

## **Remuneration committee**

The remuneration committee members shall be appointed by resolution of the board of directors, which members are three, one of whom shall be the convener.

GREATEK has selected independent directors in accordance with the Act, at least one independent director shall participate on the remuneration committee, and the entire membership shall unanimously elect the independent director to serve as the convener. The term of the remuneration committee members shall end at the same time as that of the board of directors that appointed the members.

The remuneration committee shall convene at least twice a year and may meet as often as necessary. A resolution of the remuneration committee shall require the approval of one-half or more of all of the members. During voting, if the committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote. The results of voting shall be made known immediately, and recorded in writing.

## **Responsibilities of Remuneration Committee**

The remuneration committee shall submit its recommendations for deliberation by the board of directors.

1. Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors, members of Audit Committee and managerial officers.
2. Periodically evaluate and prescribe the remuneration of directors, members of Audit Committee, and managerial officers.

When performing the official powers of the preceding paragraph, the remuneration committee shall follow the principles listed below:

1. With respect to the performance assessment and remuneration of directors, members of Audit Committee and managerial personnel of the company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the company's business performance, and future risk exposure.
2. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the company may tolerate.
3. It shall take into consideration the characteristics of the industry and the nature of the company's business when determining the ratio of bonus payout based on the short-term performance of its directors and senior management and the time for payment of the variable part of remuneration.

## The Sixth Term Remuneration Committee Members

Position	Name	Education/Experience	Current Positions
Chairman	Kevin H. Hsieh	Department of Economics , National Chung Hsing University  President and Director of Bank Taiwan Securities Co., Ltd.	None
Member	Chi-Yung Wu	Department of Electrical Engineering, Feng Chia University  Chairman of Holtek Semiconductor Inc	Chairman of Holtek Semiconductor Inc
Member	Jiin-Chuan Wu	PhD. in Electrical Engineering, Carnegie Mellon University, USA  Professor, Department of Electronic Engineering, National Chiao Tung University	Chairman of Global Mixed-Mode Technology Inc.