

## 參考文件

## HIMAX TECHNOLOGIES, INC.

Post Lock-Up Procedures (UNRESTRICTED ADS CONVERSION PROCESS)閉鎖期後之相關程序 (非限制性美國存託股票之轉換程序)

Himax Technologies, Inc. (“Himax”, the “Company”, or the “Issuer”) is a Cayman entity and as such, recording of ownership is effected by simple physical book-entry mark up by the local registrar, Royal Bank of Canada Trust Company (Cayman) Limited, in the Cayman Islands, with instruction from the local registrar to the company-appointed transfer agent, RBC Corporate Services Hong Kong Limited, in Hong Kong, with respect to shares deposited, to issue to the Depositary, BNY Mellon, and deposit with BNY Mellon’s custodian, The Hongkong and Shanghai Banking Corporation Limited in Hong Kong (“HSBC”), a certificate evidencing shares so re-registered in BNY Mellon’s name, “The Bank of New York Mellon”. Given the location of the local share registrar, the transfer agent and the custodian, and that ADRs are issued by BNY Mellon, a New York entity via DTC during New York business hours, coordination is required with due consideration given to the multiple timezones.

Himax Technologies, Inc. (「Himax」、「本公司」或「發行人」) 係一開曼群島公司，其股東之記錄係由於開曼群島當地之登記商 (Royal Bank of Canada Trust Company (Cayman) Limited)，經當地登記商指示公司指派之位於香港之移轉代理人 (RBC Corporate Services Hong Kong Limited)，就經寄存之股份，出具一證明該股份係登記於 BNY Mellon 名下之股份之證書予保管銀行 (The Hongkong and Shanghai Banking Corporation Limited)，而為實體註記後，即生效力。基於股務代理人、移轉代理人及保管銀行之所在地與位於紐約市之 BNY Mellon 透過 DTC 於紐約市營業時間中所發放之美國存託股票等多數時區之緣故，針對其中之聯絡事項應特別謹慎為之。

**I. GENERAL****I. 一般規定**

The following flowchart illustrates the process for deposits of unrestricted shares. Under the deposit agreement and representations and warranties therein, particularly those contained in Section 3.3 “Warranties on Deposit of Shares”, together with the Shareholder Documents and Conversion Documents as defined below, BNY Mellon and HSBC will, upon deposit of shares and request for issuance of ADSs that, unless otherwise expressly notified by a depositing shareholder, such depositing shareholder is not an “Affiliate” and such deposited shares are not “Restricted Securities” (as defined in Section 1.16 of the deposit agreement). The process flow should be relatively straightforward for “unrestricted” ADSs, although account will need to be taken of the time difference as mentioned previously. Principal parties referred to herein have been defined as follows:

下述流程圖指出寄存非限制性股份之程序。依據存託合約及其中之聲明與擔保事項，特別係第 3.3 條所載之「股份寄存之聲明與擔保」及股東文件及轉讓文件 (定義如后)，除非由寄存之股東明示通知者外，BNY Mellon 及 HSBC 將於寄存股份及請求發放美國存託股票時，該寄存之股東並非「關係人」且該寄存之股份並非「限制性有價證券」(如存託合約第 1.16 條之規定者)。本流程圖係針對「非限制性」美國存託股票，然而如同前述，仍須注意時差因素。本文件所提及之主要當事人定義如下：

“BNY Mellon”:	Depositary 存託銀行
“BNY Mellon NY”:	Depositary Operations 存託業務
“Share Registrar”: 「股務代理人」	Royal Bank of Canada Trust Company (Cayman) Limited
“Transfer Agent”: 「移轉代理人」	RBC Corporate Services Hong Kong Limited
“Custodian”: 「保管銀行」	The Hongkong and Shanghai Banking Corporation Limited (“HSBC”)
“Local Administrator”: 「當地執行單位」	Yuanta Securities Co., Ltd.

## 參考文件

Holder delivers to the Local Administrator on trade date, Taiwan Time, (Day T) the following: i) Form of Shareholder Request for Conversion attached as Annex 1 hereto confirming affiliate/non-affiliate status, instructions for delivery of ADRs representing ADSs of Ordinary Shares, attached as Schedule A, ii) physical share certificate for cancellation (if any), iii) Instrument of Transfer attached as Annex 2 hereto (together the “**Shareholder Documents**”). Upon verification, Yuanta to deliver<sup>1</sup> to Transfer Agent prior to 3pm Hong Kong (Day T) - Transfer Agent Cut Off<sup>2</sup>, the Depository and the Custodian a copy of the Shareholder Documents together with: i) the daily conversion list and ii) Yuanta Instruction Letter attached as Annex 3 hereto (together with the Shareholder Documents, the “**Conversion Documents**”).

持有人於交易日（T日）交付予當地執行者以下項目：i) 股東之轉換請求單（如後附之附錄1）以確認其關係人/非關係人之身分，及交付代表普通股數存託以發放美國存託股票數量之美國存託憑證之指示（如後附之附表A），ii) 應註銷之股票（如有者），iii) 讓渡書（如後附之附錄2）（以下合稱「股東文件」）。於確認之後，元大寶來證券將於（T日）香港時間3時交付予移轉代理人1 - 移轉代理人進行處理<sup>2</sup>，存託銀行及保管銀行各乙份股東文件，以及：i) 每日轉換表，及ii) 元大寶來證券指示書（如後附之附錄3）（與股東文件，合稱「轉換文件」）。



Transfer Agent to collate Conversion Documents and to send instruction to the Share Registrar for re-registration of aggregate daily number of unrestricted shares by close of business Hong Kong on Day T.

移轉代理人核對轉換文件並指示股務代理人於T日香港營業時間結束時重新登記當日非限制性股份總數。



On Day T, Share Registrar to i) complete instructions of Transfer Agent and effect re-registration of any such shares from each relevant shareholder's name into the name of “The Bank of New York Mellon”, and ii) to fax an extract of Register of Members to the Transfer Agent by close of business in Cayman Islands on Day T by way of confirmation of re-registration of such additional number of unrestricted shares instructed for re-registration and deposit into the ADR Program (which number of unrestricted shares will ultimately be reflected by the physical share certificate being delivered by the Transfer Agent to the Custodian the following business day in Hong Kong on Day T+1). NB: the Register of Members should therefore reflect each day the cumulative number of shares re-registered in the name of “The Bank of New York Mellon” evidenced by the collective physical<sup>3</sup> share certificates held by the Custodian on behalf of BNY Mellon since the effectiveness of the ADR Program with BNY Mellon .

T日時，股務代理人將i)完成移轉代理人之指示，及將該等股份自各相關股東名下重新登記於BNY Mellon名下，及ii)於T日時開曼群島營業時間結束前，以傳真摘錄股東登記簿之予移轉代理人之方式，確認該等額外非限制性股份經指示重新登記及寄存至ADR計畫（該等數量之非限制性股份將反應由移轉代理人於T+1日後於香港之次一營業日，交付予保管銀行之股票數量）。註：股東登記簿應反應每日登記於BNY Mellon名下之股份總數，其由保管銀行自ADR計畫生效起為BNY Mellon持有之股票證明之。

<sup>1</sup> Local Administrator, if Local Administrator is facilitating DTC holding of ADRs through, for example, E-Trade, to send a copy of ‘matching’ instruction to E-Trade to advise of the forthcoming issuance. i.e. E-Trade holds ADRs in its DTC Participant Account, for the account (sub account) of Yuanta, who in turn hold for the account (sub account) of the relevant shareholder.

當地執行者，如當地執行者係透過例如E-Trade而使DTC持有美國存託憑證，寄發「matching」指示副本予E-Trade以通知前述之發放，即E-Trade透過其DTC會員帳下為元大寶來證券持有美國存託憑證，而元大寶來證券將為相關股東持有前揭美國存託憑證。

<sup>2</sup> RBC have confirmed same-day processing through to Royal Bank of Canada Trust Company (Cayman) Limited on the basis of a 3pm HK time cut off for receipt of Shareholder Documents from Local Administrator. In the event that trade date is not a business day in Hong Kong, the trade date will be deferred to the following business day in Hong Kong. In the event that all other recipients that follow is unable to take action due to a holiday or non-business day, their respective action will also be deferred to the following business day.

RBC已確認透過 Royal Bank of Canada Trust Company (Cayman) Limited 於當日自當地執行者收到股東文件之規定時間香港時間下午 3 時進行處理。若交易日並非香港營業日，則交易日將延至次一香港營業日。若其他執行者由於例假日或非營業日而無法按規定時間內處理，其相關之作業亦將順延至次一營業日。

## 參考文件



Transfer Agent, on open of business in HK on Day T+1, having received confirmation by way of extract of Register of Members from Share Registrar, to cancel shareholder physical share certificate (if any) and to issue one physical share certificate registered in the name of "The Bank of New York Mellon" representing the aggregate amount of shares re-registered into the name of "The Bank of New York Mellon" as per extract of Share Registrar (based on previous day's processing (Day T) by Local Administrator and Transfer Agent). Transfer Agent to deliver physical share certificate and a certified copy of the extract of Share Register to the Custodian for the account of BNY Mellon with c.c. copies to BNY Mellon and the Company before noon Hong Kong time on Day T+1.

移轉代理人，於T+1日時香港營業時間開始時，已自股務代理人收到以摘錄股東登記簿確認，註銷股票（如有者）並發放另一登記於BNY Mellon名下以代表依據摘錄之股東登記簿重新登記於BNY Mellon名下之股份總數（基於當地執行者及移轉代理人於前日（T日）進行者）。移轉代理人於T+1日香港時間中午前，為BNY Mellon交付股票及經證明為真實之股東登記簿摘要予保管銀行，並將副本轉知BNY Mellon及Himax。



Custodian to send Swift message confirming receipt of the hard copy extract of the Registered of Members, such physical share certificate, and ADS delivery instructions to BNY Mellon NY during the business day in Hong Kong on Day T+1.

保管銀行確認收到股東登記簿之摘要影本、股票及交付美國存託憑證指示後，於T+1日時於香港營業日向BNY Mellon NY 發出Swift 訊息，以確認收到實體股票。



BNY Mellon NY on open of business in NY on Day T+1 to have therefore received from the Custodian a SWIFT message confirming the receipt of the following: i) hard copy extract of the Register of Members, ii) new physical share certificate delivered from the Transfer Agent reflecting the Shares transferred in the name of the Depository, and iii) ADS delivery instructions.

BNY Mellon NY於T+1日時紐約市營業時間開始時，應已收到保管銀行之SWIFT 訊息，確認收到內容如下i)股東登記簿之摘要影本；ii)自移轉代理人收到代表移轉至存託銀行股份之新股票及iii)交付美國存託憑證指示。



Provided that the Shareholder Documents and Conversion Documents furnished are in good order, BNY Mellon NY issues ADSs to relevant DTC Participant account(s) on Day T+1 in accordance with the delivery instructions contained therein.

於T+1日時，BNY Mellon取得完整提供的股東及轉換文件，並依據交付指示，發行美國存託憑證至相關DTC會員帳下。



DTC participant confirms receipt of ADSs into relevant DTC participant account on Day T+1/T+2.

於T+1/T+2日時，DTC會員確認美國存託憑證已存入DTC會員帳下。

**END OF PROCESSING****程序完畢**

3

NB: For the purposes of periodic consolidation of multiple share certificates held by HSBC, as custodian, RBC may from time-to-time require the custodian to return all the related share certificates for cancellation and the local share registrar would update their system for issuing a new share certificate representing the aggregate number of shares deposited. Note that such consolidation of share certificates is not common for NASDAQ companies and most of the custodians appointed by depository banks have held a number of issued share certificates.

**參考文件**

<sup>3</sup> 註：為定期合併由擔任保管銀行之 HSBC 持有之股票，RBC 可以有時要求保管銀行交還所有相關股票以進行註銷，且當地股務代理人將會更新其系統以發放代表經寄存之股份總數之新股票。請注意前述股票之合併於 NASDAQ 上市公司並不常見，且多數存託銀行所指定之保管銀行已持有若干股票。

**II. DEPOSITS, TRANSFERS AND SALES OF UNRESTRICTED SHARES/ UNRESTRICTED ADS BY NON-AFFILIATES AND AFFILIATES**

**II. 非關係人及關係人就非限制性股份/非限制性美國存託憑證之寄存、轉讓及出售**

**(a) Non-Affiliates (non-Affiliate Acquirer purchasing Unrestricted Shares/Unrestricted ADSs):**

**(a) 非關係人 (非關係人買主購買非限制性股份/非限制性美國存託憑證)**

Non-Affiliates that have held six months or more can deposit shares in accordance with Rule 144 of the U.S. Securities Act of 1933 and must sign Annex 1.

非關係人持有或超過六個月以上可以依據美國證券法 Rule144 寄存股份並必須於附錄 1 簽名。

**(b) Affiliates (Affiliates Selling Unrestricted Shares/Unrestricted ADRs):**

**(b) 關係人 (關係人出售非限制性股份/非限制性美國存託憑證)：**

Affiliates that have held six months or more can deposit in connection with Rule 144 resales if certain conditions are met (including limitations on the number of shares sold and filing of a Form 144 if applicable) and must sign Annex 1.

關係人持有或超過六個月以上，若符合美國證券法 Rule144 重新出售之某些條件(包括股份賣出數量之限制及視需要申報 144 表單)，可以寄存股份並必須於附錄 1 簽名。

**III. RESTRICTED SHARE UNITS**

**III. 限制型股份單位**

We have been informed that the Restricted Share Unit shares are issued pursuant to a Registration Statement on S-8. Accordingly, upon vesting, any such registered unrestricted shares may be deposited and converted into Unrestricted ADSs provided that Himax furnishes to BNY Mellon a formal letter to confirm that such shares are covered under the Form S-8.

本公司經通知限制型股份單位之股份係依據 S-8 之 Registration Statement 而登記發行。因此，限制型股份單位之股份經發放後，任何該等由本公司經由正式文件確認該等股份轉換係依據 S-8 而提供給 BNY Mellon 經登記之非限制性股份得寄存及轉換為非限制性美國存託憑證。

**Please note that the Chinese translation is provided for ease of reference and convenience only. The English portion hereof shall govern any inconsistencies between the language versions and shall constitute the representations and warranties contained herein.**

請注意，前述中文翻譯僅提供為參考之用途，如中英文有任何不一致之處，應以前述英文版本為準。

ANNEX 1

附錄1

Form of Shareholder Request for Conversion into Unrestricted ADSs

股東轉換非限制性美國存託股票申請表

**Yuanta Securities Co., Ltd. (“Yuanta”)**  
元大寶來證券股份有限公司（「元大寶來證券」）  
B1F, No. 210, Sec. 3  
Chengde Rd., Datong District  
Taipei City 103, Taiwan  
Fax: +886-2-2586-2750

**BNY Mellon**  
紐約梅隆銀行  
Depository Receipts  
101 Barclay Street, 22<sup>nd</sup> Floor  
New York, NY 10286  
Attn: Yajou Chang/ Anita Sung/ Albert Scott/  
Kathleen Flaherty

Email: [yajou.chang@bnymellon.com](mailto:yajou.chang@bnymellon.com),  
[anita.sung@bnymellon.com](mailto:anita.sung@bnymellon.com),  
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Fax: +212 571 3050

**Himax Technologies, Inc.**  
10F, No. 1,  
Siangyang Rd.,  
Taipei 10046, Taiwan  
Taiwan, Republic of China  
Attn: Penny Lin  
Fax: +886-2 2314-0877

**The Hongkong and Shanghai Banking  
Corporation Limited**  
香港滙豐銀行  
Sub-custody and Clearing  
2/F, Tower 1, HSBC Centre  
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Dear Sirs,  
敬啓者：

**REQUEST FOR CONVERSION (“REQUEST FOR CONVERSION”) OF ORDINARY SHARES OF HIMAX TECHNOLOGIES, INC. INTO AMERICAN DEPOSITORY SHARES (“ADSs”) ISSUED UNDER THE ADR PROGRAM OF THE COMPANY (“ADR PROGRAM”)**

**申請將 Himax Technologies, Inc.之普通股轉換為該公司依據美國存託憑證發行計畫（「ADR 計畫」）所發放之美國存託股票（「美國存託股票」）**

Reference is made to the deposit agreement entered into between Himax Technologies, Inc. (the “Company”) and The Bank of New York Mellon, as depository bank (the “Depository”), dated May 29, 2012, with respect to the ADR Program (“Deposit Agreement”). Terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Deposit Agreement. The undersigned hereby confirms to you that the statements made herein are true and complete and represent, warrant and certify to you that:

緣 Himax Technologies, Inc.（「Himax」）與 The Bank of New York Mellon 擔任之存託銀行（「存託銀行」）於 2012 年 5 月 29 日為 ADR 計畫簽定一存託合約（「存託合約」）。除另有定義外，本申請表之定義應依據存託合約對同一用詞所為之定義。立書人茲此確認所為之陳述均係真實且完整，並且聲明、保證並確認：

## CONVERSION DOCUMENTS

## 轉換文件

- 1 I am/we are the beneficial owner of the number of ordinary shares set forth in Schedule A2 attached hereto of par value US\$0.3 (“**Ordinary Shares**”) in the Company;  
本人係附表A2所示股數之Himax普通股（「普通股」）之所有人，其面額為美金0.3元；
- 2 Non-Affiliate/Affiliate of the Company (*Please check the applicable box*):  
關係人/非關係人身分（請勾選適當之空格）
- [ ] A. Non-Affiliate<sup>3</sup> - I am/We are not an “affiliate” of the Company and have not been an “affiliate” of the Company during the preceding three months, as the term “affiliate” is defined in Rule 144(a)(1) under the Securities Act of 1933.  
A.非關係人：本人並非該公司的關係人且在過去三個月內亦非關係人，關係人係依據美國證券法 Rule 144(a)(1)之定義。
- [ ] B. Affiliate<sup>3</sup> - I am/We are an “affiliate” of the Company or were an “affiliate” of the Company during the preceding three months, as the term “affiliate” is defined in Rule 144(a)(1) under the Securities Act of 1933. As such, I will be required to provide a draft legal opinion along with the seller’s and broker’s representation letter and Form 144 to BNY Mellon for review and consideration prior to any proposed delivery of unrestricted ADSs.  
B.關係人：本人是該公司的關係人或曾在過去三個月內是關係人，關係人係依據美國證券法 Rule 144(a)(1)之定義。因此，我將被要求提供一份草擬法律文件包括賣家及經紀商的聲明書及 144 表單給 BNY Mellon，作為未限制存託憑證發行計劃前之覆核及評估。
3. Holding Period: I/We have held the Ordinary Shares referred to in paragraph 1 above for a period of at least six months (such period calculated in accordance with Rule 144).  
持有期間：本人已經持有上段1所述之普通股達至少六個月之一段期間（此期間計算係依據Rule 144）。

<sup>3</sup> Definition of Affiliate’ and “Control”  
關係人及控制之定義

An affiliate of an issuer is defined in Rule 144(a)(1) as “a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such issuer.” Control is defined in Rule 405 under the Securities Act as the “possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise.” It is generally believed that the SEC considers ownership of 10% or more of the voting securities of an issuer as an indication of possible control and therefore of affiliate status.

發行人的關係人的定義係依據 Rule 144(a)(1)：當人有直接或間接藉由一層或多層之中介而控制 Himax 或受該公司所控制，或在該公司之一般控制之下。控制的定義在 Rule 405 下係指當人直接或間接透過擁有表決權的權益證券，合約或其他方式有能力控制或影響經營管理階層之方針或政策。一般來說，SEC 相信持有或超過發行人 10% 具表決權的權益證券即是可能具有控制能力或構成關係人之指標

Factors Indicative of Control - The following factors are not determinative, but have been cited by the SEC or the courts as having relevance in determining the existence of control status:

控制能力的指標因素-如下因素沒有具體名定，但曾經被 SEC 或法院引用為相關控制能力判斷之依據：

1. an executive officer or representation on the board of directors;  
經理人或董事會成員
2. control of proxy machinery;  
具控制能力之機構代理人
3. demonstrated influence over company policies and actions;  
對公司政策及執行具重大影響力
4. plan to sell shares because of frustration over management policies;  
因為經營管理階層政策挫敗而計劃賣股票
5. significant stock ownership;  
具重大性之股份持有者
6. relationship as a banker or creditor;  
銀行業者或債權者關係
7. access to nonpublic information regarding the company; and  
有公司內線消息來源者
8. relative size and prestige of putative affiliate and company.  
具規模及聲望而被推定為關係人及公司

**CONVERSION DOCUMENTS***Personal and Confidential*

轉換文件

個人機密資料

## 4. For Affiliates:

關係人：

- (i) At the time of (and including) the issuance of ADSs for my/our account, upon deposit of the Ordinary Shares, the aggregate number of shares sold by me/us for my/our account and by or for the account of any person whose sales are required by Rule 144(a)(2)<sup>4</sup> and Rule 144(e)(3)<sup>5</sup> under the Securities Act to be aggregated with my/our sales (except those sold pursuant to an effective registration statement under the Securities Act or pursuant to an exemption from registration under Securities Act and not involving a public offering) during the preceding three months does not exceed the limit specified in Rule 144(e)(i) under the Securities Act.

自本人因美國存託股票之發放而寄存普通股前3個月，本人所出售之股數，以及依據美國證券法 Rule 144(a)(2)與Rule 144(e)(3) 應與本人出售股數累計之他人所出售之股數，總計並未超過美國證券法 Rule 144(e)(i)規定之限制（惟如該出售持係依據美國證券法所規定之有效登記，或係依據美國證券法係得免於登記且不涉及公開發行者，不在此限）。

- (ii) I/We have not solicited or arranged for the solicitation of, and I/we will not solicit or arrange for the solicitation of, orders to buy the ADSs to be issued on deposit of the Ordinary Shares in anticipation of or in connection with the issue thereof and have sold such ADSs to a person as provided in Rule 144(f) under the Securities Act.

本人未曾且將來亦不會因預期或涉及美國存託股票之發放，而進行或安排徵求他人購買據寄存之普通股所發放之美國存託股票，並業將該等美國存託股票出售予美國證券法 Rule 144(f) 規定之人。

- (iii) I/We have not made, and will not make, any payment in connection with the issue of such ADSs to any other person other than the usual and customary fees of the broker through which such ADSs were sold or the Depository.

除支付出售美國存託股票之券商或存託銀行之通常所需之相關費用外，本人未曾且將來亦不會支付因與本次發放美國存託股票相關之費用予任何人。

- (iv) I am/We are not an “underwriter” with respect to the Ordinary Shares and this request is not part of any “distribution” of Shares, as those terms are used in Section 2(11) of the Securities Act.

關於普通股部分，本人並非依據美國證券法 Section 2 (11)規定之承銷商，本次申請亦非同條規定之股份之「配售」。

- (v) I am/We are not aware of any material information with regard to the Company which has not been publicly disclosed.

本人並未知悉任何與 Himax 相關而未公開揭露之重大訊息。

- (vi) Prior to or concurrently with the placing of an order to sell part or all of the Ordinary Shares, in the form of ADSs, I/We have transmitted, or will transmit to the Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549, three signed copies of the Notice of Proposed Sale of Securities Pursuant to Rule 144(h) (the “Form 144”) and one signed copy of such Notice to the principal exchange on which the ADSs are admitted to trading at such time.

在以美國存託股票形式就出售部份或全部普通股下單之前或同時，本人業提供或即將提供3份經簽署之依據Rule 144(h)規定之擬出售證券通知單（「Form 144」）予美國證券交易委員會(100 F Street, N.E., Washington, D.C. 20549)，並且提供一份經簽署之通知予當時允許該等美國存託股票進行交易之交易所。

<sup>4</sup> Rule 144(a)(2) requires the inclusion of sales by certain relatives, trusts, estates and corporations and other organizations.

依據 Rule 144(a)(2)規定，特定親屬、信託、資產、公司及其他組織所出售股份之情形亦應包含在內。

<sup>5</sup> Rule 144(e)(3) requires the inclusion of sales by others standing in certain relationships (e.g., pledgee-purchaser, donee-donor, settlor-trust, decedent-estate-beneficiary and persons acting in concert).

依據 Rule 144(e)(3)規定，其他具備特定關係身分之人所出售股份之情形亦包含在內（例如：質權人一買主、受贈人一捐贈者、委託人一信託、已故者財產-受益人及共同行為人）。

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- (vii) It is my/our bona fide intention to sell the Ordinary Shares, in the form of ADSs, within a reasonable time after the transmittal of the Form 144 referred to in subparagraph (vi) above.  
在提供依據前述(vi)點所提及之Form 144後之合理時間內，本人係善意以美國存託股票之形式出售該普通股。
5. If the undersigned is an employee of the Company, I/we hereby certify that any offer or sale of the Ordinary Shares, in the form of ADSs, will be conducted in compliance with the Statement of Policy Regarding Trading Policies of the Company.  
如果申請人為Himax之員工，本人聲明任何以美國存託股票形式提供或出售普通股，均將遵守Himax「證券交易政策之政策聲明」之規定而為之。
6. I/We hereby represent and warrant that (i) the Ordinary Shares are duly authorized, validly issued, fully paid, non-assessable and were legally obtained by me/us, (ii) all preemptive (and similar) rights, if any, with respect to such Ordinary Shares have been validly waived or exercised by me/us, (iii) I/we are duly authorized to make this deposit, (iv) the Ordinary Shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and are not, and the ADSs issuable upon this deposit will not be, Restricted Securities, (v) the Ordinary Shares presented for deposit have not been stripped of any rights or entitlements, and (vi) the Ordinary Shares are not subject to any lock-up agreement with the Company or other party. We acknowledge that such representations and warranties shall survive the deposit hereunder and any subsequent withdrawal of Ordinary Shares, the issuance and cancellation of ADSs in respect thereof and the transfer of such ADSs  
本人茲此聲明與擔保：(i) 普通股係經合法授權、有效發行及全額支付，並由本人合法取得；(ii) 一切與普通股相關之任何優先權（及類似之權利）業經本人有效放棄或行使完畢；(iii) 本人係經合法授權辦理本案寄存手續；(iv) 供辦理寄存之普通股皆未設定任何質權、負擔、擔保權益、留置權、抵押或其他不利之主張，並且普通股並非且依據前述寄存而得發放之美國存託股票將來也不會是限制性有價證券；(v) 供辦理寄存之普通股並未被剝奪任何權利或權益；(vi) 普通股並不受限於與Himax或其他人間之禁止移轉之合約。本人瞭解前述聲明與擔保事項於本案寄存辦理完畢後，或如日後取回普通股，或發行或取消相關之美國存託股票，或移轉該美國存託股票時，均繼續有效。
7. I/We hereby request and irrevocably instruct, by delivery of this Request for Conversion and the duly executed Instrument of Transfer attached hereto, that Yuanta immediately procure, acting with full power and authority hereunder, by way of written instruction to RBC Corporate Services Hong Kong Limited, as duly-appointed transfer agent of the Company (“**Transfer Agent**”), the re-registration by Royal Bank of Canada Trust Company (Cayman) Limited as duly-appointed share registrar of the Company (“**Share Registrar**”) of the number of Ordinary Shares set forth in Schedule A2 attached hereto currently registered in my/our name on the Register of Members of the Company and to cause the re-registration of the number of Ordinary Shares set forth in Schedule A2 attached hereto into the name of Depository. We further instruct you to deliver evidence of such re-registration by way of extract of the Register of Members to the Transfer Agent for further delivery to HSBC, as appointed custodian for the Depository (the “**Custodian**”), with a copy thereof furnished to the Depository and the Company, for the purposes of conversion of the number of Ordinary Shares set forth in Schedule A2 attached hereto into the number of ADRs set forth in Schedule A attached hereto in accordance with the provisions of the Deposit Agreement and the delivery instructions set forth in the Schedule hereto.  
本人茲此以本申請書及後附之讓渡書，向元大寶來證券提出不可撤銷之請求，指示其在完全之授權下，得以書面指示RBC Corporate Services Hong Kong Limited（即受Himax合法指定之代理人，「移轉代理人」）立即將本人在Himax股東登記簿中登記之如附表A2所示數量之普通股於Royal Bank of Canada Trust Company (Cayman) Limited（即Himax合法指定之股務代理人，「股務代理人」）進行變更登記，使如附表A2所示數量之普通股登記予存託銀行之名下。本人並進一步指示元大寶來證券以摘錄股東登記簿之方式證明該變更登記，並提供以此做成之證明書予存託銀行及Himax，且同時將該證明交付予移轉代理人，以利其交付予HSBC（即經存託銀行指定之保管銀行，「保管銀行」），以便依附件存託合約之規定與附表所示之交付指示完成如附表A2所示數量之普通股轉換為如附表A2所示數量之美國存託股票。
8. Attached to this Request for Conversion is a duly executed Instrument of Transfer with respect to the Ordinary Shares to be deposited in accordance herewith.  
本轉換申請表包含附件所示之合法簽署之依據本申請表寄存之普通股之讓渡書。



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9. Upon confirmation of the re-registration of the Ordinary Shares into the name of the Depository in accordance with paragraph 7 above, I/we hereby instruct the Depository to deliver the number of ADSs representing the Ordinary Shares as set forth in Schedule A2 attached hereto in accordance with the delivery instructions set forth in Schedule A attached hereto.  
在確認依據前揭第7項完成將相關普通股重新登記於存託銀行之名下後，本人茲此指示存託銀行依附表A2所示之交付指示內容，以美國存託股票形式交付附表A所示數量之美國存託股票。
10. In performing the above actions, neither the Depository or the Custodian will be liable for mutilation, interruption, omissions, errors, or delays incurred in the transmission/mails, the act of any telegraph, cable or wireless company or any employee thereof, or any cause beyond your control.  
於辦理前揭事項時，存託銀行或保管銀行針對因電報、有線或無線公司或該等公司員工之行為所產生或係因超出貴公司所得控制之範圍，所發生之傳輸或郵件之重複傳送、中斷、缺漏、錯誤或延遲，均無須負責。
11. This Shareholder Request for Conversion is governed under the laws of the State of New York.  
本股東請求轉換申請係以美國紐約州法律為其準據法。

Dated: \_\_\_\_\_, 20\_\_

日期：

Yours faithfully  
此致\_\_\_\_\_  
[signature]  
[簽名]chop/seal  
原留印鑑For and on behalf of  
代表Shareholder name (in English): \_\_\_\_\_  
股東姓名(英文)

**Please note that the Chinese translation is provided for ease of reference and convenience only. The English portion hereof shall govern any inconsistencies between the language versions and shall constitute the representations and warranties contained herein.**

請注意，前述中文翻譯僅提供為參考之用途，如中英文有任何不一致之處，應以前述英文版本為準。

**CONVERSION DOCUMENTS****轉換文件****SCHEDULE A 附表A**

- (1) Name of Shareholder (in English): \_\_\_\_\_  
股東姓名 (英文)
- (2) Address of Shareholder (in English): \_\_\_\_\_  
股東地址 (英文)  
\_\_\_\_\_  
\_\_\_\_\_
- (3) Number of deposited Ordinary Shares/ Number of ADSs to be issued: \_\_\_\_\_  
欲存託之普通股股數 / 將發放之美國存託股票數量 (本公司普通股 : 美國存託股票 = 2 : 1 , 若欲轉100股普通股為50股ADS , 請填寫100/50)
- (4) Ordinary Share ISIN: TW0003222006  
普通股ISIN
- (5) ADR ISIN: US43289P1066  
ADR CUSIP: 43289P106
- (6) Delivery Instructions for the ADRs Representing the ADSs to be Issued:  
代表所發放美國存託股票之交付指示

Broker Name: \_\_\_\_\_  
直接委託券商名稱 (如開立複委託帳戶者, 請填上手券商名稱)

Broker Contact Name: \_\_\_\_\_  
直接委託券商聯絡人姓名 (如開立複委託帳戶者, 請填上手券商聯絡人姓名)

Broker Contact No.: \_\_\_\_\_  
直接委託券商聯絡人電話 (如開立複委託帳戶者, 請填上手券商聯絡人電話)

DTC Participant Account No.: \_\_\_\_\_  
券商代號

Broker Sub-Account Name: \_\_\_\_\_  
開立複委託帳戶者, 請填國內券商帳名稱

Broker Sub-Account No.: \_\_\_\_\_  
開立複委託帳戶者, 請填國內券商帳號

Shareholder Sub-Account Name, if applicable \_\_\_\_\_  
請填寫個人名稱, 若適用

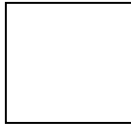
Shareholder Sub-Account No., if applicable: \_\_\_\_\_  
請填寫個人帳號, 若適用

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Dated: \_\_\_\_\_, 20\_\_  
日期

Yours faithfully  
此致



\_\_\_\_\_  
[Signature]  
[簽名]  
For and on behalf of  
代表

chop/seal  
原留印鑑

Shareholder name (in English): \_\_\_\_\_  
股東姓名(英文)

Shareholder Telephone No.: \_\_\_\_\_  
股東電話號碼

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請注意，前述中文翻譯僅提供為參考之用途，如中英文有任何不一致之處，應以前述英文版本為準。

## ANNEX 2 附錄2

Form of Shareholder Instrument of Transfer for ADS  
股東轉換美國存託股票之讓渡書

## Conversion HIMAX TECHNOLOGIES, INC.

TRANSFEROR 出讓人		TRANSFeree 受讓人	
Account No.: 戶號		Account No.: 戶號	999999999
English Name: 英文姓名		English Name: 英文姓名	The Bank of New York Mellon
Chinese Name: 中文姓名		Address: (English) 英文地址	101 Barclay Street, 22 <sup>nd</sup> Floor, New York, NY 10286
Address: (English) 英文地址		Deposited on behalf of and for the account of, the Transferee with: 受讓人之代表人	The Hongkong and Shanghai Banking Corporation Limited Sub-custody and Clearing 2/F, Tower 1, HSBC Centre 1 Sham Mong Road Kowloon Hong Kong
Identification Document/Number: 身分證/統一編號			
Number of Ordinary Shares transferred (the Share(s)): 出讓普通股股數			

I/ We, \_\_\_\_\_ (the Transferor(s)), represent and warrant that on the date stated below:

本人（出讓人英文姓名）於下揭日期聲明並擔保：

- (i) The Ordinary Shares are duly authorized, validly issued, fully paid, non-assessable and were legally obtained by me/us and I/we have good and valid title to and am/are the lawful owner of the Ordinary Shares of par value US\$0.3 to be transferred by me/us hereunder.  
本人所移轉之面額美金0.3元之普通股，係經合法授權、有效發行及全額支付，並由本人合法取得；本人對該普通股有適當及有效之權利，且為合法之所有權人。
- (ii) All preemptive (and similar rights, if any) with respect to the Ordinary Shares have been validly waived or exercised by me/us.  
一切與普通股相關之任何優先權（及類似之權利）業經本人有效放棄或行使完畢。
- (iii) I/we are duly authorized to make this deposit.  
本人係經合法授權辦理本案寄存手續。
- (iv) The Ordinary Shares are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim.  
普通股皆未設定任何質權、負擔、擔保權益、留置權、抵押或其他不利之主張。
- (v) The Ordinary Shares have not been stripped of any rights or entitlements.  
普通股並未被剝奪任何權利或權益。
- (vi) The Ordinary Shares are not subject to any lock up agreement with the Company or other party. 普通股並不限於與Himax或其他人間之禁止移轉之合約。

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(vii) Non-Affiliate/Affiliate of Himax Technologies, Inc. (Please check the applicable box):  
Himax Technologies, Inc. 之關係人/非關係人 (請勾選適當之空格)

A. Non-Affiliate - I am/We are not a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with the Company.

A. 非關係人：本人並無直接或間接藉由一層或多層之中介而控制Himax或受該公司所控制，亦無在該公司之一般控制之下。

B. Affiliate - I am/We are a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with the Company;

B. 關係人：本人有直接或間接藉由一層或多層之中介而控制Himax或受該公司所控制，或在該公司之一般控制之下。

(viii) Unrestricted/Restricted Shares (Please check the applicable box):  
非限制性股票 /限制性股票 (請勾選適當之空格)

A. Unrestricted Shares – the Ordinary Shares are not “Restricted Shares” as such term is defined in the Deposit Agreement.

A. 非限制性股票：依據存託合約之用詞定義，普通股非受限制股票。

B. Restricted Shares – the Ordinary Shares are “Restricted Shares” as such term is defined in the Deposit Agreement.

B. 限制性股票：依據存託合約之用詞定義，普通股係限制性股票。

(ix) If the undersigned is/are an employee(s) of the Company, I/we have executed this Instrument of Transfer and certify that any future sale of the Ordinary Shares, in the form of American Depositary Shares by me/us, will be conducted strictly in compliance with the Statement of Policy Regarding Trading Policies of Himax Technologies, Inc. 如果立書人為Himax之員工，本人業已簽署本讓渡書，並聲明本人將來以美國存託股票形式所為之一切普通股出售，均將嚴格遵守Himax之「證券交易政策之政策聲明」之規定而為之。

I, as Transferor, DO HEREBY transfer to The Bank of New York Mellon (the Transferee) the Ordinary Shares standing in my name in **HIMAX TECHNOLOGIES, INC.**, an exempted company incorporated in the Cayman Islands with limited liability, to be delivered to HSBC, as custodian for the Transferee, to hold the same unto the Transferee in accordance with the terms of the Deposit Agreement.

本人(即出讓人)茲此將本人所有之Himax Technologies, Inc. (係一依開曼群島法律設立之有限責任公司)之普通股讓與給The Bank of New York Mellon (即受讓人)，以便交付該等普通股予香港匯豐銀行(即受讓人之保管銀行)，並由該保管銀行依據存託合約規定代受讓人持有上開普通股。

This Instrument of Transfer is governed by the law of Cayman Islands

本讓渡書係以開曼群島法律為準據法。

Dated: \_\_\_\_\_, 20\_\_

日期:



chop/seal  
原留印鑑

\_\_\_\_\_  
[Signature]

[簽名]

Transferor Name (in English): \_\_\_\_\_

出讓人(英文姓名)

**Please note that the Chinese translation is provided for ease of reference and convenience only. The English portion hereof shall govern any inconsistencies between the language versions and shall constitute the representations and warranties contained herein.**

請注意，前述中文翻譯僅提供為參考之用途，如中英文有任何不一致之處，應以前述英文版本為準。

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ANNEX 3 附錄3

Form of Yuanta Instruction Letter for Conversion into Unrestricted ADSs  
元大寶來證券轉換非限制性美國存託股票指示書

[On the letterhead of Yuanta]

[元大寶來證券信頭]

RBC Corporate Services Hong Kong Limited  
51/F Central Plaza 18 Harbour Road  
Wanchai Hong Kong  
Attention: Ms. Rebecca Lee  
Fax: 852-2530-5152

cc: BNY Mellon, Depository Receipts  
101 Barclay Street, 22<sup>nd</sup> Floor  
New York, NY 10286

Attn: Yajou Chang/ Anita Sung/ Albert  
Scott/ Kathleen Flaherty

Email: [yajou.chang@bnymellon.com/](mailto:yajou.chang@bnymellon.com)  
[anita.sung@bnymellon.com/](mailto:anita.sung@bnymellon.com)  
[albert.scott@bnymellon.com/](mailto:albert.scott@bnymellon.com)  
[kathleen.flaherty@bnymellon.com](mailto:kathleen.flaherty@bnymellon.com)

Fax: +1 212 571 3050

Himax Technologies, Inc.  
No. 605 Chungshan Road  
Hsinhua, Tainan County 712  
Taiwan, Republic of China

Attn: Penny Lin

Fax: +886-2 2314-0877

The Hongkong and Shanghai Banking  
Corporation Limited, Sub-custody and Clearing  
2/F Tower 1, HSBC Centre  
1 Sham Mong Road  
Kowloon, Hong Kong  
Attn: Joanna SL Chong/ Daniel Yan  
Email: [joannaslchong@hsbc.com.hk/](mailto:joannaslchong@hsbc.com.hk)  
[danielyan@hsbc.com.hk](mailto:danielyan@hsbc.com.hk)  
Fax: +852 3409 2532

**Re: Conversion of Ordinary Shares into American Depositary Shares to be Issued under the ADR Program (“ADR Program”) of Himax Technologies, Inc. (the “Company”) Ref No. [x]**

**主旨：將普通股轉換為 Himax Technologies, Inc. (「Himax」) 依據美國存託股票發行計畫 (「ADR 計畫」) 所發放之美國存託股票，編號 [x]**

Dear Sirs,  
敬啟者：

We have been instructed by each of the shareholders listed in Schedule A2 attached hereto (each a “Shareholder” and collectively, the “Shareholders”) to convert with respect to each Shareholder the number of ordinary shares of the Company, par value US\$0.3 per share (“Ordinary Shares”), into American Depositary Shares, as indicated in the attached copies of their duly signed Request for Conversion and Instrument of Transfer (“Conversion Documents”). We confirm that we have verified the respective identity and shareholding of the Shareholder(s) and are acting hereunder with full power and authority of the Shareholders under their respective Request for Conversion.

本公司經如附件之附表A2所載之各股東（下各稱「股東」，或合稱「股東」）指示，將本指示書所附經簽署之各股東請求轉換申請表及讓渡書（下稱「轉換文件」）所載數目之Himax之普通股，其每股面額為0.3美元，

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轉換為美國存託股票。本公司茲此確認本公司已經驗證各股東之身分，且經各該股東請求轉換申請表合法有效授權代表各該股東。

We hereby accordingly instruct you, with full authority and power on behalf of the Shareholders and the Company, to take the following actions:

本公司茲此依據股東及Himax之有效授權指示 貴公司採取以下行為：

- (a) instruct Royal Bank of Canada Trust Company (Cayman) Limited, as validly appointed share registrar of the Company (the “**Share Registrar**”), to transfer and re-register the aggregate number of Ordinary Shares set forth in Schedule A2 attached hereto into the name of the Depository on the Register of Members of the Company;

指示 Royal Bank of Canada Trust Company (Cayman) Limited，其係 Himax 之有效指定股務代理人（「**股務代理人**」），轉讓及重行登記本指示書所附附表 A2 所載之全部普通股股數於 Himax 股東登記簿上之存託銀行名下；

- (b) Upon receipt of confirmation of the re-registration of the aggregate number of Ordinary Shares set forth in Schedule A2 attached hereto, evidenced by way of extract of the Register of Members of the Company received from the Share Registrar, to complete the following actions as promptly as practicable:

於收訖重行登記本指示書所附附表 A2 所載之全部普通股股數之確認後，並以自股務代理人處收到之 Himax 股東登記簿作為證明，儘速完成以下事項：

- (i) to issue a physical share certificate, registered in the name of the Depository, without restrictive legend, representing the aggregate number of Ordinary Shares set forth in Schedule A2 attached hereto in accordance with the instruction for transfer and re-registration hereunder (the “**Share Certificate**”); and

出具登記於存託銀行名義下而未經註記受限制標記，代表本指示轉讓及再行登記之指示及本指示書附表 A2 所示之全部普通股股數之股票（「**股票**」）；及

- (ii) to cause the delivery of the Share Certificate to The Hongkong and Shanghai Banking Corporation Limited as appointed custodian on behalf of the Depository at the following address and to the following recipient:

將股票交付予為存託銀行擔任保管銀行之香港匯豐銀行之以下地址及收件者：

The Hongkong and Shanghai Banking Corporation Limited  
Sub-custody and Clearing  
2/F, Tower 1, HSBC Centre  
1 Sham Mong Road  
Kowloon, Hong Kong  
Attn: Joanna SL Chong/ Daniel Yan  
Tel: +852 2288 8306/ +852 2288 8318  
Fax: +852 3409 2532

- (c) To confirm the foregoing actions to us by fax at +886 2 2586 2750 upon completion.

於完成時以傳真至+886 2 2586 2750 方式，與我們確認上述事項。

If you have any questions, please do not hesitate to contact us.

如 貴公司有任何問題，請惠予賜知。

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Himax v.02212013  
*Personal and Confidential*  
個人機密資料

Yours sincerely  
此致

For and on behalf of  
Yuanta Securities Co., Ltd.  
代表元大寶來證券

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Authorised Signatories  
授權簽章人

Please note that the Chinese translation is provided for ease of reference and convenience only. The English portion hereof shall govern any inconsistencies between the language versions and shall constitute the representations and warranties contained herein.

請注意，前述中文翻譯僅提供為參考之用途，如中英文有任何不一致之處，應以前述英文版本為準。



