中美矽晶製品股份有限公司
SINO-AMERICAN SILICON PRODUCTS INC.

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Self-Regulatory Rules on Disclosure of Merger and Acquisition Information

Article 1 (Statutory basis)

These Rules are adopted by the Company in accordance with Article 56 of the Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies, for the purpose of establishing a sound information disclosure system with respect to corporate mergers, demergers, acquisitions, and transfer of shares from others (hereinafter collectively as "merger and acquisition"), promoting the transparency and fairness of information disclosure, thereby safeguarding the rights and interest of shareholders.

Article 2 (Applicability of laws, regulations, and these Rules to merger and acquisition activities)

When carrying out merger and acquisition activities, the Company shall disclose the information and observe the procedures required by applicable laws and regulations and these Rules.

Article 3 (Applicability)

For the purpose of these Rules, the term "an institution or individual involved in a merger and acquisition project of the Company" includes, with respect to a merger and acquisition project under discussion between the Company and another company, their respective directors, supervisors, managerial officers, financial and business administrators, and any other employees, and further includes their respective consultants engaged, other outside organizations and individuals, such as consultants, certified public accountants, attorneys, and professional organizations, engaged by such consultant to evaluate the subject of the merger and acquisition project or to provide a professional opinion; and any other individuals having knowledge of the relevant information.

Article 4 (Principles of information disclosure)

When carrying out a merger and acquisition activity, the company shall disclose information in the spirit of the following principles:

1. Fair treatment.
2. Prudence and responsibility.
3. No misrepresentation or concealment.

4. Information transparency.

Article 5 (Confidentiality obligation)

The company shall enter into a confidentiality agreement with an outside institution or individual falling within the meaning given by Article 3 or any other individual having knowledge of the relevant information, and require any individual from within the company who falls within the meaning given by Article 3 to provide a written confidentiality undertaking and to keep in strict confidence all relevant information coming to his or her knowledge. In addition, the company shall preserve all meeting notes and sign-in books relevant to the merger and acquisition activity and make them available for future auditing or verification.

An institution or individual involved in a merger and acquisition project of the Company, prior to the public release of the news about the merger and acquisition activity, may neither disclose to outside parties any information relating the merger and acquisition activity, nor buy or sell stock or other equity securities of any company related to the merger and acquisition activity, either in its own name or in the name of another.

For the purpose of safeguarding the rights and interest of shareholders, where it is suspected that information pertaining to a merger and acquisition project of the Company has been leaked out prior to the public release of news regarding the project, the Company shall take appropriate measures and designate one or more internal auditors or other appropriate individuals to hold an inquiry, and, when necessary, to report to the supervisors.

Article 6 (Prudence and responsibility)

Any institution or individual involved in a merger and acquisition project of the Company shall exercise prudence in matters relating to the actual or potential merger and acquisition project, and, except as otherwise stated in laws, regulations, or these Rules, when an outside party inquires about the issue, may not divulge any information about the merger and acquisition activity; all matters related to the merger and acquisition activity shall be the sole responsibility of the statutory representative, spokesperson, or deputy spokesperson of the Company, so as to avoid misleading shareholders and public investors into wrong expectation or resulting in price fluctuation of the stock of any company concerned.

Article 7 (Implementation of the spokesperson system)

Any public disclosure or clarification of information relating to a merger and acquisition activity shall be the responsibility of the Company's statutory representative, spokesperson, or deputy spokesperson, and the information thus given shall be within the scope authorized by the Company; such a person, when an outside party inquires about the issue, may not make unauthorized disclosure of the consultant hired, potential subject, possible terms and conditions, or any other matters with respect to the merger and acquisition, and shall further do as required in Articles 6 and 8 herein.

Article 8 (Manner of response to outside rumors or inquiries)

Where there are inquiries or rumors from outsiders indicating the Company is involved in a merger and acquisition activity, the Company shall respond as follows:

1. Information on the merger and acquisition activity may not be disclosed to the public unless and until approved by resolution of the boards of directors of the companies involved. In response to inquiries or rumors from outsiders, the Company shall state "no comment."

2. If there is no merger and acquisition project going on between the Company and any other company, the Company shall issue a denial and explain that the information contained in rumors or inquiries from outsiders is at variance with the facts.

3. If the Company has discussed a merger and acquisition activity with another company, but the merger and acquisition project has been terminated due to unfeasibility, the Company shall provide adequate clarification to that effect in response to rumors or inquiries from outsiders.

Article 9 (Requisite conditions for voluntary disclosure of merger and acquisition activity)

On the condition that all of the following conditions are satisfied the Company may, in order to safeguard the rights and interest of shareholders, make voluntary disclosure to the public of an in-progress merger and acquisition activity upon which the board of directors has not adopted any resolution, but careful consideration must be given to the necessity of such information disclosure, the accuracy of the information disclosed, and the resultant legal responsibility:

1. All parties to a corporate merger and acquisition activity have reached an agreement-in-principle and entered into an agreement related to the merger and acquisition activity.

2. There is evidence indicating the ability to consummate the merger and acquisition activity, and it is determined that the event is significant and public disclosure is thus necessary.

3. Mass media reports or outside rumors are roughly consistent with the facts.

Article 10 (Information disclosure platform)

The Company shall publish, in accordance with applicable information disclosure requirements, information on a merger and acquisition activity through an Internet-based information reporting system designated by the competent authority, and from time to time shall update the information to reflect any change to the merger and acquisition activity with respect to subject, progress, or any other relevant information.

Article 11 (Information disclosure in merger and acquisition through public tender offer)

When carrying out a merger and acquisition activity with another company through a public tender offer, the Company shall publish information in accordance with the Regulations Governing Tender Offers for Purchase of the Securities of a Public Company and the provisions of Article 2 herein relating to disclosure of relevant information. The Company may not release information on any equity interest under its control unless and until such publication of information has been made, so as to avoid unusual fluctuation in the price of the stock of the company concerned.

Article 12 (Violations)

In any of the following circumstances, the Company shall take action or appropriate legal measures against the violator concerned:

1. The statutory representative, spokesperson, or deputy spokesperson provides to outside parties any information beyond the scope authorized by the Company or otherwise violates these Rules or any other applicable requirements.
2. A relevant individual from within the Company makes an unauthorized release of information on a merger and acquisition activity to outside parties or otherwise violates these Rules or any other applicable requirements.
3. An institution or individual involved in a merger and acquisition project of the Company violates these Rules or any other applicable requirements.

Article 13 (Internal Controls)

To further the purpose of implementing self-regulation on information disclosure, these Rules shall be incorporated by reference into all relevant control activities in the Company's internal control system.

Article 14 (Education Agenda)

The Company conducts educational and awareness-raising activities for its directors, managerial officers, and employees regarding these Rules and applicable laws and regulations at minimum on a yearly basis.

Educational and awareness-raising activities shall also be provided in a timely manner for newly appointed directors, managerial officers, and employees.

Article 15

These Rules, and any amendments hereto, shall be implemented after adoption by the board of directors.

Article 16

The Rules were enacted on May 13, 2014.