

Code: 6485



2018 Annual Shareholders' Meeting Meeting Agenda

(Translation)

Time: 9:00 a.m., June 19th (Tue), 2018
Place: No. 2, Zhaye 1st Rd., Hsinchu

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ASolid Technology Co., Ltd.

2018

Agenda of Annual Shareholders' Meeting

I. Meeting Agenda

1. Time: 9:00 a.m., June 19th (Tue), 2018
2. Place: 2F., No.2, Zhanye 1st Rd., Hsinchu
3. Call the Meeting to Order
4. Chairman Remarks
5. Report Items
 - (1) 2017 Business Report
 - (2) Audit Committee's Review Report on the 2017 Financial Statements
 - (3) Amendment to the Roles of Procedures for Board of Directors Meetings
6. Proposals
 - (1) Adoption of 2017 Business Report and Financial Statements
 - (2) Adoption of the Proposal for 2017 Deficit Compensation
7. Special Motions
8. Meeting Adjourned

II. Report Items

Item 1: 2017 Business Report

Explanatory Notes:

Please refer to Attachment 1: 2017 Business Report

Item 2: Audit Committee's Review Report on the 2017 Financial Statements

Explanatory Notes:

Please refer to Attachment 2: Audit Committee's Review Report on the 2016 Financial Statements

Item 3: Amendment to the Roles of Procedures for Board of Directors Meetings

Explanatory Notes:

1. The Rules of Procedure for Board of Directors Meetings are amended in accordance with the Company's business needs and regulatory requirements.
2. Please refer to Attachment 3: Comparison Table for the Amendments to the Rules of Procedure for Board of Directors Meetings.

III. Proposals

Item 1: To approve 2017 Annual Business Report and Financial Statements

Proposed by the Board of Directors

Explanatory Notes:

1. The Company's 2017 Financial Statements, including Balance Sheets, Income Statements, Statements of Changes in Equity and Statements of Cash Flows, were audited by independent auditors, Mr. Jin-Jhang Chen and Ms. Mei-Jhen Cai, of Deloitte & Touche. Independent Auditor's Report was issued accordingly.
2. The aforementioned Financial Statements, Independent Auditor's Report and 2017 Annual Business Report had been approved by the Board of Directors, and audited by the Audit Committee. The Audit Committee's Review Report on the 2017 Financial Statements was issued accordingly.
3. Please refer to Attachment 1: 2017 Annual Business Report, Attachment 4: 2017 Independent Auditors' Report and Individual Financial Statements, and Attachment 5: 2017 Independent Auditors' Report and Consolidated Financial Statements, respectively.
4. Approval is respectfully requested.

Resolution:

Item 2: To approve Proposal for 2017 Deficit Compensation

Proposed by the Board of Directors

Explanatory Notes:

1. The Company's 2017 unappropriated retained earnings at the beginning of this period are NT\$ 108,579,383. The net loss after tax for the period is NT\$ 74,323,029. And the 2017 unappropriated retained earnings at the end of this period are NT\$ 34,256,354.
2. Please refer to Attachment 6: 2017 Deficit Compensation Statement.

Resolution:

IV. Special Motions

V. Meeting Adjourned

Attachment 1: 2017 Business Report

2017 Business Report

1. 2017 Business Results

ASolid's operating revenue in 2017 totaled NT\$ 605 million. Although the Company launched its latest eMMC5.1 and SSD controller products in the first half of 2017, as a result of the continuous shortage of NAND Flash and decline in customer demands for NAND Flash controllers, the initial shipments accounted for a few portion of the Company's total revenue. Compared to 2016, the Company's total revenue in 2017 dropped by NT\$ 400 million with the gross profit margin of 46%. Due to the increasing shipment of SD3.0 controller products in 2017, an increase in gross margin was driven with a 5% growth compared to 2016. The Company's net loss after tax in 2017 was NT\$ 70 million, with an EPS of NT\$-2.18.

2. Business Guidelines and Practices

ASolid is dedicated to the research and development of NAND Flash controller solutions with premium quality and performance in response to the surging global demands for NAND Flash storage products. Our controller product portfolios include "SD memory card controllers", "USB flash controllers", "embedded EMMC controllers" and "SSD controllers". In terms of memory card controllers, our products have established well-received and trustworthy reputations among our customers, thus have been widely adopted and distributed throughout every region of the world, including Taiwan, Mainland China, Asia, the Americas, Europe, and even Africa. Besides our SD2.0/SD3.0 controller products with comprehensive support for consumer devices, we have also launched high-performance SD5.0/SD5.1 controller products with enhanced support for UHS Video Speed Class 30 (V30) UHS on 4K2K UHD TVs and A1 Standards on smartphone apps, providing the best controller chip solutions for the high-capacity and high-performance memory storage card market. ASolid continues to aggressively extend the market reach of its SD controller products beyond the existing customer bases, and expects a steady market share growth in the coming years. In terms of UFD flash controllers, our USB2.0 controller solutions have been successfully certified and adopted by leading-brand manufacturers. While the standards of UFD are gradually shifting from USB2.0 toward USB3.1, ASolid's USB 3.1 controller solutions have gone through the mass production stage. The USB3.1 controller solutions can support USB Type-C applications, providing 10x data transfer rates with significantly shortened data read-copy time. For this year, the USB 3.1 controller products have started to contribute sales revenue to the Company. Additionally, ASolid's embedded eMMC 5.1 controllers adopt the enhanced ECC algorithms to enhance eMMC product stability and extend the lifecycle of eMMC products. The eMMC 5.1 controllers have been in the mass

production stage with wide applications in varied consumer products like set-top boxes, tablets and mobile phones. Besides, our SSD (SATA III) controller products are configured with the built-in SDRAM dual-channel architecture with high cost-performance ratio, which can demonstrate the best-in-class sequence and random read-write performances. Our SSD controller solutions have been adopted by several customers for mass production and applications in desktop and laptop computers. The complement of eMMC5.1 and SSD in our product lines has started to bring positive effects on the Company's competitiveness by providing our customers with more comprehensive NAND Flash controller solutions.

In order to adapt to the ever-changing landscape of IT industry and Flash application trends, ASolid will continue its devotion to the research and development of highly innovative and cost-effective products through its top-notch integration ability, and broaden its product coverage to enhance business competitiveness. Also, ASolid will expand its sales territory through its proactive development of new customers and market segments. We expect to move toward the goal of business diversification by providing customers with more comprehensive products and services through the implementation of corporate governance and resource integration. Prospecting the future, ASolid will drive the next wave of business growth, and share its business success with shareholders and employees.

At last, we would like to take this opportunity to thank our shareholders for your continuous support.

Sincerely yours,

Chairman and President	Kun-Wang Liu
FAD Director	Mei-Jhih Chen

Attachment 2: Audit Committee's Review Report on the 2017 Financial Statements

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2017 Business Report, Financial Statements (including Consolidated and Individual Financial Statements) and proposal for allocation of profits. The independent auditors, Mr. Jin-Jhang Chen and Ms. Mei-Jhen Cai, of Deloitte & Touche, were retained to audit ASolid's Financial Statements and have issued an audit report relating to the Financial Statements. The Business Report, Financial Statements and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of ASolid Technology Co., Ltd. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

ASolid Technology Co., Ltd.
Chairman of the Audit Committee
Wen-Nan Zhan

March 27, 2018

Attachment 3: Comparison Table for the Amendments to the Rules of Procedure for Board of Directors Meetings

ASolid Technology Co., Ltd.
Comparison Table for the Amendments to
the “Rules of Procedure for Board of Directors Meetings”

Amended Article	Current Article	Note
<p>Article 6.10 The matters listed below shall be raised for discussion at a board meeting:</p> <ol style="list-style-type: none"> 1. The Corporation’s business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system <u>and assessment of effectiveness of the internal control system</u> pursuant to Article 14-1 of the Securities and Exchange Act. 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition. 8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be 	<p>Article 6.10 The matters listed below shall be raised for discussion at a board meeting:</p> <ol style="list-style-type: none"> 1. The Corporation’s business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act. 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition. 8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution of shareholders meeting or board 	<p>The article is modified pursuant to the amendments to the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”:</p> <ol style="list-style-type: none"> 1. Considering the provision of Article 14-5 of the Securities and Exchange Act about the duties of the Audit Committee, the “assessment of effectiveness of the internal control system” is one of the material matters and shall be proposed for discussion in the Board of Directors Meetings. Therefore, the provision is added in Article 1 Paragraph 3. 2. In order to confirm the duty of independent directors and further enhance their involvement in the operation of Board of Directors meetings, Article 4 is amended that at least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under Paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. 3. Item 2 and 3 are amended with minor text modifications.

<p>approved by resolution of shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.</p>	<p>meeting, or any material matter as may be prescribed by the competent authority.</p>	
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Amended Article	Current Article	Note
<p>The term “related party” in subparagraph 7 of the preceding paragraph <u>means</u> a related party as defined in the Regulations of the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (For foreign companies whose stock has no par value or par value other than NTD10, the “5 percent of paid-in capital” in this paragraph shall be calculated instead as 2.5 percent of shareholder equity).</p> <p>The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion on the calculation.</p> <p><u>At least on independent director shall attend each meeting in person.</u> In the case of a meeting concerning any matter <u>required to be submitted</u> for a resolution by the board of directors under paragraph 1, <u>each independent director shall attend in person</u>; if an independent director <u>is unable to attend</u> in person, he or <u>she shall appoint</u> another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes.</p>	<p>The term “related party” in subparagraph 7 of the preceding paragraph <u>means</u> a related party as defined in the Regulations of the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (For foreign companies whose stock has no par value or par value other than NTD10, the “5 percent of paid-in capital” in this paragraph shall be calculated instead as 2.5 percent of shareholder equity).</p> <p>The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion on the calculation.</p> <p>With respect to a matter that, under <u>Article 14-3 of the Securities and Exchange Act</u>, must be approved by resolution at a board meeting, any and all independent director of this Corporation <u>shall attend the meeting in person or</u> appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise that director shall issue a written opinion in advance, which shall be recorded in the board meeting</p>	<p>Add record for this amendment.</p>

<p>Article 9. Announcement (Application and amendment) These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution,, any future amendments to these Rules.</p> <p>Passed by Board of Directors: 2014/5/19 Passed by Shareholders' Meeting: 2014/6/23 <u>First Amendment Passed by Board of Directors: 2017/11/06</u> <u>First Amendment Passed by Shareholders' Meeting: 2018/6/19</u></p>	<p>minutes.</p> <p>Article 9. Announcement (Application and amendment) These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution,, any future amendments to these Rules.</p> <p>Passed by Board of Directors: 2014/5/19 Passed by Shareholders' Meeting: 2014/6/23</p>	
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Attachment 4: Independent Auditors' Report and Individual Financial Statements

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance/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 consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated 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 consolidated financial statements shall prevail.

點序科技股份有限公司

個體資產負債表

民國 106 年及 105 年 12 月 31 日

單位：新台幣仟元

代碼	資 產	106 年 12 月 31 日		105 年 12 月 31 日		代碼	負 債 及 權 益	106 年 12 月 31 日		105 年 12 月 31 日	
		金 額	%	金 額	%			金 額	%	金 額	%
	流動資產						流動負債				
1100	現金及約當現金 (附註四、六、二六及二九)	\$ 270,679	27	\$ 446,731	43	2100	短期借款 (附註十三)	\$ 44,640	5	\$ -	-
1147	無活絡市場之債務工具投資—流動 (附註四、七、二六及二八)	2,059	-	2,047	-	2170	應付帳款—非關係人 (附註十四、二六及二九)	55,497	6	33,816	3
1150	應收票據淨額 (附註八及二六)	95	-	-	-	2180	應付帳款—關係人 (附註二六及二七)	170	-	-	-
1170	應收帳款—非關係人 (附註四、五、八、二六及二九)	178,398	18	60,846	6	2219	其他應付款 (附註十五及二九)	50,775	5	67,652	7
1200	其他應收款—非關係人 (附註八及二六)	20,714	2	1,560	-	2230	本期所得稅負債 (附註四、五及二十)	2,012	-	22,860	2
1210	其他應收款—關係人 (附註二六及二七)	38,492	4	-	-	2300	其他流動負債 (附註十五)	31,076	3	9,206	1
130X	存貨 (附註四、五及九)	299,205	30	323,677	31	21XX	流動負債總計	184,170	19	133,534	13
1410	預付款項	16,842	2	9,030	1		非流動負債				
1470	其他流動資產	745	-	3,596	-	2570	遞延所得稅負債 (附註五及二十)	1,367	-	1,203	-
11XX	流動資產總計	827,229	83	847,487	81	2645	存入保證金	114	-	114	-
	非流動資產					25XX	非流動負債總計	1,481	-	1,317	-
1550	採用權益法之投資 (附註四及十)	34,958	3	53,221	5	2XXX	負債總計	185,651	19	134,851	13
1600	不動產、廠房及設備 (附註四、五及十一)	92,177	9	94,518	9		權益 (附註四及十七)				
1780	其他無形資產 (附註四及十二)	36,683	4	41,299	4	3110	普通股股本	342,231	34	304,455	29
1840	遞延所得稅資產 (附註四、五及二十)	6,458	1	9,743	1		資本公積				
1920	存出保證金	811	-	524	-	3210	發行股票溢價	389,626	39	374,076	36
15XX	非流動資產總計	171,087	17	199,305	19	3271	員工認股權	4,954	-	7,122	-
						3200	資本公積總計	394,580	39	381,198	36
							保留盈餘				
						3310	法定盈餘公積	41,593	4	27,660	3
						3350	未分配盈餘	34,256	4	198,626	19
						3300	保留盈餘總計	75,849	8	226,286	22
						3400	其他權益	5	-	2	-
						3XXX	權益總計	812,665	81	911,941	87
1XXX	資 產 總 計	\$ 998,316	100	\$ 1,046,792	100		負 債 及 權 益 總 計	\$ 998,316	100	\$ 1,046,792	100

後附之附註係本個體財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



點序科技股份有限公司

個體綜合損益表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		106年度		105年度	
		金 額	%	金 額	%
4000	營業收入（附註四及十八）	\$ 605,409	100	\$ 1,008,802	100
5000	營業成本（附註九）	(327,907)	(54)	(589,991)	(58)
5900	營業毛利	277,502	46	418,811	42
	營業費用（附註十九）				
6100	推銷費用	(43,141)	(7)	(42,192)	(4)
6200	管理費用	(54,961)	(9)	(38,021)	(4)
6300	研究發展費用	(243,826)	(41)	(173,241)	(17)
6000	營業費用合計	(341,928)	(57)	(253,454)	(25)
6900	營業淨（損）利	(64,426)	(11)	165,357	17
	營業外收入及支出				
7010	其他收入（附註十九及二七）	2,705	-	738	-
7020	其他利益及損失（附註十九）	4,083	1	4,323	-
7050	財務成本（附註四及十九）	(2,952)	-	(1,235)	-
7070	採用權益法之子公司、關聯企業及合資損益份額	(12,287)	(2)	(12,673)	(1)
7000	營業外收入及支出合計	(8,451)	(1)	(8,847)	(1)
7900	稅前淨（損）利	(72,877)	(12)	156,510	16
7950	所得稅費用（附註四及二十）	(1,446)	-	(17,180)	(2)
8200	本年度淨（損）利	(74,323)	(12)	139,330	14

（接次頁）

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代 碼	106年度		105年度			
	金 額	%	金 額	%		
	其他綜合損益					
8360	後續可能重分類至損益之項目：					
8361	國外營運機構財務報表換算之兌換差額					
	\$ 3	-	\$ 2	-		
8300	本年度其他綜合損益（稅後淨額）					
	3	-	2	-		
8500	本年度綜合損益總額					
	(\$ 74,320)	(12)	\$ 139,332	14		
	每股盈（虧）餘（附註二一）					
9710	基 本		(\$ 2.18)		\$ 4.60	
9810	稀 釋		(\$ 2.18)		\$ 4.46	

後附之附註係本個體財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



點序科技股份有限公司
個體權益變動表
民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：除另予註明者外，
係新台幣仟元

代碼		股數 (仟股)	金額	資本公積		保	留	盈	餘	其他權益	
				發行股票溢價	員工認股權 (附註二二)					國外營運機構	財務報表換算
										之兌換差額	權益總額
A1	105 年 1 月 1 日餘額	23,746	\$ 237,460	\$ 359,219	\$ 10,503		\$ 15,050	\$ 166,890		\$ -	\$ 789,122
	104 年度盈餘指撥及分配										
B1	法定盈餘公積	-	-	-	-		12,610	(12,610)		-	-
B5	股東現金股利	-	-	-	-		-	(35,619)		-	(35,619)
B9	股東股票股利	5,937	59,365	-	-		-	(59,365)		-	-
D1	105 年度淨利	-	-	-	-		-	139,330		-	139,330
D3	105 年度稅後其他綜合損益	-	-	-	-		-	-		2	2
D5	105 年度綜合損益總額	-	-	-	-		-	139,330		2	139,332
	其他資本公積變動：										
N1	認列員工認股權酬勞成本	-	-	-	2,320		-	-		-	2,320
N1	員工認股權計畫下發行之普通股	763	7,630	14,857	(5,701)		-	-		-	16,786
Z1	105 年 12 月 31 日餘額	30,446	304,455	374,076	7,122		27,660	198,626		2	911,941
	105 年度盈餘指撥及分配										
B1	法定盈餘公積	-	-	-	-		13,933	(13,933)		-	-
B5	股東現金股利	-	-	-	-		-	(45,668)		-	(45,668)
B9	股東股票股利	3,044	30,446	-	-		-	(30,446)		-	-
D1	106 年度淨損	-	-	-	-		-	(74,323)		-	(74,323)
D3	106 年度稅後其他綜合損益	-	-	-	-		-	-		3	3
D5	106 年度綜合損益總額	-	-	-	-		-	(74,323)		3	(74,320)
	其他資本公積變動：										
N1	認列員工認股權酬勞成本	-	-	-	4,586		-	-		-	4,586
N1	員工認股權計畫下發行之普通股	733	7,330	15,550	(6,754)		-	-		-	16,126
Z1	106 年 12 月 31 日餘額	34,223	\$ 342,231	\$ 389,626	\$ 4,954		\$ 41,593	\$ 34,256		\$ 5	\$ 812,665

後附之附註係本個體財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



點序科技股份有限公司

個體現金流量表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		106 年度	105 年度
AAAA	營業活動之現金流量		
A10000	本年度稅前淨（損）利	(\$ 72,877)	\$ 156,510
A20100	折舊費用	6,608	5,267
A20200	攤銷費用	31,580	22,545
A20300	呆帳迴轉利益	-	(1,500)
A20900	財務成本	2,952	1,235
A21200	利息收入	(534)	(410)
A21900	員工認股權酬勞成本	4,586	2,320
A22400	採用權益法之子公司、關聯企業及 合資損益份額	12,287	12,673
A23500	採用權益法之投資減損損失	6,339	-
A23800	存貨跌價及呆滯損失	-	15,414
A24100	未實現外幣兌換淨（利益）損失	(2,122)	2,522
A30000	營業資產及負債之淨變動數		
A31130	應收票據	(95)	-
A31150	應收帳款	(120,233)	205,543
A31180	其他應收款	(58,226)	2,257
A31200	存 貨	24,472	(121,183)
A31230	預付款項	(7,812)	(4,192)
A31240	其他流動資產	2,851	76,498
A32150	應付帳款	22,897	2,529
A32180	其他應付款	(16,877)	(2,675)
A32230	其他流動負債	21,870	9,043
A33000	營運產生之現金	(142,334)	384,396
A33300	支付之利息	(2,952)	(1,235)
A33500	支付之所得稅	(18,845)	(11,963)
	營業活動之淨現金流（出）入	(164,131)	371,198
	投資活動之現金流量		
B02200	取得子公司之淨現金流出	-	(59,281)
B02700	購置不動產、廠房及設備	(4,267)	(91,749)
B03700	存出保證金（增加）減少	(287)	258
B04500	購置無形資產	(26,964)	(59,359)
B07500	收取之利息	522	397
BBBB	投資活動之淨現金流出	(30,996)	(209,734)

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代 碼		106 年度	105 年度
	籌資活動之現金流量		
C00100	短期借款增加	\$ 818,238	\$ 326,500
C00200	短期借款減少	(773,218)	(326,500)
C04800	員工認股權轉換	16,126	16,786
C04500	支付股利	(45,668)	(35,619)
CCCC	籌資活動之淨現金流入(出)	<u>15,478</u>	<u>(18,833)</u>
DDDD	匯率變動對現金及約當現金之影響	<u>3,597</u>	<u>(2,322)</u>
EEEE	現金及約當現金(減少)增加	(176,052)	140,309
E00100	年初現金及約當現金餘額	<u>446,731</u>	<u>306,422</u>
E00200	年底現金及約當現金餘額	<u>\$ 270,679</u>	<u>\$ 446,731</u>

後附之附註係本個體財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



Attachment 5: Independent Auditors' Report and Consolidated Financial Statements

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance/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 consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated 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 consolidated financial statements shall prevail.

點序科技股份有限公司及子公司
合併資產負債表
民國 106 年及 105 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	106 年 12 月 31 日		105 年 12 月 31 日		代 碼	負 債 及 權 益	106 年 12 月 31 日		105 年 12 月 31 日	
		金 額	%	金 額	%			金 額	%	金 額	%
	流動資產						流動負債				
1100	現金及約當現金(附註四、六及二八)	\$ 300,368	28	\$ 519,079	44	2100	短期借款(附註十五)	\$ 74,640	7	\$ 79,910	7
1147	無活絡市場之債務工具投資—流動(附註四、七、二八及三十)	2,059	-	2,047	-	2170	應付帳款—非關係人(附註十六及二八)	70,724	7	52,702	4
1150	應收票據淨額(附註四、八及二八)	95	-	-	-	2200	其他應付款(附註十七及二八)	53,703	5	81,347	7
1170	應收帳款—非關係人(附註四、八及二八)	195,033	18	67,058	6	2230	本期所得稅負債(附註四及二二)	2,078	-	22,860	2
1200	其他應收款(附註八)	21,002	2	1,969	-	2300	其他流動負債(附註十七)	31,540	3	18,236	2
130X	存貨(附註四、五及九)	326,987	31	340,640	29	21XX	流動負債總計	232,685	22	255,055	22
1410	預付款項(附註十四)	31,308	3	27,660	2		非流動負債				
1470	其他流動資產(附註十四)	4,889	1	27,252	2	2570	遞延所得稅負債(附註二二)	2,001	-	1,345	-
11XX	流動資產總計	881,741	83	985,705	83	2645	存入保證金	114	-	114	-
	非流動資產					25XX	非流動負債總計	2,115	-	1,459	-
1600	不動產、廠房及設備(附註四及十一)	94,660	9	99,256	8	2XXX	負債總計	234,800	22	256,514	22
1805	商譽(附註五、十二及二五)	22,951	2	29,290	2		歸屬於本公司業主之權益(附註四及十九)				
1821	其他無形資產(附註四及十三)	55,719	5	65,930	6	3110	普通股股本	342,231	32	304,455	25
1840	遞延所得稅資產(附註四及二二)	7,116	1	9,885	1		資本公積				
1920	其他非流動資產(附註十四)	1,302	-	1,500	-	3210	發行股票溢價	389,626	37	374,076	31
15XX	非流動資產總計	181,748	17	205,861	17	3271	員工認股權	4,954	-	7,122	1
						3200	資本公積總計	394,580	37	381,198	32
							保留盈餘				
						3310	法定盈餘公積	41,593	4	27,660	2
						3350	未分配盈餘	34,256	3	198,626	17
						3300	保留盈餘總計	75,849	7	226,286	19
						3400	其他權益	5	-	2	-
						31XX	本公司業主權益總計	812,665	76	911,941	76
						36XX	非控制權益	16,024	2	23,111	2
						3XXX	權益總計	828,689	78	935,052	78
1XXX	資 產 總 計	\$ 1,063,489	100	\$ 1,191,566	100		負 債 及 權 益 總 計	\$ 1,063,489	100	\$ 1,191,566	100

後附之附註係本合併財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



點序科技股份有限公司及子公司

合併綜合損益表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		106年度		105年度	
		金 額	%	金 額	%
4000	營業收入（附註四及二十）	\$ 715,375	100	\$ 1,055,140	100
5000	營業成本（附註九）	(416,037)	(58)	(625,851)	(59)
5900	營業毛利	<u>299,338</u>	<u>42</u>	<u>429,289</u>	<u>41</u>
	營業費用（附註二一）				
6100	推銷費用	(52,064)	(7)	(44,044)	(4)
6200	管理費用	(76,494)	(11)	(52,565)	(5)
6300	研究發展費用	(250,946)	(35)	(192,681)	(19)
6000	營業費用合計	(379,504)	(53)	(289,290)	(28)
6900	營業淨（損）利	(80,166)	(11)	<u>139,999</u>	<u>13</u>
	營業外收入及支出				
7010	其他收入（附註二一）	1,514	-	712	-
7020	其他利益及損失（附註二一）	2,841	-	5,472	1
7050	財務成本（附註四及二一）	(3,832)	-	(1,635)	-
7000	營業外收入及支出合計	<u>523</u>	<u>-</u>	<u>4,549</u>	<u>1</u>
7900	繼續營業單位稅前淨利	(79,643)	(11)	144,548	14
7950	所得稅費用（附註四及二二）	(1,421)	-	(17,180)	(2)
8200	繼續營業單位本年度淨（損）利	(81,064)	(11)	<u>127,368</u>	<u>12</u>

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代 碼	106年度		105年度	
	金 額	%	金 額	%
	其他綜合損益			
8360	後續可能重分類至損益之項目：			
8361	國外營運機構財務報表換算之兌換差額			
	\$ 4	-	\$ 3	-
8300	本年度其他綜合損益 (稅後淨額)			
	4	-	3	-
8500	本年度綜合損益總額			
	(\$ 81,060)	(11)	\$ 127,371	12
8600	淨 (損) 利歸屬於：			
8610	本公司業主			
	(\$ 74,323)	(10)	\$ 139,330	13
8620	非控制權益			
	(6,741)	(1)	(11,962)	(1)
	(\$ 81,064)	(11)	\$ 127,368	12
8700	綜合損益總額歸屬於：			
8710	本公司業主			
	(\$ 74,320)	(10)	\$ 139,332	13
8720	非控制權益			
	(6,740)	(1)	(11,961)	(1)
	(\$ 81,060)	(11)	\$ 127,371	12
	每股盈 (虧) 餘 (附註二三)			
	來自繼續營業單位			
9710	基 本		\$ 4.60	
	(\$ 2.18)			
9810	稀 釋		\$ 4.46	
	(\$ 2.18)			

後附之附註係本合併財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



點序科技股份有限公司及子公司
 合併權益變動表
 民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：除另予註明者外，
係新台幣仟元

代 碼	歸 屬 於 本 公 司 業 主 之 權 益	資 本 公 積		保 留 盈 餘		其 他 權 益		非 控 制 權 益	權 益 總 額	
		股 數 (仟 股)	金 額	發 行 股 票 溢 價	員 工 認 股 權 (附 註 二 四)	法 定 盈 餘 公 積	未 分 配 盈 餘			國 外 營 運 機 構 財 務 報 表 換 算 之 兒 換 差 額
A1	105 年 1 月 1 日 餘 額	23,746	\$ 237,460	\$ 359,219	\$ 10,503	\$ 15,050	\$ 166,890	\$ -	\$ 13,687	\$ 802,809
	104 年 度 盈 餘 指 撥 及 分 配									
B1	法定盈餘公積	-	-	-	-	12,610	(12,610)	-	-	-
B5	本公司股東現金股利	-	-	-	-	-	(35,619)	-	-	(35,619)
B9	本公司股東股票股利	5,937	59,365	-	-	-	(59,365)	-	-	-
D1	105 年 度 淨 利	-	-	-	-	-	139,330	-	(11,962)	127,368
D3	105 年 度 稅 後 其 他 綜 合 損 益	-	-	-	-	-	-	2	1	3
D5	105 年 度 綜 合 損 益 總 額	-	-	-	-	-	139,330	2	(11,961)	127,371
	其 他 資 本 公 積 變 動									
N1	認列員工認股權酬勞成本	-	-	-	2,320	-	-	-	-	2,320
N1	員工認股權計畫下發行之普通股	763	7,630	14,857	(5,701)	-	-	-	-	16,786
O1	取得子公司之非控制權益	-	-	-	-	-	-	-	21,385	21,385
Z1	105 年 12 月 31 日 餘 額	30,446	304,455	374,076	7,122	27,660	198,626	2	23,111	935,052
	105 年 度 盈 餘 指 撥 及 分 配									
B1	法定盈餘公積	-	-	-	-	13,933	(13,933)	-	-	-
B5	本公司股東現金股利	-	-	-	-	-	(45,668)	-	-	(45,668)
B9	本公司股東股票股利	3,044	30,446	-	-	-	(30,446)	-	-	-
D1	106 年 度 淨 損	-	-	-	-	-	(74,323)	-	(6,741)	(81,064)
D3	106 年 度 稅 後 其 他 綜 合 損 益	-	-	-	-	-	-	3	1	4
D5	106 年 度 綜 合 損 益 總 額	-	-	-	-	-	(74,323)	3	(6,740)	(81,060)
	其 他 資 本 公 積 變 動									
N1	認列員工認股權酬勞成本	-	-	-	4,586	-	-	-	-	4,586
N1	員工認股權計畫下發行之普通股	733	7,330	15,550	(6,754)	-	-	-	-	16,126
O1	非控制權益增減	-	-	-	-	-	-	-	(347)	(347)
Z1	106 年 12 月 31 日 餘 額	34,223	\$ 342,231	\$ 389,626	\$ 4,954	\$ 41,593	\$ 34,256	\$ 5	\$ 16,024	\$ 828,689

後附之附註係本合併財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



點序科技股份有限公司及子公司

合併現金流量表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		106 年度	105 年度
	營業活動之現金流量		
A10000	本年度稅前淨（損）利	(\$ 79,643)	\$ 144,548
A20100	折舊費用	8,922	6,174
A20200	攤銷費用	38,221	24,422
A20300	呆帳迴轉利益	-	(1,500)
A20900	財務成本	3,832	1,635
A21200	利息收入	(572)	(466)
A21900	員工認股權酬勞成本	4,586	2,320
A22500	處分及報廢不動產、廠房及設備損失	8	-
A23800	存貨跌價及呆滯（回升利益）損失	(29,117)	15,414
A23700	無形資產減損損失	6,339	-
A29900	其 他	33	435
A24100	外幣兌換淨（利益）損失	(2,122)	2,522
A30000	營業資產及負債之淨變動數		
A31130	應收票據	(95)	-
A31150	應收帳款	(130,656)	208,639
A31180	其他應收款	(19,613)	2,441
A31200	存 貨	42,770	(90,671)
A31230	預付款項	(3,648)	23,968
A31240	其他流動資產	22,363	71,480
A32130	應付票據	-	(7,306)
A32150	應付帳款	19,068	(2,615)
A32180	其他應付款	(27,644)	(27,129)
A32230	其他流動負債	<u>13,304</u>	<u>(4,856)</u>
A33000	營運產生之現金	(133,664)	369,455
A33300	支付之利息	(3,832)	(1,635)
A33500	支付之所得稅	<u>(18,778)</u>	<u>(11,967)</u>
AAAA	營業活動之淨現金流（出）入	<u>(156,274)</u>	<u>355,853</u>

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代 碼		106 年度	105 年度
	投資活動之現金流量		
B02200	取得子公司之淨現金流入	\$ -	\$ 30,023
B02700	購置不動產、廠房及設備	(4,368)	(91,797)
B03700	存出保證金減少	198	4,260
B04500	購置無形資產	(28,010)	(59,359)
B07500	收取之利息	<u>560</u>	<u>453</u>
BBBB	投資活動之淨現金流出	<u>(31,620)</u>	<u>(116,420)</u>
	籌資活動之現金流量		
C00100	短期借款增加	882,247	326,500
C00200	短期借款減少	(887,137)	(347,619)
C04800	員工執行認股權	16,126	16,786
C04500	支付本公司業主股利	(45,668)	(35,619)
C05800	非控制權益變動	<u>(347)</u>	<u>-</u>
CCCC	籌資活動之淨現金流出	<u>(34,779)</u>	<u>(39,952)</u>
DDDD	匯率變動對現金及約當現金之影響	<u>3,962</u>	<u>(2,393)</u>
EEEE	現金及約當現金淨(減少)增加	(218,711)	197,088
E00100	年初現金及約當現金餘額	<u>519,079</u>	<u>321,991</u>
E00200	年底現金及約當現金餘額	<u>\$ 300,368</u>	<u>\$ 519,079</u>

後附之附註係本合併財務報告之一部分。

董事長：劉坤旺



經理人：劉坤旺



會計主管：陳美智



Attachment 6: 2017 Deficit Compensation Statement

ASolid Technology Co., Ltd.
2017 Deficit Compensation Statement

Unit: NTDS\$

Items	Amount
Unappropriated retained earnings of prior years	\$108,579,383
+: Net loss of the period	(\$74,323,029)
Unappropriated retained earnings as of December 31, 2017	\$34,256,354

Appendix 1: Articles of Incorporation (Translation)

Articles of Incorporation of ASolid Technology Co., Ltd.

Section I General Provisions

- Article 1: The Company shall be incorporated as a company limited by shares under the Company Act and its name shall be “ASolid Technology Co., Ltd.”
- Article 2: The scope of business of the Company shall be as follows:
ZZ99999. Other than the business which requires special approval, the Company may conduct any business that is not prohibited or restricted by any law or regulations.
- Article 3: The Company shall have its head-office in Hsinchu City and, if necessary, may set up business offices in and out of this country upon a resolution of its Board of Directors.
- Article 4: Public notices of the Company shall be made in accordance with Article 28 of the Company Act.
- Article 5: The Company may provide endorsement and guarantee and act as a guarantor for the purpose of business needs pursuant to the regulations required by the Company’s Operational Procedures for Endorsements.

Section II Shares

- Article 6: The total capital stock of the Company shall be in the amount of 500,000,000 New Taiwan Dollars, divided into 50,000,000 shares with a par value of ten New Taiwan Dollars. The Board of Directors is authorized to issue the un-issued shares in installments, of which 50,000,000 New Taiwan Dollars are reserved and divided into 5,000,000 shares with a par value of ten New Taiwan Dollars for the issuance of employee stock options in installments pursuant to the resolutions of the Board of Directors.
- Article 7: All share certificates of this Company shall be issue in registered form. The Company may issue registered stock without printing share certificates provided that the paid-in capital of the Company does not achieve the standard amount for printing share certificates required by the Company Act and related regulations. Upon the publicly issuance of stocks, it is permitted not to print the share certificates for the issued shares of the Company, but it is required that these shares shall be recorded by a centralized securities custodian or placed under the custody of such custodian.
- Article 8: The entries in the shareholders’ roster shall not be altered within 30 days prior to the convening date of a regular shareholders’ meeting, or within 15 days prior to the convening date of a special shareholders’ meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits. The periods specified in the preceding paragraph shall commence from the applicable convening date of shareholders’ meeting or from the applicable target date, as the case may be.

Provided the Company has its shares issued to the public, the entries in its shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Section III Shareholders' Meeting

Article 9: Shareholders' meeting shall be of two types, namely general and extraordinary shareholders' meeting; the former shall be convened once a year by the Board of Directors in accordance with laws within six months after the close of each accounting fiscal year and the latter shall be convened in accordance with laws whenever necessary. When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means in accordance with related regulations and laws.

Article 11: Unless otherwise specified in the Article 157 Paragraph 3 and Article 179 of the Company Act, each shareholder shall be entitled to one vote for each share owned.

Article 12: Unless otherwise provided by the Company Act, a resolution of shareholders shall be adopted, if passed, a majority of the votes held by shareholders present at the meeting attended by shareholders representing a majority of the total issued and outstanding shares.

Article 12-1: The shareholders' meeting shall be convened by the Board of Directors and chaired by the Chairman of the Board of Directors. In the event the Chairman of the Board of Directors is absent, the Chairman shall designate one Director to act on his behalf. In the absence of such a designation, the Directors shall elect a director from among themselves to preside at the meeting. If the shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the meeting shall be chaired by the convening party. When there are two or more such convening parties, they shall mutually elect a chair from among themselves to preside at the meeting.

Article 13: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

Upon the public issuance of shares, the Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

Article 14: Provided the Company has its share certificates publically issued, a resolution for revoking the publically issued shares shall be adopted by a majority vote at a meeting of shareholders attended by shareholders representing two-thirds or more of the total number of the outstanding shares of the Company.

Section IV Directors and Supervisors

Article 15: The Company will have three (3) to five (5) Directors and one (1) to three (3) Supervisors to be elected at a shareholders' meeting from persons of legal capacity to serve a term of three years. A director or supervisor may be re-elected.

Provided the public issuance of the Company's shares, the Company shall have five (5) to seven (7) Directors and two (2) to three (3) Supervisors to be elected at a shareholders' meeting from persons of legal capacity to serve a term of three years. A Director or Supervisor may be re-elected.

The Company shall purchase liability insurance for the Directors and Supervisors based on their operational business scopes during their terms.

Article 16: When the posts of one-third or more of the Directors have been vacated or all of the Supervisors have been discharged, an extraordinary meeting of shareholders shall be convened by the Board of Directors to elect Directors or Supervisors to fill the vacancies within thirty (30) days. Provided the public issuance of the Company's shares, an extraordinary meeting of shareholders shall be convened by the Board of Directors to elect Directors or Supervisors to fill the vacancies within sixty (60) days.

Article 17: In the event that no new Directors or Supervisors can be elected immediately after the expiration of a term of office, the current Directors or Supervisors shall continue to perform their duties until the new Directors or Supervisors are elected and assume their office. However, the competent authority may order the Company to elect new Directors or Supervisors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going Directors and Supervisors shall be discharged ipso facto from such expiration date.

Article 18: Provided the Company has its share certificates issued publically, the Company shall appoint independent directors in accordance with Article 14-2 of the Securities and Exchange Law. The positions held by Independent Directors shall be no less than two in number and no less than one-fifth of the total number of Directors. The candidates for Independent Directors are nominated and then elected by the shareholders' meeting from among the nominees listed in the roster of director candidates. The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and appointment and other matters for compliance with respect to Independent Directors shall be handled in accordance with the Company Act, Securities and Exchange Act and relevant regulations.

Article 18-1: Provided the Company has its share certificates issued publically, the Company shall comply with Article 14-4 of the Securities and Exchange Law and establish an Audit Committee, which shall consist of all Independent Directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Act, Securities and Exchange Law and other relevant regulations.

Article 19: The Board of Directors shall be organized by the Directors. The Chairman of the Board of Directors shall be elected by a majority of the Directors present at a meeting attending by two-thirds of the Directors. The Chairman of the Board of Directors shall be the authorized representative of the Company.

Article 20: In the event that the Chairman of the Board of Directors is on leave or cannot exercise his/her duties for any reasons, his/her proxy shall act in accordance with Article 208 of the Company Act. Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. Directors shall be present at the Board of Directors meeting in person. If a video conference is held, a Director attends such conference through visual means shall be deemed present at the conference

as if the director were there in person. Where a Director is unable to attend the Board of Directors meeting, he/she may issue proxy setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for another director to present on his/her behalf. The representative shall serve as the proxy for one Director only.

In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and supervisor no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. The notice of Board of Directors meeting may be made to each Director and Supervisor by correspondence or electronic or facsimile means.

Article 21: The Board of Directors is authorized to determine the compensation payable to the Chairman, Directors and Supervisors of the Company, taking into account their contributions to the Company and also with reference to the industry payout standard.

Section V Managers

Article 22: The Company may have Managers, whose appointments, discharge and compensations shall be subject to provisions in Article 29 of the Company Act.

Section VI Accounting

Article 23: The Board of Directors shall prepare at the close of each accounting fiscal year for the Company (1) Business Report, (2) Financial Statements, (3) Proposal of Distribution of Earnings or Making Up of Loss, etc. and forward them to the Auditor for examination thirty days prior to the regular meeting of Shareholders, and submit them to the regular meeting of Shareholders for approval pursuant to the applicable laws.

Article 24: If the Company has any profits (referring to as the balance profits which the earnings before tax minus the compensation distribution for employees and directors) in the fiscal year, the Company shall set aside 7~17% of the profit left over as the compensation to employees and no higher than 5% as the compensation to directors. Provided the Company has any accumulated losses (including the adjustment of unappropriated retained earnings), the Company shall retain the offset amount for losses in advance.

Employee bonus may be distributed by way of stock or cash and the employees qualifying for such distribution may include the employees of subsidiaries of the Company who met certain specific requirements defined by the Board of Directors. The compensation to the directors may be distributed by way of cash only. The distribution proposal for employee bonus and directors' compensation shall be approved with a resolution by a majority of the directors present at a meeting attending by two-thirds of the directors, and then appropriated according to a resolution adopted in the shareholders' meeting.

When allocating the net income for each fiscal year, the Company shall first offset its accumulated losses (including the adjustment of unappropriated retained earnings) in the previous years and set aside a legal reserve at 10% of the profit left over, until the accumulated legal capital reserve has equaled the total paid-in capital of the Company, then set aside special capital reserve in accordance

with relevant laws and regulations, and then set aside the special capital reserve which could be appropriated in accordance with the applicable laws or regulations by the competent authority. Any balance left over, along with the prior year unappropriated retained earnings (including adjustment of the unappropriated retained earnings), shall be allocated based on the proposal for distribution established by the Board of Directors and then submitted for distribution per resolution of the shareholders' meeting. The distribution policy of the Company is made in accordance with the factors, such as its current and future business plans, investment environments, capital needs and the foreign and domestic competition conditions and shareholders' benefits. Among the distribution of earnings, the cash dividends shall not be lower than 10% of total dividends to shareholders, provided the Company might adjust its distribution policy for cash and stock dividends pursuant to the factors, such as the economic conditions, industry development, capital needs, etc.

Section VII Additional Rules

Article 25: The Company may invest in other companies based on its business needs and such investment by the Company and the position as the shareholder of other companies shall be made in accordance with a resolution adopted by the Board of Directors. The total amount of such investment shall exceed 40% of the amount of the Company's paid-in capital.

Article 26: In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 27: These Articles of Incorporation were enacted on Jan. 21, 2008

The 1st amendment was on Feb. 29, 2008

The 2nd amendment was on Mar. 2, 2009

The 3rd amendment was on Jan. 4, 2010

The 4th amendment was on Sep. 15, 2011

The 5th amendment was on Dec. 31, 2013

The 6th amendment was on Jun. 23, 2014

The 7th amendment was on Jun. 14, 2016

ASolid Technology Co., Ltd.

Kun-Wang Liu

Appendix 2: Rules of Procedures for Shareholders' Meetings

1. Revision History: 01

2. Purpose:

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these rules are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies.

3. Scope:

The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in these Rules.

4. Responsibility: N/A

5. Definition: N/A

6. Operation Content

6.1. **Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.**

6.2. **The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of Directors or Supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place. The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.**

Election or dismissal of Directors or Supervisors, amendments to the Articles of Incorporation, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Article 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers

shall be set out in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion. A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publically announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not less than 10 days. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal. Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals that conform to the provisions of this Article. At the shareholders' meeting, the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

6. 3. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company before 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

6. 4. The venue for a shareholders' meeting shall be the premises of this Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the Independent Directors with respect to the place and time of the meeting.

6. 5. The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. Shareholders and their proxies (collectively, "shareholders") shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by

shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors or Supervisors, pre-printed ballots shall also be furnished. When the government or a justice person is a shareholder, it may be presented by more than one representative at a shareholders' meeting. When a justice person is appointed to attend as proxy, it may designate only one person to present it in the meeting.

6. 6. **If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the Managing Directors to act as chair, or, if there are no Managing Directors, one of the Directors shall be appointed as chair. Where the Chairman does not make such designation, the Managing Directors or the Directors shall select from among themselves one person to serve as chair.**

When a Managing Director or a Director serves as chair, as referred to in the preceding paragraph, the Managing Director or Director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a justice person director that serves as chair. It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of the Board and attended by a majority of the Directors, and at least one Independent Director in person. The attendees shall be recorded in the meeting minutes. If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

6. 7. **The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.**

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

6. 8. **Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time. However, when the attending**

shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

- 6. 9. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.**

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting. The chair shall allow ample opportunity during the meeting for explanation and discussion for proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

- 6. 10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.**

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation. When a justice person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

6. 11. Voting at a shareholders' meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholders' meetings, the numbers of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded; the voting rights in excess of that percentage shall not be included in the calculation.

6. 12. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act

When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voted after solicitation by the Chairman. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended in the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event that the shareholder intends to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voted after solicitation by the Chairman.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the number of votes, shall be announced on-site at the meeting, and a record made of the vote.

- 6.13. **The election of Directors or Supervisors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and Supervisors and the numbers of votes with which they were elected.**

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

- 6.14. **Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.**

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberation and their results, and shall be retained for the duration of the existence of the Company.

- 6.15. **On the day of a shareholders' meeting, the Company shall compile in the prescribed format at a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders' meeting.**

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws and regulation or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed period.

- 6.16. **Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.**

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

- 6.17. **When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of circumstances, the meeting will be resumed.**

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

7. Reference: N/A

8. Application Form: N/A

9. Announcement (Implementation and Amendments)

The establishment and amendment of these Rules of Procedures shall be approved by the Board of Directors and submitted for approval by the shareholders' meeting before entering into effect.

Passed by the Board of Directors: May 19, 2014

Passed by the shareholders' meeting:: June 23, 2014

The 1st amendment was passed by the Board of Directors: March 16, 2015

The 1st amendment was passed by the shareholders' meeting: June 22, 2015

Appendix 3: Shareholding of All Directors

ASolid Technology Co., Ltd. Shareholding of All Directors

Unit: Share

Position	Name	Record date: April 21, 2018	
		Shares	Shareholding Ratio
Chairman	Kun-Wan Liu	3,314,273	9.68%
Director	Wen-Hong Yen	778,574	2.27%
Director	Wei-Zhe Lin	888,153	2.59%
Director	Wen-Kuan Chen	298,146	0.87%
Independent Director	Wen-Nan Zhn	-	-
Independent Director	Song-Ren Fang	-	-
Independent Director	Xin-He Zheng	-	-
Total Shareholding of all Directors		5,279,146	15.41%

Note:

1. The minimum required combined shareholding of all Directors by law is 3,600,000 shares
2. The Company has set up an Audit Committee, so the requirement on minimum shareholdings of Supervisors is not applicable