

October 10, 2014

Company Name: EPS Corporation  
Representative: Yan Hao, Chairman & CEO  
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**Announcement Regarding Introduction of System for Topping up Shareholdings of Less Than One Unit and Partial Amendment of the Articles of Incorporation**

EPS Corporation resolved, at a Board of Directors meeting on October 10, 2014, to table a proposal for the 24th General Ordinary Meeting of Shareholders scheduled for December 19, 2014. This proposal, “Partial Amendment to the Articles of Incorporation,” is in relation to the introduction of a system for topping up shareholdings of less than one unit. Details are provided below.

**1. Introduction of a System for Topping up Shareholdings of Less Than One Unit**

**(1) Purpose of Introduction**

Shareholders possessing shareholdings of less than one unit may request the topping up of shareholdings of less than one unit. The current introduction of a system for topping up shareholdings of less than one share unit aims to expand the number of choices available to shareholders possessing shareholdings of less than one unit.

**(2) Details of Topping-up System**

This system allows shareholders possessing shareholdings of less than one unit to submit a demand for the sale of a number of shares that will, when combined with their shareholdings of less than one unit, constitute one unit.

**(3) Conditions for Introducing the Topping-up System**

The introduction of this system is conditional upon approval at the Company’s 24th General Ordinary Meeting of Shareholders, scheduled for December 19, 2014, of a proposal for partial amendment of the Articles of Incorporation.

**2. Partial Amendment of the Articles of Incorporation**

**(1) Purpose of Amendment**

In accordance with the introduction of a system for the topping up of shareholdings of less than one unit, the purpose of the amendment is to newly establish Article 10 to the Articles of Incorporation (Topping up Shareholdings of Less Than One Unit), based on the provisions of Article 194, Paragraph 1, of the Companies Act, and accordingly to partially amend certain expressions in Article 9 of the Articles of Incorporation.

**(2) Content of Amendment**

The content is as described below.



(Changes are indicated by underlined text.)

Current Articles of Incorporation	Amended Articles of Incorporation
Articles 1 through 8 (headings omitted)	Articles 1 through 8 (as currently)
<p>(Rights Related to Shareholdings of Less Than One Unit)</p> <p>Article 9: Shareholders possessing shareholdings of less than one unit of the Company's shares may not exercise rights except those indicated below.</p> <ol style="list-style-type: none"> <li>The rights provided by the items in Article 189, Paragraph 2, of the Companies Act</li> <li>The right to demand as provided by Article 166, Paragraph 1, of the Companies Act</li> <li>The right to receive the allocation of share subscriptions or share options for subscription in accordance with the number of shares possessed by the shareholder.</li> </ol> <p>(New Establishment)</p>	<p>(Rights Related to Shareholdings of Less Than One Unit)</p> <p>Article 9: Shareholders possessing shareholdings of less than one unit of the Company's shares may not exercise rights except those indicated below.</p> <ol style="list-style-type: none"> <li>The rights provided by the items in Article 189, Paragraph 2, of the Companies Act</li> <li>The right to demand as provided by Article 166, Paragraph 1, of the Companies Act</li> <li>The right to receive the allocation of share subscriptions or share options for subscription in accordance with the number of shares possessed by the shareholder.</li> <li><u>The right to demand as provided in the following article</u></li> </ol>
(New Establishment)	<p><u>(Topping up Shareholdings of Less Than One Unit)</u></p> <p><u>Article 10: By the establishment of share handling provisions, The Company's shareholders may submit a demand for the sale of a number of shares that will, when combined with their shareholdings of less than one unit, constitute one unit.</u></p>
Articles 10 through 47 (headings omitted)	Articles 11 through 48 (as currently)
(New Establishment)	<p><u>(Supplementary Clauses)</u></p> <p><u>Article 1: The numbering shall be moved down in accordance with the new establishment of Article 9, Paragraph 4, and Article 10, with January 1, 2015, as the effective date.</u></p> <p><u>Article 2: These supplementary clauses shall be deleted after the effective date of the amendments to the Articles of Incorporation provided in the preceding articles.</u></p>

### 3. Schedule

Date of the General Ordinary Meeting of Shareholders for Amendment of the Articles of Incorporation (Scheduled):	December 19, 2014 (Friday)
Effective date of amendments to the Articles of Incorporation (Scheduled):	January 1, 2015 (Thursday)