) of the candidate and the assigned voting rights.</p> <p>6. The name on the account (name) or account number (National ID number) of the candidate is not provided.</p> <p>7. Information of two candidates or more is provided on the same ballot.</p> |

Advanced Semiconductor Engineering, Inc.

Rules of Procedure for the Shareholders' Meeting

1. The Shareholders' Meeting of ASE shall be conducted in accordance with the Rules specified herein.
2. Shareholders attending the meeting in person (or their proxies) shall wear attendance badges and shall submit sign-in cards in lieu of signing in. ASE's weight of share ownership in attendance shall be based on the weight of share ownership described in the preceding, plus the weight of share ownership exercised via electronic voting.
3. Unless specified in Article 179 of the Company Act where there is no voting right entitled or such right is restricted by the applicable rules under the Company Act, a shareholder of ASE shall be entitled to one vote for each share held. When a shareholder is unable to attend the shareholders' meeting for whatever the reason, the shareholder may present a proxy statement printed by ASE that states the scope of authorization to entrust a proxy to attend the shareholders' meeting. With the exception of trust enterprises or stock affairs agencies approved by the competent securities authority, the votes that may be cast by one proxy representing two or more shareholders shall not exceed three percent of the votes of total shares issued; any votes in excess of that limit shall not be counted.

A shareholder may only execute one power of attorney and appoint one proxy only, which shall be delivered to ASE at least five days prior to the shareholders meeting. In case of overlapping proxies, the first one to arrive at ASE shall apply. Exception applies if one of the proxy forms is rescinded.

If the proxy has already been delivered to ASE and the shareholder decides they wish to personally attend the meeting or exercise his or her voting rights by electronic means, the concerned shareholder should notify ASE in writing two days prior to the shareholders' meeting to rescind the notice for proxy. If the shareholder fails to do so by the deadline, the voting right cast by the trustee agent shall govern.

4. Venue of shareholders meetings shall be where ASE is located or a different location convenient for shareholders to attend and for the meeting to be held with a commencement time no earlier than 9.00 a.m. or later than 3.00 p.m.

5. Unless otherwise stipulated in the Company Act, shareholders meetings shall be convened by the board and chaired by ASE chairman. Article 208 Paragraph 3 of the Company Act shall be followed if the chairman is on leave or unable to exercise his/her official functions for whatever the reason. If a shareholders meeting is convened by someone having the right to convene a meeting, but who is not a member of the Board of Directors, the said person shall chair the meeting. If more than one person has the right to convene the meeting, one shall be elected to chair the meeting.
6. ASE may designate retained lawyers, certified public accountants or relevant personnel to attend the shareholders' meeting. Staff handling administrative affairs of the shareholders' meeting shall wear identification badges or armbands.
7. ASE shall record the whole course of the shareholders' meeting on audio tape or video tape, and shall keep the tapes on file for at least one year.
8. The chairperson shall announce the commencement of the meeting when the scheduled time arrives. If the number of shareholders present represent less than half of all voting rights, the chairperson may delay the meeting. A meeting may be delayed twice for a combined maximum of one hour. If after two postponements the number of shareholders present is still insufficient while representing at least one third of the total issued shares, provisional resolutions may be adopted in accordance with Article 175 Paragraph 1 of the Company Act. If prior to the end of the meeting the shareholders present represent at least half of the total issued shares, the chairperson may resubmit the provisional resolutions adopted by the meeting for a vote in accordance with Article 174 of the Company Act.

9. Agenda of a shareholders meeting called by the board shall be decided by the board. The meeting shall proceed according to the agenda unless changed by a shareholders meeting resolution.

If the shareholders' meeting is convened by someone entitled to convene such a meeting but who is not a member of the Board of Directors, the rules of the preceding paragraph shall apply *mutatis mutandis*.

Unless by the resolution of the shareholders' meeting, the chairperson may not declare the meeting ended until all items on the agenda (including extemporaneous motions) arranged in the preceding two paragraphs have been completed.

After the meeting is declared ended, shareholders may not elect a chairperson to resume the meeting at the original location or at any other premises, unless such declaration by the chairperson has violated the rules of procedure, whereas one person may be elected the chairperson with the consent of one half of the votes represented by shareholders present to resume the meeting.

10. While the shareholders' meeting is in session, the chairperson may at his/her discretion allocate and announce time for breaks.

11. Before a shareholder present at the meeting speaks, he/she shall first fill out a statement slip stating therein the main points of the statement, the shareholder's account number (or the attendance identification number) and account name, so that the chairperson may determine the order of speaking. A shareholder present at the meeting that merely submits a statement slip without speaking is considered not to have spoken. If the contents of the statement do not conform to the contents of the statement slip, the contents of the statement shall govern. Unless given consent by the chairperson and the speaking shareholder, other shareholders may not speak to interrupt when a shareholder is speaking; otherwise the chairperson shall stop the interruption.

12. Unless permitted by the chairperson, no shareholder may speak more than twice regarding the same proposal, and shall not speak for more than five minutes each time.

If a shareholder violates the rules outlined in the preceding paragraph or goes beyond the scope of proposals in speaking, the chairperson may stop him/her from speaking.

13. An institutional shareholder may assign only one proxy representative to attend the meeting on its behalf. In the event an institutional shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda item.
14. After a shareholder present at the meeting speaks, the chairperson may reply in person or assign relevant personnel to reply.
15. With respect to discussions of a proposal, if the chairperson feels that a consensus has been reached where a vote can be taken on the proposal, he/she may announce that the discussions shall cease and the proposal be submitted for a vote.
16. The chairperson shall appoint monitors and ballot counters for voting on proposals. For qualifications, monitors must be shareholders. The results of each vote shall be announced on the spot and made into the minutes.
17. Unless otherwise provided by the Company Act or ASE' s Articles of Incorporation, a proposal shall be approved by the consent of more than half of the votes of shares represented by shareholders present. In voting, a proposal is considered approved if the chairperson receives no dissenting opinions after requesting, which has the same effect as voting by ballot.
18. Where there is an amendment or an alternative for a proposal, the chairperson shall determine the order in which they are to be voted on with the original proposal. If any of these proposals is approved, alternative proposals shall be treated as rejected and not be voted on separately.
19. The chairperson may instruct the inspectors (or security personnel) to assist in maintaining order in the meeting venue. While assisting in maintaining order at the venue, the inspectors (or security personnel) shall wear arm-bands reading "Inspector."
20. All matters not provided by these Rules herein shall be handled in accordance with the Company Act, relevant laws and regulations, as well as ASE's Articles of Incorporation.
21. These Rules shall come into force on the approval of the shareholders' meeting, as shall any amendment.

Advanced Semiconductor Engineering, Inc.
Articles of Incorporation (Before Revisions)

Chapter I General Rules

- Article 1 : ASE is organized in accordance with the rules of the Company Act that governs companies limited by shares, and is named Advanced Semiconductor Engineering, Inc.
- Article 2 : Businesses operated by ASE:
1. Manufacture, assembly, reprocessing, testing and export of integrated circuits of various types.
 2. Research and development, design, manufacture, assembly, reprocessing, testing and export of various computer, electronic, communications and information products, as well as their peripherals and parts.
 3. General export/import trades, excluding businesses requiring special permission.
 4. CC01080 Electronic components manufacturing industry
 5. CC01990 Other electrical, electronic and mechanical equipment manufacturing industry (IC lead frame, BGA substrate and FC substrate)
 6. F119010 Electronic material wholesale business
 7. F219010 Electronic material retail business
 8. I199990 Other consultant service (technological and consultant service of IC lead frame, BGA substrate and FC substrate).
 9. JE01010 Leasing business
 10. ZZ99999 Engagement in businesses that are not prohibited or restricted by law with the exception of businesses requiring permit.
- Article 3 : Where ASE invests in another company as a limited liability shareholder, it is not subject to the restriction imposed by the Company Act providing that such investment shall not exceed a specified percentage of the total paid-in capital.
- Article 4 : The Company may provide external guarantees.
- Article 5 : ASE is headquartered in the Nantz Export Processing Zone, Kaohsiung City, Taiwan. Branches, offices or business locations may be set up in Taiwan or overseas with board resolutions.

Chapter II Shares

- Article 6 : ASE's registered capital is NT\$100 billion, divided into 10 billion shares with a face value of NT\$10 per share. Stock options worth NT\$8 billion are set aside for employee subscription. The board is authorized to issue the remainder in several batches.

- Article 7 : Share certificates of ASE are all registered in form, which shall be signed or affixed with seal by more than three directors as well as duly attested before they can be issued. According to Article 162-2 of the Company Act, ASE may choose to not provide share certificates in printed form.
- Article 8 : Title transfer of stocks shall be suspended within sixty days before the AGM is held, within thirty days before a shareholders' provisional meeting is held, or within five days before the base date for distribution of stock dividends and bonuses or other benefits determined by ASE.
- Article 9 : ASE's processing rules of stock affairs shall fully comply with pertinent laws and regulations promulgated by the authorities concerned.

Chapter III Shareholders' Meeting

- Article 10 : ASE holds general and provisional shareholders' meetings. A general meeting is called by the board once a year within six months after the end of a fiscal year according to law. The provisional meeting is convened when necessary according to law.
- Article 11 : To convene the AGM and the shareholders' provisional meeting, ASE shall inform each and every shareholder of the date, venue and purpose of convening the meeting thirty days and fifteen days respectively in advance before the meeting is held.
- Article 12 : Unless otherwise regulated by the Company Act, a shareholders' meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.
- Article 13 : Unless specified in Article 179 of The Company Act whereas no voting right is entitled, a shareholder of the Company shall be entitled to one vote for each share held.
- Article 14 : If a shareholder is unable to attend the shareholders' meeting for whatever the reason, he/she may present a proxy statement printed by ASE, stating therein the scope of authorization to entrust a proxy to appear on his/her behalf. The above proxy statement shall be delivered to ASE five days in advance of the shareholders' meeting being held.
- Article 15 : Unless otherwise stipulated in the Company Act, shareholders meetings shall be convened by the board and chaired by ASE chairman. Article 208 Paragraph 3 of the Company Act shall be followed if the chairman is absent. If a shareholders meeting is convened by someone having the right to convene a meeting, but who is not a member of the Board of Directors, the said person shall chair the meeting. If more than one person has the right to convene the meeting, one shall be elected to chair the meeting.

Chapter IV Directors

Article 16 : ASE shall have 11 to 15 directors, of which there shall be 3 independent directors and 8 to 12 non-independent directors. Each director shall hold office for a term of three years, and may continue to serve if re-elected.

Election of directors should be handled according to Article 198 of the Company Act and applicable laws and regulations.

When handling the aforementioned election of directors, the election of independent directors and non-independent directors should be held concurrently, with the names of the elected separately calculated, and those that receive the ballots representing the greatest number of voting rights will be elected as independent directors or non-independent directors.

The supervisors shall be replaced by an audit committee that ASE will establish in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be responsible for exercising the powers of supervisors under the Company Act, the Securities and Exchange Act, and other applicable laws. The Audit Committee shall consist of all independent directors and its powers and related matters shall be devised by the Board of Directors in accordance with the applicable laws.

Article 16-1 : Shareholders retaining at least 1% of all outstanding shares and the board may nominate candidates for independent directorship. A list of candidates determined at board meetings to meet the criteria for being elected independent directors are submitted by the board to the shareholders meeting for consideration; if the shareholder's meeting is convened by another person with the authority to convene the meeting, after the person with the authority to convene the meeting examines the qualifications of the candidate(s) for serving as an independent director, the names are sent to the shareholder's meeting for election. All matters regarding the acceptance method and announcement of the nomination of candidates for independent director will be handled according to the Company Act, the Securities Exchange Law, and other applicable laws and regulations.

Article 16-2 : Remuneration of independent directors shall be NT\$2 million per person per year. If an independent director serves on the board for less than a year, s/he shall be paid pro rata for the number of days served. An independent director of ASE, if also serving as a member of ASE's Remuneration Committee, shall receive compensation of NT\$360,000 per year. If the term of service is less than one year, the actual compensation received shall be calculated on a pro-rata basis for the actual number of days served.

Article 17 : The Board of Directors shall be organized by the directors whose functions are as follows:

- (1) Preparing the business plan.
- (2) Making proposals regarding profit distribution or loss replenishment.
- (3) Making proposals regarding capital increase/decrease.
- (4) Reviewing and approving important rules and contracts.

- (5) Appointing and dismissing the president of ASE.
- (6) Establishing and dissolving branch organizations of ASE.
- (7) Reviewing and approving budgets and actual budget.
- (8) Other functions vested by The Company Act or by the resolution of the shareholders' meeting.

Article 18 : The Board of Directors shall be comprised of the directors. The chairman shall be elected from among the directors with at least two thirds in attendance and over half of those attending voting for him/her. A vice chairman may be elected in the same way. The chairman represents ASE in its external dealings. When the chairperson is on leave or unable to exercise his/her official functions for whatever the reason, an acting chairperson shall be designated in accordance with Article 208 of the Company Act.

Article 19 : Unless otherwise provided by the Company Act, the board meeting shall be convened by the chairperson according to law. The meeting should be held at the location of ASE or any suitable location convenient for the directors, or by video conference.

Article 19-1 : Individual directors shall be notified of a board meeting to be called for with proper statement of the causes seven days in advance. In an emergency, a board meeting may be called at any time.
Notifications of board meetings may be in writing or via email or fax.

Article 20 : A director may present a written proxy statement to entrust another director as proxy to attend the board meeting and exercise voting rights on his/her behalf, but each director may act as a proxy for only one other director.

Chapter V Manager

Article 21 : ASE shall have one president, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 22 : ASE's fiscal year shall run from January 1 to December 31. At the end of each fiscal year, the Board of Directors shall prepare the various statements and reports as required by the Company Act and submit them to the AGM for ratification according to law.

Article 23 : ASE's net profits each year after the actual budget shall be distributed in the following order:

- (1) Replenishment of losses.
- (2) Allocation of 10% as the legal surplus reserve.
- (3) Allocation or reversal of a special surplus reserve in accordance with laws or regulations set forth by the authorities concerned.
- (4) For the unrealized portion of long-term investment profits calculated by the equity method that is not cash dividends, it may be listed as the

special surplus reserve under the item of current profits, to be included for profit distribution after having been realized.

- (5) Addition or deduction of the portion of retained earnings that are equity investment gains or losses that have been realized or measured at fair value through other overall gains or losses.

Any remaining profits, if any, shall be distributed as follows:

- (6) Allocation of 1%, inclusive, or less from the balance after the amounts mandated by Items 1 to 5 above have been deducted as the remuneration for directors.
- (7) 7%-11% of the remainder after deducting the amounts indicated in Items 1 to 5 shall be set aside for distribution as employee bonuses. 7% of the amount earmarked for employee bonuses shall be distributed according to the rules governing distribution of employee bonuses; the remainder exceeding the 7% to be distributed by the board among employees based on their individual contributions.
- (8) The Board of Directors shall be delegated to draw up a plan to distribute the remaining earnings to shareholders pro rata to the total number of shares held by each of them.

Employees referred to in Item 7 of the preceding paragraph include employees of subsidiary companies that meet certain conditions, which are to be prescribed by the Board of Directors.

- Article 24 : ASE is now at the stage of steady growth. To provide ASE with the funds it needs to expand and satisfy shareholders' desire for cash inflow, ASE adopts a Residual Dividend Policy. With which, cash dividends shall not fall below 30% of all dividends, with the remainder distributed in the form of stock dividends. Dividend distribution proposals shall be drafted by the board and approved by the AGM before they are implemented.

Chapter VII Supplementary Provisions

- Article 25 : The Articles of Incorporation and By-Laws of ASE shall be separately established.
- Article 26 : Any matters that are not completely provided by the Articles of Incorporation shall be handled in accordance with the Company Act.
- Article 27 : The Articles of Incorporation were established by the founders meeting under the agreement of all founders on March 11, 1984, and the first amendment was made on May 3, 1984.
The first amendment was made on May 3, 1984.
The second amendment was made on June 11, 1984.
The third amendment was made on June 25, 1984.
The fourth amendment was made on May 28, 1986.
The fifth amendment was made on July 10, 1986.
The sixth amendment was made on August 15, 1987.
The seventh amendment was made on May 28, 1988.
The eighth amendment was made on July 18, 1988.

The ninth amendment was made on September 1, 1988.
The tenth amendment was made on October 30, 1988.
The eleventh amendment was made on November 24, 1988.
The twelfth amendment was made on December 5, 1988.
The thirteenth amendment was made on February 21, 1989.
The fourteenth amendment was made on December 11, 1989.
The fifteenth amendment was made on March 31, 1990.
The sixteenth amendment was made on March 30, 1991.
The seventeenth amendment was made on April 11, 1992.
The eighteenth amendment was made on April 28, 1993.
The nineteenth amendment was made on March 21, 1994.
The twentieth amendment was made on March 21, 1995.
The twenty-first amendment was made on April 8, 1996.
The twenty-second amendment was made on April 12, 1997.
The twenty-third amendment was made on March 21, 1998.
The twenty-fourth amendment was made on June 9, 1999.
The twenty-fifth amendment was made on July 11, 2000.
The twenty-sixth amendment was made on June 1, 2001.
The twenty-seventh amendment was made on June 21, 2002.
The twenty-eighth amendment was made on June 21, 2002.
The twenty-ninth amendment was made on June 19, 2003.
The thirtieth amendment was made on June 19, 2003.
The thirty-first amendment was made on June 15, 2004.
The thirty-second amendment was made on June 30, 2005.
The thirty-third amendment was made on June 21, 2006.
The thirty-fourth amendment was made on June 28, 2007.
The thirty-fifth amendment was made on June 19, 2008.
The thirty-sixth amendment was made on June 25, 2009.
The thirty-seventh amendment was made on June 14, 2010.
The thirty-eighth amendment was made on June 28, 2011.
The thirty-ninth amendment was made on June 21, 2012.
The fortieth amendment was made on June 26, 2013.
The forty-first amendment was made on June 26, 2014.
The forty-second amendment was made on June 23, 2015.

Status of Holdings of Directors

- A. In accordance with Article 26 of the Securities and Exchange Act, all directors of the Company shall hold at least 126,777,962 shares.
- B. As of the ex-dividend date (April 30, 2016) shares retained by directors and independent directors are as follows:

April 30, 2016

| Title | Name | Current Holdings | |
|-----------------------|---|------------------|----------------------|
| | | Number of shares | Percentage of shares |
| Director | Richard H.P. Chang (Vice Chairman) | 104,414,941 | 1.32% |
| Director | Rutherford Chang | 1,779,708 | 0.02% |
| Director | A.S.E. Enterprises Limited | 1,327,202,773 | 16.75% |
| | Represented by: Jason C.S. Chang (Chairman) | | |
| | Represented by: Tien Wu | | |
| | Represented by: Joseph Tung | | |
| | Represented by: Raymond Lo | | |
| | Represented by: Jeffery Chen | | |
| | Represented by: TS Chen | | |
| Independent Directors | Sheng-Fu You | 0 | — |
| | Ta-Lin Hsu | 0 | — |
| | Mei-Yue Ho | 0 | — |

Note 1: As of the ex-dividend date, a total of 1,433,397,422 shares were retained by all directors, which meets the requirement under Article 26 of the Securities Exchange Act.

Note 2: The Company has established an Audit Committee; therefore, there is no applicable information on the number of shares retained by supervisors.

**Impact upon Business Performance, EPS and Shareholders' ROI
from Non-remunerative Share Allotment :**

Not Application.

The dividend will be all distributed in cash for the year, not relative of the Non-remunerative Share Allotment.

Summary of Corporate Governance Differences

Item 16G. Corporate Governance

As a company listed on the New York Stock Exchange, or the NYSE, we are subject to certain corporate governance rules of the NYSE. The application of the NYSE's corporate governance rules is limited for foreign private issuers, recognizing that they have to comply with domestic requirements. As a foreign private issuer, we must comply with the following NYSE corporate governance rules: 1) satisfy the audit committee requirements of the SEC; 2) chief executive officer must promptly notify the NYSE in writing upon becoming aware of any material non-compliance with applicable NYSE corporate governance rules; 3) submit annual and interim affirmations to the NYSE regarding compliance with applicable NYSE corporate governance requirements; and 4) provide a brief description of any significant differences between our corporate governance practices and those required of U.S. companies under the NYSE listing standards. The table below sets forth the significant differences between our corporate governance practices and those required of U.S. companies under the NYSE listing standards.

| <u>New York Stock Exchange Corporate Governance Rules Applicable to U.S. Companies</u> | <u>Description of Significant Differences between Our Governance Practices and the NYSE Corporate Governance Rules Applicable to U.S. Companies</u> |
|--|---|
|--|---|

Director independence

Listed companies must have a majority of independent directors, as defined under the NYSE listing standards.

Three members of our board of directors are independent as defined in Rule 10A-3 under the Exchange Act. We do not assess the independence of our directors under the independence requirements of the NYSE listing standards.

Pursuant to relevant laws and regulations of the ROC, we have three independent directors on our board of directors that were elected through the candidate nomination system at our annual general meeting on June 23, 2015.

To empower non-management directors to serve as a more effective check on management, the non-management directors of each company must meet at regularly scheduled executive sessions without management.

All of our directors attend the meetings of the board of directors. Our non-management directors do not meet at regularly scheduled executive sessions without management. The ROC Company Law does not require companies incorporated in the ROC to have their non-management directors meet at regularly scheduled executive sessions without management.

Nominating/Corporate governance committee

Listed companies must have a nominating/corporate governance committee composed entirely of independent directors and governed by a written charter that provides for certain responsibilities of the committee set out in the NYSE listing standards.

We do not have a nominating/corporate governance committee. The ROC Company Law does not require companies incorporated in the ROC to have a nominating/corporate governance committee. Currently, our board of directors performs the duties of a corporate governance committee and regularly reviews our corporate governance principles and practices.

The ROC Company Law requires that directors be elected by shareholders. Under ROC law and regulations, companies that have independent directors are required to adopt a candidate nomination system for the election of independent directors. Our three independent directors were elected through the candidate nomination system provided in our Articles of Incorporation. All of our non-independent directors were elected directly by our shareholders at our

shareholders meetings without a nomination process.

Compensation committee

Listed companies must have a compensation committee composed entirely of independent directors and governed by a written charter that provides for certain responsibilities of the committee set out in the NYSE listing standards.

In addition to any requirement of Rule 10A-3(b)(1), all compensation committee members must satisfy the independence requirements for independent directors set out in the NYSE listing standards.

We established a compensation committee on September 29, 2011 as required by the regulations promulgated by the FSC in March 2011. The charter of such committee contains similar responsibilities as those provided under NYSE listing standards.

We do not assess the independence of our compensation committee member under the independence requirements of the NYSE listing standards but adopt the independence standard as promulgated under the ROC 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.

Audit committee

Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act.

The audit committee must have a minimum of three members. In addition to any requirement of Rule 10A-3(b)(1), all audit committee members must satisfy the independence requirements for independent directors set out in the NYSE listing standards.

The audit committee must have a written charter that provides for the duties and responsibilities set out in Rule 10A-3 and addresses certain other matters required by the NYSE listing standards.

We have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act and the requirements under ROC Securities and Exchange Act.

We currently have three members on our audit committee. Our audit committee members satisfy the independence requirements of Rule 10A-3 under the Exchange Act. We do not assess the independence of our audit committee member under the independence requirements of the NYSE listing standards.

Our audit committee charter provides for the audit committee to assist our board of directors in its oversight of (i) the integrity of our financial statements, (ii) the qualifications, independence and performance of our independent auditor and (iii) our compliance with legal and regulatory requirements and provides for the duties and responsibilities set out in Rule 10A-3. Our audit committee charter does not address all the matters required by the NYSE listing standards beyond the requirements of Rule 10A-3.

Because the appointment and retention of our independent auditor are the responsibility of our entire board of directors under ROC law and regulations, our audit committee charter provides that the audit committee shall make recommendations to the board of directors with respect to these matters.

Each listed company must have an internal audit

We have an internal audit function. Under the ROC Regulations for the Establishment of Internal Control

New York Stock Exchange Corporate Governance Rules Applicable to U.S. Companies

Description of Significant Differences between Our Governance Practices and the NYSE Corporate Governance Rules Applicable to U.S. Companies

function.

Systems by Public Companies, a public company is required to set out its internal control systems in writing, including internal audit implementation rules, which must be approved by the board of directors. Our entire board of directors and the Chief Executive Officer are responsible for the establishment of the internal audit functions, compliance with the internal audit implementation rules and oversight of our internal control systems, including the appointment and retention of our independent auditor.

Equity compensation plans

Shareholders must be given the opportunity to vote on all equity compensation plans and material revisions thereto, except for employment inducement awards, certain grants, plans and amendments in the context of mergers and acquisitions, and certain specific types of plans.

Shareholders' approval is required for the distribution of employee bonuses under our Articles of Incorporation, while the board of directors has authority under ROC laws and regulations to approve employee stock option plans by a majority vote of the board of directors at a meeting where at least two-thirds of all directors are present and to grant options to employees pursuant to such plans provided that shareholders' approval is required if the exercise price of an option would be less than the closing price of the common shares on the Taiwan Stock Exchange on the grant date of the option, subject to the approval of the Securities and Futures Bureau of the FSC, and to approve treasury stock programs and the transfer of shares to employees under such programs by a majority vote of the board of directors in a meeting where at least two-thirds of all directors are present.

Corporate governance guidelines

Listed companies must adopt and disclose corporate governance guidelines.

We currently comply with the domestic non-binding Corporate Governance Best-Practice Principles for Taiwan Stock Exchange and Taipei Exchange Listed Companies promulgated by the Taiwan Stock Exchange and the Taipei Exchange, and we provide an explanation of the differences between our practice and the principles, if any, in our ROC annual report.

Code of ethics for directors, officers and employees

Listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers.

We have adopted a code of ethics that satisfies the requirements of Item 16B of Form 20-F and applies to all employees, officers, supervisors and directors of our company and our subsidiaries and will disclose any waivers of the code as required by Item 16B of Form 20-F. We have posted our code of ethics on our website.

Description of significant differences

Listed foreign private issuers must disclose any significant ways in which their corporate governance

This table contains the significant differences between our corporate governance practices and those required

**New York Stock Exchange Corporate Governance
Rules Applicable to U.S. Companies**

**Description of Significant Differences between Our Governance
Practices and the NYSE Corporate Governance Rules Applicable
to U.S. Companies**

practices differ from those followed by domestic companies under NYSE listing standards.

of U.S. companies under the NYSE listing standards.

CEO certification

Each listed company CEO must certify to the NYSE each year that he or she is not aware of any violation by the company of NYSE corporate governance listing standards, qualifying the certification to the extent necessary.

As a foreign private issuer, we are not required to comply with this rule; however, our Chief Executive Officer provides certifications under Sections 302 and 906 of the Sarbanes-Oxley Act.

Each listed company CEO must promptly notify the NYSE in writing after any executive officer of the listed company becomes aware of any material non-compliance with any applicable provisions of Section 303A.

We intend to comply with this requirement.

Each listed company must submit an executed Written Affirmation annually to the NYSE. In addition, each listed company must submit an interim Written Affirmation each time a change occurs to the board or any of the committees subject to Section 303A. The annual and interim Written Affirmations must be in the form specified by the NYSE.

We have complied with this requirement to date and intend to continue to comply going forward.

Website

Listed companies must have and maintain a publicly accessible website.

We have and maintain a publicly accessible website.



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