

**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 book-entry by the share registrar, Suntera (Cayman) Limited, in the Cayman Islands, with instruction from the company-appointed transfer agent, Suntera Corporate Services Limited, in Hong Kong, with respect to transfer shares to the Depositary, JPMorgan Chase Bank N.A. (J.P. Morgan), and deposit with J.P. Morgan’s custodian, The Hongkong and Shanghai Banking Corporation Limited, a certified-true-copy of extract of Register of Members evidencing shares so re-registered in J.P. Morgan’s name, “JPMorgan Chase Bank, N.A.”. Given the ADRs are issued by J.P. Morgan during New York business hours, and the locations of the share registrar, the transfer agent and the custodian are in the APAC regions, coordination is required with due consideration to the multiple time zones.

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股務代理人 (Suntera (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 (Suntera Corporate Services Limited)，就轉換之股份，出具經核證真實之股東名冊摘錄副本以證明該股份係登記於 J.P. Morgan 名下予保管銀行 (The Hongkong and Shanghai Banking Corporation Limited)，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為亞洲且 J.P. Morgan 於紐約市營業時間處理發放美國存託股票，相關作業須跨越多個時區，因此針對其中之聯絡事項應特別謹慎且須考量個別時區的作業時間。

**I. GENERAL****I. 一般規定**

The following flowchart illustrates the process for deposits of unrestricted shares from non-affiliate holders only. Unrestricted shares from affiliate holders and restricted shares are out of scope and irrelevant for the matter herein. The process flow should be relatively straightforward for issuance of “unrestricted” ADSs for non-affiliate holders, although account will need to be taken of the time differences as mentioned previously. Please kindly note that information provided herein is for information only. The flows are set out under optimum conditions and subject to changes from time to time. Principal parties referred to herein have been defined as follows:

下述流程圖指出寄存非關係人持有之非限制性股份之程序。關係人持有之非限制性股份以及限制性有價證券之相關作業流程不包括在下述流程圖。本流程圖係針對發放非關係人之「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：

“Depositary”: 「存託銀行」	J.P. Morgan
“Depositary Operations”: 「存託業務」	J.P. Morgan Depositary Receipt - Operations
“Share Registrar”: 「股務代理人」	Suntera (Cayman) Limited
“Transfer Agent”: 「移轉代理人」	Suntera Corporate Services Limited
“Custodian”: 「保管銀行」	The Hongkong and Shanghai Banking Corporation Limited
“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) The Instrument of Transfer attached as Annex 1 and ii) Letter of Transmittal attached as Annex 2. Upon verification, Yuanta to deliver<sup>1</sup> to Transfer Agent prior to 3pm Hong Kong (Day T) - Transfer Agent Cut Off, and copy the Depositary a scanned copy of the Instrument of Transfer and the Form of Yuanta Instruction Letter (Annex 3) together the daily conversion list. Yuanta shall provide the copy of the Letter of Transmittal to Himax on trade date for further process. Yuanta to perform check on if the Holder is an Affiliate. Procedures for holders identified as Affiliate shall be provided separately.

持有人於交易日（T日）交付予當地執行者以下項目：i) Instrument of Transfer（如後附之附錄1）及ii) Letter of Transmittal（如後附之附錄2）。於確認之後，元大證券將於（T日）香港時間下午3時交付予移轉代理人進行處理，並抄送存託銀行 Instrument of Transfer文件，以及元大證券指示書（附錄3）以及每日轉換表。元大需於交易日將Letter of Transmittal複印件提供予Himax以完成後續流程。元大且須確認持有人是否為關係人，關係人之相關作業流程另行提供。



Upon receipt of documents of Instrument of Transfer and Yuanta Instruction Letter, Transfer Agent 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Instrument of Transfer和元大證券指示書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 received from Transfer Agent and effect re-registration of any such shares from each relevant shareholder's name into the name of "JPMorgan Chase Bank N.A.", and ii) to fax/email a signed confirmation 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.

Note: the Register of Members should therefore reflect each day the cumulative number of shares re-registered in the name of "JPMorgan Chase Bank N.A." evidenced by the color-scanned certified-true-copy of extract of Register of Members held by the Custodian on behalf of J.P. Morgan since the effectiveness of the ADR Program with J.P. Morgan.

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J.P. Morgan 名下，及ii)於T日開曼群島營業時間結束前，以傳真或email確認函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。註：股東登記簿應反應每日登記於J.P. Morgan名下之股份總數，其自ADR計畫生效起，經彩色掃描核證真實Himax股東登記簿為J.P. Morgan持有之股份證明之。

<sup>1</sup> Transfer Agent have confirmed same-day processing through the Share Registrar 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 and/or the Cayman Islands, the trade date will be deferred to the following business day in Hong Kong and/or the Cayman Islands. In the event that all other recipients that follow are unable to take action due to a holiday or non-business day, their respective action will also be deferred to the following business day.

1 移轉代理人已確認透過股務代理人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。若交易日並非香港及/或開曼群島營業日，則交易日將遞延至次一香港及/或開曼群島營業日。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 from Share Registrar. Transfer Agent to provide Himax with the Form of Yuanta Instruction Letter (Annex 3) and the certified-true-copy of extract of Share Register.

Upon receipt of the above, Himax shall sign the Officer's Certificate and Letter of Transmittal, and provide scanned copy to Transfer Agent (with c.c. copy to J.P. Morgan) by 12:00pm HK time to ensure the transaction can be processed on the same day (T+1).

移轉代理人，於T+1日香港營業時間開始時，已自股務代理人收到確認函。移轉代理人將元大證券指示書(附錄3)以及已登記為J.P. Morgan名下的股東登記簿以掃描電子檔交予Himax。Himax依此完成Letter of Transmittal並簽署Officer's Certificate(附件4)，並在香港營業時間中午12:00pm之前以掃描電子檔交予移轉代理人以確保此交易能在當天處理完成。



Transfer Agent to deliver color-scanned certified-true-copy of updated Register of Members of Share Register and the scanned copies of the Officer's Certificate and Letter of Transmittal to the Custodian for the account of J.P. Morgan before 3:00pm Hong Kong time on Day T+1.

移轉代理人於T+1日香港時間下午3:00前，將經彩色掃描核證真實之摘錄股東登記簿，Officer's Certificate 及The Letter of Transmittal 掃描影印本交予保管銀行。



Upon receipt of the i) the color-scanned certified-true-copy of updated Share Register, ii) the scanned copy of Letter of Transmittal and iii) the scanned copy of Officer's Certificate, Custodian is to send Swift message/ADR delivery instructions confirming receipt of the documents required to J.P. Morgan Depositary Receipt Operations during the business day in Hong Kong on Day T+1. In cases where the said documents are to be received after the appropriate business hours/processing time, Custodian will send the Swift message/ADR delivery instructions the next immediate business day.

保管銀行確認收到經彩色掃描核證真實之股東登記簿之摘要影本、The Letter of Transmittal及Officer's Certificate影印本後，保管銀行於T+1日於香港營業日向J.P. Morgan Depositary Receipt - Operations 發出Swift 訊息以確認收到所需文件及交付美國存託憑證指示。如保管銀行無法於作業時間內收到所需文件，保管銀行會於下一個營業日發出Swift 訊息。



J.P. Morgan Depositary Receipt - Operations on open of business in NY on Day T+1 to have therefore received from the Custodian a SWIFT message confirming the receipt of i) the color-scanned certified-true-copy of updated Share Register, and the scanned copy of ii) the Letter of Transmittal and iii) Officer's Certificate. .

J.P. Morgan Depositary Receipt - Operations於T+1日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) 經彩色掃描核證真實之股東登記簿之摘要影本；ii) the Letter of Transmittal及iii) Officer's Certificate。



Provided that all required documents furnished are in good order, J.P. Morgan Depositary Receipt - Operations 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，J.P. Morgan Depositary Receipt - Operations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.

於T+1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****II. DEPOSITS, TRANSFERS AND SALES OF UNRESTRICTED SHARES/ UNRESTRICTED ADSS 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**

## 參考文件

(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 and Annex 2.

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 及 2 簽名。

(b) **Affiliates**<sup>3</sup> (*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 及 2 簽名。

<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-下述因素沒有具體名定，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

Please note that the Chinese translation is provided for ease of reference only. If there is any inconsistency between the Chinese language and English language, the English language shall prevail.

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。

**Key Contact Information**

**Yuanta Securities Co., Ltd. (“Yuanta” or “Local Administrator”)**

元大證券股份有限公司（「元大證券」或「當地執行單位」）

B1., No. 67, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City 106, Taiwan (R.O.C.)

Fax: +886-2-2586-2750

**Himax Technologies, Inc.**

27F., No. 66, Sec. 1, Zhongxiao W. Rd., Zhongzheng Dist., Taipei 100507, Taiwan

Attn: Karen Tiao

Fax: +886-2 2314-0877

**JPMorgan Chase Bank N.A. (“Depository”)**

摩根大通銀行（「存託銀行」）

383 Madison Avenue, Floor 11

New York, NY10179

Attn: Depositary Receipts Group, Charles Chung /

Vicky Hsu

Email:charles.chung@jpmorgan.com;

vicky.hsu@jpmorgan.com

Fax: +886-2 2723 3873

The Hongkong and Shanghai Banking Corporation Limited (“**Custodian**”)

香港上海滙豐銀行（「保管銀行」）

3/F, Tower 2 & 3 HSBC Centre

1 Sham Mong Road, Kowloon, Hong Kong

**Conversion Document-Annex 1  
INSTRUMENT OF TRANSFER**

I/We, \_\_\_\_\_ (the Transferor)

Account no.: \_\_\_\_\_

for the value received DO HEREBY transfer to

JPMorgan Chase Bank, N.A. (the Transferee)

Account no.: 999999999

the \_\_\_\_\_ ordinary shares at par value of US\$0.30, equivalent to

\_\_\_\_\_ ADSs (ordinary shares:ADSs=2:1)

standing in my/our name in the undertaking called

**Himax Technologies, Inc.**

to hold the same unto the Transferee

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

Signed by the Transferor

\_\_\_\_\_  
Signature



Chop/Seal

Transferor Contact Information

Tel: \_\_\_\_\_

**轉換文件附錄 1 中譯**  
**INSTRUMENT OF TRANSFER**

**注意事項:本文件為Instrument of Transfer中譯文件。以下之中文翻譯僅為參考用途，表格填寫人應以英文版Instrument of Transfer為有效文件俱以填寫暨簽名。如中英文有任何不一致之處，應以英文版本為準。**

我/我們，\_\_\_\_\_ (轉讓人)

股東戶號: \_\_\_\_\_

在此移轉予

JPMorgan Chase Bank, N.A. (受讓人)

股東戶號: 999999999

\_\_\_\_\_ 股 Himax 普通股，其面額為美金 0.3 元，約當\_\_\_\_\_ 股 Himax  
美國存託股票

日期: \_\_\_\_\_, 20\_\_\_\_



\_\_\_\_\_  
轉讓人簽名

原留印鑑

轉讓人聯絡資訊

電話號碼: \_\_\_\_\_

## Conversion Document – Annex 2

### DR – LETTER OF TRANSMITTAL FOR US REGISTERED SECURITIES

#### **BROKER / CUSTOMER TO COMPLETE ALL HIGHLIGHTED INFORMATION**

Date of Deposit: \_\_\_\_\_

To:

The Hongkong and Shanghai Banking Corporation Limited  
Attn: Direct Custody & Clearing, Settlement  
3/F, Tower 3, HSBC Centre  
1 Sham Mong Road, Kowloon, Hong Kong  
As Custodian for JPMorgan Chase Bank, N.A. (the “Custodian”)

and

JPMorgan Chase Bank, N.A., as depositary (the “Depositary”)  
500 Stanton Christiana Road  
Newark, DE 19713 USA  
Attn: Depositary Receipt - Operations

We enclose herewith the following securities (the “Deposited Securities”) registered in name of JPMorgan Chase Bank, N.A. as depositary for the benefit of holders of American Depositary Receipts:

Name of Issuer: \_\_\_\_\_ (the “Company”)

Class of share (e.g. ordinary, preferred, common): \_\_\_\_\_

Share Extract Date	Share Certificate Number (if any)	No. of Shares
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In connection with the deposit of the Deposited Securities, the depositor and any person on whose behalf it may be acting, certifies, confirms, represents, warrants, agrees and covenants to you that (1) he, she or it has read all of the representations and warranties applicable to it that are set forth in the Deposit Agreement with the Depositary pursuant to which the Deposited Securities are being deposited (as amended from time to time, the “Deposit Agreement”), including, without limitation, those set forth in paragraph (1) of the form of ADR attached to the Deposit Agreement, (2) all of such representations and warranties set forth in the Deposit Agreement are incorporated herein by this reference, and are deemed to be a part hereof as if directly set forth herein, (3) the deposit being made under this Letter of Transmittal and pursuant to such Deposit Agreement is being made in compliance with the representations, warranties and provisions of such Deposit Agreement and all applicable laws, rules and regulations, and (4) by depositing such Deposited Securities he, she or it will become a party to and be bound by the provisions of the Deposit Agreement.

Capitalized terms used but not defined herein have the meanings assigned to such terms in the Deposit Agreement.

The depositor hereby further certifies, confirms, represents and warrants that the Deposited Securities have either been registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the deposit, sale and transfer of such Deposited Securities is exempt from the registration requirements thereof.

The depositor signing below hereby further certifies, confirms, represents, warrants, agrees and covenants that: (A) (1) neither the depositor nor any person(s) on whose behalf the Deposited Securities are being presented for deposit against the



## Conversion Document – Annex 2

issuance of American Depositary Shares or Global Depositary Shares (in either case, "DSs") is an "issuer" of such Deposited Securities or is directly or indirectly acting for such "issuer" or is an "affiliate" (as defined in Rule 144(a)(1) promulgated under the Securities Act) of such "issuer", or has been an affiliate of such "issuer" during the preceding three (3) months, (2) neither the depositor nor any such other person(s) has purchased any of such Deposited Securities directly or indirectly from an "issuer" or an "affiliate" of an "issuer" in a transaction or chain of transactions not involving any public offering, and the Deposited Securities are not otherwise "restricted securities" (as defined in Rule 144(a)(3) promulgated under the Securities Act), (3) neither the depositor nor any such other person(s) has purchased any of such Deposited Securities from an "issuer" with a view to distribution, is proposing to offer or sell any of such Deposited Securities for an "issuer" in connection with the distribution of such Deposited Securities, or is participating, or has a direct or indirect participation, in any such undertaking or in the direct or indirect underwriting of any such undertaking, and (4) such Deposited Securities do not constitute the whole or a part of an unsold allotment to or subscription by a "dealer", as a participant in the distribution of such Deposited Securities by the Company issuing the same or by or through an "underwriter"; or (B) to the extent (1) the depositor or the person(s) on whose behalf the Deposited Securities are being presented for deposit against the issuance of DSs is an "issuer" of such Deposited Securities or is directly or indirectly acting for such "issuer" or is an "affiliate" of such "issuer", or has been an affiliate of such "issuer" during the preceding three (3) months, or (2) the Deposited Securities were acquired directly or indirectly from an "issuer" or an "affiliate" of an "issuer" in a transaction or chain of transactions not involving any public offering, or the Deposited Securities are "restricted securities", the depositor and/or any such person on whose behalf the Deposited Securities are being presented (a) is or currently are able to sell all of the DSs issuable on the deposit of such Deposited Securities in a single transaction pursuant to (i) an effective registration statement under the Securities Act or (ii) Rule 144 promulgated under the Securities Act, and in the case of each of sub-clause (i) and (ii), any purchaser of such DSs and/or the Deposited Securities represented thereby will not receive "restricted securities", (b) in the case of a sale made or to be made in reliance on Rule 144 promulgated under the Securities Act, they, and their broker, if any, have complied with all of the requirements of Rule 144 with respect to the DSs to be issued on deposit of such Deposited Securities, they, and their broker, if any, represent and covenant that all such requirements of Rule 144 will be on the sale of such DSs fully complied with, (c) in the case of a sale made or to be made in reliance on Rule 144 promulgated under the Securities Act, has placed an order to sell, or represent and covenant that it has a bona fide intention to sell, the DSs issuable upon deposit of such Deposited Securities within a reasonable time after the issuance thereof, in the manner required by Rule 144, or, at the time of deposit, the requirements of paragraphs (c), (e), (f) and (h) of Rule 144 shall not then apply so that such Deposited Securities may be freely transferred and may otherwise be offered and sold freely in the United States, and (d) has notified the Depositary and "issuer" of such Deposited Securities that such Deposited Securities are being deposited in accordance with this clause (B), and has provided each of the Depositary and such "issuer" with legal opinions, representation letters and such other information as and to the extent requested by the Depositary and/or such "issuer" prior to requesting such "issuer" or its transfer agent and/or share registrar to re-registrar the Deposited Securities to be deposited in the name of JPMorgan Chase Bank, N.A. as depositary for the benefit of holders of ADRs (or as otherwise directed by JPMorgan Chase Bank, N.A.); or (C)(1) the person(s) on whose behalf Deposited Securities are being presented for deposit is an "employee" (as defined in Instruction A of the General Instructions to Form S-8) of the "issuer" of such Deposited Securities, and such Deposited Securities were issued to such employee in accordance with the terms and conditions of an "employee benefit plan" (as defined in Rule 405 under the Securities Act), (2) the Deposited Securities being presented for deposit have been duly registered under a Registration Statement on Form S-8 which has been declared effective under the Securities Act, (3) no stop order suspending the effectiveness of such Registration Statement on Form S-8 has been issued and no proceedings for that purpose have been instituted or threatened by the U.S. Securities and Exchange Commission, and (4) the depositor or any such person(s) on whose behalf such Deposited Securities are being presented for deposit (a) did not acquire such Deposited Securities prior to the filing of the Registration Statement on Form S-8 and (b) either (i) is not an "affiliate" of the "issuer" of such Deposited Securities or (ii) is an "affiliate" of the "issuer" of such Deposited Securities and is currently able to sell or resell all of the DSs issuable on the deposit of such securities in a single transaction pursuant to (x) the effective Registration Statement on Form S-8 by means of a separate reoffer prospectus in accordance with all of the provisions of Instruction C of the General Instructions to Form S-8, and it has complied with all of the requirements of such Instruction C, or it represents and covenants that all such requirements will be on the sale or resale of such DSs fully complied with, or (y) all applicable provisions of Rule 144 promulgated under the Securities Act, and it has complied with all of the requirements of clause (B) of this paragraph, or it represents and covenants that all such requirements will be on the sale or resale of such DSs fully complied with, and in the case of each of sub-clause (x) and (y), any purchaser of such DSs and/or the Deposited Securities represented thereby will not receive "restricted securities".

For the purposes of this certification the term "issuer" includes not only the Company but also any person directly or indirectly controlling, controlled by or under direct or indirect common control with the Company; the term "dealer" means any person who engages either for all or part of his time, directly or indirectly, as agent, broker, or principal, in the business of offering, buying, selling, or otherwise dealing or trading in securities issued by another person; the term "underwriter" means any person who has purchased from the "issuer" the securities presented for deposit with a view to, or offers or sells for the "issuer" in



## Conversion Document – Annex 2

connection with, the distribution of any such securities, or participates or has a direct or indirect participation in any such undertaking, or participates or has a participation in the direct or indirect underwriting of any such undertaking; but the term “underwriter” does not include a person whose interest is limited to a commission from an underwriter or dealer not in excess of the usual and customary distributors’ or seller’ commission.

The undersigned depositor and any customer for whom it may be acting also certifies, confirms, represents and warrants to you that, to the extent the deposit is being made in connection with securities issuable under a stock option, employee benefit, employee stock ownership or other type of plan or arrangement, the Deposited Securities were issued upon the proper exercise of options or other plan rights and the DSs issued in accordance with the instructions herein will be delivered to the plan participant that exercised such options or other plan rights.

The depositor signing below hereby further certifies, confirms, represents, warrants, agrees, covenants and guarantees that: (1) the Deposited Securities are not subject to any pre-emptive or similar rights; (2) the Deposited Securities are duly authorized, validly issued, fully paid and non-assessable, and were legally obtained by the depositor; (3) all pre-emptive (and similar) rights with respect to the Deposited Securities have been validly waived or exercised; (4) the depositor is duly authorized to deposit the Deposited Securities and has fulfilled all requirements of applicable law or regulation with respect to the Deposited Securities or the deposit thereof against the issuance of DSs; (5) the Deposited Securities are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim; (6) the Deposited Securities have not been stripped of any rights or entitlements; (7) the Deposited Securities are not subject to any unfulfilled requirements of applicable law or regulation; (8) the deposit of the Deposited Securities with JPMorgan Chase Bank, N.A., the entry in the register of members of the Company of JPMorgan Chase Bank, N.A. as the registered holder of the Deposited Securities, the issuance of DSs representing the Deposited Securities, and any offer, transfer, sale, pledge or other disposition of the DSs or the Deposited Securities represented thereby do not conflict with or result in a breach of any terms or provisions of the Company's governing charter documents or any law, rule or regulation, and do not require any order, consent, permit, license, validation, exemption, authorization or approval of or registration with any governmental authority or agency or other official body; and (9) there are no restrictions under law on the transfer of any of the Deposited Securities or the rights of the holder of the Deposited Securities to hold or vote such Deposited Securities.

Kindly instruct JPMorgan Chase Bank, N.A., in its capacity as depositary, by cable or SWIFT to deliver the relative DSs against payment of any issuance fees and charges to:

US Broker Name (DTC Participant Name): \_\_\_\_\_

US Broker DTC Participant Number: \_\_\_\_\_

US Broker Contact Person: \_\_\_\_\_

Email and phone number of Contact Person: \_\_\_\_\_

Email and phone number of local broker (if any): \_\_\_\_\_

A/C Name: \_\_\_\_\_

A/C Number: \_\_\_\_\_

Sub A/C Name (if any): \_\_\_\_\_

Sub A/C Number (if any): \_\_\_\_\_

The depositor understands that in order for the person/entity in whose name the DSs are to be registered to receive any distributions without withholding, a Form W-9 or Form W-8 must be properly submitted to the Depositary.

In consideration of your so doing, the undersigned depositor does hereby, for itself, and its successors and assigns, unconditionally guarantee to the Depositary and the Custodian, and each of their respective successors and assigns, that the Deposited Securities are genuine and that we have good title to them, and that there are no stops or restraints against the same on the books of the above Company or otherwise, and we agree at all times hereafter that if for any reason the Depositary, the Custodian or any other party or parties should make claim on said Deposited Securities or declare said Deposited Securities to be invalid, if for any reason JPMorgan Chase Bank, N.A. is not recognized or at any time fails to continue to be recognized as the holder or the certification made above was not true when made, we will, upon request, substitute other valid securities, and in addition, we agree to at all times hereafter indemnify and save harmless the Depositary and the Custodian, and each of their respective successors and assigns, against all loss or damage to it and its agents by reason hereof and/or by reason of breach of the above certification.

## Conversion Document – Annex 2

The depositor will at all times hereafter indemnify and save harmless the Depositary, the Custodian and each of their respective officers, directors, employees, agents, affiliates, successors and assigns, against, and hold them harmless from, any and all liabilities, losses, claims, actions, costs, damages, penalties, fines, obligations, transfer or other taxes, duties, stamps and/or other governmental charges, and expenses of any kind whatsoever (including, without limitation, reasonable attorneys' fees and expenses) (each a "Liability" and any one or more of them "Liabilities") that may be imposed on, incurred by or asserted against any of them in connection with or arising out of or by reason of (i) this Letter of Transmittal or the transactions contemplated herein, including without limitation, the deposit of the Deposited Securities with the Depositary or the Custodian, the entry of the Depositary or its nominee as the registered holder of the Deposited Securities, the issuance of DSs representing the Deposited Securities, any offer, transfer, sale, pledge or other disposition of the DSs or the Deposited Securities represented thereby, any surrender and cancellation of DSs, any withdrawal of Deposited Securities represented by DSs; or (ii) any actions or omissions to act in accordance with instructions set forth in this Letter of Transmittal; or (iii) the breach or inaccuracy of any of the acknowledgements, representations, warranties, certifications, confirmations, agreements, covenants or guarantees contained herein, including, without limitation, Liabilities arising out of any claim against any of them by any registered holder or beneficial owner of the DSs issued in accordance with the instructions set forth herein and/or any transferee or pledgee thereof.

The depositor acknowledge and agree that its indemnities, acknowledgements, certifications, confirmations, representations, warranties, agreements, covenants and guarantees herein shall survive the deposit of Deposited Securities hereunder, the issuance of DSs representing the Deposited Securities, any offer, transfer, sale, pledge or other disposition of the DSs or the Deposited Securities represented thereby, any surrender and cancellation of DSs, and any withdrawal of Deposited Securities represented by DSs.

Delivery of an executed copy of this Letter of Transmittal by facsimile or other electronic transmission (including “.pdf”, “.tif” or similar format) shall be effective as delivery of a manually executed version hereof.

This Letter of Transmittal shall be governed by and construed in accordance with the internal laws of the State of New York.

Certified and Agreed to as of the date first above written:

\_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

N.B. An official signature is required.



附錄 2 中譯  
DR – LETTER OF TRANSMITTAL FOR US REGISTERED SECURITIES

**注意事項:本文件為Letter of Transmittal 中譯文件。以下之中文翻譯僅為參考用途，表格填寫人應以英文版Letter of Transmittal為有效文件俱以填寫暨簽名。如中英文有任何不一致之處，應以英文版本為準。**

存託日:

To:

The Hongkong and Shanghai Banking Corporation Limited  
Attn: Direct Custody & Clearing, Settlement  
3/F, Tower 3, HSBC Centre  
1 Sham Mong Road, Kowloon, Hong Kong  
As Custodian for JPMorgan Chase Bank, N.A. (the "Custodian")

and  
JPMorgan Chase Bank, N.A., as depositary (the "Depositary")  
500 Stanton Christiana Road  
Newark De 19713 USA  
Attn: Depositary Receipt - Operations

敬啟者:

由此附上登記為JPMorgan Chase Bank, N.A. 名下之普通股股票，由其以存託銀行之身分茲以發放以本人為受益人之美國存託股票。

發行人:Himax Technologies, Inc. (Himax)

股票種類:普通股

股票提取/轉讓日 更名為JPMorgan之新股票序號(需要的話再填寫) 股數

本人茲此聲明辦理存託之股票已根據美國證券法登記或依據美國證券法得免於登記

本人茲此聲明:

(A) (1) 本人或此交予存託之普通股之受益人並非此普通股之發行人也並沒有直接或間接為發行人行事，或為發行人之關係人，(2) 此普通股亦非參與配售之股份，(3) 本人或此交予存託之普通股之受益人非直接或間接參與承銷相關事宜，(4) 此存託之普通股並非由參與配售經銷商認購之股票。

或 (B)若本人或此交予存託之普通股之受益人為發行人，或為發行人之關係人，或此普通股於購買時不需根據美國證券法登記，則本人茲此聲明：(i)本人或此交予存託之普通股之受益人已依據美國證券法於 Form S-8 完成有效登記或依據 Rule 144 相關規定得以出售此由存託普通股發放之美國存託股票；(ii)發放之美國存託股票的出售及參與出售之股票經紀符合 Rule 144 相關規定；(iii)本人係善意以美國存託股票之形式，在美國存託股票發放後一定合理之時間內，在 Rule 144 相關規定情況下出售此美國存託股票，以及(iv)本人同意在要求發行人或其股務代理進行變更登記(股票變更為 JPMorgan 名下)前，提供由發行人要求之法律意見，聲明或其他相關所需文件。

或 (C) 此述股票及美國存託股票發放及出售符合 Rule 144 相關規定者則可豁免美國證券法有效登記之規定;且此存託係根據存託契約行事。

或 (D)(i)此存託之普通股的受益人為 Form S-8 定義的員工，且此普通股為根據員工股票福利計畫(符合美國證券法之定義)之相關規定所發放；(ii)此存託之普通股已完成 Form S-8 登記，且此受益人不是關係人；(iii)其 Form S-8 登記沒有受到任何相關規定之禁止或褫奪有效性，且此受益人係在完成 Form S-8 規定之登記之後才取得該普通股，且(a)此受益人非關係人；或(b)此受益人為關係人，則此受益人符合 Rule 144 相關規定下可出售由此存託普通股所發放之美國存託股票，且符合上述(B)的聲明。

附錄 2 中譯

說明: 上述 (A), (B), (C) 及 (D) 為分開成立之條件/條文, 且 (C) 及 (D) 為限制性股票之相關條文, 目前 Himax 發放之普通股皆為非限制性股票, 因此不屬於 (C) 及 (D) 的範疇

這份文件中所說的發行人(“issuer”)包括公司(Himax)以及任何可以直接或間接藉由一層或多層中介而控制或受該公司控制,或在該公司之一般控制之下的人;經銷商(“dealer”)指的是直接或間接以中介,或代理的角色從事證券買賣;承銷商(underwriter)指的是從事或參與股票配售及承銷的相關業務,以賺取發售佣金的中介或經銷商不屬於此定義的承銷商範圍;

本人茲此聲明: 此存託之普通股若為根據員工認股, 福利計畫或其他相關之員工股票計畫所發放之股票, 則此股票之取得符合此員工股票計畫之相關規定。且此存託普通股所發放的美國存託股票將根據以下提供的資訊劃撥給執行該員工股票計畫之股票持有人。本人聲明已閱讀並了解存託合約之相關聲明及擔保事項且確認 Letter of Transmittal 所表述之普通股存託符合存託合約之相關規定。

以下股票劃撥指令提供給 J.P. Morgan 存託銀行為劃撥美國存託股票之用

US Broker Name (DTC Participant Name): \_\_\_\_\_  
US 直接委託券商名稱  
US Broker DTC Participant Number: \_\_\_\_\_  
US 直接券商代號  
US Broker Contact Person: \_\_\_\_\_  
US 直接委託券商連絡人  
Email and Phone Number of Contact Person: \_\_\_\_\_  
US 直接委託券商連絡人 email 及電話  
Email and Phone Number of local broker (if any): \_\_\_\_\_  
當地券商連絡人email及電話 (如果有的話)  
A/C Name: \_\_\_\_\_  
開立複委託帳號者, 請填國內券商帳戶名  
A/C Number: \_\_\_\_\_  
開立複委託帳號者, 請填國內券商帳號  
Sub A/C Name (if any): \_\_\_\_\_  
請填寫個人帳戶名  
Sub A/C Number (if any): \_\_\_\_\_  
請填寫個人帳號

本人茲此聲明本人為 Letter of Transmittal 所述之股票之有效及合法持有人, 且 Letter of Transmittal 所述之股票並未被禁止或被剝奪任何權益之情事。如有任何人主張理賠, 主張股票無效之情事, 亦或主張 J.P. Morgan 非此存託股票之名義上持有人, 或主張 J.P. Morgan 名下之股票為無效, 本人同意提供其他有效之股票, 並且免除 J.P. Morgan 相關之責任及損害。

\_\_\_\_\_  
(若聲明人為公司法人請填公司法人名)

By: \_\_\_\_\_  
(自然人簽名, 或代表公司法人填寫之自然人簽名)  
Name: \_\_\_\_\_  
(簽名人之全名)  
Title: \_\_\_\_\_  
(簽名人之頭銜)  
Contact Phone Number: \_\_\_\_\_  
(簽名人之連絡電話)  
N.B. An official signature is required.  
註: 需本人簽名/授權人簽名

### ANNEX 3 附錄3

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

[On the letterhead of Yuanta]  
[元大證券信頭]

Suntera Corporate Services Limited  
18/F, On Building, 162 Queen's Road Central,  
Central, Hong Kong  
Attention: Corporate Services Team  
Fax: 852-2574-7008

cc: JPMorgan Chase Bank N.A.,  
Depository Receipt Group  
383 Madison Avenue, Floor 11  
New York, NY 10179

Attn: Charles Chung/Vicky Hsu  
Email: [charles.chung@jpmorgan.com](mailto:charles.chung@jpmorgan.com)/  
[vicky.hsu@jpmorgan.com](mailto:vicky.hsu@jpmorgan.com)  
Fax: +886-2 2723 3873

Himax Technologies, Inc.

27F., No. 66, Sec. 1, Zhongxiao W.  
Rd., Zhongzheng Dist., Taipei  
100507, Taiwan

Attn: Karen Tiao

Fax: +886-2 2314-0877

Hongkong and Shanghai Banking Corporation  
Limited

3/F, Tower 2 & 3 HSBC Centre  
1 Sham Mong Road, Kowloon, Hong Kong  
Email: [settlementhk.jpm@hsbc.com.hk](mailto:settlementhk.jpm@hsbc.com.hk)

**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 A 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A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，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 Suntera (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 A attached hereto into the name of the Depositary on the Register of Members of the Company;  
指示 Suntera (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 A 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 A attached hereto, evidenced by way of updated 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 A 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 cause to send out the color scanned certified true copy of extract of the Register of Members together with other relevant documents to HSBC DCC as appointed Custodian on behalf of the Depositary.  
提供彩色掃描核證真實Himax股東登記簿連同其他相關文件交付予為存託銀行擔任保管銀行之HSBC DCC.
- (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。

Yours sincerely  
此致

For and on behalf of  
Yuanta Securities Co., Ltd.  
代表元大證券

---

Authorised Signatories  
授權簽章人

**Please note that the Chinese translation is provided for ease of reference only. If there is any inconsistency between the Chinese language and English language, the English language shall prevail.**

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。



## Schedule A

### Daily Conversion List

Reference:

關於：

Date:

日期：

ACCOUNT CODE OF SHAREHOLDER 股東戶號	NAME OF SHAREHOLDER 股東姓名	NUMBER OF UNRESTRICTED ORDINARY SHARES 非限制性普通股股數
TOTAL NUMBER OF UNRESTRICTED ORDINARY SHARES: 非限制性普通股股數總計：		

Please note that the Chinese translation is provided for ease of reference only. If there is any inconsistency between the Chinese language and English language, the English language shall prevail.

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。

**Himax Technologies, Inc.**  
**OFFICER'S CERTIFICATE**

I, Chief Human Officer of Himax Technologies, Inc, an exempted company with limited liability incorporated under the laws of the Cayman Island (the “**Company**”), do hereby certify that:

- (a) A registration has been made in the share register of the Company in the name of JPMorgan Chase Bank, N.A., as depositary for the benefit of holders of the ADRs, for \_\_\_\_\_ ordinary shares of the Company (the “**Shares**”), which Shares have been registered in the name of JPMorgan Chase Bank, N.A., as depositary.
- (b) The Shares of the Company referred to in (a) above are being deposited in accordance with the provisions of Section 3 of the Deposit Agreement, dated as of July 14, 2017 (as from time to time amended, the “**Deposit Agreement**”), among the Company, JPMorgan Chase Bank, N.A., as depositary (the “**Depository**”), and all holders of American Depositary Receipts issued thereunder evidencing American Depositary Shares (“**ADSs**”).
- (c) Attached hereto as Exhibit A is a true and correct extract of the register of members of the Company from SMP Partners (Cayman) Limited, the Company’s share registrar, showing the Depository as a member of the Company reflecting all Shares of the Company heretofore issued to the Depository, and not otherwise cancelled by the Depository, including, without limitation, those Shares of the Company referred to in (a) above.

IN WITNESS WHEREOF, I have duly executed and delivered this Officer Certificate dated of \_\_\_\_\_.

Himax Technologies, Inc.

By: \_\_\_\_\_

Name:

Title: Chief Human Officer