Ton Yi Industrial Corp.

Minutes of 2019 Annual General Shareholders' Meeting

Time: Thursday , June 20, 2019 at 10:00 am.

Place: 7F Conference Hall, No. 837, Zhongzheng N.Rd., Yongkang Dist., Tainan City, Taiwan (R.O.C.)

Attendants: Total Shares Represented by Shareholders and Proxies

Present:1,078,596,801 shares, accounted for 68.30% of the total

shares issued (1,579,145,342 shares)

Chairperson: Chih - Hsien Lo Recorder: Sheau -Lan Wang Directors Attendance: Chih - Hsien Lo(Chairperson)

> Shing-Chi Liang(Direct) 、 Chao-Kai Haung(Direct) Jui-Sheng Wang(Direct) 、 Kuo-Keng Chen(Direct) Chih-Chung Chen(Direct) Ming-Long wang(IndependentDirect) Chin-Chen Chien(IndependentDirect) Bing-Eng Wu(IndependentDirect)

Sit-in Members: Feng-Fu Chen (President) 、 Hsu-Hwa Yu (Lawyer)

Tzu-Meng Liu (CPA)

Meeting Agenda

- I Call the meeting to order (report shareholdings of the attendances)
- II Chairperson remarks
- III Reports

Report #1

Summary: Reporting of 2018 Business Report.

Description: The business report for 2018 is attached as AppendixI.

Report #2

Summary: Reporting of Audit Committee's review over the 2018 year-end closure.

Description:

- (1)The Company's 2018 financial statements have been audited by PricewaterhouseCoopers Taiwan and reviewed by the Audit Committee. An independent auditor's report and a review report were issued separately by the above two parties.
- (2)This report was passed during the 17th meeting of the 16th board of directors.
- (3) The Audit Committee Review's Report is attached as Appendix II.

Report #3

Summary: Reporting of proposed 2018 employee' and director' remuneration.

Description:

- (1)Pursuant to Article 235-1 of the Company Law and Article 30 of the Company's Articles of Incorporation: The Company's net income, if any, should be an amount not less than 2% of the net income as the remuneration to employees and an amount not more than 2% of the net income as the remuneration to directors.
- (2)The Company in accordance with the amend Articles of Incorporation, it is proposed to allocate4.61% or NT\$73,865,960 for employee' compensation and 0.93% or NT\$14,868,758 for directors' remuneration. The payment will be made in cash.
- (3) The difference between the employee and director remuneration actually distributed and the amount estimated in 2018 was NT\$545,666 that was adjusted into the 2019 profit and loss account.

Report #4

Summary: Reporting of 2018 transactions in derivative products by the Company.

Description: All of derivative products undertake by the Company were for hedging purpose. They were primarily intended to hedge against exchange rate risks arising from export debt entitlements and import debt obligations.

Unit: NTD thousands

Period Amount of contract principal		Recognized gains (losses)		
2018.01 ~ 2018.12	72,516	2,976		

IV Acknowledgments

#1 (Proposed by the board of directors)

- Summary: Acknowledgment of the Company's 2018 Business Report and Financial Statements.
- Description:The Company's 2018 Business Report and Financial Statements have been audited by Pricewaterhouse Coopers Taiwan and are available for acknowledgment. Financial Statements are attached as Appendix III.

Resolution: Voting Result:

Shares represented at the time of voting : 1,078,596,801 votes.

	1,010,000,001 (000)		
Voting results	% of the total represented share present		
Votes in favor : 1, 058, 832, 705	98.17%		
(including 878, 766, 706 exercised via electronic voting)			
Votes against : 178, 946	0.02%		
(including 178, 946 exercised via			
electronic voting)			
Votes abstained/no votes : 19, 585, 150	1.81%		
(including 19, 567, 150 exercised via			
electronic voting)			
Votes in valid	0		

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

#2 (Proposed by the board of directors)

Summary: Acknowledgment of the Company's 2018 Earnings Appropriation.

Description:

- (1) The earnings distribution stipulated in the Articles of Incorporation: The shareholder's dividend of the Company shall be 50%~100% of the accumulated distributable earnings; also, the cash dividend ratio shall not be less than 30% of the total dividend distribution for the year.
- (2) The Company's 2018 non-consolidated financial report has been prepared and the net income amounted to NT\$1,486,253,322; the unappropriated earnings beginning and retaining surplus ; and10% legal reserveNT\$142,845,627 was set aside pursuant to lawst, plss special reserve NT\$517,887,515; the distributable earnings for the year amounted to NT\$767,723,126.
- (3)For the Company's 2018 Earnings Appropriation, a proposal has been made to pay a cash dividend of NT\$742,198,311 (NT\$470 per

thousand shares) from available earnings.

- (4) The amount of cash dividends shall be calculated and truncated to the nearest NT\$1. Fractions that do not amount to a full NT\$1 shall be summed and recognized by the Company as other income. The Company's 2017 Earnings Appropriationis are attached as Appendix IV.
- (5) Proposal to request shareholders' permission to authorize the board of directors for decisions such as the ex-dividend date and details concerning the cash dividend, which are to be announced in accordance with law.

Resolution:

Voting Result

Shares represented at the time of voting 1, 078, 596, 801 votes.

Voting results	% of the total represented share present
Votes in favor : 1, 059, 857, 899 (including 879, 791, 900exercised via	98.26%
electronic voting)	
Votes against : 257, 752	0.03%
(including257, 752exercised via	
electronic voting)	
Votes abstained/no votes : 18, 481, 150	1.71%
(including18, 463, 150 exercised via	
electronic voting)	
Votes invalid	0

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

V Discussions

#1 (Proposed by the Board of Directors)

Proposal:

Amendment of the Company's Articles of Incorporation.

Proposed for discussion.

Explanation:

(1) It was assorted with Article of the Company Act and Regulations

Governing Procedure for Board of Directors Meetings of Public Companies., Regulations Governing the Administration of Shareholder Services of Public Companies, and operate according to company practice.

(2)The proposed amendments to the Articles of Incorporation is attached as Appendix V

Resolution:

Voting Result

Shares represented at the time of voting 1,078,596,801 votes.

Voting results	% of the total represented share present		
Votes in favor : 1, 059, 945, 375	98.27%		
(including 879, 879, 376 exercised via			
electronic voting)			
Votes against : 171, 076	0.02%		
(including 171, 076 exercised via			
electronic voting)			
Votes abstained/no votes : 18, 480, 350	1.71%		
(including 18, 462, 350 exercised via			
electronic voting)			
Votes invalid	0		

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

#2

(Proposed by the Board of Directors)

Proposal:

Amendment to the Company's Operational Procedures for Acquisition and Disposal.Please proceed to discuss.

Explanation:

- (1) According to the FSC's order under Jin-Guan-Zhen-Shen-Zi No. 1070341072 dated November 26, 2018, the Company amends its "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and to conform to the needs of commercial practice.
- (2) The proposed amendments to the Operational Procedures for Acquisition and Disposal is attached as Appendix VI

Resolution:

Voting Result

Shares represented at the time of voting 1,078,596,801 votes.

Voting results	% of the total represented share present
Votes in favor : 1, 059, 939, 376	98.27%
(including 879, 873, 377 exercised via	
electronic voting)	
Votes against : 171, 076	0.02%
(including 171, 076 exercised via	
electronic voting)	
Votes abstained/no votes : 18, 486, 349	1.71%
(including 18, 468, 349 exercised via	
electronic voting)	
Votes invalid	0

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

(Proposed by the Board of Directors)

Proposal:

#3

Amendment to the Company's Operational Procedures for Loaning of Company Funds. Please proceed to discuss.

Explanation:

(1) According to the FSC's order under Jin-Guan-Zhen-Shen-Zi No. 1080304826 dated March 7, 2019, the Company amends its " Regulations Governing the Acquisition and Disposal of Assets by Public Companies ", and to conform to the needs of commercial practice.

(2) The proposed amendments to the Operational Procedures for Loaning Of Company Funds is attached as Appendix VII

Resolution:

Voting Result

Shares represented at the time of voting 1,078,596,801 votes.

Voting results	% of the total represented share present
Votes in favor : 1, 040, 134, 969 (including 860, 068, 970 exercised via	96.43%
electronic voting)	
Votes against : 194, 482	0.02%
(including 194, 482exercised via	
electronic voting)	
Votes abstained/no votes : 38, 267, 350	3.55%
(including 38, 249, 350 exercised via	
electronic voting)	
Votes invalid	0

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

(Proposed by the Board of Directors)

Proposal:

#4

Amendment to Articles of Company's Operational Procedures for Endorsements and Guarantees .Please proceed to discuss.

Explanation:

- According to the FSC's order under Jin-Guan-Zhen-Shen-Zi No. 1080304826 dated March 7, 2019, the Company amends its " Regulations Governing the Acquisition and Disposal of Assets by Public Companies ", and to conform to the needs of commercial practice.
- (2) The proposed amendments to the Operational Procedures for is Endorsements and Guarantees is attached as Appendix VIII Resolution:

Voting Result

Shares represented at the time of voting 1,078,596,801 votes.

Voting results	% of the total represented share present		
Votes in favor : 1, 040, 106, 175	96.43%		
(including 860, 040, 176 exercised via			
electronic voting)			
Votes against : 223, 276	0.02%		
(including 223, 276exercised via			
electronic voting)			
Votes abstained/no votes : 38, 267, 350	3.55%		
(including 38, 249, 350 exercised via			
electronic voting)			
Votes invalid	0		

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

#5

(Proposed by the Board of Directors)

Proposal:

Amendment to the Articles of Rules for Director Election. Please proceed to discuss.

Explanation:

(1)Maching correction of Article 192-1, and in order to protect

shareholders' equite and simplify the nomination process for directors .

(2) The proposed amendments to the Articles of Rules for Director Election is attached as Appendix IX

Resolution:

Voting Result

Shares represented at the time of voting 1,078,596,801 votes.

Voting results	% of the total represented share present		
Votes in favor : 879, 902, 626	81.58%		
(including 879, 902, 626 exercised via			
electronic voting)			
Votes against : 194, 277	0.02%		
(including 194, 277 exercised via			
electronic voting)			
Votes abstained/no votes : 198, 499, 898	18.40%		
(including 18, 415, 899 exercised via			
electronic voting)			
Votes invalid	0		

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

VI Election Matters

#1 (Proposed by the Board of Directors) Proposal:

Election of the Company of directors (including independent directors). Explanation:

(1)The term of service of the Company's 16th board 10 seats (including 3 independent directors)will end on June 22, 2019. According to the Articles of Incorporation, a total of 10 directors (including 3 independent directors) shall be elected for the 17th board, and serve a term of three years.

(2)The 17th board directors shall begin service immediately after being elected during the annual general meeting, and serve a term of three years from June 20, 2019 until June 19, 2022.The 16th board directors hall be dismissaled as soon as.

(3)The Company plans to follow the Articles of Incorporation ,and assemble an Audit Committee comprising entirely of independent directors. The third and subsequent Audit Committees shall be established as soon as new independent directors are elected on board. Audit Committees shall be dismissaled as soon as.

(4)List of director candidates is attached as Appendix X. Resolution:

Voting Result

List of Directors Elected :

Act.No	Name	Numbers of Votes received
84	Representative of Uni-President Enterprises Corp. : Chih-Hsien Lo	1, 153, 427, 391 (including 889, 660, 070 exercised via electronic voting)
84	Representative of Uni-President Enterprises Corp. : Chao-Kai Huang	1, 030, 578, 547 (including 784, 665, 761exercised via electronic voting)
84	Representative of Uni-President Enterprises Corp. : Jui-Sheng Wang	1, 030, 369, 664 (including 784, 919, 878 exercised via electronic voting)
84	Representative of Uni-President Enterprises Corp. : Feng-Fu Chen	1, 029, 194, 958 (including 881, 052, 287 exercised via electronic voting)
218	Representative of Kao Chyuan Investment Co., Ltd. : Xiu -Ling Kao	994, 714, 156 (including 787, 729, 393 exercised via electronic voting)
95	Shing-Chi Liang	991, 861, 755 (including 784, 546, 258 exercised via electronic voting)
32	Kuo-Keng Chen	991, 859, 840 (including 784, 549, 077 exercised via electronic voting)

List of Independent Directors Elected

Act.No	Name	Numbers of Votes received		
C1005***8	Ming-Long wang	977, 962, 173 (including 885, 680, 794 exercised via electronic voting)		
S1007***8	Chin-Chen Chien	977, 961, 017 (including 885, 682, 005 exercised via electronic voting)		
Q1018****0	Bing-Eng Wu	977, 614, 894 (including 886, 398, 882 exercised via electronic voting)		

Other Matters VII

Proposal:

Summary: Adoption of the Proposal for Releasing Directors from Non-competition.

Explanation:

(1)Pursuant to Article 209 of the Company Act, "Directors may obtain permission for engaging in business activities that coincide with those of the company's for directors' own benefits, or for the benefits of others, by disclosing material details during shareholder meeting."

(2)Some of the newly elected directors are found to have simultaneously assumed directorship or managerial roles in other companies that engage in business activities similar to those of the Company's. Their activities should present no threat to the Company, and a proposal has been raised to remove restrictions against their involvements in competing businesses, provided that doing so would not compromise the Company's interests.

(3) Details of the Duties Subject to Releasing the Candidates of Directors and Independent Directors from Non-competition is attached as Appendix XI. **Resolution**:

Voting Result

Voting results	% of the total represented share present		
Votes in favor : 1, 039, 847, 005	96.41%		
(including859, 781, 006 exercised via			
electronic voting)			
Votes against : 472, 040	0.04%		
(including 472, 040 exercised via			
electronic voting)			
Votes abstained/no votes : 38, 277, 756	3.55%		
(including 8, 259, 756 xercised via			
electronic voting)			
Votes invalid	0		

Shares represented at the time of voting 1,078,596,801 votes.

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voteing.

#1

Question and Motions: none

Adjournment : June 20, 2019 at 11:48 am.

2018 Business Report (Attachment 1)

The political and economic environment of every country in the world seems to have turned around in 2018, the political and trade disturbances had caused exuberant economic activity to get a slowdown, Ton Yi Industrial Corp. on the occasion of the global economic correction was also adjusting its operating model to recombine the production and sales areas of products to reduce and spread risks, and at the same time, developed the high-benefit beverage production business and invested the new container-type beverage packaging materials, it is believed that they may bring a new growth momentum to the Company in the future.

In 2018, the whole staff held the spirit of honesty, diligence, innovation, progress, and adjusted the production and sales structure at the right moment, and thus both production and sales grew satisfactorily. Meanwhile, we have gotten trust and support from customers. Ton Yi Industrial Corp.'s turnover in 2018 was NT\$19.014 billion, increased to 11.8%, and the net profit after tax was NT\$1,486 million, a growth of 147.7% over the last year. Ton Yi Industrial Corp.'s consolidated revenue for 2018 was NT\$35.104 billion.

Food Safety First, Quality First, Respect Life, and Value Safety and Health

The Company holds a corporate culture of integrity, and we extend our responsibility not only toward consumers but also toward our employees and the environment. We are committed to providing safe, hygienic, and aesthetic tin containers for food and beverages that optimize the food supply chain and enable consumers to use their purchased products with confidence. We strive to have a positive impact on society and a minimal impact on the environment through improvements in our processes. We continuously refine the value of our products and services through our after-sales and technical services in order to create a sustainable business model. We have ISO 17025 TAF laboratory certification, as well as the ISO 9001, ISO 14001, OHSAS 18001 & TOSHMS certifications, and we have been awarded JIS G3303. In 2014, we introduced the ISO 22000, HACCP, and CNS standards into our processes to complete the food safety mechanism and establish customer trust in Ton Yi Industrial Corp. and achieved the goal "Buy Ton Yi products, buy peace of mind".

Emphasis on Environmental Protection and Green Operations; Quality First, Customers' Satisfaction

The Company has continued to use our "One Core + Four Advantages" business strategy, with "Quality Management" as the core strategy and depended on our "Group Advantage", "Competitive Advantage", "Capital Advantage" and "Industry Advantage" to actively create opportunities for development and growth. Our development strategy for the future, besides our original business strategy, is to develop production and sales of beverage production and packaging materials in China in collaboration with our parent company, Uni-President Enterprises Corporation. In the future, we aim to expand into manufacturing and filling metal containers for food and beverages to develop the Company into a diversified manufacturer serving a comprehensive range of packaging materials and beverages.

Through leveraging its four advantages, Ton Yi Industrial Corp. will develop customer bases in unique product areas, differentiate itself from its competitors, expand into diversified product areas, strengthen and deepen its organizational discipline, refine its internal management, and grow its external competitive power. In addition, in the context of the numerous changes shaping the regulatory and overall business environment, the Company will use internal and external education and training to enable employees in charge of various areas to timely absorb new laws and regulations. This continuous learning and discussion by our employees will help devise strategies to respond to changes in the overall business environment.

Business Outlook for 2019

The Company is gradually expanding its manufacturing expertise and technologies for a full range of packaging containers and beverages. Combined with the aforementioned Group Advantage in the beverage production market in China and indeed worldwide, we will dedicate our best endeavors to achieve the sales targets of 2019. The foundations of tinplate and sheets of steel reached 730,000 tons, tinplate cans reached 700 million, the sales volume of beverage filling were about 150 million boxes, caps reached 3.3 billion, and new investment in the new container-type NBC containers reached 40 million. Ton Yi Industrial Corp. continuously upgrade our technology, nurture talent, stay on top of issues in environmental protection and food safety, fulfill our environmental responsibility for a sustainable environment, our economic responsibility in corporate governance, and our corporate social responsibility by being an enterprise that brings happiness and peace of mind to our employees and society, and endeavors to bring optimum return on investment to our shareholders.

Ton Yi Industrial Corp.(Attachment 2)Audit Committeeal Corp.

We have reviewed the Company's 2018 Business Report, Financial Statements, and Earnings Appropriation prepared by the Board of Directors. The standalone and consolidated financial statements were audited by Liu, Tzu-Meng and CPA Ming-Hsien Li of Pricewaterhouse Coopers Taiwan, to which they issued an unqualified opinion. Business Report, Financial Statements, and Earnings Appropriation has reviewed the abovementioned reports and found no misstatements. We hereby issue this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

For

The 2019 Annual General Meeting

Ton Yi Industrial Corp.

Convener: Chin-Cheng Chien

Audit Committee

> Member: Ming-Long Wang

Member: Bing-Eng Wu

March 25, 2019

(Attachment 3) REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE To the Board of Directors and Shareholders of Ton Yi Industrial Corp.

Opinion

We have audited the accompanying parent company only balance sheets of Ton Yi Industrial Corp. as of December 31, 2018 and 2017, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2018 and 2017, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the "Regulations Governing the Preparations of Financial Reports by Securities Issuers".

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of Ton Yi Industrial Corp. in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of Ton Yi Industrial Corp. parent company only financial statements of 2018. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Existence of sales revenues

Description

Refer to Note 4(27) for the accounting policy on revenue recognition. The Company's sales revenues for the year ended December 31, 2018 was NT\$19,013,654 thousand.

The primary business of Ton Yi Industrial Corp. is selling Tin Plate products. The Company has a large volume of transactions from sales of numerous kinds of products to a wide range of customers in many different countries such as Taiwan, Asia, Europe, America, etc. For the customers and dealers who are from remote districts, the substantive of sales revenue need more time for verification. This matter also exists in the subsidiaries of Ton Yi Industrial Corp. (investments accounted for under equity method). Thus, the existence of sales revenue has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

- 1. Inspecting whether approved additions to the merchandise master file data had been correctly entered in the merchandise master file which include basic information of customers, such as name of representative, location of company, amount of capital and scope of business for evaluating the creditworthiness of buyers.
- 2. Understanding, evaluating and validating management's controls in respect of the Company's sales transactions from customer order's approval, goods delivery, sales recording, reconciliation of cash receipts and customer's records to subsequent settlement of trade receivables. In addition, testing the internal control environment of the Company's effectiveness of revenue recognition.
- 3. Performing substantive test on selected sales transactions including confirming orders, shipping documents, invoices and cash receipts to verify the existence of sale revenues.

Inventory evaluation

Description

Please refer to Note 4(8) for accounting policy on inventory valuation, Notes 5(2) A for the accounting estimates and assumption uncertainty in relation to inventory valuation and Notes 6(3) for details of inventories. For the year ended December 31, 2018, inventory and allowance to reduce inventory to market amounted to NT\$ 2,275,825 thousand and NT\$ 32,000 thousand, respectively.

The Company's raw materials are often subject to fluctuation in the international steel prices. However, as the Tin Plate products are for necessities, such price changes may not be immediately reflected in material costs immediately. In addition, the competition landscape within the steel industry in China will continue to affect the price of raw materials that would impact the estimation of net realizable value of inventory. This matter also applies the subsidiaries of Ton Yi Industrial Corp. (investments accounted for under equity method). Thus, the inventory evaluation has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

- 1. Evaluating the adequacy of allowance for inventory and the consistency of provision policy.
- Assessing the reasonableness of the estimation of net realizable value of Tin plate products and discussing with management and examining related documents to confirm the adequacy of allowance for price decline.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers", and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, including audit committee, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance, including audit committee, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, including audit committee, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Liu, Tzu-Meng

Independent Accountants

Lin, Tzu-Shu

PricewaterhouseCoopers, Taiwan

Republic of China

March 25, 2019

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

TON YI INDUSTRIAL CORP. <u>PARENT COMPANY ONLY BALANCE SHEETS</u> <u>YEARS ENDED DECEMBER 31</u> (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Assets	Notes	 December 31, 2018 AMOUNT	3 %	 December 31, 2017 AMOUNT	7 %
	Current assets		 		 	
1100	Cash and cash equivalents	6(1)	\$ 32,961	-	\$ 38,005	-
1150	Notes receivable, net	6(2) and 12	147,753	1	118,803	1
1170	Accounts receivable, net	3(1), 6(2) and 12	784,173	3	516,317	2
1180	Accounts receivable - related	7				
	parties		1,156,882	4	928,225	3
1200	Other receivables		113,563	-	100,885	-
1220	Current income tax assets	6(23)	30,744	-	27,587	-
130X	Inventory	5(2) and 6(3)	2,243,825	7	2,007,127	7
1410	Prepayments		95,285	-	148,442	1
1476	Other current financial assets		 -		 997	-
11XX	Total current assets		 4,605,186	15	 3,886,388	14
	Non-current assets					
1517	Financial assets at fair value	3(1), 6(4) and 7				
	through other comprehensive					
	income - non-current		122,199	-	-	-
1523	Available-for-sale financial assets	3(1) and 12				
	- non-current		-	-	178,731	1
1543	Financial assets carried at cost -	3(1) and 12				
	non-current		-	-	501,050	2
1550	Investments accounted for under	6(5) and 7				
	equity method		16,063,238	52	12,205,536	44
1600	Property, plant and equipment -	6(6)				
	net		10,061,047	33	10,983,360	39
1760	Investment property - net	6(7)	1,066	-	5,914	-
1840	Deferred income tax assets	6(23)	123,604	-	102,145	-
1915	Prepayments for business	6(6)				
	facilities		6,649	-	-	-
1920	Guarantee deposits paid		2,933	-	2,933	-
1985	Long-term prepaid rents	6(8)	64,985	-	61,226	-
1990	Other non-current assets		 2,118		 3,251	
15XX	Total non-current assets		 26,447,839	85	 24,044,146	86
1XXX	Total assets		\$ 31,053,025	100	\$ 27,930,534	100

TON YI INDUSTRIAL CORP. <u>PARENT COMPANY ONLY BALANCE SHEETS</u> <u>YEARS ENDED DECEMBER 31</u> (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

				December 31, 2018			December 31, 2017	,
	Liabilities and Equity	Notes		AMOUNT	%		AMOUNT	%
	Current liabilities							
2100	Short-term borrowings	6(9)(26)	\$	2,380,107	8	\$	787,165	3
2110	Short-term notes and bills payable	6(10)(26)		399,927	1		699,816	2
2130	Current contract liabilities	3(1), 6(17) and 12		23,911	-		-	-
2150	Notes payable			15,245	-		23,659	-
2170	Accounts payable			164,446	1		255,238	1
2200	Other payables			698,713	2		527,661	2
2230	Current income tax liabilities	6(23)		63,416	-		-	-
2305	Other current financial liabilities	6(26)		310	-		2,300	-
2310	Advance receipts	3(1) and 6(17)		-	-		54,476	-
2365	Current refund liabilities	12		9,145	-		-	
21XX	Total current liabilities			3,755,220	12		2,350,315	8
	Non-current liabilities							
2540	Long-term borrowings	6(11)(26)		8,100,000	26		6,500,000	23
2550	Provisions for liabilities -	6(12)						
	non-current			78,242	-		76,802	-
2570	Deferred income tax liabilities	6(23)		205,358	1		204,498	1
2640	Accrued pension liabilities -	6(13)						
	non-current			379,753	1		360,381	2
2645	Guarantee deposits received	6(26)		5,500			6,510	
25XX	Total non-current liabilities			8,768,853	28		7,148,191	26
2XXX	Total liabilities			12,524,073	40		9,498,506	34
	Equity							
	Share capital							
3110	Share capital - common stock	6(14)		15,791,453	51		15,791,453	57
3200	Capital surplus	6(15)		230,261	1		230,047	1
	Retained earnings	3(1) and 6(16)						
3310	Legal reserve			1,596,669	5		1,536,659	5
3320	Special reserve			860,682	3		1,075,145	4
3350	Unappropriated retained earnings			1,428,456	5		659,405	2
3400	Other equity interest		(1,378,569) (5)	(860,681) (3
3XXX	Total equity			18,528,952	60		18,432,028	66
	Contingent liabilities and	9						
	commitments							
3X2X	Total liabilities and equity		\$	31,053,025	100	\$	27,930,534	100

The accompanying notes are an integral part of these financial statements.

<u>TON YI INDUSTRIAL CORP.</u> <u>PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME</u> <u>FOR THE YEARS ENDED DECEMBER 31</u> (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

$\begin{tabular}{ c c c c c c c c c c c c c c c c c c c$				Year ended December 31						
4000 Operating costs 64(7) and 7 and 9 5 19,013,654 100 \$ 17,001,461 100 5000 Operating costs 6(3)(8)(43)(2)(2),7,9 17,313,179 (9) 14,007,631 8 5010 Obtained portification sales 6(5) and 7 (87,333) - (60,386) - (42,20) 1 5010 Operating exprese 6(13)(21)(22),7.9 and 12 (70,313,179) (9) (414,464) 9 6100 Operating exprese 6(13)(21)(22),7.9 and 12 (70,91,461) (4) (5) (77,833) (5) 6100 Operating portif Selfing expreses (13)(21)(22),7.9 and 12 (70,91,23) (5) (7) (10,95,03) (7) 6100 Operating portif Selfing expreses (13)(21)(22),7.9 (11,92,22) (7) (10,97,633) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11,92,12) (7) (11			N T - 1		2018			2017	<u>0/</u>	
5000 5000 Operating costs and 9 $(3/8(k/12)(22), 7)$ (1,70), 475 $9/1$ $(1,47), 631$ 82 5000 Net operating margin 00 (5) and 7 $(8,7), 535$ $(6,3), 641$ $(6,3),$				- <u>+</u>			+			
5900 Net operating margin $(1,700,475)$ 9 $(1,400,631)$ 8 5910 Unscaling optif from sales $6(5)$ and 7 $6(3,356)$ $ (42,201)$ 1 5920 Net operating margin $(6,3,856)$ $ (42,201)$ 1 5920 Selling expenses $6(13)(21)(22),7,9$ $1,677,508$ 9 $1,489,446$ 9 6400 Selling expenses $(23,330, (-2), $			6(3)(8)(13)(21)(22), 7				\$			
5910 Unrealized profit from sales 6(5) and 7 ($-8,7,553)$ ($-1,60,386)$ ($-142,201$ 1 9920 Realized profit from sales 6(5) and 7 ($-0,386$ $-142,201$ 1 9920 Realized profit from sales 6(5) and 7 ($-0,386$ $-142,201$ 1 9920 Realized profit from sales 6(5) and 7 ($-0,386$ $-142,201$ 1 9930 Realized profit from sales 6(13)(21)(22), 7,9 $-164,203$ $-142,201$ 1 6100 Selling expenses ($-199,814$) (-40 ($-757,834$) (5 6200 General and administrative expenses ($-1,92,022$) ($-1)$ ($-1,93,603$) ($-7,70,834$) ($-7,70,834$) ($-7,70,834$) ($-7,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,70,836,033$) ($-7,7,256,037$) ($-7,256,037$) ($-7,256,037$) <td></td> <td></td> <td>and 9</td> <td>(</td> <td></td> <td></td> <td>(</td> <td></td> <td>92)</td>			and 9	((92)	
5920 Realized profit from sales 6(5) and 7 $6(0, 386)$ $142, 201$ $1482, 201$ 5950 Not operating expenses $6(13)(21)(22, 7, 9)$ $1,673,508$ 9 $1,489,446$ 9 6100 Selling expenses $(13)(21)(22, 7, 9)$ $1,673,508$ 9 $1,489,446$ 9 6100 Selling expenses $(13)(21)(22, 7, 9)$ $1,673,508$ 9 $1,489,446$ 9 6100 Total operating expenses $(249,814)$ (4) $(77,834)$ (5) 6100 Total operating expenses $(249,814)$ (2) $(39,414)$ 2 7000 Other income $6(18)$ $33,464$ $ 53,142$ 2 7010 Other income $6(6)(2,120)$ $(27,556)$ $(89,649)$ $-$ 7010 Total ono-operating income and expenses $(13,21,20)$ $(27,556)$ $(28,9,649)$ $-$ 7010 Total operating equity method, net $(1,135,516)$ 6 $(25,22)$ 2 7010 Total operating equity method, net $(1,135,516)$ 6 $(25,240)$ 4 <						-				
5950 Net operating express $(3)(21)(22), 7, 9$ and 12 $1.623, 508$ 9 $1.489, 446$ 9 6000 Selling express $(13)(21)(22), 7, 9$ and 12 $1.623, 508$ 9 $1.489, 446$ 9 6200 General and administrative expenses $(439, 340)$ $44)$ (4) $(757, 834)$ (5) 6200 Total operating express $(120, 222)$ (2) (2) (2) (3) $(337, 199)$ (2) 6000 Total operating express $(120, 222)$ (2) (2) (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ (2) $(3), (2)$ $(3), (2)$ $(3), (2)$ $(3), (2)$ $(3), (2)$ $(3), (2)$ $(3), (2)$ $(3), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2)$ $(3), (2), (2), (2)$ $(3), (2), (2), (2), (2), (2), (2), (2), (2$. ,	(-	(
Operating expenses $6(13)(212), 7, 9$ and 12 $749, 814$) (4) $(757, 834)$ $(57,$			6(5) and 7			-			<u>.</u>	
and 12 and 12 and 12 and 12 and 12 and 12 and 12 and 12 and 12 and 12 <td>5950</td> <td></td> <td>((12)(01)(02) 7.0</td> <td></td> <td>1,673,508</td> <td>9</td> <td></td> <td>1,489,446</td> <td>9</td>	5950		((12)(01)(02) 7.0		1,673,508	9		1,489,446	9	
6200 General and administrative expenses (439, 380, (3) (377, 199) (2 6450 Expected credit loss $($ $2, 833, ($ $ ($ $1, 192, 022, 0$ ($ ($ $1, 192, 022, 0$ ($ ($ $1, 092, 023, 0$ ($ -$										
6450 Expected readitions				(5)	
6000 Total operating expenses $(1192,027)$ (-7) $(1005,033)$ (-7) 6900 Opter ration 6(18) 33,464 $(-53,142)$ (-7) 7000 Other gains all losses 6(19) and 12 $(48,479)$ $(-7,86,03)$ (-7) 7010 Share of profit of associates and joint $6(5)$ $(-1,192,027)$ (-7) (-7) 7010 Other gains all losses $6(6)$ (-7) $(-7,86,03)$ (-7) 7010 Share of profit of associates and joint $6(5)$ $(-1,27,556)$ $(-7,86,03)$ $(-7,86,03)$ 7000 Total ano-operating income and expenses $(-1,27,556)$ $(-7,86,03)$ $(-7,86,03)$ 7000 Total ano-operating income and expenses $(-1,27,556)$ $(-7,86,03)$ $(-7,86,03)$ 7000 Total ano-operating income and expenses $(-2,37,1384)$ $(-55,5,136)$ $(-55,5,136)$ $(-55,5,136)$ 7000 Duralized loss from investments $6(4)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$ $(-7,256)$				(3)	(337,199) (2)	
6900 Operating profit 481,481 2 394,413 2 7010 Other prime and expenses 33,464 - 53,142 - 7020 Other prime and losses 6(19) and 12 48,479 - (78,603) - 7030 Share of profit of associates and join 6(5) ventures accounted for using equity 1,135,516 6 375,937 2 7000 Total ano-operating income and expense 6(23) 6 260,827 2 7000 Total ano-operating income and expense 6(23) 5 (.65,130) - 7000 Total ano-operating income $(.1,089,903)$ 6 260,827 2 7000 Total ano-operating income $(.1,089,903)$ 6 260,027 2 7000 Total ano-operating income $(.2,85,131)$ - $(.55,136)$ - 820 Profit for the year $(.2,85,131)$ - $(.55,132)$ - - 8316 Unrealised loss from investments $6(4)$ $(.56,532)$ - <		1		(-		1 005 022	-	
Non-operating income and expenses $6(18)$ $33,464$ $ 53,142$ $-$ 7020 Other name coss $6(0,19)$ and 12 $48,479$ $ (78,603)$ $-$ 7030 Finance coss $6(0,122,00)$ $(127,556)$ $ (88,603)$ $-$ 7000 Total non-operating income and expense $1,135,516$ 6 $375,937$ 2 7000 Total non-operating income and expense $1,089,903$ 6 $260,827$ 2 7000 Profit before income tax $1,135,516$ 6 $375,937$ 2 7000 Profit before income tax $1,289,903$ 6 $260,827$ 2 7000 Total non-operating income tax $1,371,1384$ 8 $655,240$ 4 8200 Profit for the year 2 $85,131$ 4 $55,136$ 4 8311 Acturail (0so gin on defined 6(13) 5 $42,688$ $ -$ 8316 Urrealized los from investments $6(2)$ $(2,671)$				((
7010 Other nicrome 6(18) $33,464$ $ 51,142$ $-$ 7020 Other gains and losses 6(0)(12)(20) $(127,556)$ $ (89,649)$ $-$ 7070 Share of profit of associates and joint $6(5)$ $(127,556)$ $ (89,649)$ $-$ 7070 Total non-operating income and expense $(1,135,516)$ 6 $375,937$ 2 7000 Total non-operating income and expense (623) $(1,135,516)$ 6 $375,937$ 2 7000 Total comprehensive income $(1,135,516)$ 6 $375,937$ 2 7000 Total comprehensive income $(1,371,384)$ 8 $655,240$ 4 7010 Unrealised loss from investments $6(23)$ $(\frac{85,131}{5})$ $ (\frac{55,136}{5})$ $-$ 8311 Actuarial (loss) gain on defined $6(13)$ $(\frac{5}{78,023})$ $ -$ 8349 Income tax related to components $6(23)$ $ -$ 8349 Income tax related to profit $-$ <t< td=""><td>6900</td><td>Operating profit</td><td></td><td></td><td>481,481</td><td>2</td><td></td><td>394,413</td><td>2</td></t<>	6900	Operating profit			481,481	2		394,413	2	
7020 Other psins and losses $6(6)(12)(20)$ ($127,556$) - ($88,603$) - 7030 Finance coss $6(6)(12)(20)$ ($127,556$) - ($89,649$) - 7070 Share of profit of associates and joint $6(5)$ - ($89,649$) - 7070 Total non-operating income and - 1.135,516 6 $375,937$ 2 7070 Total non-operating income and - 1.089,903 6 $260,827$ 2 7090 Profit before income tax 1.135,516 6 $375,937$ 2 7000 Total non-operating income and - ($55,136$) - 7000 Total comprehensive income - ($55,136$) - - 7011 Other comprehensive income - - - - - 7011 other comprehensive income - - - - - 7011 other comprehensive income - - - - - -	7010		6(19)		22 161			52 142		
7050 Fina c^{c} costs 6(6)(12/20) (127,556) - (89,649) - 7070 Share of profit of associates and joint 6(5) ventures accounted for using equity method, net 1,135,516 6 375,937 2 7000 Total non-operating income and expenses 1,089,903 6 260,827 2 7000 Profit before income tax 1,751,384 8 665,230 4 7010 Profit for the year $($ 85,131) - (55,136) - 7000 Profit for the year $($ $85,131$ - ($55,136$) - - $665,230$ 4 46 7010 Profit for the year $($ $56,532$ - -			. ,			-	(-	
7070Share of profit of associates and joint $6(5)$ 111			. ,	(-	$\left(\right)$		-	
method, net 1,135,516 6 375,937 2 7000 Total non-operating income and expenses 1,089,903 6 260,827 2 7900 Profit before income tax 1,571,384 8 655,240 4 7900 Profit for the year $(-85,131)$ $(-85,131)$ $(-85,131)$ $(-85,131)$ 8200 Other comprehensive income Components of other comprehensive income $(-85,131)$ $(-85,131)$ $(-85,131)$ $(-85,131)$ 8311 Actuarial (loss) gain on defined $(6(13))$ $(-85,132)$ $(-8,12,13)$ $(-8,12,1$		Share of profit of associates and joint		(127,550)	-	((),(+))	-	
expenses1.089.0036200 200.827 21.571.3846200 200.827 2Profit for the year $1.571.384$ 6200 200.827 2Profit for the year 5.136 -5.5136 $-2.55.136$ 2000 $-1.486.233$ $-8.55.240$ 4 7000 Profit for the year 5.136 $-1.486.233$ -8 -5.5136 $-1.486.233$ -8 $-6.55.240$ -4 7000 Profit for the year $5.1486.233$ -8 <th c<="" td=""><td>7000</td><td>method, net</td><td></td><td></td><td>1,135,516</td><td>6</td><td></td><td>375,937</td><td>2</td></th>	<td>7000</td> <td>method, net</td> <td></td> <td></td> <td>1,135,516</td> <td>6</td> <td></td> <td>375,937</td> <td>2</td>	7000	method, net			1,135,516	6		375,937	2
7950 8200Income tax expense Profit for the year $6(23)$ $(\underbrace{85,131}{\$})$ $$1,486,253$ $(\underbrace{55,136}{\$})$ $$600,104$ $-$ 4 8200Profit for the year $\underbrace{\$1,486,253}$ $\underbrace{\$}$ $\underbrace{\$0,104}$ $\underbrace{4}$ Other comprehensive income tompehensive income that will not be nefit planSail Actuarial (loss) gain on defined benefit planSail Urrealised loss from investments a fair value through other comprehensive income that will not be reclassified to profit or lossComponents of other comprehensive income that will not be reclassified to profit or loss24,071 - (7,256) -Components of other comprehensive income that will not be reclassified to profit or loss24,071 - (7,256) -Components of other comprehensive income that will not be reclassified to profit or loss24,071 - (7,256) -Components of other comprehensive income that will not be reclassified to profit or loss24,071 - (7,305 1available-forsale financial assets18 <td< td=""><td></td><td>expenses</td><td></td><td></td><td></td><td></td><td></td><td></td><td>2</td></td<>		expenses							2	
8200Profit for the year Other comprehensive income Components of other comprehensive income that will not be reclassified to profit or loss $$$			- ()			8		,	4	
Other comprehensive income Components of other comprehensive income that will not be reclassified to profit or loss8311Actuarial (loss) gain on defined benefit plan $(\$$ $78,023$)- $\$$ $42,688$ -8316Unrealised loss from investments fair value through other comprehensive income $(\$$ $78,023$)- $\$$ $42,688$ -8349Income tax related to components of other comprehensive income that will not be reclassified to profit or loss $24,071$ - $($ $7,256$)-8361Exchange translation of foreign operations $($ $461,374$) $($ 3 $157,305$ 18362Unrealized gain on valuation of rooments of other comprehensive income $($ $461,374$) $($ 3 $157,305$ 18360Other comprehensive income rooments of other comprehensive income 12 available-for-sale financial assets comprehensive income $ 56,089$ -8300Other comprehensive income roome for the year $($ $$571,840$ 3 $$249,896$ 18500Total comprehensive income year $$$ $$914,413$ $$$ $$$ $$850,000$ $$$ 9750Basic $$0,94$ $$$ $$0,38$		1	6(23)	(-	(-	
Components of other comprehensive income that will not be reclassified to profit or loss 8311 Actuarial (loss) gain on defined 6(13) benefit plan (\$ 78,023) - \$ 42,688 - 8316 Unrealised loss from investments 6(4) in equity instruments measured at fair value through other comprehensive income (\$ 56,532) 8349 Income tax related to comprehensive income that will not be reclassified to profit or loss 24,071 - (\$ 7,256) - Components of other comprehensive income that will be reclassified to profit or loss 8361 Exchange translation differences 6(5) arising on translation of foreign operations (\$ 461,374) (\$ 3) 157,305 11 8362 Unrealized gain on valuation of 12 available-for-sale financial assets 8369 Income tax relating to the 6(23) components of other comprehensive income for the year 8300 Other comprehensive income for the year 8300 Total comprehensive income for the year \$ 914,413 5 \$ 850,000 55 Earnings per share 6(24) 9750 Basic \$ 0.94 \$ 0.38	8200	-		\$	1,486,253	8	\$	600,104	4	
fair value through other comprehensive income8349Income tax related to components of other comprehensive income that will not be reclassified to profit or loss $($ $56,532$) $ -$ 8349Income tax related to components of other comprehensive income that will not be reclassified to profit or loss $24,071$ $ ($ $7,256$) $-$ 8361Exchange translation differences operations available-for-sale financial assets comprehensive income $($ $461,374$) $($ 3) $157,305$ 1 8362Unrealized gain on valuation of components of other comprehensive income $ 56,089$ $-$ 8300Other comprehensive income for the year 18 $ 1,070$ $-$ 8300Total comprehensive income for the year $\frac{$}{$}$ $914,413$ 5 $\frac{$}{$}$ $850,000$ 5 9750Basic $\frac{$}{$}$ 0.94 $\frac{$}{$}$ 0.38		comprehensive income that will not be reclassified to profit or loss Actuarial (loss) gain on defined benefit plan Unrealised loss from investments		(\$	78,023)	-	\$	42,688	-	
8349Income tax related to components $6(23)$ of other comprehensive income that will not be reclassified to profit or loss $24,071 - ($ $7,256) - $ Components of other comprehensive income that will be reclassified to profit or loss8361Exchange translation differences operations $6(5)$ arising on translation of foreign operations $24,071 - ($ $7,256) - $ 8362Unrealized gain on valuation of available-for-sale financial assets $($ $461,374)($ $3)$ $157,305 - 1$ 8369Income tax relating to the comprehensive income $6(23)$ components of other comprehensive income $18 56,089$ 8300Other comprehensive income $18 1,070$ 8300Other comprehensive income $8500 557,1840)($ $3)$ $$ 249,896 - 1$ 8500Total comprehensive income for the year $$ 914,413 - 5 - $ 850,000 - 5$ 8500Earnings per share Basic $6(24)$ $$ 0.94 - $ 0.38$		fair value through other		(56, 532)	-		-	-	
or loss $24,071 - ($ $7,256) - Components of other comprehensive income that will be reclassified to profit or loss 8361 Exchange translation differences 6(5) arising on translation of foreign operations (461,374) (3) 157,305 1 8362 Unrealized gain on valuation of 12 available-for-sale financial assets 56,089 18 56,089 18 56,089 18 56,089 18 56,089 18 56,089 18 56,089 18 56,089 56,089 56,089 -$	8349	Income tax related to components of other comprehensive income		,						
Components of other comprehensive income that will be reclassified to profit or loss8361Exchange translation differences arising on translation of foreign operations $(461,374)$ (3) $157,305$ 1 8362Unrealized gain on valuation of available-for-sale financial assets $ 56,089$ $-$ 8399Income tax relating to the comprehensive income $6(23)$ $ 56,089$ $-$ 8300Other comprehensive (loss) income for the year 18 $ 1,070$ $-$ 8300Total comprehensive income for the year $\frac{$ 914,413}{5}$ $\frac{$ 850,000}{5}$ $\frac{5}{5}$ Earnings per share Basic $6(24)$					24 071		(7 256)		
arising on translation of foreign operations8362Unrealized gain on valuation of available-for-sale financial assets12 available-for-sale financial assets157,30518399Income tax relating to the comprehensive income6(23) comprehensive income56,089-8300Other comprehensive (loss) income for the year18-1,070-8500Total comprehensive income for the year $$914,413$ 5\$ 850,00059750Basic $$0.94$ \$ 0.94\$ 0.38		Components of other comprehensive income that will be reclassified to profit or loss			24,071	-	(7,230)	-	
8362Unrealized gain on valuation of available-for-sale financial assets12 available-for-sale financial assets8399Income tax relating to the comprehensive income $6(23)$ comprehensive income $56,089$ 8300Other comprehensive income for the year 18 $ 1,070$ 8500Total comprehensive income for the year $(\$ 571,840)$ $3)$ $\$ 249,896$ 1 8500Total comprehensive income for the 	8361	arising on translation of foreign	6(5)	(461 274) (3)		157 305	1	
8399Income tax relating to the components of other comprehensive income $6(23)$ 8300Other comprehensive income 18 $ 8300$ Other comprehensive (loss) income for the year $(\$ 571,840)$ (3) $\$ 249,896$ 8500Total comprehensive income for the year $\$ 914,413$ 5 $\$ 850,000$ 9750Basic $\$ 0.94$ $\$ 0.94$ $\$ 0.38$	8362	Unrealized gain on valuation of	12	(401,374) (5)			1	
8300 Other comprehensive (loss) income for the year (\$ 571,840) (3) \$ 249,896 1 8500 Total comprehensive income for the year \$ 914,413 5 \$ 850,000 5 8500 Earnings per share 6(24) 6(24) \$ 0.94 \$ 0.38	8399	Income tax relating to the components of other	6(23)		-	-			-	
8500 Total comprehensive income for the year \$ 914,413 5 \$ 850,000 5 Earnings per share 6(24) \$ 0.94 \$ 0.94 \$ 0.38	8300	Other comprehensive (loss) income							<u>-</u>	
year \$ 914,413 5 \$ 850,000 5 Earnings per share 6(24) \$ 0.94 \$ 0.38	8500	-		(<u></u>	571,840) (3)	\$	249,896	1	
9750 Basic <u>\$ 0.94</u> <u>\$ 0.38</u>	0200	-		\$	914,413	5	\$	850,000	5	
	0.850		6(24)	<i>.</i>		0.01	*		0.00	
9850 Diluted \$ 0.94 \$ 0.38				\$			\$			
	9850	Diluted		\$		0.94	\$		0.38	

The accompanying notes are an integral part of these financial statements.

TON YI INDUSTRIAL CORP. PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (Expressed in thousands of New Taiwan dollars)

		Capital Reserves				Retained Earnin	igs	Other Ec		
Notes	Share capitaln- common stock	Capital surplus, additional paid-in capital	Treasury stock transactio	Donated assets	Legal reserve	Special reserv	Unappropriated retained e earnings	Exchange difference arisimg on translation of foreign operations	Unrealized gain or loss on available-for-sa le financial assets	Total equity
2017										
Balance at January 1, 2017		\$ 15,791,453	\$ 228,17	78 \$ 1,439,699	\$ 826,453	\$ 969,596	(<u>\$ 818,870</u>)	<u>\$</u>	(<u>\$ 256,275</u>)	\$ 18,180,234
Profit for the year		-			-	600,104	-	-	-	600,104
Other comprehensive income for the year	12			<u> </u>		35,432	158,375		56,089	249,896
Total comprehensive income (loss)				<u> </u>		635,536	158,375		56,089	850,000
Distribution of 2016 net income										
Legal reserve		-		- 96,960	-	(96,960) -	-	-	-
Special reserve		-			248,692	(248,692) -	-	-	-
Cash dividends	6(16)	-			-	(600,075) -	-	-	(600,075)
Capital surplus - unclaimed cash dividends	6(15)		1,86	59						1,869
Balance at December 31, 2017		\$ 15,791,453	\$ 230,04	47 \$ 1,536,659	\$ 1,075,145	\$ 659,405	(<u>\$660,495</u>)	\$ -	(<u>\$ 200,186</u>)	\$ 18,432,028
2018										
Balance at January 1, 2018		\$ 15,791,453	\$ 230,04	47 \$ 1,536,659	\$ 1,075,145	\$ 659,405	(\$ 660,495)	\$ -	(\$ 200,186)	\$ 18,432,028
Effects of retrospective application	3(1) and 12			<u> </u>		(28,130)	(200,186)	200,186	(28,130)
Balance at January 1 after adjustments		15,791,453	230,04	47 1,536,659	1,075,145	631,275	(660,495)	(200,186)		18,403,898
Profit for the year		-			-	1,486,253	-	-	-	1,486,253
Other comprehensive loss for the year	6(4)			<u> </u>		(53,952) (<u>461,356</u>)	(56,532)		(571,840)
Total comprehensive income (loss)				<u> </u>		1,432,301	(461,356)	(56,532)		914,413
Distribution of 2017 net income										
Legal reserve		-		- 60,010	-	(60,010) -	-	-	-
Cash dividends	6(16)	-			-	(789,573) -	-	-	(789,573)
Reversal of special reserve	6(16)	-			(214,463)	214,463	-	-	-	-
Capital surplus - unclaimed cash dividends	6(15)		21							214
Balance at December 31, 2018		\$15,791,453	\$ 230,20	\$ 1,596,669	\$ 860,682	\$ 1,428,456	(\$ 1,121,851)	(\$ 256,718)	\$ -	\$ 18,528,952

(Note) The employees' bonuses and directors' remuneration were \$58,920 and \$43,984 in 2014 and 2015, respectively, which had been deducted from net income for the year.

The accompanying notes are an integral part of these financial statements.

TON YI INDUSTRIAL CORP. <u>PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS</u> <u>FOR THE YEARS ENDED DECEMBER 31</u> (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Notes	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		\$	1,571,384	\$ 655,240
Adjustments		*	1,0,11,000	+ 000,210
Adjustments to reconcile profit (loss)				
Loss on financial assets at fair value through profit or				
loss			1,387	-
Expected credit loss	12		2,833	-
Provision for doubtful accounts	12		-	868
(Reversal of provision) provision for inventory market	6(3)			
price decline		(26,000)	50,000
Share of profit of associates and joint ventures	6(5)	(1,135,516) (375,937)
Unrealized profit from sales	6(5)		87,353	60,386
Realized profit from sales	6(5)	(60,386) (142,201)
Depreciation on property, plant and equipment	6(6)(21)		998,711	996,406
Loss on disposal of property, plant and equipment	6(19)		608	27,185
Gain on disposal of investment property	6(19)	(1,150)	-
Amortization of long-term prepaid rent	6(8)		4,250	3,951
Dividend income	6(18)	(5,510) (18,439)
Interest income	6(18)	(908) (456)
Interest expense	6(20)		127,556	89,649
Changes in operating assets and liabilities				
Changes in operating assets				
Financial assets at fair value through profit or loss			471,533	-
Notes receivable		(29,242) (21,508)
Accounts receivable		(262,259) (35,233)
Accounts receivable - related parties		(228,657) (214,065)
Other receivables		(12,678) (3,535)
Inventories		(210,698) (29,909)
Prepayments			53,157	21,405
Changes in operating liabilities				
Contract liabilities-current		(30,565)	-
Notes payable		(8,414)	10,334
Accounts payable		(90,792) (149,840)
Other payables			161,601 (83,173)
Advance receipts			-	12,417
Current refund liabilities			1,007	-
Accrued pension liabilities - non-current		(58,651) (56,391)
Cash inflow generated from operations			1,319,954	797,154
Dividends received			5,510	18,439
Interest received			908	456
Interest paid		(123,111) (89,004)
Income tax paid		(21,382) (156,507)
Net cash flows from operating activities			1,181,879	570,538

(Continued)

CASH FLOWS FROM INVESTING ACTIVITIES				
Decrease (Increase) in other financial assets - current		\$	997	(\$
Acquisition of investments accounted for under the equity	6(5) and 7	Ŧ		
method - sunsidiaries		(3,210,527)	(
Acquisition of property, plant and equipment	6(25)	(70,569)	(
Proceeds from disposal of property, plant and equipment			120	
Proceeds from disposal of investment property			5,998	
Increase in prepayments for equipment		(6,487)	(
Interest paid for prepayments for equipment	6(6)(20)	(162)	(
Decrease in guarantee deposits paid			-	
Increase in long-term prepaid rent		(8,009)	
Decrease in other non-current assets			1,133	
Net cash flows used in investing activities		(3,287,506)	(
			<u> </u>	
CASH FLOWS FROM FINANCING ACTIVITIES			, <u>, ,</u> ,	
CASH FLOWS FROM FINANCING ACTIVITIES Increase (decrease) in short-term borrowings	6(26)		1,592,942	(
	6(26) 6(26)	((
Increase (decrease) in short-term borrowings	. ,	(1,592,942	(
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable	6(26)	(1,592,942 300,000)	(
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable (Decrease) increase in other financial liabilities - current	6(26) 6(26)	(((1,592,942 300,000) 1,990)	(
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable (Decrease) increase in other financial liabilities - current Increase in long-term borrowings	6(26) 6(26) 6(26)	(((1,592,942 300,000) 1,990) 3,050,000	(
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable (Decrease) increase in other financial liabilities - current Increase in long-term borrowings Decrease in long-term borrowings	6(26) 6(26) 6(26) 6(26)	((((1,592,942 300,000) 1,990) 3,050,000 1,450,000)	
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable (Decrease) increase in other financial liabilities - current Increase in long-term borrowings Decrease in long-term borrowings (Decrease) Increase in guarantee deposits received	6(26) 6(26) 6(26) 6(26) 6(26)	((((1,592,942 300,000) 1,990) 3,050,000 1,450,000) 1,010)	
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable (Decrease) increase in other financial liabilities - current Increase in long-term borrowings Decrease in long-term borrowings (Decrease) Increase in guarantee deposits received Cash dividends paid	6(26) 6(26) 6(26) 6(26) 6(26) 6(16)	(((((1,592,942 300,000) 1,990) 3,050,000 1,450,000) 1,010) 789,573)	
Increase (decrease) in short-term borrowings (Decrease) increase in notes and bills payable (Decrease) increase in other financial liabilities - current Increase in long-term borrowings Decrease in long-term borrowings (Decrease) Increase in guarantee deposits received Cash dividends paid Reversal of unclaimed cash dividends	6(26) 6(26) 6(26) 6(26) 6(26) 6(16)	(((((1,592,942 300,000) 1,990) 3,050,000 1,450,000) 1,010) 789,573) 214	

6(1)

6(1)

Cash and cash equivalents at beginning of year

Cash and cash equivalents at end of year

997)

2,325,174) 13,271) 64 -68,323) 1,123) 3,324 -4,934 2,400,566)

236,635) 350,000 2,300 5,100,000 2,759,550) 1,010 600,075) 1,869 1,858,919

28,891

9,114

38,005

38,005

32,961

\$

\$

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of Ton Yi Industrial Corp.

Opinion

We have audited the accompanying consolidated balance sheets of Ton Yi Industrial Corp. and its subsidiaries (the "Group") as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ton Yi Industrial Corp. consolidated financial statements of 2018. These matters were addressed in the context of our audit of the consolidated statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Existence of sales revenues

Description

Refer to Note 4(29) for the accounting policy on revenue recognition. The Group's sale revenues from Tin Plate products for the year ended December 31, 2018 was NT\$21,829,611 thousand.

The primary business of Ton Yi Industrial Corp. and its subsidiaries is Tin Plate products. The Group has a large volume of transactions from sales of numerous kinds of products to a wide range of customers in many different countries such as Taiwan, Asia, Europe, America, etc. For sales transactions with the group's customers and dealers who are from remote districts, it would require more time to verify the existence and accuracy of sales revenue. Thus, the existence of sales revenue has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

- 1. Inspecting whether approved additions to the merchandise master file data had been correctly entered in the merchandise master file which include basic information of customers, such as name of representative, location of company, amount of capital and scope of business for evaluating the creditworthiness of buyers.
- 2. Understanding, evaluating and validating management's controls in respect of the Company's sales transactions from customer order's approval, goods delivery, sales recording, reconciliation of cash receipts and customer's records to subsequent settlement of trade receivables. In addition, testing the internal control environment of the Company's effectiveness of revenue recognition.
- 3. Performing substantive test on selected sales transactions including confirming orders, shipping documents, invoices and cash receipts to verify the existence of sale revenues.

Inventory valuation

Description

Refer to Note 4(9) for accounting policy on inventory valuation, and note 5(2) A for the accounting estimates and assumption uncertainty in relation to inventory valuation. For the year ended December 31, 2018, Tin Plate products inventory and allowance to reduce inventory to market are NT\$3,449,059 thousand and NT\$107,604 thousand, respectively.

The Group's raw materials are often subject to fluctuation in the international steel prices. However, as the Tin Plate products are for necessities, such price changes may not be immediately reflected in the material costs immediately. In addition, the competition landscape within the steel industry in China will continue to affect the price of raw materials that would impact the estimation of net realizable value of inventory. Thus, the inventory evaluation has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

- 1. Evaluating the adequacy of allowance for inventory and the consistency of provision policy.
- 2. Assessing the reasonableness of the estimation of net realizable value of Tin plate products and discussing with management and examining related documents to confirm the adequacy of allowance for price decline.

Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only financial statements of Ton Yi Industrial Corp. as of and for the years ended December 31, 2018 and 2017.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers", and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, including audit committee, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance, including audit committee, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, including audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Liu, Tzu-Meng

Independent Accountants

Lin, Tzu-Shu

PricewaterhouseCoopers, Taiwan Republic of China March 25, 2019

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

	× •		 December 31, 2018			December 31, 2017		
	Assets	Notes	 AMOUNT	%		AMOUNT	%	
	Current assets							
1100	Cash and cash equivalents	6(1)	\$ 2,265,386	6	\$	906,332	3	
1150	Notes receivable, net	6(2) and 12	928,680	3		942,043	3	
1170	Accounts receivable, net	3(1), 6(2) and 12	2,143,012	6		1,763,622	5	
1180	Accounts receivable - related	7						
	parties		1,248,553	3		876,138	2	
1200	Other receivables		247,046	1		108,613	-	
1220	Current income tax assets	6(25)	52,465	-		57,551	-	
130X	Inventories	5(2) and 6(3)	3,903,529	10		3,736,553	10	
1410	Prepayments		376,439	1		487,599	1	
1476	Other current financial assets		 698,578	2		3,194		
11XX	Total current assets		 11,863,688	32		8,881,645	24	
	Non-current assets							
1517	Financial assets at fair value	3(1), 6(4) and 7						
	through other comprehensive							
	income - non current		122,199	-		-	-	
1523	Available-for-sale financial assets	3(1) and 12						
	- non-current		-	-		178,731	1	
1543	Financial assets carried at cost -	3(1) and 12						
	non-current		-	-		501,050	1	
1600	Property, plant and equipment -	6(5)(9) and 9(4)						
	net		23,286,735	63		26,208,765	70	
1760	Investment property - net	6(6)(9)	114,763	-		129,027	-	
1780	Intangible assets	6(7)	362,330	1		363,051	1	
1840	Deferred income tax assets	6(25)	590,016	2		516,368	2	
1915	Prepayments for business	6(5) and 7						
	facilities		335,343	1		3,556	-	
1920	Guarantee deposits paid	7	26,996	-		84,473	-	
1985	Long-term prepaid rents	6(8) and 9(4)	494,267	1		482,516	1	
1990	Other non-current assets		 16,496			22,221		
15XX	Total non-current assets		 25,349,145	68		28,489,758	76	
1XXX	Total assets		\$ 37,212,833	100	\$	37,371,403	100	

ON YI INDUSTRIAL CORP. AND SUBSIDIARIES <u>CONSOLIDATED BALANCE SHEETS</u> <u>YEARS ENDED DECEMBER 31</u> (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

(Continued)

			van dollars, except as otherwise in December 31, 2018			December 31, 2017		
	Liabilities and Equity	Notes		AMOUNT	%		AMOUNT	%
	Current liabilities							
2100	Short-term borrowings	6(10)(28)	\$	3,712,581	10	\$	1,617,516	4
2110	Short-term notes and bills payable	6(11)(28)		399,927	1		699,816	2
2130	Current contract liabilities	3(1), 6(19), 7 and 12		71,206	-		-	-
2150	Notes payable			15,245	-		23,659	-
2170	Accounts payable			1,035,480	3		1,246,651	3
2180	Accounts payable - related parties	7		134,098	-		112,170	-
2200	Other payables			1,504,902	4		1,257,149	4
2220	Other payables - related parties	7		67,824	-		54,933	-
2230	Current income tax liabilities	6(25)		212,191	1		3,777	-
2305	Other current financial liabilities	6(28)		20,180	-		19,563	-
2310	Advance receipts	3(1), 6(19) and 7		-	-		83,524	-
2320	Long-term liabilities, current	6(12)(13)(28)					,	
	portion			850,829	2		2,066,184	6
2365	Current refund liabilities	3(1) and 12		9,145	-		-	-
21XX	Total current liabilities			8,033,608	21		7,184,942	19
	Non-current liabilities			- , ,			. , ,	
2540	Long-term borrowings	6(13)(28)		8,100,000	22		9,914,142	27
2550	Provisions for liabilities -	6(14)		0,100,000	22		,,,,,,,,,,	27
	non-current			78,242	-		76,802	-
2570	Deferred income tax liabilities	6(25)		664,485	2		428,263	1
2640	Accrued pension liabilities -	6(15)		001,105	2		120,200	1
20.0	non-current	0(10)		379,753	1		360,381	1
2645	Guarantee deposits received	6(28)		26,086	-		9,392	-
25XX	Total non-current liabilities	0(20)		9,248,566	25		10,788,980	29
2XXX	Total liabilities			17,282,174	46		17,973,922	48
21 11 11 1	Equity attributable to owners of			17,202,171	10		11,915,922	
	parent							
	Share capital							
3110	Share capital - common stock	6(16)		15,791,453	43		15,791,453	42
3200	Capital surplus	6(17)		230,261	-1		230,047	72
3200	Retained earnings	3(1) and $6(18)$		250,201	1		250,047	_
3310	Legal reserve	5(1) and 5(10)		1,596,669	4		1,536,659	4
3320	Special reserve			860,682	2		1,075,145	3
3350	Unappropriated retained earnings			1,428,456	4		659,405	2
3400	Other equity interest		(1,378,569) (<u>4</u>)	(860,681) ((2
31XX	Equity attributable to owners		(1,578,507) (<u> </u>	(000,001)(、 <u> </u>
3177				10 500 050	50		10 422 020	40
2000	of the parent	4(2)		18,528,952			18,432,028	2
36XX	Non-controlling interest	4(3)		1,401,707	4		965,453	3
3XXX	Total equity	0		19,930,659	54		19,397,481	52
	Contingent liabilities and	9						
	commitments		.			<i>*</i>		
3X2X	Total liabilities and equity		\$	37,212,833	100	\$	37,371,403	100

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES <u>CONSOLIDATED BALANCE SHEETS</u> <u>YEARS ENDED DECEMBER 31</u>

-	YEARS E	NDED	DECEMBER 31				
(Expressed in	thousands of New	Taiwan					
			2018	2017			
Items	Notes		AMOUNT	%	AMOUNT	%	
Sales revenue	6(19) and 7	\$	35,103,806	100 \$	32,667,383	100	
Operating costs	6(3)(7)(8)(15)(2	3					
)(24), 7 and 9	(31,752,956)(90)(29,217,870)(89)	
Net operating margin			3,350,850	10	3,449,513	11	
Operating expenses	6(7)(8)(15)(23)(2					
	4), 7, 9 and 12						
Selling expenses		(1,237,027)(4)(1,213,486)(4)	
General and administrative							
expenses		(1,120,198)(3)(998,297)(3)	
Excepted credit loss		(11,781)		<u> </u>		
Total operating expenses		(2,369,006)(7)(2,211,783)(7)	
Operating profit			981,844	3	1,237,730	4	
Non-operating income and							
expenses							
Other income	6(6)(20) and 9(4)	1,082,609	3	172,678	-	
Other gains and losses	6(5)(9)(21), 9(4))					
	and 12		464,156	2 (104,486)	-	
Finance costs	6(5)(14)(22)	(338,543)(1)(435,824)(1)	
Total non-operating							
income and expenses			1,208,222	4 (367,632)(1)	
Profit before income tax			2,190,066	7	870,098	3	
Income tax expense	6(25) and 9(4)	(650,485)(2)(267,196)(1)	
Profit for the year		\$	1,539,581	5 \$	602,902	2	
Other comprehensive income							
Components of other							
comprehensive income that							
will not be reclassified to							
profit or loss							
	Items Items Items Items Items Items Items Items Items Items It	Items Notes Sales revenue 6(19) and 7 Operating costs 6(3)(7)(8)(15)(2) (Deprating expenses) (24), 7 and 9 Net operating margin (7)(8)(15)(23)(13) Operating expenses 6(7)(8)(15)(23)(14) General and administrative (24), 7, 9 and 12 expenses 6(7)(8)(15)(23)(14) General and administrative (24), 7, 9 and 12 expenses (24), 7, 9 and 12 Total operating expenses (24), 7, 9 and 12 foro-operating income and (24), 7, 9 and 12 Operating profit (24), 7, 9 and 12 Non-operating income and (24), 7, 9 and 12 Operating profit (24), 7, 9 and 12 finance ocsets (5)(9)(21), 9(4), 9(4) income and losses (5)(9)(21), 9(4), 9(4) income and expenses (25) and 9(4), 9(4) income tax expense (25) and 9(4), 9(4) income tax expense (25) and 9(4), 9(4) income tax expense (25) and 9(4), 9(4)<	VEARS ENDED (Expressed in Housands of New Taiward (Expressed of New Taiward (Part (Pa	Items Notes AMOUNT Sales revenue $6(19)$ and 7 \$ 35,103,806 Operating costs $6(3)(7)(8)(15)(23)$ Net operating margin 3,350,850 Operating expenses $6(7)(8)(15)(23)(2$ 4), 7, 9 and 12 Selling expenses Selling expenses $(1,120,198)(1,12$	YEARS ENDED DECEMBER 31 (Expressed in thousands of New Taiwan dollars, except as otherwise indicate Vear ended Dece 2018 Year ended Dece 2018 Operating costs 6(3)(7)(8)(15)(23)(2 A (1, 237, 027) (4) (Operating expenses (1, 120, 198) (3) (Selling expenses (1, 120, 198) (3) (Operating profit 981,844 3 Total operating expenses (2, 369,006) (7) (_ Other income and losses 6(5)(9)(21), 9(4) and 12 464,156 2 (_ Other gains and losses <th colsp<="" th=""><th>YEARS ENDED DECEMBER 31 (Expressed in thousands of New Taiwan dollars, except as otherwise indicated) Year ended December 31 2018 Year ended December 31 2017 Items Notes AMOUNT % AMOUNT Sales revenue 6(19) and 7 \$ 35,103,806 100 \$ 32,667,383 Operating costs G3(7)(8)(15)(23) (24),7 and 9 $31,752,956$) 90) $29,217,870$) (20) Net operating margin 3,350,850 10 3,449,513 (20) (20) (20) (20,217,870) (20) Net operating expenses 6(7)(8)(15)(23)(2 (20) (20,350,850) 10 3,449,513 (20) Operating expenses 6(7)(8)(15)(23)(2 (20) (20,350,000) (20) (20,211,380) (20) General and administrative (20,121,98) (3) (998,297) (20,211,783) (20) Cotal operating expenses (20,369,006) (7) (2,211,783) (20) (20,211,783) (20) Other income 6(60/20) and 9(4) 1,082,609 3 172,678 (20) (20,12,824) (20)</th></th>	<th>YEARS ENDED DECEMBER 31 (Expressed in thousands of New Taiwan dollars, except as otherwise indicated) Year ended December 31 2018 Year ended December 31 2017 Items Notes AMOUNT % AMOUNT Sales revenue 6(19) and 7 \$ 35,103,806 100 \$ 32,667,383 Operating costs G3(7)(8)(15)(23) (24),7 and 9 $31,752,956$) 90) $29,217,870$) (20) Net operating margin 3,350,850 10 3,449,513 (20) (20) (20) (20,217,870) (20) Net operating expenses 6(7)(8)(15)(23)(2 (20) (20,350,850) 10 3,449,513 (20) Operating expenses 6(7)(8)(15)(23)(2 (20) (20,350,000) (20) (20,211,380) (20) General and administrative (20,121,98) (3) (998,297) (20,211,783) (20) Cotal operating expenses (20,369,006) (7) (2,211,783) (20) (20,211,783) (20) Other income 6(60/20) and 9(4) 1,082,609 3 172,678 (20) (20,12,824) (20)</th>	YEARS ENDED DECEMBER 31 (Expressed in thousands of New Taiwan dollars, except as otherwise indicated) Year ended December 31 2018 Year ended December 31 2017 Items Notes AMOUNT % AMOUNT Sales revenue 6(19) and 7 \$ 35,103,806 100 \$ 32,667,383 Operating costs G3(7)(8)(15)(23) (24),7 and 9 $31,752,956$) 90) $29,217,870$) (20) Net operating margin 3,350,850 10 3,449,513 (20) (20) (20) (20,217,870) (20) Net operating expenses 6(7)(8)(15)(23)(2 (20) (20,350,850) 10 3,449,513 (20) Operating expenses 6(7)(8)(15)(23)(2 (20) (20,350,000) (20) (20,211,380) (20) General and administrative (20,121,98) (3) (998,297) (20,211,783) (20) Cotal operating expenses (20,369,006) (7) (2,211,783) (20) (20,211,783) (20) Other income 6(60/20) and 9(4) 1,082,609 3 172,678 (20) (20,12,824) (20)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31 (Expressed in thousands of New Taiwan dollars, except for earning per share)

			Year ended December 31							
				2018		2017				
	Items	Notes		AMOUNT	%	AMOUNT	%			
8311	Actuarial (loss) gain on	6(15)								
	defined benefit plan		(\$	78,023)	-	\$ 42,688	-			
8316	Unrealized loss on	6(4)								
	valuation of investments in									
	equity instruments measured at fair value									
	through other									
	comprehensive income		(56,532)	-	-	-			
8349	Income tax related to	6(25)	(50,552)						
	components of other									
	comprehensive income that									
	will not be reclassified to									
	profit or loss			24,071	- (7,256)	-			
	Components of other									
	comprehensive income that									
	will be reclassified to profit									
8361	or loss Exchange translation									
0501	differences arising on									
	translation of foreign									
	operations		(485,359)(2)	137,678	1			
8362	Unrealized gain on	12	,	,,(_,					
	valuation of									
	available-for-sale financial									
0.000	assets			-	-	56,089	-			
8399	Income tax relating to the	6(25)								
	components of other			18		1,070				
8300	comprehensive income Other comprehensive (loss)			10		1,070				
8300	income for the year		(\$	595,825)(2)	\$ 230,269	1			
8500	Total comprehensive income		(ψ	575,025)(<u></u>) .	¢ 250,207	1			
0500	for the year		\$	943,756	3	\$ 833,171	3			
	Profit attributable to:		¥	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		¢ 000,171				
8610	Owners of the parent		\$	1,486,253	5	\$ 600,104	2			
8620	Non-controlling interest			53,328	-	2,798	-			
			\$	1,539,581	5	\$ 602,902	2			
	Comprehensive income (loss)									
	attributable to:									
8710	Owners of the parent		\$	914,413	3	\$ 850,000	3			
8720	Non-controlling interest		<u>_</u>	29,343	(16,829)				
			\$	943,756	3	\$ 833,171	3			
	Forning nor share	$\epsilon(2\epsilon)$								
9750	Earnings per share Basic	6(26)	¢		0.04	¢	0 20			
9730 9850	Diluted		<u>\$</u> \$			<u>\$</u> \$	0.38			
9000	Diluteu		Ф		0.94	Þ	0.38			

The accompanying notes are an integral part of these consolidated financial statements.

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Equity attributable to owners of the parent

		Equity attributable	10 0 0	liers of the pare	int	Retain	ed Earnings					Other equity	/ interes	st						
-	Notes	Share capital - common stock	surp	otal capital lus, additional id-in capital	Legal reserve	Speci	ial reserve	reta	Total appropriated ained earnings accumulated deficit)	Finan statem transla differen forei operat	cial ents tion ces of gn	Unrealized loss on val of financial measured value thr other comprehe incom	gain or uation l assets at fair ough r ensive	Unrea	lized gain or loss on ıble-for-sale ncial assets	Total	Ν	Non-controlling interest		al equity
2017																				
Balance at January 1, 2017		\$ 15,791,453	\$	228,178	\$1,439,699	\$	826,453	\$	969,596	(\$ 818	,870)	\$	-	(\$	256,275)	\$ 18,180,23	4	\$ 982,282	\$ 19,	162,516
Profit for the year				-	-		-		600,104	·	-		-	-	-	600,10	4	2,798		602,902
Other comprehensive income (loss) for the	2															,				
year				-			-		35,432		,375		-		56,089	249,89	- `.	19,627)		230,269
Total comprehensive income (loss)				-			-		635,536	158	,375		-		56,089	850,00	0 (16,829)		833,171
Distribution of 2016 net income																				
Legal reserve		-		-	96,960		-	(96,960)		-		-		-		-	-		-
Special reserve		-		-	-		248,692	(248,692)		-		-		-		-	-		-
Cash dividends 6	5(18)	-		-	-		-	(600,075)		-		-		-	(600,07	5)	-	(600,075)
Captial surplus - unclaimed cash dividends	5(17)			1,869			-		-		-		-		-	1,86		-		1,869
Balance at December 31, 2017		\$15,791,453	\$	230,047	\$1,536,659	\$1,	075,145	\$	659,405	(\$ 660	,495)	\$	-	(\$	200,186)	\$ 18,432,02	8	\$ 965,453	\$19,	397,481
<u>2018</u>								_									-			
Balance at January 1, 2018		\$15,791,453	\$	230,047	\$1,536,659	\$1,	075,145	\$	659,405	(\$ 660	,495)	\$	-	(\$	200,186)	\$ 18,432,02	8	\$ 965,453	\$19,	397,481
Effect of retrospective application 3	8(1) and 12	-		-	-		-	(28,130)		-	(200	,186)		200,186	(28,13	0)	-	(28,130)
Balance at January 1 after adjustments		15,791,453		230,047	1,536,659	1,	075,145		631,275	(660	,495)	(200	,186)		-	18,403,89	8	965,453	19,	369,351
Profit for the year		-		-	-		-		1,486,253		-		-		-	1,486,25	3	53,328	1,	539,581
Other comprehensive loss for the year 6	5 (4)	-		-	-		-	(53,952)	(461	,356)	(56	,532)		-	(571,84	0) (23,985)	(595,825)
Total comprehensive income (loss)				-	-		-		1,432,301	(461	,356)	(56	,532)		-	914,41	-	29,343		943,756
Distribution of 2017 net income									<u> </u>	·	<u> </u>	`	<u>, </u>					<u> </u>		
Legal reserve		-		-	60,010		-	(60,010)		-		-		-		-	-		-
Cash dividends 6	5(18)	-		-	-		-	(789,573)		-		-		-	(789,57	3)	-	(789,573)
Reversal of special reserve 6	5(18)	-		-	-	(214,463)		214,463		-		-		-		-	-		-
Captial surplus - unclaimed cash dividends	5(17)	-		214	-		-		-		-		-		-	21	4	-		214
Change in non-controlling interest		-		-	-		-		-		-		-		-		-	406,911		406,911
Balance at December 31, 2018		\$ 15,791,453	\$	230,261	\$1,596,669	\$	860,682	\$	1,428,456	(\$1,121	,851)	(\$ 256	,718)	\$	-	\$ 18,528,95	2	\$1,401,707	\$19,	,930,659
			-					-				-		-						

The accompanying notes are an integral part of these consolidated financial statements.

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes		2018		2017
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		\$	2,190,066	\$	870,098
Adjustments		+	=,1,0,000	Ŧ	0,0,050
Adjustments to reconcile profit (loss)					
Loss on financial assets at fair value through profit or					
loss			1,387		-
Expected credit loss	12		11,781		-
Provision for doubtful accounts	12		-		6,230
Provision for inventory market price decline	6(3)		36,214		33,521
Depreciation on property, plant and equipment	6(5)(6)		2,530,914		2,580,784
Impairment loss of property, plant and equipment	6(5)(9)(21)		77,490		-
(Gain) loss on disposal of property, plant and	6(21)				
equipment		(555,300)		30,007
Gain on disposal of investment property	6(21)	(1,150)		-
Gain on disposal of intangible assets		(1)		-
Amortization	6(7)(23)		9,626		9,508
Amortization of long-term prepaid rent	6(8) 0(4)	1	13,930		13,748
Gain on disposal of long-term prepaid rent Dividend income	9(4)	(608,644)	(10 420)
Interest income	6(20) 6(20)	(5,510) 22,363)	(18,439) 16,298)
Interest expense	6(20) 6(22)	(338,543	(435,824
Changes in operating assets and liabilities	0(22)		556,545		433,824
Changes in operating assets					
Financial assets at fair value through profit or loss			471,533		_
Notes receivable			13,071	(251,539)
Accounts receivable		(381,338)	(104,771
Accounts receivable - related parties		Ì	372,415)		10,616
Other receivables		ì	30,070)		9,484
Inventories		Ì	201,722)	(248,121)
Prepayments		Ì	111,160		242,054
Changes in operating liabilities					
Contract liabilities - current		(12,318)		-
Notes payable		(8,414)		10,334
Accounts payable		(211,171)		175,249
Accounts payable - related parties			21,928		19,894
Other payables			274,661	(31,403)
Other payables - related parties			12,891	(49,453)
Advance receipts			-	(154,073)
Current refund liabilities		,	1,007	,	-
Accrued pension liabilities - non-current		(58,651)	(56,391)
Cash inflow generated from operations			3,647,135		3,726,405
Dividends received			5,510		18,439
Interest received			22,363		16,298
Income tax refund		(16,195	(16,871
Interest paid Income tax paid		(363,909) 264,750)	$\left(\right)$	446,004) 290,454)
Net cash flows from operating activities		(3,062,544	(3,041,555
Ther cash nows from operating activities			5,002,344		5,041,555

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES <u>CONSOLIDATED STATEMENTS OF CASH FLOWS</u> <u>FOR THE YEARS ENDED DECEMBER 31</u> (Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes		2018		2017
CASH FLOWS FROM INVESTING ACTIVITIES					
(Increase) decrease in other financial assets - current		(\$	695,384)	\$	18,173
Acquisition of property, plant and equipment	6(27)	(253,283)	(152,262)
Proceeds from disposal of property, plant and equipment	6(27)		745,657		29,543
Proceeds from disposal of investment property			5,998		-
Proceeds from disposal of intangible assets			17		-
Increase in prepayments for equipment		(341,801)	(85,763)
Interest paid for prepayments for equipment	6(5)(22)	(162)	(1,123)
Decrease in guarantee deposits paid			57,477		5,327
Proceeds from disposal of long-term prepaid rent	6(27)		594,751		-
Increase in long-term prepaid rent		(75,781)		-
Decrease in other non-current assets			5,725		19,746
Net cash flows from (used in) investing					
activities			43,214	(166,359)
CASH FLOWS FROM FINANCING ACTIVITIES					
Increase (decrease) in short-term borrowings	6(28)		2,095,065	(958,083)
(Decrease) increase in notes and bills payable	6(28)	(300,000)		350,000
Increase (decrease) in other financial liabilities - current	6(28)		617	(1,366)
Decrease in corporate bonds payable	6(28)	(647,266)		-
Increase in long-term borrowings	6(28)		3,528,276		5,758,374
Decrease in long-term borrowings	6(28)	(5,913,873)	(7,295,376)
Increase in guarantee deposits received	6(28)		16,694		1,083
Cash dividends paid	6(18)	(789,573)	(600,075)
Reversal of unclaimed cash dividends	6(17)		214		1,869
Change in non-controlling interest			406,911		-
Net cash flows used in financing activities		(1,602,935)	(2,743,574)
Effect of foreign exchange rate changes on cash and cash					
equivalents		(143,769)		29,089
Net increase in cash and cash equivalents			1,359,054		160,711
Cash and cash equivalents at beginning of year	6(1)		906,332		745,621
Cash and cash equivalents at end of year	6(1)	\$	2,265,386	\$	906,332

The accompanying notes are an integral part of these consolidated financial statements.

Ton Yi Industrial Corp.

(Attachment 4)

2018 Earnings Appropriation

Unit : N

Item	Amount
Retained earnings-unappropriated in previous year	24, 285, 240
Add : An effort to ascertain the amount of remeasuring of the fringe benefit programs.	(62, 417, 927)
Add : Tax rate change influence	8, 465, 633
Less : IFRS 9 influence	(28, 130, 000)
Adjusted retained earnings-unappropriated	(57, 797, 054)
Add : 2018Earnings Available for Distribution	1, 486, 253, 322
Less : 10% Legal Reserve	(142, 845, 627)
Less : special reserve	(517, 887, 515)
Distribution Items :	767, 723, 126
Distributable earnings in 2018	
Cash Dividends to Common Share Holders (NT\$ 0.47per share)	(742, 198, 311)
Retained earnings-unappropriated, at the end of 2018	25, 524, 815
OTE : Net income for 2018shall be preferred in the profie distribution. Each common shareholder will be entitled to receive the cash divide In dollar amount. The fractional parts would be classified as "other n income".	

Chairman: Chih-Hsien Lo Manager: Feng-Fu Chen Head of Accounting: Yi-Hsin Liu

Provision After Proposed Amendments	Current Provision	Explanation
Article 1 The Company was named "TON YI INDUSTRIAL CORP." in accordance with the provisions of the Company Act for company limited and the English name <u>was</u> <u>named "TON YI INDUSTRIAL</u> <u>CORP."</u>	Article 1 The Company is duly incorporated under the provisions governing a company limited by shares as set forth in the Companies Act in the full name of Ton Yi Industrial Corp.	According to Article 392-1 of the Company Act, a company may apply for registration of corporate name in a foreign language; therefore, the amendment was included.
(No change)	 Article 2 The businesses operated by the Company are as follows: 1. Domestic and export sales of processed and manufactured various types of metal sheets, printed sheets and other processed materials. 2. Domestic and export sales of processed and manufactured tinted steel plates and raw steel plates. 3. Domestic and export sales of manufactured cans and tinplate machinery. 4. Provide processing and manufacturing technology for tin cans, tinted steel plate and other raw steel plate. 5. F199990 other wholesale business (oxidized metal, 	

Ton Yi Industrial Corp. (Attachment 5) Comparison Table of Articles of the Company Corporate Charter

Provision After Proposed Amendments	Current Provision	Explanation
<u>Article 3</u> When the Company needs to invest in other businesses due to its business needs, it will <u>not be</u>	 aliphatic acid, tin products and oxidized tin). 6. ZZ99999 other businesses not prohibited or restricted by law except any business requiring special approval. Article 2-1 The Company may invest in other enterprise and be free from the restriction of total investment 	In accordance with Article 13 of the Company Act,
restricted by the over 40% of the paid in capital which is stipulated in <u>Article 13</u> of the Company Act. <u>Any</u> re-investment <u>matters</u> shall be decided by the resolution of the Board of Directors.	amount referred to in the Companies Act. Any matters regarding long-term equity investment shall be resolved in accordance with the resolutions of the Board of Directors. The aforementioned business operations shall abide by relevant laws.	the text and order of this article shall be amended as appropriate.
Article 4 The Company may make external endorsement/guarantee due to the business.	Article 3 The Company may make external endorsement/guarantee due to the business.	In accordance with the adjustment of the original Article 2-1, this article was amended to Article 4.
<u>Article 5</u> The Company's head office is based in Tainan, and may establish branches and representative offices domestically or overseas through <u>the</u> <u>decision of the Board of Directors</u> if necessary.	Article 4 The Company's head office is based in Tainan, and may establish branches and representative offices domestically or overseas if necessary.	1.In accordance with the adjustment of the original Article 2-1, this article was amended to Article 5. 2.To follow the existing operation.

Provision After Proposed Amendments	Current Provision	Explanation
Article 6 The total capital stock of the Company shall be in the amount of NTD 17,847,009,180 divided into 1,784,700,918 shares at a par value of NTD 10 each, and may be paid-up in installments. The Company may issue preferred shares within the amount of aforementioned shares, and the unissued shares are authorized to be issued by the Board of Directors when deemed necessary for the business.	Article 5 The total capital stock of the Company shall be in the amount of NTD 17,847,009,180 divided into 1,784,700,918 shares at a par value of NTD 10 each, and may be paid-up in installments. Where any increase in capitalization occurs, the Company may issue shares over par value. The Company may issue preferred shares within the amount of aforementioned shares, and the unissued shares are authorized to be issued by the Board of Directors when deemed necessary for the business.	1.In accordance with the adjustment of the original Article 2-1, this article was amended to Article 6. 2.It was amended by the provisions of Article 156 of the Company Act.
<u>Article 7</u> The shares shall be registered and shall be numbered and signed or sealed by a director who is a <u>representative of the Company</u> and <u>issued by a stock issuer of a bank in</u> <u>accordance with the law, the</u> <u>registered stocks issued by the</u> <u>Company</u> may not be printed, but the shares issued shall be registered in Governing Centralized Securities Depository Enterprises and <u>processed in accordance with the</u> <u>regulations of the institution.</u>	Article 6 It is not necessary for the Company to print stock certificates, but if stock certificates are to be issued, all of them have to be registered. Upon the competent authorities' approval to register or issue new shares, the share certificates hereof, shall be duly signed or sealed of no less than three Directors of the Company, and duly authenticated by the competent authorities of the government or the certification organization authorized thereby before issuance.	1.In accordance with the adjustment of the original Article 2-1, this article was amended to Article 7. 2.It was amended by the provisions of Article 161-2 and Article 162 of the Company Act.
<u>Article 8</u> If the company handles <u>shareholder</u> <u>operation services such as</u> <u>shareholders transfer, mortgage</u> <u>setting, registering loss, inheritance,</u> <u>gift, seal change and address</u> <u>change, except as otherwise</u> <u>provided by the Act and the</u> <u>Securities Exchange Act</u> , it shall be handled in accordance with the	Article 7 For transfer of any stock certificate, both the transferor and transferee shall fill out the application form, sign or affix seals thereon and apply to the Company for stock certificate transfer. Until the transfer procedures are completed in full and until the shares under transfer are entered into the Register (Roster) of	1.In accordance with the adjustment of the original Article 2-1, this article was amended to Article 8. 2.This article

Provision After Proposed Amendments	Current Provision	Explanation
"Regulations Governing the Administration of Shareholder Services of Public Companies".	Shareholders, the transferred stock certificate shall not act against the Company. The matters regarding the Company's equity affairs shall be duly handled in accordance with the "Regulations Governing Equity Affairs of Public Companies" promulgated by the Stock Securities & Exchange Commission, Ministry of Finance.	was amended in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" as appropriate.
(delete)	Article 8 The shareholders hereof shall have their seal specimen cards, ID Cards or profit-seeking enterprise certificates submitted to and archived at the Company upon opening accounts. The specimen seals shall be taken as the grounds for the shareholders to receive dividend, bonus and exercise shareholders' interests. A shareholder who has lost or changed his registered specimen seal shall fill out the application form and submit it along with the supporting documents verifying his/her capacity along with the Xerox copy (photocopy) thereof, the new registered seal impression card and share certificates to the Company in person for registration. The new registered seal impression card comes into effect on the date which the application is approved. In case of application for change in the shareholder name because of succession, the inheritor shall submit supporting documents verifying the lawful succession.	Not a matter of the companys' Articles of association,so delete it

Provision After Proposed Amendments	Current Provision	Explanation
Article 9 No transfer of shares shall be handled within sixty days prior to a shareholders' regular meeting, or within thirty days prior to a shareholders' extraordinary meeting, or within five days prior to allocation of dividend' bonus or any other benefits.	Article 9 No transfer of shares shall be handled within sixty days prior to a shareholders' regular meeting <u></u> or within thirty days prior to a shareholders' extraordinary meeting, or within five days prior to allocation of dividend' bonus or any other benefits.	Text error correction
(delete)	Article 10 The following formalities shall take place for processing any application pertaining to the loss of share certificates and replacement of such: 1.A shareholder who has lost his/her share certificates shall report to the security authority and apply to the Company with an application form for registration of the lost share certificates.	Not a matter of the companys' Articles of association,so delete it.
	2.Such shareholder shall apply to the court for public summons in accordance with the Code of Civil Procedure and shall submit to the Company the application form, duplicate copy, and the receipt issued by the court verifying the receipt of the application within five days, otherwise the application shall be annulled.	
	3.Upon expiry of the public disclosure dunning, the shareholder may apply for reissuance of share certificates by providing the invalidating judgment to the Company.	
(delete)	Article 11 The Company may collect adequate handling charge cover printing cost and revenue stamp tax for transfer of the share certificates.	Not a matter of the companys' Articles of association,so

Provision After Proposed Amendments	Current Provision	Explanation
		delete it.
Article 10 The shareholders' meeting hereof consists of two categories—the shareholders' regular meeting and shareholders' extraordinary meeting. The shareholders' regular meeting shall be convened by the Board of Directors once per annum within six months from the closing of each fiscal year, with notices for the shareholders' meeting to be sent to all shareholders at least thirty days in advance. A shareholders' extraordinary meeting may be called	Article 12 The shareholders' meeting hereof consists of two categories—the shareholders' regular meeting and shareholders' extraordinary meeting. The shareholders' regular meeting shall be convened by the Board of Directors once per annum within six months from the closing of each fiscal year, with notices for the shareholders' meeting to be sent to all shareholders at least thirty days in advance. A shareholders' extraordinary meeting may be called	In accordance with the adjustment of the original Article 2-1, this article was amended to Article 10.
whenever it is deemed necessary with notices for the shareholders' meeting to be sent to all shareholders fifteen days in advance.	whenever it is deemed necessary with notices for the shareholders' meeting to be sent to all shareholders fifteen days in advance.	
Article 11	Article 13	1.In
In the event where a shareholder is unable to attend a shareholders' meeting for any reason, the shareholder may appoint a proxy to attend the meeting on behalf of the	In the event where a shareholder is unable to attend a shareholders' meeting for any reason, the shareholder may appoint a proxy to attend the meeting on behalf of the	accordance with the adjustment of the original Article 2-1,
shareholder by executing a power of attorney in accordance with Article 177 of the Company Act.	shareholder by executing a power of attorney in accordance with Article 177 of the Company Act.	this article was amended to Article 11.
		2.Text error correction

Provision After Proposed Amendments	Current Provision	Explanation
Article 12 If the shareholders' meeting is convened by the Board of Directors, it shall be chaired by the Chairman of Board. If the Chairman is absent or fails to perform the duty with justified reasons, the chairperson may be assumed by Vice-Chairman of the Board. If the Vice-Chairman	Article 14 If the shareholders' meeting is convened by the Board of Directors, it shall be chaired by the Chairman of Board. If the Chairman is absent or fails to perform the duty with justified reasons, the chairperson may be assumed by Vice-Chairman of the Board. If the Vice-Chairman	In accordance with the adjustment of the original Article 2-1, this article was amended to Article 12.
is absent or fails to perform the duty with justified reasons, the chairperson shall be assumed by a Director designated by the Chairman. If no such designee is appointed, the chairperson shall be elected out of the Directors. If the shareholders' meeting is called by	is absent or fails to perform the duty with justified reasons, the chairperson shall be assumed by a Director designated by the Chairman. If no such designee is appointed, the chairperson shall be elected out of the Directors. If the shareholders' meeting is called by	
any convener other than the Board of Directors, the chairperson shall be assumed by the convener. If there are more than two conveners, the chairperson shall be elected out of the conveners. In the event where the chairman adjourns the meeting	any convener other than the Board of Directors, the chairperson shall be assumed by the convener. If there are more than two conveners, the chairperson shall be elected out of the conveners. In the event where the chairman adjourns the meeting	
and is in violation of the rules, another person shall be nominated to be the chairperson and be elected by a majority of shareholder votes to continue with the meeting accordingly. Article 13	and is in violation of the rules, another person shall be nominated to be the chairperson and be elected by a majority of shareholder votes to continue with the meeting accordingly. Article 15	1. In
Unless otherwise provided for in the Companies Act, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting attended by shareholders representing a majority of the total issued shares. When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more	Unless otherwise provided for in the Companies Act, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting attended by shareholders representing a majority of the total issued shares. When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more	 1. In accordance with the adjustment of the original Article 2-1, this article was amended to Article 13. 2. It was amended by the provisions

Provision After Proposed Amendments	Current Provision	Explanation
a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a Shareholders' meeting within one month. In the aforesaid meeting of shareholders, if the tentative resolution is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the preceding article.	a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a Shareholders' meeting within one month. In the aforesaid meeting of shareholders, if the tentative resolution is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the preceding article.	of the Company Act as appropriate.
Article 14 Unless otherwise provided in laws, a shareholder shall be entitled to one voting right for each share held by him/her.	Article 16 Unless otherwise provided in laws, a shareholder shall be entitled to one voting right for each share held by him/her.	In accordance with the adjustment of the original Article 2-1, this article was amended to Article 14.
Article 15 Meeting minutes shall be kept for meeting, specifying the date, month, year and location of the meeting, the name of the Chairman, the method of adopting resolutions, a summary of the essential points of the proceedings and the results of the meeting, and bearing the signature or seal of the Chairman of the meeting. The minutes shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting and the distribution of the minutes may be effected by means of a public notice in accordance with the Company Act. The aforesaid minutes shall be kept persistently throughout the life of the Company	Article 17 Meeting minutes shall be kept for every meeting, specifying the date, month, year and location of the meeting, the name of the Chairman, the method of adopting resolutions, a summary of the essential points of the proceedings and the results of the meeting, and bearing the signature or seal of the Chairman of the meeting. The minutes shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting and the distribution of the minutes may be effected by means of a public notice in accordance with the Company Act. The aforesaid minutes shall be kept persistently throughout the life of the Company	 In accordance with the adjustment of the original Article 2-1, this article was amended to Article 15. It was amended by the provisions of Article 183 of the Company Act as appropriate.

Provision After Proposed Amendments	Current Provision	Explanation
and processed in accordance with Article 183 of the Company Act.	and processed in accordance with Article 183 of the Company Act.	
Article 16 The Directors' meeting is authorized to agree on the remuneration of Directors according to the contribution of the Director toward business operations and also the standard generally prevailing in the same trade. Article 17 The Company shall establish the Board of Directors constituted by seven (7) to ten (10) Directors, for whom the election thereof adopts the candidates nomination system and on the shareholders' meeting votes shall be cast on the candidates list based on the cumulative ballot system specified in Article 198 of the Company Act; provided that the total number of registered shares held by all of the Directors shall not be less than a certain percentage of the total number of the Company's outstanding shares. The rules governing the aforesaid shareholding percentage and the verification and execution thereof shall be established in compliance with orders of the competent authority. The rules governing the election of the Board of Directors shall be passed by a shareholder's meeting.	Article 18 The Directors' meeting is authorized to agree on the remuneration of Directors according to the contribution of the Director toward business operations and also the standard generally prevailing in the same trade. Article 19 The Company shall establish the Board of Directors constituted by seven (7) to ten (10) Directors, for whom the election thereof adopts the candidates nomination system and on the shareholders' meeting votes shall be cast on the candidates list based on the cumulative ballot system specified in Article 198 of the Company Act; provided that the total number of registered shares held by all of the Directors shall not be less than a certain percentage of the total number of the Company's outstanding shares. The rules governing the aforesaid shareholding percentage and the verification and execution thereof shall be established in compliance with orders of the competent authority. The rules governing the election of the Board of Directors shall be passed by a shareholder's meeting.	In accordance with the adjustment of the original Article 2-1, this article was amended to Article 16. In accordance with the deletion of the original Article 10 and Article 11, this article was amended to Article 17.

Provision After Proposed Amendments	Current Provision	Explanation
In order to abide by Article 14-2 of the Securities and Exchange Act, the number of independent Directors shall not be less than 2 persons, and shall not be lower than one-fifth of the overall directorships on the board. The matters of qualifications, shareholdings, non-compete limitations, impartiality and nomination and selection of independent Directors shall be in accordance with related law and regulation.	In order to abide by Article 14-2 of the Securities and Exchange Act, the number of independent Directors shall not be less than 2 persons, and shall not be lower than one-fifth of the overall directorships on the board. The matters of qualifications, shareholdings, non-compete limitations, impartiality and nomination and selection of independent Directors shall be in accordance with related law and regulation.	
The election of all Directors of the Company shall adopt a nomination approach, and the nomination process shall be in accordance to Article 192-1 of the Companies Act.	The election of all Directors of the Company shall adopt a nomination approach, and the nomination process shall be in accordance to Article 192-1 of the Companies Act.	
Article 18	Article 19-1	In accordance
The Company shall establish an	The Company shall establish an	with the deletion of the
Audit Committee in accordance	Audit Committee in accordance	original
with Articles 14-4 and 181-2 of the	with Articles 14-4 and 181-2 of the	Article 10 and
Securities and Exchange Act. The	Securities and Exchange Act. The	Article 11, this article was
exercise of powers of supervisors	exercise of powers of supervisors	amended to
under the Company Act and	under the Company Act and	Article 18.
Securities and Exchange Act shall	Securities and Exchange Act shall	
now be carried out by members of	now be carried out by members of	
the Audit Committee. The Audit	the Audit Committee. The Audit	
Committee shall include all of the	Committee shall include all of the	
independent Directors of the	independent Directors of the	
Company. It shall not be fewer	Company. It shall not be fewer	
than three persons in number, one of	than three persons in number, one of	
whom shall be committee convenor,	whom shall be committee convenor,	
and at least one of whom shall have	and at least one of whom shall	
accounting or financial expertise.	have accounting or financial	
The Company's Board of Directors	expertise. The Company's Board of	

Provision After Proposed Amendments	Current Provision	Explanation
May establish other functional	Directors may establish other	
committees of which the committee	functional committees of	
charter may be stipulated by the	which the committee charter may be	
Board of Directors.		
Board of Directors.	stipulated by the Board of Directors.	
		1.1
Article 19 The Directors constitute the Board	Article 20 The Directors constitute the Board	1.In accordance
of Directors and shall elect one	of Directors and shall elect one	with the
Chairman from among the Directors	Chairman from among the Directors	deletion of the
by a majority vote at a meeting	by a majority vote at a meeting	original
attended by over two-thirds of the	attended by over two-thirds of the	Article 10 and
Directors and one Vice-Chairman	Directors and one Vice-Chairman	Article 11, this
may be elected from among the	may be elected from among the	article was
Directors to assist the chairman. The	Directors to assist the chairman. The	amended to
Chairman shall represent the	Chairman shall represent the	Article 19.
Company externally and shall take	Company externally and shall take	2.It was
charge of the Company's business	charge of the Company's business	amended by
operation internally pursuant to	operation internally pursuant to	the provisions
laws, these Articles and resolutions	laws, these Articles and resolutions	of Article 208
of shareholders' meetings and	of shareholders' meetings and	of the
Directors' meetings.	Directors' meetings.	Company Act
		as appropriate.
Article 20	Article 21	In accordance
The Board of Director shall be	The Board of Director shall be	with the
chaired by the Chairman of the	chaired by the Chairman of the	deletion of the
Board. If the Chairman is absent or	Board. If the Chairman is absent or	original
fails to perform the duty with	fails to perform the duty with	Article 10 and
justified reasons, the chairperson	justified reasons, the chairperson	Article 11, this
may be assumed by the	may be assumed by the	article was
Vice-Chairman of the Board. If the	Vice-Chairman of the Board. If the	amended to
Vice-Chairman is absent or fails to	Vice-Chairman is absent or fails to	Article 21.
perform such duty for any reason,	perform such duty for any reason,	
the chairperson shall be assumed by	the chairperson shall be assumed by	
a Director designated by the	a Director designated by the	
Chairman. If no such designee is	Chairman. If no such designee is	

Provision After Proposed Amendments	Current Provision	Explanation
appointed, the chairperson shall be	appointed, the chairperson shall be	
elected from remaining Directors.	elected from remaining Directors.	
Article 21	Article 22	In accordance
The Directors have a three-year	The Directors have a three-year	with the
tenure of office and are eligible for	tenure of office and are eligible for	deletion of the
reelection. In the event where the	reelection. In the event where the	original
period of tenure is reached and the	period of tenure is reached and the	Article 10 and
election has not taken place, the	election has not taken place, the	Article 11, this
duties and tenure of the Directors	duties and tenure of the Directors	article was
shall be extended to such time that	shall be extended to such time that	amended to
the election has taken place,	the election has taken place,	Article 21.
however the competent authority	however the competent authority	
may, ex officio, order that the	may, ex officio, order that the	
Company complete the reelection	Company complete the reelection	
within the specified time limit. If	within the specified time limit. If	
reelection is not held within the	reelection is not held within the	
specified time limit, the Directors	specified time limit, the Directors	
shall be discharged automatically ex	shall be discharged automatically ex	
officio upon expiry of the specified	officio upon expiry of the specified	
time limit. Where one third or more	time limit. Where one third or more	
of the seats of the Directors are	of the seats of the Directors are	
vacant, a special (extraordinary)	vacant, a special (extraordinary)	
meeting of shareholders shall be	meeting of shareholders shall be	
duly held by the Board of Directors	duly held by the Board of Directors	
within sixty days to elect	within sixty days to elect	
supplemental Directors.	supplemental Directors.	
Article 22	Article 23	1.In
The Board of Directors is organized	Directors hold the following	accordance
by <u>directors</u> and hold the following	responsibilities and powers: (I)	with the
responsibilities and powers: (I)	review and accredit a variety of	deletion of the
Review the company's operating	operating rules, (II) resolve business	original
plan. (II) Appoint and remove the	policies, (III) review budgets and	Article 10 and
manager of the Company. (III)	final account closing, (IV) propose	Article 11, this
<u>Review</u> budgets and final account	the ratio for profit allocation or loss	article was
closing. (IV) <u>Propose</u> the motion for	coverage, (V) propose for	amended to
the ratio of profit <u>allocation</u> or loss	increase/decrease of capital, (VI)	Article 22.
offsetting. (V) <u>Propose</u> the motion	determination of major personnel	2.It was
for the increase/decrease of capital.	lineups, (VII) enforce the decisions	amended by
(VI) Branch setting and dissolving.	resolved in the shareholders'	the provisions
(VII) Enforce the decisions resolved	meeting and (VIII) exercise other	of Article 193
in the shareholders' meeting. (VIII)	responsibilities and powers as	of the
Exercise other responsibilities and	bestowed by law and the	Company Act
Powers conferred by the resolution	shareholders' meeting.	and

Provision After Proposed Amendments	Current Provision	Explanation
in accordance with the provisions of the <u>Company Act</u> and the <u>shareholders' meeting.</u>		Regulations Governing Procedure for Board of Directors Meetings of Public
Article23 The Company may purchase liability insurance for Directors and important officers to insure their business performance during the tenure of office. The Board of Directors is authorized with full	Article 23-1 The Company may purchase liability insurance for Directors and important officers to insure their business performance during the tenure of office. The Board of Directors is authorized with full	Companies. In accordance with the adjustment of the original Article 2-1, this article was amended to
Directors is authorized with full power to implement this policy. Article 24 The Board of Directors Meeting shall be convened at least once per quarter, in case of urgent matters or a request for more than half of the directors, a temporary meeting may be held. The Board of Directors shall be convened by the chairman, <u>except as otherwise provided in the</u> <u>Company Act.</u> The notice of the Board of Directors shall be notified in writing, by fax or an electronic way.	power to implement this policy. Article 24 Board of Directors Meeting shall be convened at least once per quarter. A temporary meeting may be called in the case of any emergency or upon request of a majority of the Directors. The Directors' meeting and temporary meeting, if any, shall be called by the Chairman of the Board pursuant to laws, provided that the first Directors meeting at each term shall be called by the Director winning the most votes pursuant to laws. The convening of the Board of	amended to Article 23. It was amended by the provisions of Article 203-1 of the Company Act as appropriate.
Article 25 All business of the Company will be carried out by the Chairman after it is resolved by the Board of Directors. Except otherwise specified in the Company Act, the resolutions of the Board of Directors shall be passed by the majority of Directors present at the board meeting. In the event where a	Directors meetings shall be announced in writing, fax or email. Article 25 All business of the Company will be carried out by the Chairman after it is resolved by the Board of Directors. Except otherwise specified in the Company Act, the resolutions of the Board of Directors shall be passed by the majority of Directors present at the board meeting. In the event where a	It was amended by the provisions of Article 206 of the Company Act.

Provision After Proposed Amendments	Current Provision	Explanation
Director is unable to attend a meeting, he/she may appoint another Director on his behalf by issuing a written proxy, stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. However, each Director may accept the appointment to act as the proxy of only one other Director. The resolutions of a Board meeting shall be recorded in the minutes with the signature or seal of the Chairman of the meeting and kept in the Company.	Director is unable to attend a meeting, he/she may appoint another Director on his behalf by issuing a written proxy, stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. However, each Director may accept the appointment to act as the proxy of only one other Director. The resolutions of a Board meeting shall be recorded in the minutes with the signature or seal of the Chairman of the meeting and kept in the Company.	
(No change)	Article 26 The Company may appoint one or more managerial personnel who shall manage all affairs of the Company in accordance with the Board resolutions. The managerial personnel and the employment, discharge and remuneration thereof shall be decided by a resolution to be adopted by a majority vote of the Directors at a meeting of the Board of Directors attended by at least a majority of the entire Directors of the Company.	
Article 27 The Company may retain a certain number of consultants as resolved by the Board of Directors. (No change)	Article 27 The Company may retain a certain number of consultants as resolved by the Board of Directors. Article 28 The Company's fiscal year starts from January 1 and runs until December 31 of every calendar year. The final account closing shall be conducted at end of every fiscal year.	Discretionary tex
(No change)	Article 29 The Company takes the calendar	

Provision After Proposed Amendments	Current Provision	Explanation
	year as its fiscal year. Upon closing of each fiscal year, the Board of	
	Directors shall produce the	
	following documents and proposals	
	to the shareholders' meeting in	
	accordance with the legal	
	procedures for adoption: (I)	
	Business report; (II) Financial	
	statements and (III) Proposals of	
	profit allocation or loss coverage.	
(No change)	Article 30	
	Annual profits concluded by the	
	Company shall be subject to	
	employee remuneration of no lesser than 2% and director remuneration	
	of no higher than 2%. However,	
	profits must first be taken to offset	
	against cumulative losses if any.	
	The annual profit mentioned in	
	Paragraph 1 shall refer to pre-tax	
	profit before employees' and	
	directors' remuneration.	
	Employees' remuneration can be	
	paid to employees of affiliated	
	companies that satisfy certain	
	criteria.	
Article 31	Article 31	Text error
The Company operates in a rapidly	The Company operates in a rapidly	correction
changing environment and is	changing environment and is	
currently in the growing stage of its life cycle. Distribution of earnings	currently in the growing stage of its life cycle. Distribution of earnings	
should depend on the Company's	should depend on the Company's	
future budgeted capital spending	future budgeted capital spending	
and capital requirements, and	and capital requirements, and	
weighed against the source of	weighed against the source of	
capital in order decide the amount of	capital in order decide the amount of	
earnings to be retained or distributed	earnings to be retained or distributed	
in cash to shareholders.	in cash to shareholders.	
Annual surpluses concluded by the	Annual surpluses concluded by the	
Company are first subject to	Company are first subject to	
taxation and reimbursement of	taxation and reimbursement of	
previous losses; any balances	previous losses; any balances	
remaining will then be subject to a	remaining will then be subject to a	

Provision After Proposed Amendments	Current Provision	Explanation
10% provision for statutory reserves followed by a provision or reversal of special reserves. The residual balance plus undistributed earnings carried from the previous year will be available for distribution. 50% to 100% of distributable earnings shall be distributed as shareholders' dividends, with cash dividends amounting to no lesser than 30% of total dividends proposed for the year. Earnings appropriation plans shall be proposed by the board of directors and are subject to shareholdersing to no lesser than 30% of to.	10% provision for statutory reserves followed by a provision or reversal of special reserves. The residual balance plus undistributed earnings carried from the previous year will be available for distribution. 50% to 100% of distributable earnings shall be distributed as shareholders' dividends, with cash dividends amounting to no lesser than 30% of total dividends proposed for the year. Earnings appropriation plans shall be proposed by the board of directors and are subject to shareholdersing to no lesser than 30% of to.	
Article 32 The organizational rules and operational rules shall be separately worked out by the Board of Directors. (No change)	Article 32 The organizational rules and operational rules shall be separately worked out by the Board of Directors. Article 33 Any matters inadequately provided for herein shall be subject to Company Act and other laws and regulations concerned.	Discretionary tex
Article 34 This charter was concluded on March 20, 1969 with the following <u>amendments</u> : The forty-second time amendment was on June 23, 2016. The forty-third time amendment was on June 23, 2017. <u>The forty- fourth time amendment</u> <u>was on XX XX, XXXX.</u> To implement after the resolution of the shareholders' meeting, and amending is the same.	Article 34 This charter was concluded on March 20, 1969 with the following <u>amendments</u> : The forty-second time amendment was on June 23, 2016. The forty-third time amendment was on June 23, 2017. To implement after the resolution of the shareholders' meeting, and amending is the same.	To modify the text and indicate the date of revision as appropriate.

Ton Yi Industrial Corp. (Attachment 6) The Comparison Table of Amendments of Regulations Governing the Acquisition and Disposal of Assets

Amended articles	Original articles	Description
Article 1	Article 1	To modify the
The acquisition or disposal of	The acquisition or disposal of	statement of
assets by Ton Yi Industrial Corp.	assets by Ton Yi Industrial Corp.	text as
(hereinafter referred to as the	(hereinafter referred to as the	appropriate.
"Company") shall be done in	"Company") shall be done in	
accordance with this operational	accordance with this operational	
procedures (hereinafter referred to	procedures (the "Procedures") in	
as the "Procedures") in addition to	addition to the "Regulations	
the "Regulations Governing the	Governing the Acquisition and	
Acquisition and Disposal of	Disposal of Assets by Public	
Assets by Public Companies"	Companies" promulgated by the	
promulgated by the Financial	Financial Supervisory	
Supervisory Commission of the	Commission of the Executive	
Executive Yuan (hereinafter	Yuan and any other laws and	
referred to as the "FSC") and any	regulations.	
other laws and regulations.		
Article 2	Article 2	In accordance
The Procedure "Assets" as used in	The Procedure "Assets" as used in	with the
the Regulations includes the	the Regulations includes the	provisions of
following:	following:	the
1. Investments in stocks,	1. Investments in stocks,	International
government bonds, corporate	government bonds, corporate	Financial
bonds, financial bonds <u>,</u>	bonds, <u>financial bonds,</u>	Reporting
securities representing	domestic beneficiary	Standards No.
interest in a fund, depositary	certificates, offshore funds,	16 Lease and
receipts, call (put) warrants,	depositary receipts, call (put)	the
beneficial interest securities,	warrants, beneficial interest	"Regulations
and asset-backed securities.	securities, and asset-backed	Governing the
2. Real property (including land,	securities, such as long-term	Acquisition
houses and buildings,	and short-term investments.	and Disposal
investment property) and	2. Real property (including land,	of Assets by
equipment.	houses and buildings,	Public
3. Memberships.	investment property, land use	Companies"

Amended articles	Original articles	Description
4. Patents, copyrights, trademarks,	rights) and equipment.	amended, the
franchise rights, and other	3. Memberships.	range of the
intangible assets.	4. Patents, copyrights, trademarks,	right to use
5. Right-of-use asset.	franchise rights, and other	assets is
6. Claims of financial institutions	intangible assets.	expanded, so
(including receivables, bills	5. Claims of financial institutions	the Article
purchased and discounted,	(including receivables, bills	was amended
loans, and overdue	purchased and discounted,	as
receivables).	loans, and overdue	appropriate.
<u>7.</u> Derivatives.	receivables).	
8. Assets acquired or disposed in	6. Derivatives.	
connection with mergers,	7. Assets acquired or disposed in	
demergers, acquisitions, or	connection with mergers,	
transfer of shares in	demergers, acquisitions, or	
accordance with law.	transfer of shares in	
<u>9.</u> Other major assets.	accordance with law.	
	8. Other major assets.	
Article 3	Article 3	In accordance
Terms used in the Procedure are	Terms used in the Procedure are	with the
defined as follows:	defined as follows:	definition of
1. Derivatives: Forward	1. Derivatives:	Financial
contracts, options contracts,	Forward contracts, options	Instruments
futures contracts, leverage	contracts, futures contracts,	by No. 9 of
contracts, and swap contracts,	leverage contracts, swap	the
and compound contracts	contracts and hybrid contracts	International
combining the above	combining the above	Financial
products, or a combination	products whose value is	Reporting
contract or structured product	derived from assets, interest	Standards,
in which a derivative product	rates, foreign exchange rates,	defining the
is embedded whose value is	indexes or other interests.	scope of
derived from specific interest	The term "forward contracts"	derivative
rate, financial instrument	does not include insurance	products and
price, commodity price,	contracts, performance	the
interest rates, price or rate	contracts, after-sales service	"Regulations
index, credit rating, or credit	contracts, long-term leasing	Governing the
index, or other variables. The	contracts or long-term	Acquisition
term "forward contracts" does	purchase (sales <u>) agreements</u> .	and Disposal

Amended articles	Original articles	Description
not include insurance	2. Assets acquired or disposed	of Assets by
contracts, performance	through mergers, demergers,	Public
contracts, after-sales service	acquisitions, or transfer of	Companies"
contracts, long-term leasing	shares in accordance with	was amended,
contracts, or long-term	law:	so the Article
purchase (sales) <u>agreements</u> .	Refers to assets acquired or	was amended
2. Assets acquired or disposed	disposed through mergers,	as
through mergers, demergers,	demergers, or acquisitions	appropriate.
acquisitions, or transfer of	conducted under the Business	
shares in accordance with	Mergers and Acquisitions	
law:	Act, Financial Holding	
Refers to assets acquired or	Company Act, Financial	
disposed through mergers,	Institution Merger Act and	
demergers, or acquisitions	other acts, or to transfer of	
conducted under the Business	shares from another company	
Mergers and Acquisitions	through issuance of new	
Act, Financial Holding	shares of its own as the	
Company Act, Financial	consideration therefor	
Institution Merger Act and	(hereinafter referred to as	
other acts, or to transfer of	"transfer of shares") under	
shares from another company	paragraph 6 of Article 156 of	
through issuance of new	the Company Act.	
shares of its own as the	3 (omission)	
consideration therefor	4 (omission)	
(hereinafter referred to as	5 (omission)	
"transfer of shares") under	6 (omission)	
Article 156 <u>-3</u> of the Company		
Act.		
3 (omission)		
4 (omission)		
5 (omission)		
6 (omission)		
7. Investment professional:		
Refers to financial holding		
companies, banks, insurance		
companies, bill finance		
companies, trust enterprises,		

Amended articles	Original articles	Description
securities firms operating		
proprietary trading or		
underwriting business, futures		
commission merchants		
operating proprietary trading		
business, securities		
investment trust enterprises,		
securities investment		
consulting enterprises, and		
fund management companies.		
that are lawfully incorporated		
and are regulated by the		
competent financial		
authorities of the jurisdiction		
where they are located.		
8. Securities exchange: "Domestic		
securities exchange" refers to		
the Taiwan Stock Exchange		
Corporation; "foreign		
securities exchange" refers to		
any organized securities		
exchange market that is		
regulated by the competent		
securities authorities of the		
jurisdiction where it is		
located.		
9. Over-the-counter venue ("OTC		
venue", "OTC"): "Domestic		
OTC venue" refers to a venue		
for OTC trading provided by		
a securities firm in		
accordance with the		
Regulations Governing		
Securities Trading on the		
Taipei Exchange; "foreign		
OTC venue" refers to a venue		
at a financial institution that		

Amended articles		Original articles	Description
is regulated by the foreign			
competent authority and that			
is permitted to conduct			
securities business.			
Article 4	Art	icle 4	In accordance
Appraisal procedures:		Appraisal procedures:	with the
1. Where the Company acquires	1.	Where the Company acquires	definition of
or disposes of any securities		or disposes of any securities	International
investment or engages in any		investment or engages in any	Financial
transaction of derivatives, the		transaction of derivatives, the	Reporting
Planning Department or the		finance department shall	Standard No.
Finance Department shall		perform an analysis of	16 Lease and
perform an analysis of		relevant return and evaluate	the
relevant return and evaluate		possible risks. For any	"Regulations
potential risks. For any		acquisition or disposal of real	Governing the
acquisition or disposal of real		property or equipment, each	Acquisition
property, equipment or its		division shall draft capital	and Disposal
right-of-use assets, each		expenditure plan in advance	of Assets by
division shall draft capital		and perform feasibility	Public
expenditure plan in advance		evaluation about the purpose	Companies"
and perform feasibility		and expected return of the	was amended,
evaluation about the purpose		acquisition or disposal.	so the Article
and expected return of the		Where the Company	was amended
acquisition or disposal.		envisages transacting with a	as
Where the Company		related party, an evaluation of	appropriate.
envisages transacting with a		the reasonableness of the	
related party, an evaluation of		transactional terms and	
the reasonableness of the		conditions shall be performed	
transactional terms and		in accordance with Chapter	
conditions shall be performed		two of the Procedures.	
in accordance with Chapter	2.	Where the Company	
two.		envisages acquiring or	
2. Where the Company envisages		disposing of securities, prior	
acquiring or disposing of		to the date of occurrence of	
securities, prior to the date of		the event, the Company shall	
occurrence of the event, the		obtain financial statements of	
Company shall obtain		the issuing company for the	

Amended articles	Original articles	Description
financial statements of the	most recent period, certified	
issuing company for the most	or reviewed by a certified	
recent period, certified or	public accountant (the	
reviewed by a certified public	"CPA"), for reference in	
accountant (hereinafter	appraising the transaction	
referred to as CPA), for	price, and if the amount of	
reference in appraising the	the transaction reaches	
transaction price, and if the	twenty percent (20%) of the	
amount of the transaction	Company's paid-in capital or	
reaches twenty percent (20%)	NTD three hundred million	
of the Company's paid-in	(NTD 300,000,000) or more,	
capital or NTD three hundred	the Company shall	
million (NTD 300,000,000)	additionally engage a CPA	
or more, the Company shall	prior to the date of	
additionally engage a CPA	occurrence of the event to	
prior to the date of occurrence	provide an opinion regarding	
of the event to provide an	the reasonableness of the	
opinion regarding the	transaction price. If the CPA	
reasonableness of the	needs to use the report of an	
transaction price. If the CPA	expert as evidence, the CPA	
needs to use the report of an	shall do so in accordance	
expert as evidence, the CPA	with the provisions of No. 20	
shall do so in accordance with	of Statement of Auditing	
the provisions of No. 20 of	Standards published by the	
Statement of Auditing	ROC Accounting Research	
Standards published by the	and Development Foundation	
ROC Accounting Research	(ARDF). This requirement	
and Development Foundation	does not apply, however, to	
(hereinafter referred to as	publicly quoted prices of	
ARDF). This requirement	securities that have an active	
does not apply, however, to	market, or where otherwise	
publicly quoted prices of	provided by regulations of the	
securities that have an active	FSC. This requirement does	
market, or where otherwise	not apply, however, to publicly	
provided by regulations of the	quoted prices of securities that	
FSC. This requirement does	have an active market, or	
not apply, however, to	where otherwise provided by	

Amended articles	Original articles	Description
publicly quoted prices of	regulations of the Financial	
securities that have an active	Supervisory Commission	
market, or where otherwise	(hereinafter referred to as	
provided by regulations of the	FSC).	
Financial Supervisory	3. In acquiring or disposing of real	
Commission (hereinafter	property or other equipment	
referred to as FSC).	where the transaction amount	
3. In acquiring or disposing of real	reaches twenty percent (20%)	
property, equipment or its	of the Company's paid-in	
right-of-use assets where the	capital or NTD three hundred	
transaction amount reaches	million (NTD 300,000,000)	
twenty percent (20%) of the	or more, the Company, unless	
Company's paid-in capital or	transacting with a	
NTD three hundred million	government agency, engaging	
(NTD 300,000,000) or more,	others to build on its own	
the Company, unless	land, engaging others to build	
transacting with a domestic	on rented land, or acquiring	
government agency, engaging	or disposing of equipment for	
others to build on its own	business use, shall obtain an	
land, engaging others to build	appraisal report prior to the	
on rented land, acquiring or	date of occurrence of the	
disposing of equipment for	event from a professional	
business use or its	appraiser and shall further	
right-of-use assets, shall	comply with the following	
obtain an appraisal report	provisions:	
prior to the date of occurrence	(1) Where due to special	
of the event from a	circumstances it is	
professional appraiser and	necessary to give a	
shall further comply with the	limited price, specified	
following provisions:	price or special price as a	
(1) Where due to special	reference basis for the	
circumstances it is	transaction price, the	
necessary to give a	transaction shall be	
limited price, specified	submitted for approval in	
price, or special price as	advance by the Board of	
a reference basis for the	Directors, and the same	
transaction price, the	procedure shall apply to	

Amended articles	Original articles	Description
transaction shall be	any future changes to the	
submitted for approval in	terms and conditions of	
advance by the Board of	the transactions.	
Directors; the same	(2) (omission)	
procedure shall also be	(3) (omission)	
followed whenever there	(4) (omission)	
is any subsequent change	4. Where the Company acquires	
to the terms and	or disposes of memberships	
conditions of the	or intangible assets and the	
transaction.	transaction price reaches	
	twenty percent (20%) or more	
(2) (omission)	of the paid-in capital of the	
(3) (omission)	Company or reaches NTD	
(4) (omission)	three hundred million (NTD	
4. Where the Company acquires	300,000,000) or more, unless	
or disposes of memberships,	transacting with a	
intangible assets or its	government agency, the	
right-of-use assets and the	Company shall engage a CPA	
transaction price reaches	prior to the date of	
twenty percent (20%) or more	occurrence of the event to	
of the paid-in capital of the	render an opinion on the	
Company or reaches NTD	reasonableness of the	
three hundred million (NTD	transaction price; the CPA	
300,000,000) or more, unless	shall comply with the	
transacting with a domestic	provisions of No. 20 of	
government agency, the	Statement of Auditing	
Company shall engage a CPA	Standards by the Accounting	
prior to the date of occurrence	Research and Development	
of the event to render an	Foundation.	
opinion on the reasonableness	5. The calculation of the	
of the transaction price; the	transaction prices referred to	
CPA shall comply with the	in the preceding three	
provisions of No. 20 of	subparagraphs shall be done	
Statement of Auditing	in accordance with Article 6,	
Standards by the Accounting	and "within the preceding	
Research and Development	year" as used herein refers to	
Foundation.	the year preceding the date of	

Amended articles	Original articles	Description
5. The calculation of the	occurrence of the current	
transaction prices referred to	transaction. Items for which	
in the preceding three	an appraisal report from a	
subparagraphs shall be done	professional appraiser or a	
in accordance with Article 6,	CPA's opinion has been	
subparagraph 2 and "within	obtained in accordance with	
the preceding year" as used	the Procedures need not be	
herein refers to the year	counted toward the	
preceding the date of	transaction price.	
occurrence of the current	6 (omission)	
transaction. Items for which	7 (omission)	
an appraisal report from a	(1) For the acquisition or	
professional appraiser or a	disposal of securities that	
CPA's opinion has been	are already traded on any	
obtained in accordance with	centralized trading	
the Procedures need not be	market or	
counted toward the	over-the-counter trading	
transaction price.	center, the price shall be	
6 (omission)	determined based on the	
7 (omission)	price of the stock or bond	
(1) For the acquisition or	at the time of trading.	
disposal of securities that	(2) (omission)	
are already traded on any	(3) For the acquisition or	
centralized trading	disposal of membership,	
market or	the price shall be	
over-the-counter trading	determined in	
center, the price shall be	consideration of the	
determined based on the	return that may be	
price of the stock or bond	generated and in	
at the time of trading as	reference to the latest	
appreciate.	closing price at the time.	
(2) (omission)	For the acquisition or	
(3) For the acquisition or	disposal of intangible	
disposal of membership,	assets such as patent	
the price shall be	right, copyright,	
determined in	trademark right and	
consideration of the	license right, the price	

Amended articles		Original articles	Description
return that may be		shall be determined in	
generated and in		reference to international	
reference to the latest		or market practice,	
closing price at the time.		remaining life and the	
For the acquisition or		impact on the Company's	
disposal of intangible		technology and business.	
assets such as patent		(4) For the acquisition or	
right, copyright,		disposal of real property	
trademark right and		or equipment, the price	
license right or its		shall be determined in	
right-of-use assets, the		reference to the current	
price shall be determined		value under public	
in reference to		announcement, appraised	
international or market		current value, actual	
practice, remaining life		closing price or book	
and the impact on the		value of real property in	
Company's technology		the vicinity and	
and business.		suppliers' price	
(4) For the acquisition or		proposals. Where the	
disposal of real property,		Company transacts with	
equipment or its		a related party,	
right-of-use assets, the		calculation shall first be	
price shall be determined		made in accordance with	
in reference to the current		Chapter two of the	
value under public		Procedures hereof in	
announcement, appraised		order to evaluate whether	
current value, actual		the transaction price is	
closing price or book		reasonable.	
value of real property in		(5) (omission)	
the vicinity and suppliers'		(6) (omission)	
price proposals. Where	8.	When the Company performs	
the Company transacts		a merger, spin-off,	
with a related party,		acquisition, or transfer of	
calculation shall first be		shares, prior to convening the	
made in accordance with		board of directors to pass a	
Chapter two hereof in		resolution, a CPA, an	
order to evaluate whether		attorney, or a securities	

	Amended articles	Original articles	Description
	the transaction price is	underwriter shall be engaged	
	reasonable.	to provide opinions on the	
	(5) (omission)	reasonableness of the share	
	(6) (omission)	swap proportion, acquisition	
8.	When the Company performs	price, or cash or other	
	a merger, spin-off,	property distributed to	
	acquisition, or transfer of	shareholders and such	
	shares, prior to convening the	opinion s shall be submitted	
	board of directors to pass a	to the Board of Directors for	
	resolution, a CPA, an	discussion and approval.	
	attorney, or a securities		
	underwriter shall be engaged		
	to provide opinions on the		
	reasonableness of the share		
	swap proportion, acquisition		
	price, or cash or other		
	property distributed to		
	shareholders and such		
	opinion s shall be submitted		
	to the Board of Directors for		
	discussion and approval.		
	However, the requirement of		
	obtaining an aforesaid		
	opinion on reasonableness		
	issued by an expert may be		
	exempted in the case of a		
	merger by a public company		
	of a subsidiary in which it		
	directly or indirectly holds		
	100 percent of the issued		
	shares or authorized capital,		
	and in the case of a merger		
	between subsidiaries in which		
	the public company directly		
	or indirectly holds 100		
	percent of the respective		
	subsidiaries' issued shares or		

Amended articles	Original articles	Description
authorized capital.		
Article 5	Article 5	In accordance
Processing Procedure:	Processing Procedure:	with the
1. The Company shall proceed	1. The Company shall proceed	definition of
with the acquisition or	with the acquisition or	International
disposal of assets specified in	disposal of assets specified in	Financial
Article 2 of the Procedures in	Article 2 of the Procedures in	Reporting
accordance with the	accordance with the	Standard No.
following rules:	following rules:	16 Lease, the
(1) Securities:	(1) Securities:	amended
(i) <u>For the acquisition or</u>	(i) For any purchase and	"Regulations
disposal of securities	sale of securities that	Governing the
that are not traded on	are not traded on the	Acquisition
the centralized trading	centralized trading	and Disposal
market or	market or	of Assets by
over-the-counter	over-the-counter	Public
trading center with the	trading center with the	Companies"
sale or purchase price	sale or purchase price	and the
of NTD <u>ten million</u> (NTD	of NTD <u>ten million (</u> NTD	company
10,000,000) or lower,	10,000,000) or lower,	practice, so
the chairman shall be	the chairman, the	the Article
authorized to make	director <u>authorized</u> by	was amended
decisions. For any price	the chairman or the	as
exceeding NTD <u>ten</u>	general manager shall	appropriate.
<u>million</u> (NTD	<u>be authorized</u> to make	
10,000,000) (inclusive),	decisions. For any price	
the chairman shall	exceeding NTD <u>ten</u>	
submit the proposal to	<u>million</u> (NTD	
the Board of Directors	10,000,000) (inclusive),	
for a discussion or a	the chairman, the	
ratification. The	director authorized by_	
relevant procedure	the chairman or the	
shall be carried out by	general manager shall	
the <u>Planning</u>	submit the proposal to	
	the Board of Directors	

Amended articles	Original articles	Description
Department.	for discussion or	
(ii) For the acquisition or	ratification. The	
disposal of securities	relevant procedure	
that are traded through	shall be carried out by	
a stock exchange or	the <u>finance</u>	
over-the-counter	<u>department</u> .	
market, the <u>chairman</u>	(ii) For any purchase and	
shall decide to authorize	sale of securities that	
the Planning	are traded through a	
Department to carry out	stock exchange or	
the transaction through	over-the-counter	
a stock exchange or	market, the <u>chairman</u>	
over-the-counter market	shall authorize the	
based on the market	finance department to	
value of the securities at	carry out the transaction	
that time and submit the	through a stock	
proposal to the Board of	exchange or	
Directors for a	over-the-counter market	
ratification.	based on the market	
(2) Real property, equipment	value of the securities	
or <u>its right-of-use</u>	at that time.	
assets: The acquisition	(2) Real property or	
or disposal of real	equipment: The	
property or equipment	acquisition or disposal of	
for an amount more	real property or	
than NT\$300 million	equipment for an amount	
must be presented to the	more than NT\$300	
Board of Directors for a	million must be	
discussion or a	presented to the Board of	
ratification. The land	Directors for discussion	
shall be investigated	and acknowledgement.	
and evaluated by the	The land shall be	
Planning Department in	investigated and	
accordance with the	evaluated by the	
market conditions, and	Planning Division	
the acquisition shall be	according to the market	

Amended articles	Original articles	Description
handled by each unit in	situation and then	
accordance with the	presented to the	
method of Rules	Chairman or the Director	
Governing the Capital	or President authorized	
Expenditure Budget,	by the Chairman for	
shall be <u>approved</u> by	approval, while the other	
the directors at all	assets acquired shall be	
levels according to the	presented by the	
checking authority, and	responsible department	
then <u>handled</u> through	to the Chairman or the	
the procurement	Director or President	
procedures; for the	authorized by the_	
disposal of the assets,	Chairman for review and	
the using department is	approval in accordance	
to fill out the	with the Rules	
Transaction Notice or	Governing the Capital	
Project Form for the	Expenditure Budget. The	
disposal of the assets	use of the assets should	
shall be approved	have a requisition form	
according to the	enclosed for the approval	
checking authority in	of the supervisors at all	
advance.	levels in accordance with	
(3) Transaction with a related	the level of authorities	
party:	before having it handled	
It should be handled in	in accordance with the	
accordance with the	procurement process. For	
provisions of Chapter	the disposal of the assets,	
two.	the using department is	
(4) Derivatives :	to fill out the Transaction	
It should be handled in	Notice or Project Form	
accordance with the	for the disposal of the	
provisions of Chapter	assets to be approved in	
three.	accordance with the level	
(5) Merger, spin-off,	of authorities in advance.	
acquisition or transfer of	(3) Derivatives :	
shares:	Transactions of	
It should be handled in	derivatives shall be done	

Amended articles	Original articles	Description
accordance with the	in accordance with	
provisions of Chapter	Chapter three of the	
four. Any merger,	Procedures.	
spin-off or acquisition	(4) Transaction with a related	
shall be subject to prior	<u>party:</u>	
approval by resolution of	Such transaction shall be	
shareholders meeting.	preceded pursuant to	
However, if other laws	Chapter two of the	
provide that no	Procedures.	
shareholder resolution is	(5) Merger, spin-off,	
necessary, it may be	acquisition or transfer of	
waived. Any transfer of	shares: <u>Relevant</u>	
shares shall be subject to	procedures shall be	
prior approval by the	carried out and relevant	
Board of Directors.	information shall be	
(6) (omission)	prepared in accordance	
2. The execution department of	with Chapter four of the	
the Company for acquiring or	Procedures. Any merger,	
disposing of securities and	spin-off or acquisition	
transactions regarding	shall be subject to prior	
derivatives is the Planning	approval by resolution of	
Department and the person	shareholders meeting.	
approved by the chairman;	However, if other laws	
the execution department for	provide that no	
real property and other assets	shareholder resolution is	
is the departments using such	necessary, it may be	
real property or assets and	waived. Any transfer of	
other relevant departments	shares shall be subject to	
with authorization; the	prior approval by the	
execution department for	Board of Directors. Any	
merger, spin-off, acquisition,	transfer of shares shall be	
or transfer of shares shall be	subject to prior approval	
the departments assigned by	by the Board of	
the chairman. After the	Directors.	
acquisition or disposal of an	(6) (omission)	
asset is evaluated and	2. The execution department of	
approved in accordance with	the Company for acquiring or	

Amended articles	Original articles	Description
relevant rules, the execution	disposing of securities and	
department shall proceed with	transactions regarding	
the transaction procedures,	derivatives is the <u>Department</u>	
including making contracts,	of Finance and Accounting	
collecting and paying, deliver	and staffs assigned by the	
and inspection and	chairman, the director	
acceptance, and handle the	authorized by the chairman or	
same based on the nature of	the general manager. The	
the asset in accordance with	execution department for real	
procedures regarding internal	property and other assets is	
control related matters.	the departments using such	
Furthermore, transactions	real property or assets and	
involving a related party,	other relevant departments	
engaging in transactions of	with authorization. The	
derivatives and merger,	execution department for	
spin-off, acquisition or	merger, spin-off, acquisition,	
transfer of shares shall also be	or transfer of shares shall be	
proceeded with in accordance	the departments assigned by	
with Chapter two to Chapter	the chairman, the director	
four of the Procedures.	authorized by the chairman or	
	the general manager. After	
	the acquisition or disposal of	
	an asset is evaluated and	
	approved in accordance with	
	relevant rules, the execution	
	department shall proceed	
	with the transaction	
	procedures, including making	
	contracts, collecting and	
	paying, deliver and inspection	
	and acceptance, and handle	
	the same based on the nature	
	of the asset in accordance	
	with procedures regarding	
	internal control related	
	matters. Furthermore,	
	transactions involving a	

Amended articles	Original articles	Description
	related party, engaging in	
	transactions of derivatives	
	and merger, spin-off,	
	acquisition or transfer of	
	shares shall also be proceeded	
	with in accordance with	
	Chapter two to Chapter four	
	of the Procedures.	
Article 6	Article 6	In accordance
Procedures of Public	Procedures of Public	with the
Announcement and	Announcement and	definition of
Reporting:	Reporting:	International
1. Under any of the following	1. Under any of the following	Financial
circumstances, the Company	circumstances, the Company	Reporting
acquiring or disposing of	acquiring or disposing of	Standard No.
assets shall publicly announce	assets shall publicly	16 Lease and
and report the relevant	announce and report the	the
information on the FSC's	relevant information on the	"Regulations
designated website in the	FSC's designated website in	Governing the
appropriate format by	the appropriate format and	Acquisition
regulations within two (2)	with contents by regulations	and Disposal
days commencing	within two (2) days	of Assets by
immediately from the date of	commencing immediately	Public
occurrence of the event:	from the date of occurrence	Companies"
(1) For the acquisition or	of the event:	was amended,
disposal of real property	(1) For the acquisition or	so the Article
or its <u>right-of-use assets</u>	disposal of real property	was amended
with the related party, or,	with the related party, or,	as
for the acquisition or	for the acquisition or	appropriate.
disposal of assets other	disposal of assets other	
than the real property or	than the real property	
its right-of-use assets	with the related party for	
with the related party for	an amount over 20% of	
an amount over 20% of	the paid-in capital of the	
the paid-in capital of the	Company, 10% of the	
Company, 10% of the	total assets, or NT\$300	
total assets, or NT\$300	million. Except for the	

Amended articles	Original articles	Description
million. Except for the	purchase and sale of the	
purchase and sale of the	bonds,	
domestic bonds,	repurchase/reverse	
repurchase/reverse	repurchase bonds, and	
repurchase bonds, and	requisition or repurchase	
requisition or repurchase	of the money market	
of the money market	fund issued by the	
fund issued by the	domestic securities	
domestic securities	investment and trust	
investment and trust	industry.	
industry.	(2) (omission)	
(2) (omission)	(3) Engage in transactions of	
(3) Engage in transactions of	derivatives where the	
derivatives where the	loss thereof reaches the	
loss thereof reaches the	limits on aggregate loss	
limits on aggregate loss	of all or individual	
of all or individual	contracts as specified in	
contracts as specified in	the Procedures.	
the Procedures.	(4) The acquisition or	
(4) The acquisition or	disposal of asset whose	
disposal of assets that	type is equipment used	
refer to equipment used	for business operation,	
for business operation or	traded with a non-related	
its right-of-use assets,	party for an amount more	
traded with a non-related	than NT\$1 billion.	
party for an amount more	(5) For the acquisition of real	
than NT\$1 billion.	property by the	
(5) For the acquisition of real	proprietary land	
property by the	construction, leased land	
proprietary land	construction, joint	
construction, leased land	construction - unit	
construction, joint	sharing program, joint	
construction - unit	construction – ratio	
sharing program, joint	sharing program, and	
construction – ratio	joint construction – sales	
sharing program, and	sharing program, the	
joint construction – sales	Company is expected to	

Amended articles	Original articles	Description
sharing program and the	invest for an amount over	
transaction object is not a	NT\$500 million.	
related party. The	(6) For asset trades, or	
Company is expected to	investment in Mainland	
invest for an amount	China, other than the	
over NT\$500 million.	practices stated in the	
(6) For asset trades, or	five preceding	
investment in Mainland	paragraphs, for an	
China, other than the	amount over 20% of the	
practices stated in the	paid-in capital or	
five preceding	NT\$300 million.	
paragraphs, for an	However, the following	
amount over 20% of the	matters are not subject to	
paid-in capital or	such requirements:	
NT\$300 million.	a. Trading of government	
However, the following	bonds.	
matters are not subject to	b (omission)	
such requirements:	2. The amount of transactions	
a. Trading of <u>domestic</u>	above shall be calculated as	
government bonds.	follows:	
b. (omission)	(1) (omission)	
2. The amount of transactions	(2) (omission)	
above shall be calculated as	(3) The cumulative	
follows:	transaction amount of	
(1) (omission)	real property acquisitions	
(2) (omission)	and disposals	
(3) The cumulative	(cumulative acquisitions	
transaction amount of	and disposals,	
real property or its	respectively) within the	
right-of-use assets	same development	
acquisitions and	project within the	
disposals (cumulative	preceding year.	
acquisitions and	(4) The cumulative	
disposals, respectively)	transaction amount of	
within the same	acquisitions and	
development project	disposals (cumulative	
within the preceding	acquisitions and	

Amended articles	Original articles	Description
year.	disposals, respectively)	
(4) The cumulative	of the same security	
transaction amount of	within the preceding	
acquisitions and	year.	
disposals (cumulative	The aforesaid "within the	
acquisitions and	preceding year" refers to the	
disposals, respectively)	year preceding the date of	
of the same security	occurrence of the current	
within the preceding	transaction. Items duly	
year.	announced in accordance	
The aforesaid "within the	with these Regulations need	
preceding year" refers to the	not be counted toward the	
year preceding the date of	transaction amount.	
occurrence of the current	3. (omission)	
transaction. Items duly	4. The mandatory disclosures with	
announced in accordance	any error or omission found	
with the Procedures need not	at the time of announcement	
be counted toward the	should be reported and	
transaction amount.	announced again within 2	
3. (omission)	days from the event date.	
4. The mandatory disclosures with	5. Where any of the following	
any error or omission found	circumstances occurs with	
at the time of announcement	respect to a transaction that	
should be announced and	the Company has already	
reported again within 2 days	publicly announced and	
from the event date.	reported in accordance with	
5. After the transaction of	paragraph 1 of this Article, a	
announcement in accordance	public report of relevant	
with the provisions of this	information shall be made on	
Article, in any of the	the information reporting	
following circumstances, a	website designated by the	
public report of relevant	FSC within two (2) days	
information shall be made on	commencing immediately	
the information reporting	from the date of occurrence	
website designated by the	of the event:	
FSC within two days	(1) Change, termination, or	
commencing immediately	rescission of a contract	

Amended articles	Original articles	Description
from the date of occurrence	signed in regard to the	
of the event:	original transaction.	
(1) Change, termination, or	(2) The merger, spin-off,	
rescission of a contract	acquisition, or transfer of	
signed in regard to the	shares is not completed	
original transaction.	by the scheduled date set	
(2) The merger, spin-off,	forth in the contract.	
acquisition, or transfer of	(3) Change to the originally	
shares is not completed	publicly announced and	
by the scheduled date set	reported information.	
forth in the contract.		
(3) Change to the originally		
publicly announced and		
reported information.		
Article 7	Article 7	In accordance
Investment Scope and Limit:	Investment Scope and Limit:	with the
1. The total amount of real	1. The total amount of assets	definition of
property or its right-of-use	acquired by the Company for	International
assets acquired by the	non-operational use shall not	Financial
Company for non-operational	exceed fifty percent (50%)	Reporting
use shall not exceed fifty	of shareholder's equity. The	Standard No.
percent (50%) of	total amount of securities	16 Lease and
shareholder's equity. The	acquired shall not exceed	the
total amount of securities	one hundred and fifty	"Regulations
acquired shall not exceed one	percent (150%) of	Governing the
hundred and fifty percent	shareholder's equity.	Acquisition
(150%) of shareholder's	Acquisition of any individual	and Disposal
equity. Acquisition of any	security shall not exceed	of Assets by
individual security shall not	thirty percent (30%) of	Public
exceed thirty percent (30%)	shareholder's equity. This	Companies"
of shareholder's equity. This	provision shall not be	was amended,
provision shall not be	applicable if there is	so the Article
applicable if there is approval	approval by resolution of	was amended
by resolution of shareholders	shareholders meeting.	as
meeting.	2. The total amount of real	appropriate.
2. The total amount of acquisition	property <u>purchased</u> for	
of real property or its	non-operational use by any	

Amended articles	Original articles	Description
right-of-use assets for	subsidiary shall not exceed	
non-operational use by any	fifty percent (50%) of its	
subsidiary shall not exceed	capital amount or	
fifty percent (50%) of its	shareholder's equity	
capital amount or	(whichever is higher), the	
shareholder's equity	total amount of securities	
(whichever is higher), the	purchased shall not exceed	
total amount of <u>acquisition</u> of	one hundred and fifty	
securities shall not exceed	percent (150%) of its capital	
one hundred and fifty percent	amount or shareholder's	
(150%) of its capital amount	equity (whichever is higher),	
or shareholder's equity	the amount of investment in	
(whichever is higher), the	any individual security shall	
amount of investment in any	not exceed fifty percent	
individual security shall not	(50%) of its capital or	
exceed fifty percent (50%) of	shareholder's equity	
its capital or shareholder's	(whichever is higher), but	
equity (whichever is higher),	the provision shall not be	
but the provision shall not be	applicable if there is	
applicable if there is approval	approval by the board of	
by the Board of Directors of	directors of such company	
such company and ratification	and ratification by the board	
by the Board of Directors of	of directors of the Company.	
the Company.		
Article 8	Article 8	The Article
Control Procedures for the	Control Procedures for the	was amended
Acquisition and Disposal of	Acquisition and Disposal of	with the
Assets by Subsidiaries:	Assets by Subsidiaries:	"Regulations
1. Subsidiaries of the Company	1. Subsidiaries of the Company	Governing the
shall establish the	shall establish the	Acquisition
"Processing Procedure for	"Processing Procedure for	and Disposal
Acquisition and Disposal of	Acquisition and Disposal of	of Assets by
Assets" in accordance with	Assets" in accordance with	Public
the "Regulations Governing	the "Regulations Governing	Companies"
the Acquisition and Disposal	the Acquisition and Disposal	as
of Assets by Public	of Assets by Public	appropriate.
Companies" promulgated by	Companies" promulgated by	

Amended articles	Original articles	Description
the Financial Supervisory	the Financial Supervisory	
Commission and the	Commission and the	
Procedures. Following	Procedures. Following	
approval by the board of	approval by the board of	
directors, such procedures	directors, such procedures	
shall be submitted to each	shall be submitted to each	
supervisor and submitted to	supervisor and submitted to	
the shareholders meeting for	the shareholders meeting for	
approval. The same shall be	approval. The same shall be	
applicable to any amendment	applicable to any amendment	
thereof. Article 26 should be	thereof. Article 27 should be	
applied if the Company has	applied if the Company has	
instituted an Audit	instituted an Audit	
Committee.	Committee.	
2. If any subsidiary of the	2. Subsidiaries of the Company	
Company in not a publicly	shall submit monthly report	
listed company and if the	to the Company, prior to the	
assets acquired or disposed of	second (2nd) date of each	
reaches the threshold for	month, on the status of all	
public announcement filing,	transactions involving	
the Company shall be notified	derivative products up to the	
on the date of occurrence and	previous month.	
the Company shall make	3. If any subsidiary of the	
filing for public	Company in not a publicly	
announcement on the	listed company and if the	
designated website in	assets acquired or disposed	
accordance with the rules.	of reaches the threshold for	
The public announcement and	public announcement filing,	
reporting standard is based on	the Company shall be	
the Company's paid-in capital	notified on the date of	
or total assets.	occurrence of the fact and	
	the Company shall make	
	filing for public	
	announcement on the	
	designated website in	
	accordance with the rules.	
	The paid-in capital or total	

Amended articles	Original articles	Description
	assets of the public company	
	shall be the standard for	
	determining whether or not a	
	subsidiary requiring a public	
	announcement and	
	regulatory filing in the event	
	the type of transaction	
	specified therein reaches	
	twenty percent (20%) of	
	paid-in capital or ten percent	
	(10%) of the total assets.	
Article 9	Article 9	To modify the
Penalty:	Penalty:	statement of
If the related personnel of the	If the <u>manager</u> or personnel of the	text as
Company responsible for	Company responsible for	appropriate.
acquisition or disposal of assets	acquisition or disposal of assets	
violates the "Regulations	violates the "Regulations	
Governing the Acquisition and	Governing the Acquisition and	
Disposal of Assets by Public	Disposal of Assets by Public	
Companies" promulgated by the	Companies" promulgated by the	
FSA or the Procedures, an oral	FSA or the Procedures, an oral	
warning shall be rendered for first	warning shall be rendered for first	
violation, following by written	violation, following by written	
warning for continual violation.	warning for continual violation.	
Persons who violate the aforesaid	Persons who violate the aforesaid	
repeatedly or materially shall be	repeatedly or materially shall be	
transferred from the original	transferred from the original	
position.	position.	
Article 11	Article 11	In accordance
Resolution Procedures:	Resolution Procedures:	with the
When the Company intends to	When the Company intends to	definition of
acquire or dispose of real property	acquire or dispose of real property	International
or its right-of-use assets to a	from or to a related party, or when	Financial
related party, or when it intends to	it intends to acquire or dispose of	Reporting
acquire or dispose of assets other	assets other than real property	Standard No.
than real property or its	from or to a related party and the	16 Lease and
right-of-use assets from or to a	transaction amount reaches twenty	the

Amended articles	Original articles	Description
related party and the transaction	percent (20%) or more of paid-in	"Regulations
amount reaches twenty percent	capital, ten percent (10%) or more	Governing the
(20%) or more of paid-in capital,	of the company's total assets, or	Acquisition
ten percent (10%) or more of the	NTD three hundred million (NTD	and Disposal
company's total assets, or NTD	300,000,000) or more, Except for	of Assets by
three hundred million (NTD	the purchase and sale of the	Public
300,000,000) or more. Except for	bonds, repurchase/reverse	Companies"
the purchase and sale of the	repurchase bonds, and requisition	was amended,
bonds, repurchase/reverse	or repurchase of money market	so the Article
repurchase bonds, and requisition	funds issued by the domestic	was amended
or repurchase of money market	security investment and trust	as
funds issued by the domestic	industry, the unit responsible for	appropriate.
security investment and trust	implementation may not proceed	
industry, the unit responsible for	to enter into a transaction contract	
implementation may not proceed	or make a payment until the	
to enter into a transaction contract	following matters have been	
or make a payment until the	submitted to the Audit Committee	
following matters have been	and obtain the consent of the	
submitted to the Audit Committee	Audit Committee and proposed to	
and obtain the consent of more	the board of directors for a	
than one-half of all members and	resolution:	
proposed to the Board of	1 (omission)	
Directors for a resolution:	2 (omission)	
1 (omission)	3. With respect to the acquisition	
2 (omission)	of real property from a	
3. With respect to the acquisition	related party, information	
of real property or its	regarding appraisal of the	
right-of-use assets from a	reasonableness of the	
related party, information	preliminary transaction	
regarding appraisal of the	terms in accordance with	
reasonableness of the	Article 12 and Article 13.	
preliminary transaction terms	4 (omission)	
in accordance with Article 12	5 (omission)	
and Article 13.	6 (omission)	
4 (omission)	7 (omission)	
5 (omission)	The calculation of the transaction	
6 (omission)	amounts referred to in the	

Amended articles	Original articles	Description
7 (omission)	preceding paragraph shall be	
The calculation of the transaction	made in accordance with Article 6	
amounts referred to in the	herein, and "within the preceding	
preceding paragraph shall be	year" as used herein refers to the	
made in accordance with Article 6	year preceding the date of	
herein, and "within the preceding	occurrence of the current	
year" as used herein refers to the	transaction. Items that have been	
year preceding the date of	approved by the board of directors	
occurrence of the current	and recognized by the audit	
transaction. Items that have been	committee in accordance with the	
adopted by the board of directors	Procedures need not be counted	
and recognized by the audit	toward the transaction amount.	
committee in accordance with the	With respect to the acquisition or	
Procedures need not be counted	disposal of business-use	
toward the transaction amount.	equipment between the Company	
The Company engages in the	and its parent or subsidiaries, the	
following transactions with its	Company's board of directors may	
parent company, subsidiaries, or	delegate the board chairman to	
subsidiaries that directly or	decide such matters when the	
indirectly hold 100% of the issued	transaction is within a certain	
shares or total capital, the Board	amount and have the decisions	
of Directors shall authorize the	subsequently submitted to and	
chairman to make a decision	ratified by the next board of	
within NT\$1 billion and then	directors meeting.	
report to the Board of Directors		
for the most recent period:		
(1) For the acquisition or		
disposal of equipment		
for business use or its		
right-of-use assets		
(2) For the acquisition or		
disposal of real property		
for business use or its		
right-of-use assets		
Article 12	Article 12	In accordance
Assessment on Reasonableness of	Assessment on Reasonableness of	with the
Transaction Conditions:	Transaction Conditions:	definition of

Amended articles	Original articles	Description
When the Company acquires real	When the Company acquires real	International
property or its right-of-use assets	property from a related party, the	Financial
from a related party, the	reasonableness of the transaction	Reporting
reasonableness of the transaction	costs shall be evaluated by the	Standard No.
costs shall be evaluated by the	following means and an	16 Lease and
following means:	accountant shall be engaged to	the
1 (omission)	verify the result and provide	"Regulations
2 (omission)	substantial opinion, unless the	Governing the
Where land and structures	related party acquired the real	Acquisition
thereupon are combined as a	property through inheritance or as	and Disposal
single property purchased or	a gift, or more than five (5) years	of Assets by
leased in one transaction, the	will have elapsed from the time	Public
transaction costs for the land and	the related party signed the	Companies"
the structures may be separately	contract to obtain the real property	was amended,
appraised in accordance with	to the signing date for the current	so the Article
either of the means listed in the	transaction, or the real property is	was amended
preceding paragraph.	acquired through signing of a joint	as
When the Company acquires real	development contract with the	appropriate.
property or its right-of-use assets	related party, or through engaging	
thereof from a related party and	a related party to build real	
appraises the cost of the real	property, either on the company's	
property or right-of-use assets	own land or on rented land.	
thereof in accordance with the	1 (omission)	
preceding two paragraphs shall	2 (omission)	
also engage a CPA to check the	3. Where land and structures	
appraisal and render a specific	thereupon are combined as a	
opinion.	single property purchased in	
Where the Company acquires real	one transaction, the	
property or its right-of-use assets	transaction costs for the land	
thereof from a related party and	and the structures may be	
one of the following	separately appraised in	
circumstances exists, the	accordance with either of the	
acquisition shall be conducted in	means provided under	
accordance with the preceding	subparagraph 1 or 2 above	
article, and the preceding three	respectively.	
paragraphs do not apply:		
1. The related party acquired the		

Amended articles	Original articles	Description
real property or its		
right-of-use assets thereof		
through inheritance or as a		
<u>gift.</u>		
2. More than 5 years will have		
elapsed from the time the		
related party signed the		
contract to obtain the real		
property or its right-of-use		
assets thereof to the signing		
date for the current		
transaction.		
3. The real property is acquired		
through signing of a joint		
development contract with		
the related party, or through		
engaging a related party to		
build real property, either on		
the company's own land or on		
rented land.		
4. The real property right-of-use		
assets for business use are		
acquired by the Company		
with its parent or subsidiaries,		
or by its subsidiaries in which		
it directly or indirectly holds		
100 percent of the issued		
shares or authorized capital.		
Article 13	Article 13	In accordance
Matters to be processed where the	Matters to be processed where the	with the
Calculated Transaction Cost is	Calculated Transaction Cost is	definition of
lower than the Transaction Price:	lower than the Transaction Price:	International
1. If the transaction cost	1. If the transaction cost	Financial
calculated from the results of	calculated from the results of	Reporting
an evaluation in accordance	an evaluation in accordance	Standard No.
with paragraph 1 and	with the previous article is	16 Lease and
paragraph 2 of the previous	lower than the transaction	the

Amended articles	Original articles	Description
articles is lower than the	price, <u>unless</u> any of the	"Regulations
transaction price, shall be	following circumstances	Governing the
applicable in accordance with	exist and objective evidence	Acquisition
the provisions of the third	has been submitted and	and Disposal
subparagraph, unless any of	specific opinions on	of Assets by
the following circumstances	reasonableness have been	Public
exist and objective evidence	obtained from a professional	Companies"
has been submitted and	real property appraiser and	was amended,
specific opinions on	accountant, Article 4 shall be	so the Article
reasonableness have been	applicable.	was amended
obtained from a professional	(1) Where the related party	as
real property appraiser and	acquired undeveloped	appropriate.
accountant.	land or leased land for	
(1) Where the related party	development, it may	
acquired undeveloped	submit proof of	
land or leased land for	compliance with one of	
development, it may	the following	
submit proof of	conditions:	
compliance with one of	1 (omission)	
the following	2. <u>Completed</u>	
conditions:	transactions by	
1 (omission)	unrelated parties	
2. Concluded a	within the preceding	
transaction by	year involving other	
unrelated parties	floors of the same	
within the preceding	property or	
year involving other	neighboring or	
floors of the same	closely valued	
property or	parcels of land,	
neighboring or	where the land area	
closely valued	and transaction terms	
parcels of land,	are similar after	
where the land area	calculation of	
and transaction terms	reasonable price	
are similar after	discrepancies in floor	
calculation of	or area land prices in	
reasonable price	accordance with	

Amended articles	Original articles	Description
discrepancies in	standard property	
floor or area land	market practices.	
prices in accordance	3. Completed leasing	
with standard	transactions by	
property or rental	unrelated parties for	
market practices.	other floors of the	
(2) The Company acquiring	same property from	
real property or <u>rent</u>	within the preceding	
acquisition right-of-use	year, where the	
assets of real property	transaction terms are	
from a related party	similar after	
provides evidence that	calculation of	
the terms of the	reasonable price	
transaction are similar	discrepancies among	
to the terms of	floors in accordance	
transactions completed	with standard	
for the acquisition of	property leasing	
neighboring or closely	market practices.	
valued parcels of land	(2) The company acquiring	
of a similar size by	real property from a	
unrelated parties within	related party provides	
the preceding year.	evidence that the terms	
2. Concluded a transaction for	of the transaction are	
neighboring or closely valued	similar to the terms of	
parcels of land in the	transactions completed	
preceding paragraph in	for the acquisition of	
principle refers to parcels on	neighboring or closely	
the same or an adjacent block	valued parcels of land of	
and within a distance of no	a similar size by	
more than five hundred (500)	unrelated parties within	
meters or parcels close in	the preceding year.	
publicly announced current	2. Completed transactions for	
value; transaction for	neighboring or closely	
similarly sized parcels in	valued parcels of land in the	
principle refers to conclude a	preceding paragraph in	
transaction by unrelated	principle refers to parcels on	
parties for parcels with a land	the same or an adjacent	

Amended articles	Original articles	Description
area of no less than fifty	block and within a distance	
percent (50%) of the property	of no more than five hundred	
in the planned transaction;	(500) meters or parcels close	
within the preceding year	in publicly announced	
refers to the year preceding	current value; transaction for	
the date of occurrence of the	similarly sized parcels in	
acquisition of the real	principle refers to	
property or its right-of-use	transactions completed by	
assets.	unrelated parties for parcels	
3. Where the Company acquires	with a land area of no less	
real property or its	than fifty percent (50%) of	
right-of-use assets from a	the property in the planned	
related party and the results	transaction; within the	
of appraisals conducted in	preceding year refers to the	
accordance with	year preceding the date of	
aforementioned 2	occurrence of the acquisition	
subparagraphs are uniformly	of the real property.	
lower than the transaction	3. Where the Company acquires	
price, the following steps	real property from a related	
shall be processed:	party and the results of	
(1) A special reserve shall be	appraisals conducted in	
set aside in accordance	accordance with	
with Article 41,	aforementioned Article are	
paragraph 1 of the	uniformly lower than the	
Securities and Exchange	transaction price, and if there	
Act against the	is no circumstance provided	
difference between the	under paragraph 1 of this	
real property or its	Article, the following steps	
right-of-use assets	shall be processed:	
transaction price and the	(1) A special reserve shall be	
appraised cost, and may	set aside in accordance	
not be distributed or used	with Article 41,	
for capital increase or	paragraph 1 of the	
issuance of bonus shares.	Securities and Exchange	
(2) (omission)	Act against the	
(3) The processing situation	difference between the	
of the <u>previous 2</u>	real property transaction	

Amended articles	Original articles	Description
subparagraphs shall be	price and the appraised	
reported to the	cost, and may not be	
shareholders meeting,	distributed or used for	
and the details of the	capital increase or	
transaction shall be	issuance of bonus	
disclosed in the annual	shares. The Company	
report and any	has set aside a special	
investment prospectus.	reserve may not utilize	
4. The Company has set aside a	the special reserve until	
special reserve under the	it has recognized a loss	
provision of the third	on decline in market	
paragraph may not utilize	value of the assets it	
the special reserve until it	purchased at a premium,	
has recognized a loss on	or they have been	
decline in market value of	disposed of, or adequate	
the assets it purchased or	compensation has been	
leased at a premium, or they	made, or the status quo	
have been disposed of, or	ante has been restored,	
the leasing contract has been	or there is other	
terminated, or adequate	evidence confirming	
compensation has been	that there was nothing	
made, or the status quo ante	unreasonable about the	
has been restored, or there is	transaction, and the FSC	
other evidence confirming	has given its consent.	
that there was nothing	(2) (omission)	
unreasonable about the	(3) Actions taken pursuant to	
transaction, and the FSC has	subparagraph 1 and	
given its consent.	subparagraph 2 shall be	
5. When the Company acquires	reported to the	
real property or its	shareholders meeting,	
right-of-use assets thereof	and the details of the	
from a related party, it shall	transaction shall be	
also comply with the	disclosed in the annual	
preceding two paragraphs if	report and any	
there is other evidence	investment prospectus.	
indicating that the acquisition		
was not an arm's length		

Amended articles	Original articles	Description
transaction.		
Article 14	Article 14	According to
Transaction Principles and	Transaction Principles and	the Company
Guidelines :	Guidelines :	practice, the
1 (omission)	1 (omission)	Article was
2. Operational or Hedging	2. Operational or Hedging	amended as
Strategies: Transactions in	Strategies: Transactions in	appropriate.
derivative products carried	derivative products carried	
out by the Company are	out by the Company are	
divided into transactions for	divided into transactions for	
trading purpose and	hedging purpose and	
transactions that are not for	transactions that are not for	
trading purpose. In the	hedging purpose (i.e., for	
transactions not for trading	transaction purpose). The	
purpose, the strategy shall be	strategy shall be to focus on	
to focus on the main purpose	the main purpose of hedging.	
of hedging. The main	The main selection of	
selection of transaction	transaction products shall be	
products shall be for avoiding	for avoiding the risk of	
the risk of foreign exchange	foreign exchange income,	
income, expense, asset or	expense, asset or	
indebtedness incurred from	indebtedness incurred from	
the operation of the	the operation of the	
Company's business. In	Company's business. In	
case of any change of	case of any change of	
objective environment,	objective environment,	
"trading transactions" in	"non-hedging transactions"	
derivative products may be	in derivative products may	
engaged at appropriate timing	be engaged at appropriate	
in the market in order to	timing in the market in order	
increase additional	to increase additional	
non-operational income or	non-operational income or	
reduce non-operational loss.	reduce non-operational loss.	
Further, to the extent	Further, to the extent	
possible, the selected	possible, the selected	

Amended articles	Original articles	Description
transaction counterparties	transaction counterparties	
shall be financial institutions	shall be financial institutions	
that have business dealings	that have business dealings	
with the Company in order to	with the Company in order	
<u>decrease</u> credit risk.	to avoid credit risk. The	
3. Transaction Amount Limits:	type of transaction shall be	
(1) <u>Non-Trading</u>	clearly defined as hedging	
Transactions: The	transaction or financial	
maximum hedging limit	operation in pursuit of	
shall be the net	investment return prior to the	
positions of foreign	transaction as the basis for	
exchange (including net	accounting.	
positions expected to	3. Transaction Amount Limits:	
incur in the future) after	(1) <u>Hedging Transactions</u> :	
individual assets and	The maximum hedging	
debt.	limit shall be the net	
(2) <u>Trading Transactions</u> :	positions of foreign	
Limit on unsettled	exchange (including net	
transactions shall not	positions expected to	
exceed USD <u>2 million</u> .	incur in the future) after	
The personnel	consolidation of assets	
executing the trade shall	and debt.	
first submit an analysis	(2) <u>Non-Hedging</u>	
report on foreign	Transactions: Limit on	
exchange trends, its	unsettled transactions	
details must clearly	shall not exceed USD	
analyze the trends in the	one hundred million	
foreign exchange	(USD 100,000,000). The	
market and recommend	personnel executing the	
operating mode, and	trade shall first submit	
may proceed only upon	an analysis report on	
getting the approval	foreign exchange trends,	
from the chairman.	its details must clearly	
4. Global and Individual Contract	analyze the trends in the	
Loss Limit Amount	foreign exchange market	
(1) <u>Non-Trading</u>	and recommend	
Transactions: After a	operating mode, and	

Amended articles	Original articles	Description
position is established,	may proceed only upon	
in case of any of the	getting the approval	
following,	from the chairman, the	
recommendations of	director authorized by	
corresponding measures	the chairman or general	
shall be proposed	manager.	
immediately to the	4. Global and Individual Contract	
chairman for a decision:	Loss Limit Amount	
1 (omission)	(1) <u>Hedging Transactions</u> :	
2. Evaluated loss	After a position is	
amount for all	established, in case of	
contracts exceed ten	any of the following,	
percent of the total	recommendations of	
transaction contract	corresponding measures	
amount for	shall be proposed	
consecutive two	immediately to president	
months.	or the supervisor	
(2) <u>Trading Transaction</u> s:	authorized by the	
After a position is	chairman or the director	
established, in case of	authorized by the	
any of the following,	chairman or general	
recommendations of	manager for decision:	
corresponding measures	1 (omission)	
shall be proposed	2. Evaluated loss	
immediately to the	amount for all	
chairman for a decision:	contracts exceed ten	
1 (omission)	percent of the total	
2 (omission)	transaction contract	
5. Authorization Amount:	amount for consecutive	
(1) <u>Non-Trading</u>	two months.	
Transactions: Based on	(2) <u>Non-Hedging</u>	
the changes of company	Transactions: After a	
revenue and risk	position is established,	
position, and the trading	in case of any of the	
personnel shall be	following,	
approved by the general	recommendations of	
manager and shall be	corresponding measures	

Amended articles	Original articles	Description
traded within USD 30	shall be proposed	
million of the	immediately to the	
accumulated trading	chairman, the director	
position not exceeding	authorized by the	
the existing hedge part	chairman or general	
or the accumulated	manager for decision:	
trading position. The	1 (omission)	
relevant transaction	2 (omission)	
must be carried out	5. Authorization Amount:	
after approval by the	(1) <u>Hedging Transactions:</u>	
chairman if the above	Based on the changes of	
amount is exceeded.	company revenue and	
(2) Trading Transactions: To	risk position, <u>the</u>	
reduce risks, all	chairman or the director	
transactions must be	authorized by the	
approved by the	chairman or general	
chairman before	manager designated	
proceeding.	person may carry out	
6. Division of powers and	trading of USD five	
responsibilities:	million (USD	
(1) <u>Finance Department:</u>	5,000,000) (inclusive)	
<u>a.</u> An executive	and below for any single	
department of a	trade, whereas for any	
derivative commodity	single trade exceeds	
transaction of the	USD five million (USD	
Company, it is	5,000,000), the approval	
responsible for the	from the chairman, the	
formulation of the	director authorized by	
trading strategy within	the chairman or general	
the scope of	manager must first be	
authorization, the	obtained before	
execution of the trade	proceeding.	
command, the	(2) <u>Non-Hedging</u>	
disclosure of future	Transactions: To reduce	
transaction risks, and	risks, all transactions	
providing information	must be approved by the	
to the relevant	chairman, the director	

Amended articles	Original articles	Description
departments for	authorized by the	
reference promptly. <u>The</u>	chairman or general	
confirmation of the	manager before	
transaction and the	proceeding.	
settlement of the	(3) <u>In order to</u>	
transaction are the	accommodate the	
responsibility of other	management control of	
non-trading transaction	the bank, the authorized	
executives of the	person must inform the	
Finance Department.	bank regarding the	
b. Responsible for the	company authorization.	
confirmation of the	6. Division of powers and	
transaction, reserve the	responsibilities:	
transaction records,	(1) <u>Trader:</u> An executive	
regularly initiating the	officer of a derivative	
assessment of the fair	commodity transaction	
value of the position	of the Company who is	
held and the settlement	appointed by the	
of the derivatives.	Chairman, or the	
(2) Accounting Department:	director or general	
Responsible for making	manager authorized by	
vouchers based on	the Chairman. They are	
various documents,	responsible for the	
completing relevant	formulation of the	
accounting statements	trading strategy within	
according to accounting	the scope of	
cycle and disclosing	authorization, the	
relevant information in	execution of the trade	
financial reports.	command, the disclosure	
(3) Audit Office:	of future transaction	
1. Regularly to	risks, and providing	
supervise whether the	information to the	
assessment meets the	relevant departments for	
already set business	reference promptly.	
strategy and whether	(2) <u>Finance Department</u> :	
the risks assumed are	Responsible for the	
within the company's	confirmation of the	

Amended articles	Original articles	Description
tolerance.	transaction, reserve the	
2. Regularly to assess	transaction records,	
whether the currently	regularly initiating the	
used risk management	assessment of the fair	
procedures are	value of the position	
appropriate and conduct	held and the settlement	
in accordance with the	of the derivatives.	
company's "Policies	(3) Accounting Department:	
and Procedures for	Responsible for having	
Financial Derivatives	bookkeeping processed	
Transactions".	and relevant information	
7. Principles for Performance	disclosed in accordance	
Evaluation:	with the " <u>Regulations</u>	
(1) <u>Non-Trading</u>	Governing the	
Transactions:	Preparation of Financial	
Performance evaluation	Reports by Securities	
shall be based on the	<u>Firms</u> ".	
foreign exchange	7. Principles for Performance	
(interest) rate cost on	Evaluation:	
the Company's books	(1) <u>Hedging Transactions:</u>	
and the profit and loss	Performance evaluation	
incurred from	shall be based on the	
derivative financial	foreign exchange	
transactions. There shall	(interest) rate cost on the	
be at least two	Company's books and	
evaluations every	the profit and loss	
month and the	incurred from derivative	
performance shall be	financial transactions.	
submitted to	There shall be at least	
management for	two evaluations every	
reference.	month and the	
(2) <u>Trading Transactions:</u>	performance shall be	
Performance evaluation	submitted to	
shall be based on the	management for	
profit and loss actually	reference.	
incurred. There shall be	(2) <u>Non-Hedging</u>	
at least one evaluation	Transactions:	

Amended articles	Original articles	Description
every week and the	Performance evaluation	
performance shall be	shall be based on the	
submitted to	profit and loss actually	
management for	incurred. There shall be	
reference.	at least one evaluation	
	every week and the	
	performance shall be	
	submitted to	
	management for	
	reference.	
Article 15	Article 15	According to
Risk Management	Risk Management	the Company
Measures:	Measures:	practice, the
In engaging in transactions of	In engaging in transactions of	Article was
derivative products, the	derivative products, the	amended as
Company's risk management	Company's risk management	appropriate.
scope and the risk management	scope and the risk management	
measures to be taken are as	measures to be taken are as	
follows:	follows:	
1 (omission)	1 (omission)	
2. The future market price	2. Market Price Risk	
fluctuation of derivative	Consideration: The future	
products may incur uncertain	market price fluctuation of	
losses. Therefore after	derivative products may	
positions are established, the	incur uncertain losses.	
profit and loss shall continue	Therefore after positions are	
to be followed. When the loss	established, the profit and	
exceeds the preset loss stop	loss shall continue to be	
point, report shall be made	followed. When the loss	
immediately to the chairman	exceeds the preset loss stop	
for a decision.	point, report shall be made	
	immediately to the chairman,	
3 (omission)	the director authorized by	
4 (omission)	the chairman or general	
5. Legal Risk Consideration:	manager for decision.	
As far as possible, when	3 (omission)	
signing any agreements with	4 (omission)	

Amended articles	Original articles	Description
financial institutions, it shall	5. Legal Risk Consideration:	
be carefully reviewed by the	As far as possible, <u>use</u>	
organizer and assisted by the	international standardized	
legal department or the	documents when signing any	
professional legal counsel to	agreements with financial	
avoid legal risks.	institutions to avoid legal	
6 (omission)	<u>risks.</u>	
7 (omission)	6 (omission)	
8 (omission)	7 (omission)	
9. Verification personnel shall	8 (omission)	
regularly verify accounts with	9. Verification personnel shall	
banks or through	regularly verify accounts with	
confirmation letters and shall	banks or through	
verify whether the total	confirmation letters and shall	
amount of transaction has	verify whether the total	
exceeded the limit provided	amount of transaction has	
under this Procedure at all	exceeded the limit provided	
times.	under this Procedure at all	
10. Weighing Risk. In accordance	times.	
to subparagraph 8 herein, the	10. Weighing Risk. In accordance	
supervising personnel and	to Paragraph 8 herein, the	
administering personnel shall	supervising personnel and	
not belong to the same	administering personnel	
department, and report to the	shall not belong to the same	
Board of Directors or a senior	department, and report to the	
executive from a different	board of directors or a senior	
department.	executive from a different	
11. All positions shall be	department.	
evaluated at least once	11. All positions shall be	
every week. In case of	evaluated at least once	
hedging transactions	every week. In case of	
pursuant to business	hedging transactions	
requirement, evaluation	pursuant to business	
shall be performed at least	requirement, evaluation	
twice every month. The	shall be performed at least	
evaluation report shall be	twice every month. The	
submitted to the general	evaluation report shall be	

Amended articles	Original articles	Description
manager.	submitted to the chairman,	
	the director authorized by	
	the chairman or general	
	manager.	
Article 16	Article 16	According to
Internal Audit System:	Internal Audit System:	the Company
The internal audit staff of the	The internal audit staff of the	practice, the
Company shall regularly	Company shall regularly	Article was
understand the appropriateness of	understand the appropriateness of	amended as
internal control for transactions of	internal control for transactions of	appropriate.
derivative products, perform	derivative products, perform	
monthly audit on the	monthly audit on the operating	
circumstances of trading	procedure of the transaction	
department engages in derivative	department with regard to	
commodity trading procedures	transactions of derivative	
and prepare audit reports. If any	products and prepare audit	
significant breach of this rule is	reports. If any significant breach	
discovered, an immediate report	of this rule is discovered, an	
shall be submitted to chairman,	immediate report shall be	
the director authorized by the	submitted to chairman, the	
chairman and the audit committee	director authorized by the	
shall be informed in writing.	chairman <u>or general manager</u> and	
	the audit committee shall be	
	informed in writing.	
Article 17	Article 17	According to
Regular Evaluation Method and	Regular Evaluation Method and	the Company
Handling of Abnormal Situations:	Handling of Abnormal Situations:	practice, the
1. Transactions of derivative	1. Transactions of derivative	Article was
products shall be regularly	products shall be regularly	amended as
evaluated on monthly or	evaluated on monthly or	appropriate.
weekly basis and profit and	weekly basis and profit and	
loss as well as open positions	loss as well as open positions	
of transactions during the	of non-hedging transactions	
current month or current	during the current month or	
week shall be listed and	current week shall be listed	
submitted to general manager	and submitted to the	

	Amended articles		Original articles	Description
	as reference for management		Chairman or the director or	
	performance evaluation and		President authorized by the	
	risk consideration.		Chairman as reference for	
2.	The senior executive		management performance	
	authorized by the Board of		evaluation and risk	
	Directors of the Company		consideration.	
	shall pay attention to the	2.	The senior executive	
	monitoring and control of risk		designated by the board of	
	for transactions of derivative		directors shall pay attention	
	products at all times. The		to the monitoring and control	
	Board of Directors shall		of risk for transactions of	
	evaluate whether the		derivative products at all	
	performance of transactions		times. The Board of	
	of derivative products		Directors shall evaluate	
	complies with the fixed		whether the performance of	
	operational strategies and		transactions of derivative	
	whether the risk undertaken is		products complies with the	
	within the Company's scope		fixed operational strategies	
	of tolerance.		and whether the risk	
3.	The senior executive		undertaken is within the	
	authorized by the Board of		Company's scope of	
	Directors shall manage		tolerance.	
	transactions of derivative	3.	The senior executive	
	products based on the		authorized by the Board of	
	following principles:		Directors shall manage	
	(1) Regularly evaluate		transactions of derivative	
	whether the risk		products based on the	
	management measures		following principles:	
	currently used are		(1) Regularly evaluate	
	appropriate and ensure		whether the risk	
	to handle under the		management measures	
	"Rules Governing the		currently used are	
	Acquisition and		appropriate and ensure	
	Disposal of Asset"		that the <u>relevant</u>	
	established by the		provisions under the	
	Financial Supervisory		"Rules Governing the	
	Commission and the		Acquisition and	

Amended articles	Original articles	Description
Procedures.	Disposal of Asset"	
(2) To supervise transaction	established by the	
and profit and loss	Financial Supervisory	
situations. Take	Commission and this	
necessary	Procedure are complied	
corresponding measures	with.	
if any anomaly is	(2) Monitor transaction	
discovered and report	and profit and loss	
immediately to the	situations. Take	
board of directors, and	necessary corresponding	
the Board of Directors	measures if any anomaly	
shall have <u>independent</u>	is discovered and report	
directors present and	immediately to the	
give their opinions.	board of directors.	
4 (omission)	4 (omission)	
Article 19	Article 19	To modify the
The Company that conducts a	The Company that conducts a	statement of
merger, spin-off or acquisition	merger, spin-off or acquisition	text as
shall prepare a public report to	shall prepare a public report to	appropriate.
shareholders detailing important	shareholders detailing important	
contractual content and matters	contractual content and matters	
relevant to the merger, spin-off, or	relevant to the merger, spin-off, or	
acquisition prior to the	acquisition prior to the	
shareholders meeting and include	shareholders meeting and include	
it along with the expert opinion	it along with the expert opinion	
referred to the preceding Article	referred to the preceding Article	
when sending shareholders	when sending shareholders	
notification of the shareholders	notification of the shareholders	
meeting for reference in deciding	meeting for reference in deciding	
whether to approve the merger,	whether to approve the merger,	
spin-off, or acquisition.	spin-off, or acquisition.	
Provided, where a provision of	Provided, where a provision of	
another law exempts a company	another law exempts a company	
from convening a shareholders	from convening a shareholders	
meeting to approve the merger,	meeting to approve the merger,	
spin-off or acquisition, this	spin-off or acquisition, this	
restriction shall not apply.	restriction shall not apply. Where	

Amended articles	Original articles	Description
Where the shareholders meeting	the shareholders meeting of any	
of any one of the companies	one of the companies participating	
participating in a merger, spin-off,	in a merger, spin-off, or	
or acquisition fails to convene or	acquisition fails to convene or	
pass a resolution due to <u>lack of a</u>	pass a resolution or the proposal is	
quorum, insufficient votes, or	rejected by the shareholders	
other legal restriction, or the	meeting, the companies	
proposal is rejected by the	participating in the merger,	
shareholders meeting, the	spin-off or acquisition shall	
companies participating in the	immediately publicly explain the	
merger, spin-off or acquisition	reason, the follow-up measures,	
shall immediately publicly explain	and the preliminary date of the	
the reason, the follow-up	next shareholders meeting.	
measures, and the preliminary		
date of the next shareholders		
meeting.		
Article 20	Article 20	To modify the
Unless specified by other laws or_	Unless another act provides	statement of
have special factors are notified	otherwise or the FSC is notified in	text as
of the FSC in advance, when the	advance, when the Company	appropriate.
Company participates in any	participates in any merger, split or	
merger, split or acquisition, it	acquisition, it shall convene the	
shall convene the board meeting	board meeting and the	
and the shareholders meeting on	shareholders meeting on the same	
the same day as the other	day as the other participating	
participating companies to resolve	companies to resolve on matters	
on matters of merger, split or	of merger, split or acquisition.	
acquisition.	When the Company participates in	
Unless specified by other laws or	any transfer of shares, it shall	
have special factors are notified of	convene the board meeting on the	
the FSC in advance, when the	same day as the other	
Company participates in transfer	participating companies.	
of shares, it shall convene the	When participating in a merger,	
board meeting on the same day.	spin-off, acquisition, or transfer of	
When participating in a merger,	another company's shares, a	
spin-off, acquisition, or transfer of	company that is listed on an	
another company's shares, a	exchange or has its shares traded	

Amended articles	Original articles	Description
company that is listed on an	on an OTC market shall prepare a	
exchange or has its shares traded	full written record of the	
on an OTC market shall prepare a	following information and retain it	
full written record of the	for five (5) years for reference:	
following information and retain it	1 (omission)	
for five 5 years for reference:	2 (omission)	
1 (omission)	3 (omission)	
2 (omission)	(omission)	
3 (omission)	Where any of the companies	
(omission)	participating in a merger, spin-off,	
Where any of the companies	acquisition, or transfer of another	
participating in a merger, spin-off,	company's shares is neither listed	
acquisition, or transfer of another	on an exchange nor has its shares	
company's shares is neither listed	traded on an OTC market, the	
on an exchange nor has its shares	company(s) so listed or traded	
traded on an OTC market, the	shall sign an agreement with such	
companies listed or traded shall	company whereby the latter is	
sign an agreement with such	required to abide by the	
company whereby the latter is	provisions of paragraphs 2 and 3.	
required to abide and conduct in		
accordance with the preceding		
two paragraphs.		
Article 21	Article 21	To modify the
The proportion of the shares or the	Share exchange ratio and	statement of
purchase price of the company	acquisition price:	text as
participating in the merger,	The share exchange ratio or	appropriate.
division, acquisition or share	acquisition price shall not be	
transfer shall not be arbitrarily	amended at will pertaining to any	
changed except in the following	merger, split, acquisition or share	
cases, and shall be changed in the	transfer except for any of the	
merger, division, acquisition or	following circumstances:	
share transfer contract:	1 (omission)	
1 (omission)	2 (omission)	
2 (omission)	3 (omission)	
3 (omission)	4 (omission)	
4 (omission)	5 (omission)	
5 (omission)	6 (omission)	

Amended articles	Original articles	Description
6 (omission)		
Article 22	Article 22	To modify the
Where the Company participates	Matters which must be provided	statement of
in a merger, split, acquisition or	in the agreement:	text as
transfer of shares, the deal	Where the Company participates	appropriate.
agreement shall specify the rights	in a merger, split, acquisition or	
and obligations of the	transfer of shares, the deal	
participating companies merger,	agreement shall specify the rights	
<u>split, acquisition or transfer of</u>	and obligations of the	
shares, and shall state the	participating companies, the share	
following matters:	exchange ratio and the acquisition	
1 (omission)	price which may be changed as	
2 (omission)	stated in the previous article, and	
3 (omission)	the following matters:	
4 (omission)	1 (omission)	
5 (omission)	2 (omission)	
6 (omission)	3 (omission)	
	4 (omission)	
	5 (omission)	
	6 (omission)	
Article 23	Article 23	To modify the
Other noted matters for the	Other noted matters for the	statement of
Company's participating in a	Company's participating in a	text as
merger, split, acquisition or share	merger, split, acquisition or share	appropriate.
transfer:	transfer:	
1. For <u>all</u> persons participating	1. The <u>requirement</u> for all	
in or knowing the Company	persons participating in or	
merger, split, acquisition or	knowing the merger, split,	
share transfer to enter into a	acquisition or share transfer	
written non-disclosure	to enter into a written	
undertaking. Before	non-disclosure undertaking.	
announcement of the	Before announcement of the	
information, all persons	information, all persons	
involved shall neither reveal	involved shall neither reveal	
the project nor engage in	the project nor engage in	

Amended articles	Original articles	Description
buying, selling or merger,	buying or selling of any	
split, acquisition or transfer of	share or other securities of	
shares of any share or other	equity nature of any	
securities of equity nature of	company which is related to	
any company which is related	the transaction either in his	
to the transaction either in his	own name or in the name of	
own name or in the name of	any other person.	
any other person.	2. Subsequent to the	
2. Subsequent to the	announcement of the merger,	
announcement of any party	split, acquisition or share	
that participates in the	transfer, if a further merger,	
merger, split, acquisition or	split, acquisition or share	
share transfer, if a further	transfer is contemplated with	
merger, split, acquisition or	another company, unless the	
share transfer is contemplated	number of participating	
with another company, unless	entities is decreased and the	
the number of participating	shareholders meeting has	
entities is decreased and the	resolved and authorized the	
shareholders meeting has	board of directors to make	
resolved and authorized the	changes, in which	
board of directors to make	circumstances no additional	
changes, in addition to the	resolution from the	
resolution of the shareholder	shareholders meeting shall	
meeting, the participation in	be necessary, all completed	
the company's merger,	procedures or legal actions	
division, acquisition or share	under the original proposal	
transfer case, the completion	shall be redone.	
of the procedures or legal	3. Where a company participating	
acts, should be carried out by	in the merger, split, acquisition or	
all participating companies.	share transfer is not a public	
3. Where a company	reporting company, the Company	
participating in the merger, split,	shall enter into an agreement with	
acquisition or share transfer is not	such company and proceed in	
a public reporting company, the	accordance with Article 20	
Company shall enter into an	hereunder and the two preceding	
agreement with such company and	paragraphs of this article.	
proceed in accordance with		

Amended articles	Original articles	Description
Article 20 hereunder and the two		
preceding subparagraphs of this		
article.		
Article 25	Article 25	The Article
Professional appraisers and their	With regards to price appraisal	was amended
officers, certified public accounts,	reports issued by expert appraisals	with the
attorneys, and securities	or opinions of accountants,	"Regulations
underwriters that provide to the	attorneys or securities	Governing the
Company with appraisal reports,	underwriters, the aforementioned	Acquisition
certified public accountant's	persons shall not be a related party	and Disposal
opinions, attorney's opinions, or	to any of the companies to a	of Assets by
underwriter's opinions shall meet	transaction.	Public
the following requirements:		Companies"
1. May not have previously		as
received a final and		appropriate.
unappealable sentence to		
imprisonment for 1 year or		
longer for a violation of the		
Securities and Exchange		
Act, the Company Act, the		
Banking Act of The		
Republic of China, the		
Insurance Act, the Financial		
Holding Company Act, or		
the Business Entity		
Accounting Act, or for		
fraud, breach of trust,		
embezzlement, forgery of		
documents, or occupational		
crime. However, this		
provision does not apply if 3		
years have already passed		
since completion of service		
of the sentence, since		
expiration of the period of a		
suspended sentence, or since		
a pardon was received.		

Amended articles	Original articles	Description
2. May not be a related party or de		
facto related party of any		
party to the transaction.		
3. If the company is required to		
obtain appraisal reports from		
two or more professional		
appraisers, the different		
professional appraisers or		
appraisal officers may not be		
related parties or de facto		
related parties of each other.		
When issuing an appraisal report		
or opinion, the personnel referred		
to in the preceding paragraph shall		
comply with the following:		
<u>1. Prior to accepting a case, they</u>		
shall prudently assess their		
own professional capabilities,		
practical experience, and		
independence.		
2. When examining a case, they		
shall appropriately plan and		
execute adequate working		
procedures, in order to		
produce a conclusion and use		
the conclusion as the basis for		
issuing the report or opinion.		
The related working		
procedures, data collected,		
and conclusion shall be fully		
and accurately specified in		
the case working papers.		
3. They shall undertake an		
item-by-item evaluation of		
the comprehensiveness,		
accuracy, and reasonableness		
of the sources of data used,		

Amended articles	Original articles	Description
the parameters, and the		
information, as the basis for		
issuance of the appraisal		
report or the opinion.		
4. They shall issue a statement		
attesting to the professional		
competence and		
independence of the		
personnel who prepared the		
report or opinion, and that		
they have evaluated and		
found that the information		
used is reasonable and		
accurate, and that they have		
complied with applicable		
laws and regulations.		
Article 26	Article 26	To modify the
When the procedures for the	Where an acquisition or disposal	statement of
acquisition and disposal of assets	of assets by the Company is	text as
of the Company are adopted or	subject to approval by the board	appropriate.
amended they shall be approved	of directors according to the	
by more than half of all audit	Procedures or other laws or	
committee members and	regulations and where the director	
submitted to the board of directors	voices objection which is recorded	
for a resolution, and where the	or stated in writing, such director	
director voices objection which is	objection information shall be	
recorded or stated in writing, such	submitted to the audit committee.	
director objection information	If the Company has independent	
shall be submitted to the audit	directors, the opinions of each	
committee.	independent director shall be fully	
If approval of more than half of	taken into consideration. For any	
all audit committee members as	objection or reservation an	
required in the preceding	independent director might have,	
paragraph is not obtained, the	it shall be specified in the minutes	
procedures may be implemented if	of board meetings.	
approved by more than two-thirds		
of all directors, and the resolution		

Amended articles	Original articles	Description
of the audit committee shall be		
recorded in the minutes of the		
board of directors meeting.		
The terms "all audit committee		
members" in paragraph 1 and "all		
directors" in the preceding		
paragraph shall be counted as the		
actual number of persons		
currently holding those positions.		
Article 27	Article 27	To modify the
The Company shall establish its	The Procedures shall be	statement of
procedures for the acquisition or	implemented after the audit	text as
disposal of assets in accordance	committee's consent, the board of	appropriate.
with the provisions of	directors' passage by resolution	
"Regulations Governing the	and the shareholders meeting's	
Acquisition and Disposal of	approval and so shall the	
Assets by Public Companies", and	amendment thereto. If any	
be agreed by more than one-half	director expresses dissent and	
of all the members of the Audit	such dissent has been recorded in	
Committee, after the procedures	the minutes or substantiated by a	
have been approved by the Board	written declaration, the Company	
of Directors, and then to a	shall submit the director's	
shareholders' meeting for	dissenting opinion to the audit	
approval; the same applies when	committee. When the Procedures	
the procedures are amended. If	are submitted to discussion by the	
any director expresses dissent and	board of directors, the board of	
such dissent has been recorded in	directors shall fully take into	
the minutes or substantiated by a	account each independent	
written declaration, the Company	director's opinions. If an	
shall submit the director's	independent director objects to or	
dissenting opinion to the audit	expresses reservations about any	
committee.	matter, it shall be recorded in the	
If approval of more than half of	minutes of the board of directors	
all audit committee members as	meeting.	
required in the preceding	The aforementioned all members	
paragraph is not obtained, the	of the audit committee and all	
procedures may be implemented if	members of the directors refer to	

Amended articles	Original articles	Description
approved by more than two-thirds	actual incumbent audit committee.	
of all directors, and the resolution		
of the audit committee shall be		
recorded in the minutes of the		
board of directors meeting.		
The terms "all audit committee		
members" in paragraph 1 and "all		
directors" in the preceding		
paragraph shall be counted as the		
actual number of persons		
currently holding those positions.		

Ton Yi Industrial Corp. (Attachment 7) "Operational Procedures for Loaning Funds to Others" chart of amended provisions

Amended articles	Original articles	Description
Article 2	Article 2	Amendment to
 Any loans given to others by the Company shall fulfill any one of the following conditions: (1) Where an inter-company or inter-firm business transaction calls for such lending arrangement; or (2) Where short-term financing facility is necessary. Short term refers to a period of one year or one business lifecycle(the longer of which 	 Any loans given to others by the Company shall fulfill any one of the following conditions: (1) Where an inter-company or inter-firm business transaction calls for such lending arrangement; or (2) Where an inter-company or inter-firm short-term financing facility is necessary. Short term refers to a period of one year or one business lifecycle (the longer of which shall 	the wording.
 shall apply) Article 4: Limits on the aggregate amount of loans and maximum amount permitted to a single borrower (1)The total amount being loaned to others shall not exceed 40% of the net worth of the Company as shown in the latest financial statement audited and certified, or reviewed by a certified public accountant. (2)Limit on maximum amount permitted to an individual borrower: Where there are business dealings with the Company, the loan amount given to an individual borrower shall not exceed the amount required for procurement of goods or sales of goods during the latest year or during the current year up to the 	apply). Article 4: Limits on the aggregate amount of loans and maximum amount permitted to a single borrower (1)The total amount being loaned to others shall not exceed 40% of the net worth of the Company as shown in the latest financial statement audited and certified, or reviewed by a certified public accountant. (2)Limit on maximum amount permitted to each single borrower: 1.Where there are business dealings with the Company, the loan amount given to each single borrower shall not exceed the amount required for procurement of goods or sales of goods during the latest year or during the current year up to the time of the loan, whichever is higher.	In accordance to the amendment of paragraph 4 of Article 3 of Regulations Governing Loaning of Funds and Making of Endorsements/G uarantees by Public Companies by the Financial Supervisory Commission, R.O.C., this provision is amended accordingly and the amendment of Article 3 is

Amended articles	Original articles	Description
time of the loan, whichever is higher. 2.Where loaning funds for short-term financing facility is required, the loan amount made to an individual borrower shall not exceed 20% of the net worth of the Company as shown in the latest financial statement audited and certified, or reviewed by a certified public accountant.	2. Where loaning funds for short-term financing facility is required, the loan amount made to each single borrower shall not exceed 20% of the net worth of the Company as shown in the latest financial statement audited and certified, or reviewed by a certified public accountant. Loans given to overseas companies in which the Company directly and indirectly holds 100% voting shares shall not be subject to the limitation that funds loaned to others shall not exceed 40% of the net worth of the Company as shown in the latest financial statement audited and certified, or reviewed by a certified public accountant.	placed in paragraph 1 of Article 11 and the amendment to the wording of the provision has been made.
 Article 5: Duration of Loans and Calculation of Interest (1) The duration of any loan made by this Company shall be limited to one year. (2) Interest shall in principle accrued on a monthly basis at a rate not lower than the average interest rate for the Company's borrowings from financial institutions unless otherwise resolved by the board of directors. 	 Article 6: Duration of Loans and Calculation of Interest (1) The duration of any loan provided to borrowers shall be limited to one year. (2) Interest shall accrue on a monthly basis at a rate not lower than the average interest rate for the Company's borrowings from financial institutions 	The original provision of Article 6 is placed in Article 5 and amendment to the wording has been made.
Article 6: Procedures for loaning funds (1) <u>In processing matters for</u> <u>loaning funds, upon review by</u> <u>the department in charge and</u> <u>determined the amount of the</u> <u>loan, after approval by the</u> <u>Chairman, the loan may be</u> <u>granted subject to the consent</u> <u>of one-half or more of all audit</u> <u>committee members and the</u> <u>resolution of the board of</u>	Article 5: Procedures for loaning funds (1) Operating Procedures 1.In processing matters for loaning funds or short-term loans, upon review by the department in charge, loans may be granted after approval by the Chairman or Director authorized by the chairman or General Manager, and subsequently submission to and approval by	The original provision of Article 5 is placed in Article 6; the original provision of paragraph 2 of Article 5 is placed in Article 7 and the paragraphs have

Amended articles	Original articles	Description
directors.	the Board of Directors through	been amended.
(2)When funds are loaned	resolution. Material loans to	
between the Company and its	others shall be approved by the	In accordance to
parent company or the	Audit Committee and be	the amendment
Company and its subsidiary,	submitted to the Board of	of paragraph 4 to
apart from compliance with the	Directors for approval. When	paragraph 6 of
procedure in the preceding	funds are loaned between the	Article 8 of
paragraph, the Chairman may	Company and its subsidiary or	Regulations
be authorized to proceed with	among subsidiaries of the	Governing
multiple releases of funds or	Company, the Chairman may be	Loaning of
revolving drawdowns with	authorized to proceed with	Funds and
regard to the same borrower	multiple releases of funds or	Making of
within a certain amount	revolving drawdowns with	Endorsements/G
authorized by resolution of the	regard to the same borrower	uarantees by
Board of Directors and within a	within a certain amount	Public
one year period. The certain	authorized by resolution of the	Companies by
amount mentioned above is	Board of Directors and within a	the Financial
subject to the restriction that	one year period.	Supervisory
the authorized amount	The certain amount mentioned	Commission,
extended by the Company or its	above shall be in compliance	R.O.C., this
subsidiaries to any single entity	with Article 4, paragraph 2. In	provision is
shall not exceed 10% of the net	addition, the authorized amount	amended
worth on the latest financial	extended by the Company or its	accordingly and
statements of the Company.	subsidiaries to any single entity	amendment to
	shall not exceed 10% of the net	the wording has
(3) The Finance Department	worth on the latest financial	been made.
shall prepare a memorandum	statements of the Company.	
book for its fund-loaning	2. The Finance Department shall	
activities. After a loan of funds is	prepare a memorandum book for	
approved based on the above	its fund-loaning activities. After	
paragraph 1, the borrower, the	a loan of funds is approved	
amount, date of approval by the	based on the above	
Board of	sub-paragraph 1, the borrower,	
Directors, lending/borrowing	the amount, date of approval by	
date, and matters to be carefully	the Board of	
evaluated based on the review	Directors, lending/borrowing	
procedures shall be recorded for	date, and matters to be carefully	
future reference.	evaluated based on the review	
(4) The internal auditors shall	procedures shall be recorded for	
audit the Operational Procedures	future reference.	
for Loaning Funds to Others and	3. The internal auditors shall	
the implementation thereof on a	audit the Operational Procedures	
quarterly basis and prepare	for Loaning Funds to Others and	
written records accordingly.	the implementation thereof on a	

Amended articles	Original articles	Description
They shall notify the Audit	quarterly basis and prepare	
Committee in writing of any	written records accordingly.	
material violation found.	They shall notify the Audit	
(5) The Finance Department	Committee in writing of any	
shall, on a monthly basis, prepare	material violation found.	
a detailed statement recording	4. The Finance Department shall,	
the occurrence and cancellation	on a monthly basis, prepare a	
of any matter regarding the	detailed statement recording the	
loaning of funds, so as to control,	occurrence and cancellation of	
follow-up and prepare public	any matter regarding the loaning	
announcements. The Finance	of funds, so as to control,	
Department shall evaluate and	follow-up and prepare public	
reserve sufficient allowance for	announcements. The Finance	
bad debts on a quarterly basis,	Department shall evaluate and	
and shall disclose information	reserve sufficient allowance for	
regarding its loans of funds in its	bad debts on a quarterly basis,	
financial reports and provide a	and shall disclose information	
certified public accountant with	regarding its loans of funds in its	
relevant information.	financial reports and provide a	
(6) If, as a result of a change in	certified public accountant with	
circumstances, a borrower does	relevant information.	
not meet the requirements of the	5.If, as a result of a change in	
Regulations Governing Loaning	circumstances, a borrower does	
of Funds and Making of	not meet the requirements of the	
Endorsements/Guarantees by	Regulations Governing Loaning	
Public Companies or the loan	of Funds and Making of	
balance exceeds the limit, the	Endorsements/Guarantees by	
Finance Department shall adopt a	Public Companies or the loan	
rectification plan and submit the	balance exceeds the limit, the	
same to the Audit Committee,	Finance Department shall adopt	
and shall complete the	a rectification plan and submit	
rectification according to the	the same to the Audit	
timeframe set out in the plan.	Committee, and shall complete	
	the rectification according to the	
	timeframe set out in the plan.	
	(2) Review Procedures	
Article 7: Review procedures	1.For the loans given by the	
(1) For the loans given by the	Company, the company or	
Company, the company	enterprise applying for the loan	
or enterprise applying for	shall file a written application	
the loan shall file a	and attach relevant financial	
written application and	information and statements	
attach relevant financial	detailing the purpose of the	
information and	borrowing.	

Amended articles	Original articles	Description
statements detailing the	2.Once the Company accepts the	
purpose of the borrowing.	application, the department in	
(2) Once the Company	charge shall prepare a related	
accepts the application,	written report to be submitted to	
the department of finance	the Board of Directors for	
shall prepare a related	review and approval after it	
written report to be	investigates and evaluates the	
submitted to the Board of	necessity and reasonableness of	
Directors for review and	the funds loaned to others,	
approval after it	whether the borrower has any	
investigates and	direct or indirect business	
evaluates the necessity	relationship with the Company,	
and reasonableness of the	the financial status of the	
funds loaned to others,	business operated, the ability to	
whether the borrower has	repay the debt, credibility,	
any direct or indirect	profitability, and the purpose of	
business relationship	the funds, and consider the	
with the Company, the	impact of the total amount of the	
financial status of the	loan given by the Company on	
business operated, the	the Company's operational risk,	
ability to repay the debt,	financial status and shareholders	
credibility, profitability,	equity.	
and the purpose of the	3.When processing the loaning	
funds, and consider the	of funds or short-term financing	
impact of the total	facility, the Company shall	
amount of the loan given	obtain guarantee notes of	
by the Company on the	equivalent amount, shall create a	
Company's operational	pledge or mortgage over ersonal	
risk, financial status and	property or real property when	
shareholders' equity.	necessary, shall evaluate on a	
	quarterly basis if the value of the	
Shall collaterals be necessary,	collateral is equivalent to the	
the value of the collateral	balance of the loan, and shall	
shall be evaluated.	request for additional collateral	
	when necessary. Pertaining to	
	the aforementioned debt	
	guarantee, should the debtor	
	provide personal or corporate	
	guarantee with sufficient	
	financial capability and	
	credibility to replace provision	
	of collateral, the Board of	
	Directors may refer to the	
	review report prepared by the	

Amended articles	Original articles	Description
Article 8: Announcement and	department in charge; where corporate guarantee is provided, it should be noted if the Articles of Incorporation of the borrowing company has stipulated any provision that guarantees may be made. Article 8: Announcement and	Amendment to
Article 8: Announcement and reporting procedures <u>The Company shall announce</u> and report items related to loaning funds to others in accordance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies by the Financial Supervisory Commission, R.O.C	Article 8: Announcement and reporting procedures (1) Prior to the 10th of each month, the Finance Department shall deliver the previous month's loan balance of the Company and subsidiaries to the Accounting Department, and shall announce and report the same, on a monthly basis, together with the revenue within the stipulated time limit. (2)In addition to the monthly announcement and reporting of the loan balance, if the Company's loans of funds reaches one of the following levels, the Finance Department shall immediately transmit all relevant information to inform the Accounting Department to announce and report such event, within two days	Amendment to the wording.
	commencing immediately from the date of occurrence of such an event: 1.The aggregate balance of loans reaches 20% or more of the Company's net worth as stated in its latest financial statement. 2.The balance of loans to a single enterprise reaches 10% or	

Amended articles	Original articles	Description
Article 9: Subsequent measures for control and management of loans, and procedures for	more of the Company's net worth as stated in its latest financial statement. 3.The amount of new loans of funds reaches NT\$10 million or more, and reaches 2% or more of the Company's net worth as stated in its latest financial statement. Article 7: Subsequent measures for control and management of loans, and procedures for	The original provision of Article 7 is placed in Article
 handling delinquent creditor's rights (1) Periodically analyze the loan repayment capacity of the borrower. (2)Assess the state of loans and set aside appropriate allowance for bad debts. (3) Periodically track the status and reason for defaults and request the legal department to resolve the issues. 	handling delinquent creditor's rights (1)After the disbursement of each loan, the finance department shall regularlymonitor the variation in the financial status, business and relevant credit status of the borrower and its guarantors, and any fluctuation in value of the collateral, and shall make written records. In the event that any major changes occur, the Finance Department shall immediately report to the General Manager and relevant departments in charge for rapid handling. (2)When the borrower repays the loan in advance or upon the maturity of any loan, the guarantee note shall not be returned to the borrower nor shall the mortgage be discharged unless the principal amount and	placed in Article 9 and amendment to the wording has been made.
	interest accrued are repaid infull.(3)The borrower shall apply forextension in advance in theevent the loan cannot be repaid	

Amended articles	Original articles	Description
	when the loan matures and such extension may be permitted after such application is reported to, and approved by, the Board of Directors. If the borrower fails to get such extension, the Company may exercise its rights on the collateral or guarantor,	
Article 11: Procedures for controlling and managing loans of funds to others by subsidiaries (1)In the event that a subsidiary of the Company intends to loan funds	and seek compensation. Article 9: Procedures for controlling and managing loans of funds to others by subsidiaries (1)In the event that a subsidiary of the Company intends to loan funds	The original provision of Article 9 is placed in Article 11.
funds to others for the need of operation, the "Operational Procedures For Loaning Funds To Others" shall be established, and be submitted to the Shareholders' Meeting for approval after adoption by the Board of Directors of said subsidiary. The same shall apply for any amendments made. <u>The restriction Article 4 shall</u> not apply to inter-company loans of funds between overseas companies in which this company holds, directly or indirectly, 100% of the voting shares or inter-company loans of funds from overseas	to others for the need of operation, the "Operational Procedures For Loaning Funds To Others" shall be established, and be submitted to the Shareholders' Meeting for approval after adoption by the Board of Directors of said subsidiary. The same shall apply for any amendments made. Should the subsidiary set up an Audit Committee, the "Operational Procedures For Loaning Funds To Others" shall first be approved by the Audit Committee, and then approved by the Board of Directors, before submitting to the shareholders' meeting for approval.	In accordance to the amendment of paragraph 4 of Article 3 of Regulations Governing Loaning of Funds and Making of Endorsements/G uarantees by Public Companies by the Financial Supervisory Commission, R.O.C., this provision is amended accordingly and
company in which thiscompany holds, directly orindirectly, 100% of the votingshares to this company.However, the aggregate amountof loans and the maximumamount prescribed separatelyfor each single borrower andthe durations of loans shall be	 (2)Where the subsidiary loans funds to others, it shall process such loaning based on "Internal Control System" and "Operational Procedures For Loaning Funds To Others" established by itself, and shall report to the Company by the 2th of every month the 	amendment to the wording of the provision has been made.

Amended articles	Original articles	Description
specified.	details of the loan balance,	
(2)Where the subsidiary loans	borrowers, and duration of the	
funds to others, it shall process	loans for the previous month in	
such loaning based on "Internal	writing.	
Control System" and	(3) If the Company's subsidiary	
"Operational Procedures For	is not a public company and the	
Loaning Funds To	loan balance of the subsidiary	
Others" established by itself, and	reaches the threshold of Article	
shall report to the Company in	8, paragraph 2 such that	
writing the details of the loan	declaration and reporting is	
balance, borrowers, and duration	required, the subsidiary shall	
of the loans, in accordance with	inform the Company on the day	
the items that shall be announced	of such occurrence, and the	
and reported under the provisions	Company shall announce and	
of the Regulations Governing	report in the designated website	
Loaning of Funds and Making of	ccording to applicable	
Endorsements/Guarantees by	regulations.	
Public Companies, in order to		
facilitate the successful		
announcement and reporting		
within the specified period.		
Article 12: Any matter not	Article 11: Any matter not	The original
provided for under this	provided for under this	provision of
Procedure shall be subject to	Procedure shall be subject to	Article 11 is
"Regulations Governing	"Regulations Governing	placed in Article
Loaning of Funds and Making of	Loaning of Funds and Making of	12.
Endorsements/Guarantees by	Endorsements/Guarantees by	
Public Companies" promulgated	Public Companies" promulgated	
by Financial Supervisory	by Financial Supervisory	
Commission.	Commission.	
Article 13: Formulation and	Article 12: This Procedure will	The original
	be implemented after approved	provision of
Amendments	by a	Article 12 is
	Shareholders Meeting. The same	placed in Article
Formulation or amendments of	shall apply for any amendment.	13.In accordance
its Operational Procedures for		to the endment of
Loaning Funds to Others shall		paragraph 4 to
be subject to the consent of		paragraph 6 of
one-half or more of all audit		Article 8 of
committee members and be		Regulations
submitted to the board of		Governing
directors for a resolution. Where		Loaning of
any director expresses dissent		Funds and
and it is contained in the minutes		Making of

Amended articles	Original articles	Description
or a written statement, the		Endorsements/G
company shall submit the		uarantees by
dissenting opinion to the		Public ompanies
shareholders' meeting for		by the Financial
discussion.		Supervisory
		Commission,
Any matter under the preceding		R.O.C., this
paragraph that has not been		provision is
approved with the consent of		amended
one-half or more of all audit		accordingly.
committee members may be		
undertaken upon the consent of		
two-thirds or more of all		
directors, and the resolution of		
the audit committee shall be		
recorded in the minutes of the		
directors meeting.		
"All audit committee members" as used in this provision and "all		
directors" as used in preceding		
paragraph, shall mean the actual		
number of persons currently		
holding those positions.		

Ton Yi Industrial Corp. (Attachment 8) Comparison Table of Articles of Company's Operational Procedures for Endorsements and Guarantees

Revised terms	Existing terms	Explanation
Article 2: The term	Article 2: The term	Discretionary tex
"endorsements/guarantees" as used	"endorsements/guarantees" as used	j
In these Procedures refers to the	In these Procedures refers to the	
following:	following:	
(I)(Omit)	(I)(omission)	
(II) (omission)	(II) (omission)	
(III) Other	(III) Other	
endorsements/guarantees, meaning	endorsements/guarantees, meaning	
endorsements or guarantees beyond	endorsements or guarantees beyond	
the scope of the above (I) (II)	the scope of the above two	
subparagraphs.	subparagraphs.	
Any creation by this Corporation of	Any creation by this Corporation of	
a pledge or mortgage on its chattel	a pledge or mortgage on its chattel	
or real property as security for the	or real property as security for the	
loans of another company shall also	loans of another company shall also	
comply with these Regulations.	comply with these Regulations.	
Article_4: Specification on the	Article 4: Credit for	Article 4 (III) is adjusted
amount of an	Endorsement/Guarantee	to Article 4; Article 4 is
endorsement/guarantee due to needs	(I)(Omit)	adjusted to Article 5 and
from business dealing	(II) (Omit)	discretionary tex
When the Company is engaged in an endorsement/guarantee for business purposes, the amount of the endorsement/guarantee shall equate with the sum of the purchased or sold items by the endorsee/guarantee company in the most recent year or at the end of current year.Article 5: Credit for Endorsement/Guarantee (I) (Omit) (II) (Omit) (III)Where the aggregate balance of endorsement/guarantee to others by this Corporation and its subsidiaries as a whole reaches 50 percent or more	 (III)Where an endorsement/guarantee is made due to needs arising from business dealings, the amount of endorsement/guarantee shall not exceed the amount of business dealings between both parties. The "amount of business dealings" refers to the amount of sales or purchases between both parties, whichever is higher. (IV)Where the aggregate balance of endorsement/guarantee to others by this Corporation and its subsidiaries as a whole reaches 50 percent or more of this Corporation's net value, the necessity of and reasonableness of 	
of this Corporation's net value, the necessity of and reasonableness of endorsements/guarantees shall be explained in the Shareholders' meeting.	endorsements/guarantees shall be explained in the Shareholders' meeting.	

Revised terms	Existing terms	Explanation
Article <u>6</u> : Procedures for handling	Article 5: Operation Procedures for	Article 5 is adjusted to
endorsement/guarantee	Endorsement/Guarantee	Article64
	(1)Where the	
(1)When handling	endorsement/guarantee is handled,	In order to conform to
endorsements/guarantees, the	the financial unit shall perform	the [『] Regulations
financial department shall examine	item-by item review on the	Governing the
the needs of the endorsee/guarantee	counterparty's qualification,	Acquisition and Disposal
company, assess its risks, set the	conformity of credit to the	of Assets by Public
quota of endorsement/guarantee,	provisions in these Procedures and	Companies 』 amended
and inspect whether it conforms to	reaching of standards of	Article 11(4)by the
the provisions of the Management.	announcement and filing based on	Financial Supervisory
The assessment shall follow the	the application submitted by the	Commission, the
detailed auditing procedure of	endorsement/guarantee	company hereby
Article 7 and submitted to the Board	counterparty, and the application	proposes to amend and
for resolution after the approval of	shall be submitted along with	Discretionary tex.
the Audit Committee. A	review results as provided by Article	
pre-determined limit may be	6 hereof to chairman, or, the	
delegated to the Chairman by the	director or general manager	
Board of Directors to facilitate	empowered by the chairman before	
execution and shall be reported to	submitting to the board of directors	
the most coming Audit Committee	for discussion and approval.	
and Board of Directors Meeting for	Significant endorsement/guarantee	
ratification.	shall be approved by the audit	
	committee and submitted to the	
(2)Financial unit of this Corporation	board of directors for resolution.;	
shall prepare a memorandum book	However, with consideration to	
for its endorsement/guarantee	timeliness, the endorsement can be	
activities. After the	granted by the chairman of the	
endorsement/guarantee is approved	board, where empowered by the	
following the preceding paragraph,	board of directors within a specific	
besides applying for seals in	limit, for subsequent submission to	
accordance with the procedures set	and ratification by the next board of	
forth, the entity for which the	directors' meeting, with handling	
endorsement/guarantee is made, the	status and relevant affairs reported	
amount, the date of passage by the	to the shareholders' meeting for	
board of directors or of	evaluation.	
authorization by the chairman of the	(2)Financial unit of this Corporation	
board, the date the	shall prepare a memorandum book	
endorsement/guarantee is made, and	for its endorsement/guarantee	
the matters following Article 7	activities. After the	
hereof shall be carefully evaluated.	endorsement/guarantee is	
(3) (omission)	approved following the preceding	
(3)(omission)	paragraph, besides applying for	
(4)A detailed list for handling of the	seals in accordance with the	
(4)A detailed list for handling of the	procedures set forth, the entity for	

Revised terms	Existing terms	Explanation
addition and cancellation of	which the endorsement/guarantee	
endorsement/guarantee should be	is made, the amount, the date of	
prepared by the financial	passage by the board of directors or	
department for controlling and	of authorization by the chairman of	
tracking. If the	the board, the date the	
endorsement/guarantee is required	endorsement/guarantee is made,	
to be publicly announced, as	and the matters following Article 6	
specified by the "Regulations	hereof shall be carefully evaluated,	
Governing Loaning of Funds and	and relevant documents of	
Making of	negotiable instruments, agreement,	
Endorsements/Guarantees by Public	etc. shall also be photocopied and	
Companies" promulgated by the	kept properly.	
FSC, it should be submitted to the	(3)Internal auditors shall audit the	
accounting department for	Procedures for	
announcement within the stated	Endorsement/Guarantee and the	
period. The contingent losses caused	implementation thereof no less	
by the endorsement/guarantee	frequently than quarterly and	
should also be evaluated and	prepare written records accordingly.	
recognized quarterly and, with the	They shall promptly notify audit	
relevant information of certified	committee in writing of any material	
public accountant, be disclosed in	violation found.	
the financial report.	(4)Financial unit shall create a	
	statement containing completed and	
(5)If, as a result of a change in	cancelled guarantees every month	
circumstances, an entity for which	for better control, tracking and	
an endorsement/guarantee is made	handling of announcement and	
does not meet the requirements of	filing. The assessment shall be made	
these Procedures, or the loan	quarterly and contingent loss	
balance exceeds the limit due to the	incurred by endorsement/guarantee	
change of limit calculation basis,	shall be recognized, and the	
financial unit shall set forth	information of	
rectification before the chairman or	endorsement/guarantee and CPAs	
the director or general manager	providing certification and attest	
authorized by the chairman	shall be disclosed in the financial	
completely cancel the	statement.	
endorsed/guaranteed amount or	(5)If, as a result of a change in	
excessive portion within certain	circumstances, an entity for which	
expiration, and relevant rectification	an endorsement/guarantee is made	
shall be submitted to audit	does not meet the requirements of	
committee.	these Procedures, or the loan	
	balance exceeds the limit due to the	
(6)Financial unit shall actively	change of limit calculation basis,	
notice the guaranteed enterprise to	financial unit shall set forth	
retrieve the guarantee notes	rectification before the chairman or	
	the director or general manager	

Revised terms	Existing terms	Explanation
deposited in bank or creditor	authorized by the chairman	
institutions and cancel the deeds	completely cancel the	
relevant to endorsement/guarantee	endorsed/guaranteed amount or	
before the expiration of	excessive portion within certain	
-	expiration, and relevant rectification	
Endorsement/Guarantee	shall be submitted to audit	
(7) For circumstances in which an	committee.	
entity for which this Corporation	(6)Financial unit shall actively notice the guaranteed enterprise to	
makes any endorsement/guarantee is	retrieve the guarantee notes	
a subsidiary whose net worth is	deposited in bank or creditor	
lower than half of its paid-in capital,	institutions and cancel the deeds	
besides handling in accordance with	relevant to endorsement/guarantee	
the preceding paragraphs (1) to (6)	before the expiration of	
and Article7 hereof, the internal	Endorsement/Guarantee	
audit personnel of this Company	For circumstances in which an	
shall perform audit on	entity for which this Corporation	
endorsement/guarantee procedures	makes any endorsement/guarantee is	
and its implementation thereof no	a subsidiary whose net worth is	
less frequently than quarterly and	lower than half of its paid-in capital,	
prepare written records accordingly.	besides handling in accordance with	
They shall promptly notify the audit	the preceding paragraphs (I) to (VI)	
committee in writing of any material	and Article 6 hereof, the internal	
violation found.	audit personnel of this Company	
	shall perform audit on	
	endorsement/guarantee procedures	
	and its implementation thereof no	
	less frequently than quarterly and	
	prepare written records accordingly.	
	They shall promptly notify the audit	
	committee in writing of any material	
	violation found.	
Article 7: Detailed review Procedures	Article 6: Review Procedures	Article 6 is adjusted to
Where the endorsement/guarantee is	Where the endorsement/guarantee is	Article 7, discretionary tex anddelete Article 6(V)
made to others, the financial unit	made to others, the financial unit	
shall perform review and	shall perform review and	
assessment following the items	assessment following the items	
below and take records:	below and take records:	
(I)(omission)	(I)(omission)	
(II) (omission)	(II) (omission)	
(III) (omission)	(III) (omission)	
(IV) (omission)	(IV) (omission)	
	(V)For companies under	

Revised terms	Existing terms	Explanation
	circumstances as mentioned in	-
	Article 3, paragraph (II) hereof, the	
	review procedures shall be handled	
	following the preceding paragraphs	
	(I) to (IV). Adjustments based on	
	conditions are allowed under special	
	circumstances after approval by the	
	board of directors.	
Article 8: Procedures for managing	Article 7: Procedure for Control of Endorsement/Guarantee made to	Article7 is adjusted to
endorsement or guarantee by	Subsidiaries	Article 8, discretionary tex anddelete Article 7(3).
subsidiaries	(I)(Omit)	tex and the rest fitted $T(3)$.
1. Omitted.	(2)Where a subsidiary of this	
2. When a subsidiary provides a	Corporation grants	
guarantee/endorsement, it shall	endorsement/guarantee to others, it	
do so in accordance with the	shall be handled following "Internal	
provisions of its "internal control	Control System" and "Procedures for	
system" and "Management of	Endorsement/Guarantee"	
endorsement and guarantees". It	promulgated respectively, and a filing	
shall specify the balance, object,	containing previous month's	
and term of the	endorsement/guarantee balance,	
guarantee/endorsement in	counterparty and expiration date in	
alignment with "Regulations	writing shall be made to this	
Governing Loaning of Funds and	Corporation by 2dn of each month.	
Making of	(3) This Corporation shall announce	
Endorsements/Guarantees by Public Companies" promulgated	and report on behalf of any subsidiary thereof that is not a public company	
by the FSC, so as to complete the	of the Republic of China any matters	
declaration within the time limit.	that such subsidiary is required to	
	announce and report the	
	endorsement/guarantee with balance	
	reaching standards as mentioned in	
	paragraph 2 of Article 10 hereof. A	
	notice shall be made to this	
	Corporation on the date of	
	occurrence, and this Corporation shall	
	handle announcement and filing to	
	the designated website.	
Article <u>9</u> : Hierarchy of	Article 8: Hierarchy of	Article 8 is adjusted to
decision-making authority and	Decision-Making Authority and	Article 9, and
delegation thereof	Delegation Thereof	discretionary tex
1. Any endorsement and/or	(1)Before making an	
guarantee made by the Company	endorsement/guarantee for others, this	
shall be in accordance with the	Corporation shall have the	
	Corporation shall have the	

Revised terms	Existing terms	Explanation
Management specified by Article	endorsement/guarantee submitted to	
6 and submitted to the Audit	and resolved upon by the Board of	
Committee and the Board of	Directors following Article 5 hereof.	
Directors for approval.	(2)Where the Corporation needs to	
2. If the handling of the	exceed the limits set out in these	
endorsement/guarantee due to		
business needs aligns with the	Procedures to satisfy its business	
Managements specified by the Management yet its value	requirements, and where the	
exceeds the specified quota, it	conditions set out in these Procedures	
shall be approved by the Board of	are complied with, it shall obtain	
Directors and be jointly insured	approval from the Board of Directors	
by more than half of the directors	and submit to the shareholders'	
for the possible losses. It shall	meeting for ratification. If the	
further be submitted to the	shareholders' meeting does not give	
shareholders' meeting for	consent, the company shall adopt a	
ratification of the Management. If the ratification is objected, a plan	plan to discharge the amount in	
to eliminate the excess within a	excess within a given time limit.	
time period shall be formulated.		
1		
Article 10: Custody and Procedures	Article 9: Custody and Procedures	Article 9 is adjusted to
of Corporate Chops	of Corporate Chops	Article10, and
(1)The Corporation shall use the	(1)The Corporation shall use the	discretionary tex.
corporate chop registered with the Ministry of Economic Affairs as the	corporate chop registered with the Ministry of Economic Affairs as the	
dedicated chop for	dedicated chop for	
endorsements/guarantees. The chop	endorsements/guarantees. The chop	
shall be kept in the custody of the	shall be kept in the custody of the	
chairman authorized by the Board of	chairman authorized by the Board of	
Directors or a director authorized by	Directors or a director authorized by	
the chairman or a person designated	the chairman or a person designated	
by the general manager and may be	by the general manager and may be	
used to seal or issue negotiable	used to seal or issue negotiable	
instruments, and a report to the	instruments, and a report to the	
Board of Directors for approval shall be made before dismissal or	Board of Directors for approval shall be made before dismissal or	
change of the designated chop	change of the designated chop	
custodian.	custodian.	
(2)After the endorsement/guarantee	(2)After the endorsement/guarantee	
has been resolved by the Board or	has been resolved by the Board or	
approved by the Chairman, the	approved by the Chairman, the	
financial unit shall fill out "Seal Use	financial unit shall fill out "Seal Use	
Application Form" and send along	Application Form" and send along	
with approval record and documents	with approval record and documents	

Revised terms	Existing terms	Explanation
to seal including	to seal including	
endorsement/guarantee agreement	endorsement/guarantee agreement	
or guaranteed negotiable	or guaranteed negotiable	
instruments to financial supervisor	instruments to financial supervisor	
before submitting to the person of	before submitting to the person of	
corporate chop custody for applying	corporate chop custody for applying	
seals.	seals.	
(III) (Omit)	(III) (Omit)	
(IV) (Omit)	(IV) (Omit)	
Article 11: Announcement and	Article 10: Procedures for Public	Article 10 is adjusted to
Reporting Procedures	Announcement and Filing	Article 11, and
Reporting Procedures	(1)The financial unit shall submit the	discretionary tex.
The Company shall, in respect of	previous month's balance of	
matters relating to	endorsements/guarantees of this	
endorsement/guarantee, conduct	Corporation and its subsidiaries to the	
public announcement and report in	accounting unit, and, the balance	
accordance with the declaration	along with the operation revenue shall	
standard set forth in the	be announced and filed by the	
"Regulations Governing Loaning of	accounting unit by the 10 th day of	
Funds and Making of	each month.	
Endorsements/Guarantees by Public	(2)Besides announcing and reporting	
Companies" promulgated by the	the previous month's balance of	
FSC.	endorsements/guarantees of itself and	
	its subsidiaries every month, if	
	balance of endorsements/guarantees	
	reaches one of the following levels,	
	the financial unit shall promptly	
	provide relevant information for	
	accounting department to announce	
	and report such event within two days	
	commencing immediately from the	
	date of occurrence:	
	1. The aggregate balance of	
	endorsements/guarantees by this	
	Corporation and its subsidiaries	
	reaches 50 percent or more of this	
	Corporation's net worth as stated in	
	its latest financial statement.	
	2.The balance of	
	endorsements/guarantees by this	
	Corporation and its subsidiaries for a	
	single enterprise reaches 20 percent	
	or more of this Corporation's net	
	worth as stated in its latest financial	
	statement.	

Revised terms	Existing terms	Explanation
	3.The balance of	
	endorsements/guarantees by this	
	Corporation and its subsidiaries for a	
	single enterprise reaches NTD 10	
	million or more and the aggregate	
	amount of all	
	endorsements/guarantees for, investment of a long-term nature in,	
	and balance of loans to, such	
	enterprise reaches 30 percent or more	
	of this Corporation's net worth as	
	stated in its latest financial statement.	
	4.The amount of new	
	endorsements/guarantees made by	
	this Corporation or its subsidiaries	
	reaches NTD 30 million or more, and	
	reaches 5 percent or more of the	
	public company's net worth as stated in its latest financial statement.	
Article 12: Penal Principles	Article 11: Penal Principles	Article 11 is adjusted to
(Omit)	(Omit)	Article12.
Article 13: Any unspecified matters in	Article 12: Any unspecified matters in	Article 12 is adjusted to
these Procedures shall be dealt in accordance with the "Regulations	these Procedures shall be dealt in accordance with the "Regulations	Article13.
Governing Loaning of Funds and	Governing Loaning of Funds and	
Making of Endorsements/Guarantees	Making of Endorsements/Guarantees	
by Public Companies" by FSC.	by Public Companies" by FSC.	
Article 14: Enactment and	Article 13: These Procedures shall	Addition Article14,
Amendment The enactment or	be agreed by the audit committee and, after passage by the Board of	Article 13 is adjusted to Article14.
amendment of the	Directors, submit for approval by	Alticle14.
Management shall be approved by	the shareholders' meeting. The	Article11(4) is added and
50% of the members of the Audit	same shall apply to any amendments to the Procedures.	the terms are amended in accordance with
Committee and be submitted to the		"Regulations Governing
shareholders' meeting for		Loaning of Funds and Making of
discussion after approved by the		Endorsements/Guarantees
Board of Directors.Without the		by Public Companies"
consent of more than half		promulgated by the FSC.
of the members of the Audit		
Committee, the preceding paragraph		

Revised terms	Existing terms	Explanation
may be approved by more than		
two-thirds of the directors, and the		
resolutions of the audit committee		
shall be set forth in the minutes of		
the board of directors. Any		
objection by the director with a		
record or written statement shall be		
report to the shareholders' meeting		
for discussion.		
All members of the Audit		
Ommittee referred to in this article		
and all directors referred to in the		
preceding paragraph shall be		
counted as actual incumbents.		

Ton Yi Industrial Corp. (Attachment 9) Comparison Table of Articles of Rules for Director Election

Article	Revised terms	Existing terms	Explanation
Article Article 4	Revised terms The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with	Existing terms The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with	Explanation Text error correction
	Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.	Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.	
Article 5	Elections of both directors And supervisors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Law.	Elections of both directors And supervisors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Law. The Company shall review thequalifications, education, working experience, background, and the existence of any other	To protect shareholders' equite ,and amended by the provisions of Article 192-1 of the Company Act.
	When the number of directors falls below five due to the dismissal of a director	matters set forth in Article 30 of the Comp any Law with respect to	

Article	Revised terms	Existing terms	Explanation
	for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Articles of Association, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies. (Omit)	nominee directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected. When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Articles of Association, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the	
Article	The Procedure, and any	vacancies. (Omit) The Procedure, and any	Date of
14	amendments hereto, shall be implemented after approval by a shareholders meeting. These Articles were duly enacted on June Mar 30, 2015, duly amended on:XXX, XX, XX.	amendments hereto, shall be implemented after approval by a shareholders meeting.	amendment

Ton Yi Industrial CORP (Attachment 10) Candidates of Directors

Items	Candidates	Education, Major Experience and Current position
	Chih-Hsien Lo	Education : University of California, Los Angeles Qi Yansuo
	(represent:	Experience: The Chairman of Uni-President Enterprises CO., Ltd.
DIRECTOR	Uni-Presiden	Current position : The Chairman of Uni-President Enterprises CO.,
	Enterprises CORP.)	Ltd. , The Chairman of Ton Yi Industrial CO. , Ltd.
DIRECTOR	Chao- Kai Huang (represent: Uni-Presiden Enterprises CORP.)	Education : Practice Specialist Accounting Experience : Manager of Dairy of Uni-President Enterprises CO., Ltd. Current position : The Vice President of Dairy & Beverage Group of Uni-President Enterprises Co., Ltd. , Director of Ton Yi Industrial Corp.
	Jui-Sheng Wang	Education: Soohow University Department of Business Administration
	(represent:	Experience: Associate of Technical Group of Uni-President Enterprises
DIRECTOR	Uni-Presiden	CO., Ltd.
	Enterprises CORP.)	Current position : Assocuate of the General Manager' s Office of
		Uni-President Enterprises CO., Director of Ton Yi Industrial Corp.
	Feng-Fu Chen (represent:	Education : Master of Advanced Management at National Cheng Kung University
DIRECTOR	Uni-Presiden	Experience: Executive vice president of Ton Yi Industrial Corp. ,Head
	Enterprises CORP.)	offinance and accounting. ,Company spokesman.
		Current position : President of Ton Yi Industrial Corp.
		Education : Marymount College U.S.A Experience : Chairman of Kao Chyuan Inv. Co., Ltd., the Director of
	Xiu-Ling Kao	Uni-President Enterprises CO., Ltd. & President Chain Store Corp.
DIRECTOR	(representatives:	Current position: Chairman of Kao Chyuan Inv. Co., Ltd., President
	Kao Chyuan Inv.	Being Corp. , President Fair Development Corp. , Uni-President Department
	Co., Ltd)	Store Corp. President Pharmaceutical Corp. ,President Drugstore Business
		Corp. Director of Uni-President Enterprises CO., Ltd., Director of
		President Chain Store Corp., Director of Ton Yi Industrial Corp.

Items	Candidates	Education, Major Experience and Current position
DIRECTOR		Education : Nation Changhua Senion High School
	Shina Chi Liona	Experience : President of Ton Yi Industrial Corp. ,Vice Chairman of
	Shing-Chi Liang	Ton Yi Industrial Co., Ltd.
		Current position: Director of Ton Yi Industrial Corp.
		Education : Graduated from National Taipei College of Technology
		Technology ,majoring in Textile
DIRECTOR Kuo-Keng Chen	Kuo-Keng Chen	Experience: Supervisor of Uni-President Enterprises Co., Ltd., and
		Tainan Spinning Corp.
		Current position: Director of Ton Yi Industrial Corp.

Ton Yi Industrial CORP Candidates of Independent Directors

Items	Candidates	Education, Major Experience and Current position
Independent DIRECTOR	Ming-Long Wang	 Education : The City University of New York Doctor of Philosophy Experience : The City University of New York Doctor of Philosophy"full-time lecturer investmemt National Cheng Kung University of Accounting and Chief Financial professor of finance National Cheng Kung University Director of Accounting Department Associate Dean of Management,National Cheng Kung University,and EMBA/AMBA CEO Current position : National Cheng Kung University of adjunct professor. Director of Catcher Technology CORP. Director of Tang Rong Iron Works Co., Ltd. Independent Director of Guimeng Internatinal Co., Ltd. Independent Director of Hanping Electronics Co., Ltd. Supervisor of China NET Dragon Co., Ltd.

		Education: Rutgers, The State University Doctor of Philosophy
		Experience : National Cheng Kung University Director of Accounting
		Department
		Current position :
		1.National Cheng Kung University Accounting and Chief
		Financial adjunct professor of finance
Independent	Chin-Chen Chien	2. Independent D irect of Ton Yi Industrial CORP.
DIRECTOR		3.Independent Direct of Ronggang Materials Technology Co. ,
		Ltd.
		4. Independent Direct of Jingsteel Precision Technology Co. ,
		Ltd.
		5.Independent Direct of Taiwan Styrene Industry Co.
		6. Supervisor of China NET Dragon Co., Ltd.
		7. Supervisor of Zhiguan Technology Co., Ltd.
		Education: National Chengchi University, Institute of Management
		and Suppliers Ph.D.
		Experience :
	Bing-Eng Wu	1. Fu Jen University Department professor of Wild lecture.
		2.Manager ,Industrial Economic Research Center ,Institute of
		Industrial Technology.
		3. Fu Jen University Department of Vice-Chancellor
		4. National Chiayi University, Dean
		5. Republic of China Enterprise Manager Association for the
Independent		Advancement of Human Resources Committee , vice
DIRECTOR		chairman 6. Standing Committee on Uluman Becourses Development of
		 Standing Committee on Human Resources Development of the Republic of China
		7.Human Resources Committee chairman Republic of China
		Management Science Society
		8.Nation Examination College Entrance Examination/Special test
		Commission.
		9. Lutheran Cultural Foundation director
		Current position :
		1. Fu Jen Catholic University Department professor of finance
		2. Independent Direct of Ton Yi Industrial CORP.

(Attachment 11)

Details of the Duties Subject to Releasing the Candidatesof Directors and Independent Directors from Non-competition

Name	Current position with other company			
Chih-Hsien Lo	Chairman :			
Chih-Hsien Lo (represent: Uni-Presiden Enterprises CORP.)	Uni-President Enterprises corp. President Chain Store Corp. President Natural Industrial Corp. Tap Vi Industrial Co., Itd., TTET Union Corp., Prince Housing & Development Corp.,			

·			
	President Enterprises Co., Ltd. < Xuzhou President Enterprises Co., Ltd. < Henan President		
	Enterprises Co., Ltd. Shaanxi President Enterprises Co., Ltd. Jiangsu President Enterprises		
	Co., Ltd. \land Ningxia President Enterprises Co., Ltd. \land President Enterprises (Shanghai) Co., Ltd. \land		
	Shaanxi President Enterprises Co., Ltd. < Uni-President Enterprises (Tianjin) Co., Ltd. < Hunan		
	President Enterprises Co., Ltd. 🕤 Harbin President Enterprises Co., Ltd. 🖄 Akesu President		
	Enterprises Co., Ltd. President Enterprises (Inner Mongolia) Co., Ltd. Shijiazhuang President		
	Enterprises Co., Ltd. < Xinjiang President Enterprises Food Co., Ltd. < Wuhan President		
	Enterprises Food Co., Ltd. < Kunshan President Enterprises Food Co., Ltd. < Chengdu President		
	Enterprises Food Co., Ltd. < Kunming President Enterprises Food Co., Ltd. < Beijing President		
	Enterprises Drinks Co., Ltd. 🕤 Uni-President Enterprises (Shanghai) Drink & Food Co., Ltd. 🕥		
	Uni-Presodent Enterprises (Kunshan) Food Technology Co., Ltd. < Uni-President Trading		
	(Hubei) Co., Ltd. < President (Kunshan) Trading Co.,Ltd. < President (Shanghai) Trading Co.,		
	Ltd. Yantai Tongli Beverage Industries Co., Ltd. Sama President Mineral Water Co. Wuyuan		
	President Enterprises Mineral Water Co., Ltd. < Changbaishan Mountain President Enterprises		
	(Jilin) Mineral Water Co., Ltd. 🕤 Champ Green Capital Limited 🚿 Champ Green (Shanghai)		
	Consulting Co. Ltd. 🕤 Uni-President (Shanghai) Pearly Century Co., Ltd. 🕤 Uni-President		
	Enterprise (Hutubi) Tomato Products Technology Co.		
	President		
	Presco Netmarketing Inc.		
Xiu-Ling Kao	Chairman :		
(represent:	Kao Chyuan Inv. Corp. 、 President Being Corp. 、 President Fair Development Corp. 、		
Kao Chyuan Inv.	Uni-President Department Store Corp.		
Corp.)	Business Corp.		
	Director :		
	Uni-President Enterprises Corp. President Chain Store Corp. Ton Yi Industrial Co., Ltd. Scino		
	Pharm Taiwan Ltd. President International Development Corp. 、 Uni-President Development		
	Corp. < Prince Housing & Development Corp. < Time Square International Co. Ltd. < TIMES		
	SQUARE INTERNATIONAL HOLDING COMPANY. 🚿 President (Sanghai) Health Product Trading		
	Company Ltd.、President Starbucks Coffee Corp、 President Century Corp. 、統一生活(浙江)		
	商貿有限公司。		
	President :		
	Kao Chyuan Inv. Corp.		
Chao-Kai	Chairman :		
Huang	Uni-President Vender corp. < Tung Ang Enterprises Corp		
(represent:	Director :		
Uni-Presiden	Uni-President Enterprises Corp. 、 President Chain Store Corp. 、 Scino Pharm Taiwan Ltd.		
Enterprises	President International Development Corp. Vini-President Development Corp. Prince		
CORP.)	Housing & Development Corp. < Time Square International Co. Ltd. < TIMES SQUARE		

Jui-Sheng Wang (represent: Uni-Presiden Enterprises CORP.)	INTERNATIONAL HOLDING COMPANY. 、President (Sanghai) Health Product Trading Company Ltd.、President Starbucks Coffee Corp、President Century Corp. 、統一生活(浙江)商貿有限公司。 President : Kao Chyuan Inv. Corp. Chairman : President Global Corp.、Tung-You International Corp.,、 Tung-Xiang Corp Vice Chairman : President Kikkoman Inc.、Kunshan President Kikkoman Biotechnology Co., Ltd.、President Kikkoman Zhenji Foods Co., Ltd.
Feng-Fu Chen (represent: Uni-Presiden Enterprises CORP.)	Cayman Ton Yi Industrial Holdings Ltd. < Cayman Ton Yi (China) Holdings Limited < Ton Yi (China) Investment Co., Ltd. < Taizhou Ton Yi Industrial Co., Ltd. < Zhangzhou Packing Co., Ltd. Chengdu Ton Yi Industrial Co., Ltd. < Huizhou Ton Yi Industrial Co., Ltd. Beijing Ton Yi Industrial Co., Ltd. < Kunshan Ton Yi Industrial Co., Ltd. < Sichuan Ton Yi Industrial Co., Ltd. < Zhanjiang Ton Yi Industrial Co., Ltd. < Sichuan Ton Yi Industrial Co., Ltd. < Zhanjiang Ton Yi Industrial Co., Ltd. < TIANJIN TON YI INDUSTRIAL CO., LTD. Director : Wuxi Ton Yi Industrial Packing Co., Ltd. < Chengdu Ton Yi Industrial Packing Co., Ltd. < Changsha Ton Yi Industrial Co., Ltd. President : Ton Yi Industrial Co., Ltd. supervisor: Jiangsu Ton Yi Tinplate Co., Ltd. < Fujian Ton Yi Tinplate Co., Ltd.
Shing-Chi Liang	Chairman: Cayman Ton Yi Industrial Holdings Ltd. 、Cayman Fujian Ton Yi Holdings Ltd. 、Cayman Jiangsu Ton Yi Holdings Ltd. 、Tovecan Corporation Ltd. 、Wuxi Ton Yi Industrial Packaging Co., Ltd. 、 Chengdu Ton Yi Industrial Packing Co., Ltd. 、Changsha Ton Yi Industrial Packing Co., Ltd. 、 Jiangsu Ton Yi Tinplate Co., Ltd. 、Fujian Ton Yi Tinplate Co., Ltd. 、 WUXI TONYI DAIWA INDUSTRIAL CO., LTD.
Ming-Long Wang	Director: CATCHER TECHNOLOGY CO., LTD. 、TANG ENG IRON WORKS CO., LTD. Independent directors: KMC CHAIN INDUSTRIAL CO., LTD. 、HANPIN ELECTRON CO., LTD. Supervisor: CHINESE GAMER INTERNATIONAL CORPORATION
Chin-Cheng Chien	Independent directors : GLORIA MATERIAL TECHNOLOGY CORP. S-TECH CORP. TAIWAN STYRENE MONOMER CORPORATION supervisor: CHINESE GAMER INTERNATIONAL CORPORATION SOFT-WORLD INTERNATIONAL CORPORATION