

Uni-President Enterprises Corp.

Minutes for the 2013 General Shareholders Meeting

Time: 9:00 a.m. on Tuesday, June 25, 2013

Place: 1F of Training Center, No.301, Chung Cheng Road, Yongkang District., Tainan City 71001, Taiwan (R.O.C.)

Chairperson: Chang- Sheng Lin

Recorder: Hui-Ling Ko

Attendants: Total Shares Represented by Shareholders and Proxies Present: 3,897,226,703 shares, accounted for 80.15% of the total shares issued (4,862,474,516 shares)

Sit-in Members: Lee Min- Hsien (CPA), Liu Tze- Meng (CPA), and Yu Hsu- Hwa (Attorney).

I. Meeting Agenda

Call the meeting to order (report shareholdings of the attendances)

Chairperson remarks (Omitted)

II. Company Reports

Motion 1: 2012 Business Report.

Explanation : Please refer to pages 22, 23 (Attachment 1) of the Meeting Minutes for the Company's 2012 business report.

Motion 2: Supervisor's Review Report on the 2012 Financial Statements.

Explanation : The Company's 2012 financial statements and the business report (Attachment 1) have been duly audited and certified by the CPA and further audited by supervisors. The CPA and supervisors also presented their auditor report respectively (Attachment 2, Attachment 3). Financial statements (Attachment 4) and the distribution of 2012 profits (Attachment 5), and abovementioned are attached on page 22 ~ 34 of the Meeting Minutes.

Motion 3: The Company shall adopt the International Financial Reporting Standards (IFRS) for the first time. Report on the adjustment to distributable profit and the amount of special profit reserve.

Explanation :

1. In accordance with letter Jing-Guang-Fa-Zhi No. 1010012865 dated April 6, 2012.
2. The company shall adopt the IFRS from 2013. Such conversion results in an increase in non-distributed profit of NT\$51,597,370 on January 1, 2013. Following the increase of unrealized reassessment value and accumulated conversion adjustment (benefits) under the shareholders' equity in accordance with law, there is a special profit reserve of NT\$4,013,337,011. Following the provisions for special profit reserves, the distributable profit as of January 1, 2013 is reduced by NT\$3,961,739,641.

Motion 4 : Total endorsements and guarantees made by the Company to the investees.

Explanation : Total endorsements and guarantees by the Company to the investees pursuant to the Company's "Operational Procedures for Endorsements and Guarantees" have totaled NT\$5,627,016,000 at the end of December 2012, which are detailed as following:

Amount: Thousand NTD

Endorsed/Guaranteed	Consolidated Shareholding Ratio	Guaranteed Amount	Endorsed/Guaranteed	Consolidated Shareholding Ratio	Guaranteed Amount
Kai Yu investment Co., Ltd.	100%	2,369,300	Kai Nan (BVI) Investment Co., Ltd.	100%	50,000
Tone Sang Construction Corp.	100%	1,540,000	Uni-President Department Store Corp.	100%	931
President Entertainment Corp.	100%	640,000	President Energy Development (Cayman Islands) Ltd.	65.8%	232,320
Uni-President (Thailand) Co.	100%	619,775	Q-Ware Communications Co., Ltd.	18%	29,490
Kai-Yu (BVI) Investment Co. Ltd.	100%	145,200			
Subtotal		5,314,275	Subtotal		312,741
Total			Total		5,627,016

Motion 5 : Status report of corporate bond issuance by the Company.

Explanation:

- 1.The Company issued the first domestic unsecured ordinary corporate bonds in the amount of 5 billion NT Dollars in 2012. Approval was granted by resolution of the 9th meeting of the 15th term of board of directors on 22 December 2011. The chairman was authorized to issue up to 5 billion NT Dollars of unsecured ordinary corporate bonds in the domestic market based on current market situations for the purpose of raising long-term capital and reinforcing the financial structure.
- 2.The Company issued the second and the third domestic unsecured ordinary corporate bonds in the amount of 3.6 billion NT Dollars and 2 billion NT Dollars respectively in 2012. Approval was granted by resolution of the 13th meeting of the 15th term of board of directors on 22 June 2012. The chairman was authorized to issue up to 10 billion NT Dollars of unsecured ordinary corporate bonds in the domestic market based on current market situations for the purpose of raising long-term capital and reinforcing the financial structure.
- 3.The first issuance of domestic unsecured ordinary corporate bonds of 5 billion NT Dollars was approved by letter from the Financial Supervisory Commission Jin-Guan-Zhen-Fa-Zhi No. 1010024627 dated 31 May 2012. The placement was completed on 18 June 2012.
- 4.The second issuance of domestic unsecured ordinary corporate bonds of 3.6 billion NT Dollars was approved by letter from the Financial Supervisory Commission Jin-Guan-Zhen-Fa-Zhi No. 1010046683 dated 17 October 2012. The placement was completed on 29 October 2012.

5.The third issuance of domestic unsecured ordinary corporate bonds of 2 billion NT Dollars was approved by letter from the Financial Supervisory Commission Jin-Guan-Zhen-Fa-Zhi No. 1010059780 dated 4 January 2013. The placement was completed on 26 February 2013.

Motion 6 : Report on the proposal to amend to the Company's Rules of Procedure for Board of Directors' Meeting.

Explanation :

- 1.In accordance with the amendment to the Regulations Governing Procedures for Board of Directors Meetings of Public Companies published in the Financial Supervisory Commission letter Jing-Guang-Zhen-Fa-Zhi No. 1010034136 dated August 22, 2012 (as forwarded by the Taiwan Stock Exchange Corporation letter dated August 23, 2012), the focus of the amendment is to reinforce the resolution procedure for important donation matters of companies, to avoid influencing discussion and voting in board meetings by persons participating in such meetings, and to reinforce recusal by directors for conflicts of interest. Thus it is proposed to amend Articles 3, 7, 11, 12, 16, 17 and 20.
- 2.In accordance with the amendment to the Articles of Association of the Company, all independent directors will constitute an audit committee in replacement of the supervisors. Thus it is proposed that Articles 3, 10, 12, 17 and 20 of the Regulations for Board Meetings be amended, and that Article 19 be deleted, in order to seek consistency between the proceedings of board meetings and the Articles of Association of the Company.
- 3.Please refer to Attachment 8 on page 39 ~ 48 of the Meeting Minutes for comparison table of articles before and after amendment.
- 4.Please refer to Appendix 1 on page 67 ~ 70 of the Meeting Handbook for the original clauses.

III. Proposals

Motion 1: Adoption of the 2012 Company's business report and financial statements, which have been approved by the Board and examined by the supervisors. (Proposed by the Board)

Explanation: Please refer to pages 22~33 of the Meeting Minutes for the 2012 business report (Attachment 1), supervisor's review report (Attachment 2), auditor's report (Attachment 3) and financial statements (Attachment 4).

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,875,256,001 votes.

The number of votes for approval was 2,973,304,534(including 1,551,820,180 exercised via electronic transmission), accounted for 76.73% of total shares with voting rights present.

The number of votes for disapproval was 36,768(including 36,768 exercised via electronic transmission), accounted for 0.001% with rights power present.

The number of votes for abstaining was 754,012,565(including 754,012,565exercised via electronic transmission), accounted for 19.46% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 2: Adoption of the proposal for distribution of 2012 profits. (Proposed by the Board)

Explanation:

1.Please refer to Attachment 5 on page 34 of the Meeting Minutes for the distribution of 2012 profits.

2.The Company's 2012 un-appropriated retained earnings are NT\$13,343,615,808. The proposed dividend Cash dividends is NT\$ 1.4 per share, and stock dividends is NT\$0.6 per share. Upon the approval of the General Shareholders Meeting, it is proposed that the Board of Directors be authorized to resolve the ex-dividend and ex-right dates and adjust the dividends to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

3.Please refer to Attachment 6 on page 35 of the Meeting Minutes for the impact of stock dividend issuance on the Company's operating performance, earnings per share and shareholders' rate of return.

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,875,256,001 votes.

The number of votes for approval was 2,973,296,267(including 1,551,811,913 exercised via electronic transmission), accounted for 76.73% of total shares with voting rights present.

The number of votes for disapproval was 44,014(including 44,014exercised via electronic transmission), accounted for 0.001% with voting rights present.

The number of votes for abstaining was 754,013,586(including 754,013,586 exercised via electronic transmission), accounted for 19.46% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

IV: Discussion

Motion 1: For the future business development, the company proposes to withdraw NTD 2,917,484,710 from distributable earnings in previous years to issue 291,748,471 new shares. Please proceed to discuss. (Proposed by the Board)

Explanation:

1. The management plans to withdraw NTD 2,917,484,710 from distributable earnings in previous years to issue 291,748,471 new shares and distribute the dividend of 60 shares per 1,000 shares.
2. Upon approval of the competent authority, the Company will authorize the Board of Directors to set the record date of allocation of new shares. The allocation will be subject to the shareholding ratios held by the shareholders referred to in the roster of shareholders on the record date of allocation, and shall be informed to all shareholders.
3. Shareholders may register the combination of allocated fractional shares, if any, to whole shares within five days as of the record date of dividend allocation. The shares remaining fractional after the combination shall be paid in cash at the book value and rounded off until NT dollar. The Chairman of the Board is authorized to contact specific persons for the remaining fractional shares referred to in the preceding paragraph at the book value.
4. The shareholder rights and obligations of the new shares are the same as those of existing shares.
5. The Company's paid-in capital is NTD 51,542,229,870 upon issuance of the new shares.

Resolution:

Voting Result- The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,973,178,614 (including 1,551,694,260 exercised via electronic transmission), accounted for 76.69% of total shares with voting rights present.

The number of votes for disapproval was 49,531 (including 49,531 exercised via electronic transmission), accounted for 0.001% with voting rights present.

The number of votes for abstaining was 754,125,722 (including 754,125,722 exercised via electronic transmission), accounted for 19.45% with voting rights present.

Adopted by a majority vote of the shareholders present who represent two-thirds majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 2: To increase the operation funds, repay mortgages facilitated by banks, or respond to capital needs for future development, the Company intends to raise funds by issuing common stocks in connection with capital increase to sponsor issuance of overseas depository receipts, or by issuing new shares domestically. Please discuss the feasibility of the said matter. (Proposed by the Board)

Explanation: Please refer to Attachment 7 on page 36 ~ 38 of the Meeting Minutes.

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,964,310,467(including 1,542,826,113 exercised via electronic transmission), accounted for 76.46% of total shares with voting rights present.

The number of votes for disapproval was 8,463,060(including 8,463,060exercised via electronic transmission), accounted for 0.22% with voting rights present.

The number of votes for abstaining was 754,580,340(including 754,580,340 exercised via electronic transmission), accounted for 19.46% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 3: Discussion of Amendment to the Company's Corporate Charter. (Proposed by the Board)

Explanation:

- 1.In accordance with government legislation, the Company is obliged to put in place independent directors during reelection of directors in June 2013 and may opt for the establishment of an audit committee in accordance with the law in lieu of supervisors. If there are existing supervisors, the supervisors shall be dismissed on the date of establishment of the audit committee. Provisions of the Articles of Association in relation to supervisors shall also cease to be effective.
- 2.After the independent directors are elected, all independent directors will constitute the audit committee to replace the supervisors. To comply with the procedure for election and nomination, Articles 13, 17, 19, 20, 22-1, 34, 35 and 38 should also be amended, and Article 18-1 should be added. Chapter 5 and Articles 26, 26-1, 27, 28, 29 and 30 in relation to supervisors should be deleted. The subsequent numbering of Chapters 6, 7 and 8 and the relevant articles should be changed accordingly.
- 3.Please refer to Attachment 9 on page 49~ 56 of the Meeting Minutes for comparison table of articles before and after amendment.
- 4.Please refer to Appendix 2 on page 71 ~ 78 of the Meeting Handbook for the original clauses.

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,965,187,925(including 1,543,703,571 exercised via electronic transmission), accounted for 76.48% of total shares with voting rights present.

The number of votes for disapproval was 7,395,477(including 7,395,477exercised via electronic transmission), accounted for 0.19% with voting rights present.

The number of votes for abstaining was 754,770,465(including 754,770,465 exercised via electronic transmission), accounted for 19.47% with voting rights present.

Adopted by a majority vote of the shareholders present who represent two-thirds majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 4: Discussion of Amendment to the Company's Rules for Director and Supervisor Elections. (Proposed by the Board)

Explanation:

1. In accordance with the abovementioned amendment to the Articles of Association of the Company for all independent directors to constitute an audit committee in lieu of the supervisors, the provisions in the Articles of Association about supervisors will cease to be effective from the date of establishment of the audit committee. Articles 1, 2, 4, 5 and 9 of the Regulations for Election of Directors and Supervisors of the Company should also be amended.
2. The title of the 'Rules for Director and Supervisor Elections' of the Company is changed to the 'Rules for Director Elections'.
3. Please refer to Attachment 10 on page 57, 58 of the Meeting Minutes for comparison table of articles before and after amendment.
4. Please refer to Appendix 3 on page 79 ~ 80 of the Meeting Handbook for the original clauses.

Resolution:

Voting Result- The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,971,174,225 (including 1,549,689,871 exercised via electronic transmission), accounted for 76.64% of total shares with voting rights present.

The number of votes for disapproval was 1,591,176 (including 1,591,176 exercised via electronic transmission), accounted for 0.04% with voting rights present.

The number of votes for abstaining was 754,588,466 (including 754,588,466 exercised via electronic transmission), accounted for 19.46% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 5: Discussion of Amendment to the Rules of Procedure for Shareholders' Meeting. (Proposed by the Board)

Explanation:

1. In accordance with the example of the Regulations for Shareholders' Meetings published by the Taiwan Stock Exchange by announcement Tai-Zheng-Shang-Yi-Zhi No. 1020003468 dated February 27, 2013, it is proposed that Articles 3, 5, 6, 8 and 16 of the Shareholders' Meetings of the Company be amended.
2. Key points of the amendment:
 - (1) In attending shareholders' meetings, the shareholders should present their attendance cards, signature cards and identification documents for verification.
 - (2) The meeting notice will specify that shareholders should report to the meeting during the first 30 minutes of the meeting and the reporting location should be clearly indicated. Audio and video recording should be conducted in a continuous manner throughout the reporting process, proceedings of the meeting, and the full process of voting and vote counting.
 - (3) If a shareholders' meeting is chaired by a director, it must be a director who has served for at least six months and who is familiar with the financial and business situations of the Company.

- (4)After counting the votes in any voting or election in a shareholders' meeting, the results of the voting or election should be announced immediately, including the number of votes calculated, the list of elected persons, and the number of votes received by the elected persons, all of which should be recorded.
- 3.Please refer to Attachment 11 on page 59~ 61 of the Meeting Minutes for comparison table of articles before and after amendment.
- 4.Please refer to Appendix 4 on page 81~ 83 of the Meeting Handbook for the original clauses.

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,971,172,623(including 1,549,688,269 exercised via electronic transmission), accounted for 76.63% of total shares with voting rights present.

The number of votes for objection was 1,589,637(including 1,589,637 exercised via electronic transmission), accounted for 0.04% with voting rights present.

The number of votes for abstaining was 754,591,607(including 754,591,607 exercised via electronic transmission), accounted for 19.46% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 6: Discussion of Amendment to the Operational Procedures for Acquisition and Disposal of Assets. (Proposed by the Board)

Explanation:

- 1.It is proposed to amend the Procedure for Acquisition or Disposal of Assets of the Company in accordance with the independent directors and audit committee to be put in place and as required for practical operations.
- 2.Please refer to Attachment 12 on page 62 ~ 68 of the Meeting Minutes for comparison table of articles before and after amendment.
- 3.Please refer to Appendix 5 on page 84 ~ 100 of the Meeting Handbook for the original clauses.

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,964,890,200(including 1,543,405,846 exercised via electronic transmission), accounted for 76.47% of total shares with voting rights present.

The number of votes for disapproval was 1,588,395(including 1,588,395 exercised via electronic transmission), accounted for 0.04% with voting rights present.

The number of votes for abstaining was 760,875,292(including 760,875,292 exercised via electronic transmission), accounted for 19.62% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 7 : Discussion of Amendment to the Operational Procedures for Loaning of Company Funds. (Proposed by the Board)

Explanation :

1. Key points of the amendment:
 - (1) In accordance with letter from Financial Supervisory Commission Jing-Guan-Zheng-Shen-Zhi No. 10100298745 dated July 6, 2012.
 - (2) In accordance with the audit committee to be put in place by the Company, as well as in accordance with the law and the duties of the audit committee, references to “each supervisor” in the Procedure will be revised to become the “audit committee”. The following is added to the Procedure: “Important capital lending shall be subject to the consent of the majority of all members of the audit committee and shall be submitted to the shareholders’ meeting for approval following approval by the board of directors.”
2. Please refer to Attachment 13 on page 69~ 71 of the Meeting Minutes for comparison table of articles before and after amendment.
3. Please refer to Appendix 6 on page 101 ~ 103 of the Meeting Handbook for the original clauses.

Resolution :

Voting Result- The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,964,888,945 (including 1,543,404,591 exercised via electronic transmission), accounted for 76.48% of total shares with voting rights present.

The number of votes for disapproval was 1,592,791 (including 1,592,791 exercised via electronic transmission), accounted for 0.04% with voting rights present.

The number of votes for abstaining was 760,872,131 (including 760,872,131 exercised via electronic transmission), accounted for 19.63% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

Motion 8 : Discussion of Amendment to the Operational Procedures for Endorsements and Guarantees. (Proposed by the Board)

Explanation :

1. In accordance with the audit committee to be put in place by the Company, as well as in accordance with the law and the duties of the audit committee, references to “each supervisor” in the Procedure will be revised to become the “audit committee”. The following is added to the Procedure: “Important endorsements and guarantees shall be subject to the consent of the majority of all members of the audit committee and shall be submitted to the shareholders’ meeting for approval following approval by the board of directors.”
2. Please refer to Attachment 14 on page 72, 73 of the Meeting Minutes for comparison table of articles before and after amendment.
3. Please refer to Appendix 7 on page 104 ~ 107 of the Meeting Handbook for the original clauses.

Resolution :

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,876,829,703 votes.

The number of votes for approval was 2,964,888,502(including 1,543,404,148 exercised via electronic transmission), accounted for 76.48% of total shares with voting rights present.

The number of votes for disapproval was 1,592,036(including 1,592,036 exercised via electronic transmission), accounted for 0.04% with voting rights present.

The number of votes for abstaining was 760,873,329(including 760,873,329 exercised via electronic transmission), accounted for 19.63% with voting rights present.

Adopted by a majority vote of the shareholders present who represent a majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

V.Election Matters

Motion : Reelection of the Company's directors and election of the Company's independent directors. (Proposed by the Board)

Explanation :

- 1.The term for the directors and supervisors of the Company of the 15th term shall expire on June 22, 2013. In accordance with Articles 195 and 217 of Company Law, if there is no reelection upon expiry of the term, the duties may be extended until the start of the term of the reelected directors and supervisors.
- 2.In accordance with the amendment to the Articles of Association in the general shareholders' meeting of last year, the Company may opt for the establishment of an audit committee in accordance with the law in lieu of supervisors. Thus no supervisors will be nominated or elected in the general shareholders' meeting of the Company this year.
- 3.The directors of the Company of the 16th term will be elected in the upcoming general shareholders' meeting. In accordance with Article 18 of the Articles of Association of the Company, 13 directors (ten general directors and three independent directors) will be elected to constitute the board of directors. The candidate nomination system will be adopted and election shall be made in the general shareholders' meeting from a list of candidates. The term will be three years, from June 25, 2013 to June 24, 2016.
- 4.The list of candidates for directors of the Company was reviewed and approved by the board of directors on May 13, 2013 and may be presented to the general shareholders' meeting of 2013 for election. The list of candidates for directors, and the academic and professional backgrounds and shareholding thereof, are as follows:

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List of Candidates for Independent Directors

NO.	Name	Education& Experience	Shares Held
1	Yun Lin	<p>1.Education Ph.D., University of Illinois, Urbana-Champaign, USA</p> <p>2.Current Position Professor, Dept. of Business Administration, Shih- Hsin University. Adjunct Professor, Dept. of Finance, National Taiwan University. Director, Hua Nan Financial Holdings Co., Ltd Supervisor, The Eslite Spectrum Corporation Commissioner, the Security Listing Review Committee of Taiwan Stock Exchange Corporation</p> <p>3.Experience Chairman of Finance Dept., National Taiwan University. Managing Director, Hua Nan Commercial Bank, Ltd. Director, Taiwan Power Company Managing Supervisor, Public Television Service Foundation Director, Securities and Futures Investors Protection Center</p> <p>4.Specialty Financial Management Treasury Risk Management</p>	0
2	Hsing-Yi Chow	<p>1.Education Ph.D., Indiana University- Bloomington, USA MBA, Indiana University- Bloomington, USA</p> <p>Bachelor, Dept of Business Administration, National Chengchi University</p> <p>2.Current Position Professor, Dept. of Finance, National Chengchi University</p> <p>3.Experience Dean, College of Commerce, National Chengchi University Associate Dean, College of Commerce, National Chengchi University Chairman, Department of Finance, National Chengchi University independent director, Polaris Securities Group Vice-President, Asian Finance Association Commissioner, Financial Restructuring Fund of ROC Commissioner, Research, Development and Evaluation Commission of Executive Yuan of ROC Supervisor, Securities and Futures Investors Protection Center Director and Supervisor, GreTai Securities Market of ROC Director, Securities and Futures Institute of ROC Associate Professor, Department of Finance, Santa Clara University, USA</p>	0

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List of Candidates for Independent Directors

NO.	Name	Education& Experience	Shares Held
3	Chao-Tang Yue	<p>1.Education EMBA, China Europe International Business School Master, Dept of Accounting, National Cheng-Chi University</p> <p>2.Current Position President, Tien-Yeh Accounting Firm independent director, WPG Holdings Limited independent director (the audit committee chairman), Industrial Bank of Taiwan independent Non-Executive director(the audit committee chairman) , Stella International Holdings Limited Adjunct Professor, National Chung Cheng University Visiting Professor, National Chung Hsing University</p> <p>3.Experience President, Ernst & Young Accounting Firm Director, Taiwan Corporate Governance Association</p> <p>4.Specialty Accounting and auditing Practice (including Case Analysis) 、 Corporate Governance 、 Business Operations Consulting 、 Taxation Management (including taxation solution, laws and regulations)</p>	0

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List of Candidates for Directors

NO.	Act. No.	Name	Major Education& Experience	Shares Held
1	69100090	Chin-Yen Kao (Representative of Kao Chyuan Inv. Co., Ltd.)	Experience: Chairman of: Uni-President Enterprises Corp.	212,030,064
2	69100090	Hsiu-Ling Kao (Representative of Kao Chyuan Inv. Co., Ltd.)	Director of : Ton Yi Industrial Corp. , President Chain Store Corp. , Scino Pharm Taiwan Ltd. , President International Development Corp.	
3	69100090	Chih-Hsien Lo (Representative of Kao Chyuan Inv. Co., Ltd.)	Supervisor of : Grand Bills Finance Corp.	
4	23100014	Po-Ming Hou	Education: Tourism management, Chinese Culture University, Taiwan Experience: Executive Vice President of Tainan Spinning Co., Ltd. ; Director of Uni-President Enterprises Corp.	126,440,610
5	23100013	Po-Yu Hou	Education: Department of Radio, Television and Film, Shih Hsin University, Taiwan Experience: Managing Director of Tainan Spinning Co., Ltd. ; Director of Uni-President Enterprises Corp.	110,322,816
6	69102650	Chung-Ho Wu (Representative of Young Yun Inv. Co., Ltd.)	Experience: Director of : Uni-President Enterprises Corp. , Tainan Spinning Co., Ltd. , Nantex Industry Co., Ltd. Managing Director of : Prince Housing Development Corp. Supervisor of : Grand Bills Finance Corp.	6,310,956
7	69100060	Ping-Chih Wu (Representative of Taipo Investment Corp.)	Experience: Managing Director of : Tainan Spinning Co., Ltd. Director of : Uni-President Enterprises Corp. , Prince Housing Development Corp. , President Pharmaceutical Corp. , Ton Yi Pharmaceutical Corp.	26,171,329
8	15900071	Chang-Sheng Lin	Education: Electrical Engineering, Nat'l Cheng Kung Univ. Experience: Managing Director of Uni-President Enterprises Corp.	42,832,498
9	52700020	Hsiu-Jen Liu	Education: Honorary Ph. D. of Lincoln	75,494,126

NO.	Act. No.	Name	Major Education& Experience	Shares Held
			Univ., U.S.A. Experience: Chairman of So An Co., Ltd. and San Shi Inv. Corp. ; Director of Uni-President Enterprises Corp.	
10	69100010	Kao-Huei Cheng (Representative of Joyful Inv. Co., Ltd.)	Experience: Chairman of : Tainan Spinning Co., Ltd. Managing Director of : Prince Housing Development Corp. , Uni-President Enterprises Corp. Director of : Ta Chen Construction & Engineering Corp. , Nantex Industry Co., Ltd. Supervisor of : Grand Bills Finance Corp.	18,599,416

Results of Election :

List of Directors Elected :

Act. No.	Name	Numbers of Votes Received
69100090	Chin-Yen Kao (Representative of Kao Chyuan Inv. Co., Ltd.)	5,147,637,999 (including 1,572,474,580 exercised via electronic transmission)
69100090	Hsiu-Ling Kao (Representative of Kao Chyuan Inv. Co., Ltd.)	2,975,306,147 (including 1,515,646,894 exercised via electronic transmission)
69100090	Chih-Hsien Lo (Representative of Kao Chyuan Inv. Co., Ltd.)	2,966,951,770 (including 1,507,292,517 exercised via electronic transmission)
23100014	Po-Ming Hou	2,938,987,684 (including 1,441,153,532 exercised via electronic transmission)
23100013	Po-Yu Hou	2,933,766,377 (including 1,512,282,023 exercised via electronic transmission)
69102650	Chung-Ho Wu (Representative of Young Yun Inv. Co., Ltd.)	2,917,903,791 (including 1,515,018,853 exercised via electronic transmission)
69100060	Ping-Chih Wu (Representative of Taipo Investment Corp.)	2,914,169,248 (including 1,512,260,377 exercised via electronic transmission)
15900071	Chang-Sheng Lin	2,910,698,020 (including 1,508,789,149 exercised via electronic transmission)
52700020	Hsiu-Jen Liu	2,898,329,820 (including 1,515,020,365 exercised via electronic transmission)
69100010	Kao-Huei Cheng (Representative of Joyful Inv. Co., Ltd.)	2,892,675,761 (including 1,509,366,306 exercised via electronic transmission)

List of Independent Directors Elected :

Name	Numbers of Votes Received
Hsing-Yi Chow	2,304,582,843 (including 1,594,140,994 exercised via electronic transmission)
Yun Lin	2,283,916,494 (including 1,593,050,128 exercised via electronic transmission)
Chao-Tang Yue	2,283,705,798 (including 1,592,839,432 exercised via electronic transmission)

VI. Other Matters

Motion : Discussion of removing the non-competition restrictions on directors in accordance with Article 209 of the Company's Laws. (Proposed by the Board)

Explanations :

1. In accordance with Article 209 of Company Law, any director acting for himself/herself, or for any other person within the scope of the Company business, should provide the shareholders' meeting with explanations about any important matters of such acts and should acquire the approval of the shareholders' meeting.
2. It is proposed to seek approval in the general shareholders' meeting allowing directors elected in the general shareholders' meeting to engage in acts of competition under Article 209 of Company Law from the date of the term of the directors, and thus be released from the competition restriction (provided that there is no damage to the interests of the Company).

It is proposed that restrictions on all directors and representatives of juridical persons serving as directors of the Company against serving other functions and engaging in competitive activities be waived. The details are provided in the following table.

**Current Position in UPEC and Other Companies
for Directors & Independent Directors**

As of 06/24/2013

Name	Current Position with Other Companies
Kao Chyuan Inv. Co., Ltd.	Chairman of : Uni-President Enterprises Corp. Director of : Ton Yi Industrial Corp. , President Chain Store Corp. , President International Development Corp. , Scino Pharm Taiwan Ltd. , Prince Housing Development Corp. Supervisor of : Grand Bills Finance Corp.
Chin-Yen Kao	Chairman of : Uni-President Enterprises Corp. , President Chain Store Corp. , Ton Yi Industrial Corp. , TTET Union Corp. , President Fair Development Corp. , President International Development Corp. Managing Director : Tainan Spinning Co., Ltd. Director of : Uni-President China Holdings Ltd. (Cayman) , Han Tech Venture Capital Corp. , Kao Chyuan Inv. Co., Ltd. , PCS (BVI) Holdings Ltd. , PCS (Labuan) Holdings Ltd. , PCSC (China) Drugstore Ltd. , Kai Yu (BVI) Investment Co., Ltd. , Global Strategic Investment Inc. , President Energy Development (Cayman Islands) Ltd. , Cayman President Holdings Ltd. ,
Hsiu-Ling Kao	Chairman of : Kao Chyuan Inv. Co., Ltd. , President Being Corp. Director of : President Chain Store Corp. , Ton Yi Industrial Corp. , Scino Pharm Taiwan Ltd. , President International Development Corp. , Ton Yi Pharmaceutical Corp. , President Drugstore Business Corp. , Uni-President Department Store Corp. , President Fair Development Corp. , Uni-President Development Corp. , Prince Housing Development Corp. President of : Kao Chyuan Inv. Co., Ltd.
Chih-Hsien Lo	Chairman of : Presco Netmarketing Inc. , Weilih Food Corp. , President Packaging Corp. , Uni-President Dream Parks Corp. , Uni-OAO Travel Service Corp. , Xin-Ya Enterprises Corp. , Tung-Hsiang Enterprises Corp. , Tung-Shun Enterprises Corp. , President Natural Industrial Corp. , Sanshui jianlibao Commerce Co., Ltd. , Uni-President China Holdings Ltd. (Cayman) , Xinjiang President Enterprises Food Co., Ltd. , Beijing President Food Co., Ltd. , Wuhan President Enterprises Food Co., Ltd. , Kunshan President Enterprises Food Co., Ltd. , Kunming President Enterprises Corp. , Chengdu President Enterprises Food Co., Ltd. , Guangzhou President Enterprises Co., Ltd. , Shenyang President Enterprises Co., Ltd. , Harbin President Enterprises Co., Ltd. , Hefei President Enterprises Co., Ltd. , Beijing President Enterprises Drinks & Food Co., Ltd. , Fuzhou President Enterprises Co., Ltd. , Nanchang President Enterprises Co., Ltd. , President (Shanghai) Trading Co., Ltd. , Zhengzhou President Enterprises Co., Ltd. , Bama President Mineral Water Co., Ltd. , Zixi President Enterprises Drinks & Food Co., Ltd. , Chengdu unifies the skillful noodle restaurant dining culture limited company , Changsha President Enterprises Co., Ltd. , Zhanjiang President Enterprise Co., Ltd. , Nanning President Enterprise Co., Ltd. , Taizhou President Enterprises Co., Ltd , Zhanjiang President Enterprise Co., Ltd , Changchun President Enterprise Co., Ltd , Uni-President Shanghai Pearly Century Co., Ltd. , Shanghai President Enterprises Management Consulting Co., Ltd. , Shijiezhuanng President Enterprise Co., Ltd. , Hainan President Enterprise Co., Ltd , Wuxue President Mineral Water Co., Ltd. , Jinan President Enterprise Co.,

Name	Current Position with Other Companies
	<p>Ltd. › Baiyin President Enterprise Co., Ltd. › Xuzhou President Enterprise Co., Ltd. › Guiyang President Enterprises Co., Ltd. › Akesu President Enterprise Co., Ltd. › Hangzhou President Enterprise Co., Ltd. › Shanxi President Enterprises Corp. › Henan President Enterprises Co., Ltd. › Uni-President Trading (Kunshan) Co., Ltd. › Wuyuan President Enterprises Mineral Water Co., Ltd. › Jangsu President Enterprises Co., Ltd. › Uni-President (Vietnam) Co., Ltd. › Uni-President (Thailand Ltd. › Uni-President Foods Corp. › Uni-President (Philippines) Corp. › Chang Bai Shan Mountain President Enterprises (jilin) mineral water Co., Ltd.</p> <p>Vice Chairman of : Prince Housing Development Corp. › President Kikkoman Inc. › President Enterprises (China) Investment Co., Ltd. › Yantai North Andre Juice Co., Ltd. › Jinmailang Beverage (Beijing) Co., Ltd. › Zhejiang Uni-Champion Logistics Development Co., Ltd.</p> <p>Director of : Uni-President Enterprises Corp. › President Chain Store Corp. › Ton Yi Industrial Corp. › President Baseball Team Corp. › Nanlien International Corp. › Uni-President Cold Chain Corp. › Uni-President Development Corp. › President Entertainment Corp. › Tung Ho Development Corp. › Uni-President Organics Corp. › President Fair Development Corp. › Tait Marketing & Distribution Co., Ltd. › President International Development Corp. › Uni-President Glass Industrial Co., Ltd. › Retail Support International Corp. › President Nisshin Corp. › Kai Yu Investment Co., Ltd. › Kai Nan Investment Co., Ltd. › Tong Yu Investment Corp. › President Coffee Corp. › Kuang Chuan Dairy Co., Ltd. › Kuang Chuan Foods Co., Ltd. › Uni-President Dream Parks Corp, Shanghai › Scino Pharm Taiwan Ltd . › PK Venture Capital Corp. › Presicarre Corp. › Ming Da Enterprises Co., Ltd. › Uni-Splendor Corp. › Tainan Spinning Retail & Distribution Co., Ltd. › HiLife Co., Ltd. › Kunshan President Kikkoman Biotechnology Co., Ltd. › President Kikkoman Zhenji Foods Co., Ltd. Uni-President International (HK) Co., Ltd. › Changjiagang President Nisshin Food Co., Ltd. › Tone Sang Construction Corp. › Uni-President Southeast Asia Holdings Ltd. › President Energy Development (Cayman) Ltd. › Champ Green Capital Limited › Champ Green (Shanghai) Consulting Co. Ltd. › PT ABC President Indonesia › Uni-President Enterprises (Kunshan) Real Estate Development Co., Ltd.</p> <p>Supervisor of : Kao Chyuan Inv. Corp.</p> <p>President of : Uni-President Enterprises Corp. › Presco Netmarketing Inc.</p>
Po-Ming Hou	<p>Vice Chairman of : Tainan Spinning Co., Ltd.</p> <p>Managing Director : Nantex Industry Co., Ltd. › Grand Bills Finance Corp.</p> <p>Director of : Uni-President Enterprises Corp. › Prince Housing Development Corp. Ta Chen Construction & Engineering Corp. › Nan Fan Housing Development Co., Ltd. › President Entertainment Corp. › Qware System & Services Corp.</p> <p>President of : Tainan Spinning Co., Ltd.</p>
Po-Yu Hou	<p>Director of : Uni-President Enterprises Corp. › Tainan Spinning Co., Ltd.</p>
Young Yun Inv. Co., Ltd.	<p>Director of : Uni-President Enterprises Corp. › Nantex Industry Co., Ltd. › Tainan Spinning Co., Ltd. › Prince Housing Development Corp.</p> <p>Supervisor of : Grand Bills Finance Corp.</p>
Chung-Ho Wu	<p>Director of : Uni-President Enterprises Corp. San Shi Inv. Corp. › Tainan Spinning</p>

Name	Current Position with Other Companies
	Co., Ltd. › Prince Housing Development Corp. President of : San Shi Inv. Corp.
Taipo Investment Corp.	Director of : Uni-President Enterprises Corp. › Prince Housing Development Corp. › President Pharmaceutical Corp. › Ton Yi Pharmaceutical Corp.
Ping-Chih Wu	Director of : Uni-President Enterprises Corp. › Kung Ching International Development Co. Ltd. › President Global Corp. › Ameripecc Inc. › Prince Housing Development Corp. President of : President Global Corp. › Ameripecc Inc.
Chang-Sheng Lin	Chairman of : President Baseball Team Corp. › President Pharmaceutical Corp. › Ton Yi Pharmaceutical Corp. › President Coffee Corp. › Uni-President Department Store Corp. › Uni-President Cold Chain Corp. › Uni-President Development Corp. › President Life Sciences Co., Ltd. › President Century Corp. › Uni-President Biotechnologies Co., Ltd. › Kai Yu Investment Co., Ltd. › Kai Nan Investment Co., Ltd. › Tong Yu Investment Corp. › Tong Ren Corp. › Changjiagang President Nisshin Food Co., Ltd. › President Enterprises (China) Investment Co., Ltd. › Shanghai President Coffee Co., Ltd. › President Chain Store (Shanghai) Ltd. › President Global Corp. › President (Sanghai) Health Product Trading Company Ltd. Vice Chairman of : President Nisshin Corp. Director of : Uni-President Enterprises Corp. › President Chain Store Corp. › Nanlien International Corp. › President Kikkoman Inc. › President Entertainment Corp. › Tone Sang Construction Corp. › Ton Yi Industrial Corp. › TTET Union Corp. › Mech-President Corp. › Tung-Ho Development Corp. › President Fair Development Corp. › President International development Corp. › Scino Pharm Taiwan Ltd. › CDIB & Partners Investment Holding Corp. › Tong Ting Gas Corp. › Kuan Tang Industrial Harbor Corp. › Uni-Splendor Corp. › Uni-President Assets Management Co., Ltd. › Kunshan President Kikkoman Biotechnology Co., Ltd. › Xiang Lu Industrial Ltd. › Uni-President China Holdings Ltd.(Cayman) › Uni-President Foodstuff (BVI) Holdings Ltd., Ltd. › Uni-President Southeast Asia Holdings Ltd. › President International Trade & Investment Corp. › PCS (BVI) Holdings Ltd. › PCS (Labuan) Holdings Ltd. › PCSC (China) Drugstore Ltd. › Uni-President Asia Holding Ltd. › Uni-President Logistics (BVI) Holdings Limited › President (BVI) International Investment Holdings Ltd. › President Energy Development (Cayman Islands) Ltd. › President Life Sciences Cayman Co., Ltd. › President Coffee (Cayman) Holdings Ltd. President of : Kai Yu Investment Co., Ltd. › Kai Nan Investment Co., Ltd.
Hsiu-Jen Liu	Chairman of : So An Co., Ltd. › San Shi Inv. Corp. Director of : Uni-President Enterprises Corp.
Joyful Holding Company	Chairman of : Tainan Spinning Co., Ltd. › Prince Housing Development Corp. Director of : Uni-President Enterprises Corp. › Nantex Industry Co., Ltd. Supervisor of : Grand Bills Finance Corp.
Kao-Huei Cheng	Chairman of : Tainan Spinning Co., Ltd. › Nan Fan Housing Development Co., Ltd. › Scino Pharm Taiwan Ltd. › Ming Da Enterprises Co., Ltd. › Tainan Spinning Retail & Distribution Co., Ltd. › Prince Housing Development Corp. Director of : Uni-President Enterprises Corp. › President International Development Corp. › Southern Taiwan University of Tech. › Keng Ting Enterprises Co., Ltd. › Universal Venture Capital Investment Corp. › Joyful

Name	Current Position with Other Companies
	Investment Co., Ltd. , Uni-President Assets Management Co., Ltd. , President Fair Development Corp. , Nan Fan Development Corp. , President Securities Corp.
Hsing-Yi Chow	Independent Director of : Yuanta Financial Holding Co., Ltd. , Yuanta Securities Co., Ltd.
Yun Lin	Director of : Hua Nan Financial Holdings Co., Ltd. Supervisor of : The Eslite Spectrum Corporation
Chao-Tang Yue	Chairman of : Appier Inc. Director of : Tien Yeh advisory & consulting corporation , Great Eastern Resin Industrial Co., Ltd. Independent Director of : WPG Holdings Limited , The Industrial Bank of Taiwan , Stella International Holdings Limited

Resolution :

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 3,889,823,703 votes.

The number of votes for approval was 2,586,066,022(including 1,164,581,668 exercised via electronic transmission), accounted for 66.48% of total shares with voting rights present.

The number of votes for objection was 372,864,107(including 372,864,107exercised via electronic transmission), accounted for 9.59% with voting rights present.

The number of votes for abstaining was 768,423,738(including 768,423,738 exercised via electronic transmission), accounted for 19.75% with voting rights present.

Adopted by a majority vote of the shareholders present who represent two-thirds majority of the total number of its outstanding shares.

Approved and acknowledged as proposed by the Board of Directors by voting.

VII. Questions and Motions: None

VIII. Adjournment: The meeting was adjourned at 10:06 a.m. of the same day.

Businesses experienced more turbulent international and domestic economic conditions in 2012 than those experienced during the global financial crisis four years ago. This was even more so for businesses in Taiwan that struggled to survive under the tough economic conditions. In spite of the adversities, we have demonstrated our exceptional potential. Our entire team of dedicated employees worked together to create a record-breaking milestone in the midst of the downturn. We have again proven our perseverance and confidence in overcoming adversities!

Our experienced management team and well-established profitability model and risk control mechanisms are capable of responding to systematic risks arising from changes in market conditions. Although we fell short of achieving the set business targets, the benefits of discontinuing our raw material trading business, that has historically been a low yielding part of the Company's business, were realized in higher profitability for 2012, which again exceeded NT\$10 billion and showed an increase against that achieved in the previous year. It is evident that there is yet more room for growth even in a mature food industry if a business is daring to innovate and is willing to face challenges. The Company achieved a net sales figure of NT\$46.9 billion for year 2012, a decline of 9.6% against the previous year; while net income after tax stood at NT\$12.4 billion, representing an increase of 31.3% against 2011; and consolidated net sales amounted to NT\$ 427.5 billion.

2012 was a record-breaking year during which our results of operation rose to new heights. On September 28, 2012, the Company's market value exceeded NT\$ 250 billion for the first time in 45 years, an outstanding result that marked a new milestone in our corporate history and qualified the Company to become one of the top 15 enterprises in Taiwan. On the other hand, we are one of the only two enterprises that have been ranked among the top 10 most reputable and benchmark enterprises by Common Wealth Magazine for 18 consecutive years. Our exceptional performance serves as a reminder that we must maintain a high level of awareness to the high expectations and criticism we receive from society. As such, we should exercise vigilance and at the same time encourage ourselves to scale new heights in return for the support of our shareholders, employees and the general public!

Business Restructure, Stable Growth and Outperforming Ourselves

During 2012, we made the decision to discontinue the raw material trading business we have been operating for many years in Taiwan, but yet was of little added value to the Company. In doing so, we have achieved better profitability and was better resourced to create businesses with higher added values. The results showed that we are capable of achieving what we are determined to achieve and we dare to be different!

Our future is driven by our goals of constantly setting new milestones and achieving better results. Business restructure and stable growth are a clear reflection of our self-disciplined management approach and sound work habits of our employees. More so, these are the focus of our business operations for 2013. We will continue to devote our resources to the enhancement of big brand names and development of multi-billion dollar products. We hope that our focused management approach and stay-simple operations will create a safe environment for our food production business, for our employees, and for information processing. We are poised to grow and constantly improve.

Accelerating Cross-Strait Investments and Expansion of Plants, Strengthening Business Presence in South East Asia and Creating a New Century

In 2013, the construction of several new plants in China was completed and put into operation. The operation of the new plants will further enhance our manufacturing base in China. Our goal is to have one operating plant in every province of China (except Tibet and Qinghai) to better serve the local market. We have also invested in the construction of the 6th composite food production plant in Hukou, Hsinchu County, Taiwan. We expect to complete the construction of the basic infrastructure of the plant during this financial year. Meanwhile, we also marketed our products in South-East Asian countries including Malaysia, Singapore, Myanmar and India. Our primary objective for business deployment in South East Asia is to “strengthen and grow”, with the optimal goal of making the most of the future growth opportunities in the Asian market.

Business Prospects for 2013

The Company will remain focused on our business management, adopt a simple operational approach that is poised to achieve the sales targets set for the domestic market for 2013. We shall work earnestly to maximize returns for our shareholders! We look forward to your continued support and comments. Thank you !

Chairman: Chin-Yen Kao

President: Chih-Hsien Lo

Chief Accountant: Chien-Li Yin

Supervisors' Review Report

Attachment 2

To: The General Meeting of Shareholders as of year 2013

The undersigned has duly audited the Business Report, Financial Statements and Schedule of Earnings Distribution prepared by the Board of Directors for the year of 2012, and found the same to be true and correct.

Therefore, in accordance with Article 219 of the Company Law of the Republic of China, the undersigned takes pleasure in submitting this report for your perusal and acceptance.

Uni-President Enterprises Corporation

Supervisors: Kao-Keng Chen

Peng-Chi Kuo
(Representative of Chau-Chih Inv. Co., Ltd.)

Joe J.T. Teng

March 28, 2013

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Stockholders of Uni-President Enterprises Corp.

We have audited the accompanying non-consolidated balance sheets of Uni-President Enterprises Corp. as of December 31, 2012 and 2011, and the related non-consolidated statements of income, of changes in stockholder's equity and of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of certain investee companies accounted for under the equity method. These long-term equity investments amounted to \$14,702,117 thousand and \$14,945,000 thousand (net of long-term investment with negative balance of \$40,859 thousand shown as other liabilities-other) as of December 31, 2012 and 2011, respectively, and their related net investment income amounted to \$532,004 thousand and \$908,577 thousand for the years then ended, respectively. The financial statements of these investee companies were audited by other auditors whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the financial statements and the information disclosed in Note 11 relative to these long-term investments, is based solely on the reports of the other auditors.

We conducted our audits in accordance with the "Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of other auditors, the accompanying non-consolidated financial statements referred to above present fairly, in all material respects, the financial position of Uni-President Enterprises Corp. as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in conformity with the "Rules Governing the Preparation of Financial Statements by Securities Issuers" and generally accepted accounting principles in the Republic of China.

We have audited the consolidated financial statements of Uni-President Enterprises Corp. and its subsidiaries (not presented herein) as of and for the years ended December 31, 2012 and 2011. In our report dated March 28, 2013, we expressed a modified unqualified opinion on those statements.

PricewaterhouseCoopers, Taiwan

March 28, 2013

The accompanying non-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 non-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.

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED BALANCE SHEETS
DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

ASSETS	Notes	2012	2011
Current Assets			
Cash and cash equivalents	4(1)	\$ 276,555	\$ 171,694
Financial assets at fair value through profit or loss - current	4(2)	500,000	-
Notes receivable, net	3 and 4(3)	804,242	787,113
Accounts receivable, net	3 and 4(4)	1,296,085	1,229,028
Accounts receivable, net - related parties	3 and 5	3,835,964	3,678,975
Other receivables	3	251,262	324,024
Other receivables - related parties	3 and 5	167,930	152,051
Inventories, net	4(5)	2,940,877	3,134,052
Prepayments		130,170	144,752
Deferred income tax assets - current	4(23)	213,569	216,257
Total current assets		<u>10,416,654</u>	<u>9,837,946</u>
Funds and Investments			
Available-for-sale financial assets - non-current	4(6) and 10	2,583,481	1,838,050
Financial assets carried at cost - non-current	4(7)(8)(13) and 5	1,142,670	1,279,040
Long-term equity investments accounted for under the equity method	4(7)(8)(13) and 5	88,773,467	80,815,625
Total funds and investments		<u>92,499,618</u>	<u>83,932,715</u>
Property, Plant and Equipment			
Cost			
Land		4,026,172	4,026,172
Buildings		4,094,774	4,054,442
Machinery and equipment		10,203,335	9,927,597
Utilities equipment		683,985	668,965
Transportation equipment		120,568	100,449
Office equipment		599,855	600,207
Leasehold improvements		126,665	131,026
Other equipment		4,595,811	4,447,433
Revaluation increments		3,224,098	3,226,629
Cost and revaluation increments		27,675,263	27,182,920
Less: Accumulated depreciation		(16,055,473)	(15,496,397)
Less: Accumulated impairment		(8,515)	(10,063)
Construction in progress and prepayments for equipment		514,879	291,255
Total property, plant and equipment, net		<u>12,126,154</u>	<u>11,967,715</u>
Intangible Asset			
Deferred pension costs	4(18)	6,526	22,189
Other Assets			
Assets leased to others	4(9)(10) and 6	4,490,230	4,528,180
Idle assets	4(9)(11)(13) and 6	110,741	104,925
Refundable deposits		124,087	135,129
Deferred expenses	4(12)	30,799	25,645
Deferred income tax assets - non-current	4(23)	157,840	138,419
Other assets - other	4(9) and 6	215,356	216,342
Total other assets		<u>5,129,053</u>	<u>5,148,640</u>
TOTAL ASSETS		<u>\$ 120,178,005</u>	<u>\$ 110,909,205</u>

(Continued)

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED BALANCE SHEETS
DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND STOCKHOLDERS' EQUITY	Notes	2012	2011
Current Liabilities			
Short-term loans	4(14)	\$ 29,849	\$ 1,034,285
Notes and bills payable	4(15)	-	299,990
Financial liabilities at fair value through profit or loss - current	4(2)	-	24
Notes payable		7,791	7,207
Accounts payable		1,788,393	1,730,713
Accounts payable - related parties	5	178,081	224,569
Income tax payable	4(23)	193,916	94,469
Accrued expenses	5	4,886,207	3,993,013
Other payables		132,181	217,010
Receipts in advance		128,433	13,994
Long-term liabilities - current portion	4(16)(17)	2,450,000	1,500,000
Total current liabilities		<u>9,794,851</u>	<u>9,115,274</u>
Long-term Liabilities			
Bonds payable	4(16)	15,650,000	8,500,000
Long-term loans	4(17)	8,489,572	16,438,715
Total long-term liabilities		<u>24,139,572</u>	<u>24,938,715</u>
Reserve			
Reserve for land revaluation incremental tax	4(9)	1,076,566	1,076,566
Other Liabilities			
Accrued pension liabilities	4(18)	2,478,825	2,309,069
Guarantee deposits received		87,089	81,577
Other liabilities - other	4(8)	-	40,859
Total other liabilities		<u>2,565,914</u>	<u>2,431,505</u>
Total liabilities		<u>37,576,903</u>	<u>37,562,060</u>
Stockholders' Equity			
Capital			
Common stock	1 and 4(19)	48,624,744	45,443,686
Capital Reserves			
	4(20)		
Additional paid-in capital in excess of par - common stock		489,454	489,454
Additional paid-in capital - treasury stock transactions		34,027	34,027
Capital reserve from donated assets		621	591
Capital reserve from long-term investments		5,719,780	5,976,770
Retained Earnings			
	4(19)(21)		
Legal reserve		10,095,973	9,151,205
Special reserve		105,429	105,429
Undistributed earnings		14,584,350	10,847,205
Other Adjustments to Stockholders' Equity			
Cumulative translation adjustments		201,900	1,614,590
Unrecognized pension cost	4(18)	(2,853,465)	(2,242,758)
Unrealized gain or loss on financial instruments	4(6)(8) and 10	3,095,564	(531,491)
Asset revaluations	4(9)	2,502,725	2,458,437
Total stockholders' equity		<u>82,601,102</u>	<u>73,347,145</u>
Contingent Liabilities and Commitments			
	5 and 7		
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		<u>\$ 120,178,005</u>	<u>\$ 110,909,205</u>

The accompanying notes are an integral part of these non-consolidated financial statements.
See report of independent accountants dated March 28, 2013.

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Items	Notes	2012		2011	
Operating Revenues	5				
Sales		\$ 46,934,584		\$ 52,549,973	
Sales returns		(67,353)		(133,999)	
Sales discounts		(1,437,252)		(1,536,845)	
Net Sales		<u>45,429,979</u>		<u>50,879,129</u>	
Other operating revenues		1,421,601		950,400	
Net Operating Revenues		<u>46,851,580</u>		<u>51,829,529</u>	
Operating Costs	4(5)(22) and 5				
Cost of goods sold		(32,346,799)		(38,902,986)	
Other operating costs		(1,377,734)		(919,711)	
Net Operating Costs		<u>(33,724,533)</u>		<u>(39,822,697)</u>	
Gross profit		<u>13,127,047</u>		<u>12,006,832</u>	
Operating Expenses	4(22) and 5				
Sales and marketing expenses		(8,008,362)		(7,521,945)	
General and administrative expenses		(2,837,135)		(2,341,383)	
Research and development expenses		(287,346)		(277,906)	
Total Operating Expenses		<u>(11,132,843)</u>		<u>(10,141,234)</u>	
Operating income		<u>1,994,204</u>		<u>1,865,598</u>	
Non-operating Income and Gains					
Interest income		968		404	
Investment income accounted for under the equity method	4(8)	10,337,875		7,598,332	
Dividend income		109,095		162,054	
Gain on disposal of property, plant and equipment		2,374		6,031	
Gain on disposal of investments	4(2) and 5	3,314		229,980	
Foreign exchange gain, net	4(2)	19,246		-	
Rental income	4(10) and 5	340,149		312,836	
Gain on valuation of financial liabilities	4(2)	24		59,663	
Other non-operating income	5	1,339,831		1,143,304	
Total Non-operating Income and Gains		<u>12,152,876</u>		<u>9,512,604</u>	
Non-operating Expenses and Losses					
Interest expense	4(9)	(338,896)		(297,093)	
Other investment loss	4(7)	(506)		-	
Loss on disposal of property, plant and equipment		(14,668)		(19,877)	
Foreign exchange loss		-		(4,896)	
Financing charges		(32,075)		(16,436)	
Impairment loss	4(7)(8)(9)(11)				
	(13)	(80,423)		(25,567)	
Other non-operating losses	4(5) and 10	(1,099,316)		(1,202,043)	
Total Non-operating Expenses and Losses		<u>(1,565,884)</u>		<u>(1,565,912)</u>	
Income before income tax		12,581,196		9,812,290	
Income tax expense	4(23)	(173,856)		(364,609)	
Net income		<u>\$ 12,407,340</u>		<u>\$ 9,447,681</u>	
		<u>Before Tax</u>	<u>After Tax</u>	<u>Before Tax</u>	<u>After Tax</u>
Basic Earnings Per Common Share (in dollars)					
Net income	4(24)	<u>\$ 2.59</u>	<u>\$ 2.55</u>	<u>\$ 2.02</u>	<u>\$ 1.94</u>
Diluted Earnings Per Common Share (in dollars)					
Net income	4(24)	<u>\$ 2.58</u>	<u>\$ 2.54</u>	<u>\$ 2.01</u>	<u>\$ 1.93</u>

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

See report of independent accountants dated March 28, 2013.

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	<u>Retained Earnings</u>				Undistributed Earnings	Cumulative Translation Adjustments	Unrecognized Pension Cost	Unrealized Gain or Loss on Financial Instruments	Asset Revaluations	Total
	Common Stock	Capital Reserves	Legal Reserve	Special Reserve						
<u>2011</u>										
Balance at January 1, 2011	\$ 42,871,402	\$ 6,251,778	\$ 8,058,301	\$ -	\$ 11,066,708	(\$ 959,486)	(\$ 2,121,934)	\$ 2,636,955	\$ 2,162,552	\$ 69,966,276
Distribution of 2010 net income (Note):										
Legal reserve	-	-	1,092,904	-	(1,092,904)	-	-	-	-	-
Cash dividends	-	-	-	-	(6,001,996)	-	-	-	-	(6,001,996)
Stock dividends	2,572,284	-	-	-	(2,572,284)	-	-	-	-	-
Net income for 2011	-	-	-	-	9,447,681	-	-	-	-	9,447,681
Non-payment of fractional cash dividend from previous year transferred to capital reserve	-	43	-	-	-	-	-	-	-	43
Adjustment due to special reserve by subsidiaries	-	-	-	105,429	-	-	-	-	-	105,429
Adjustment of capital reserve due to subsidiaries' retirement of treasury stock transactions	-	5,326	-	-	-	-	-	-	-	5,326
Adjustment of capital reserve due to change in ownership of subsidiaries	-	306,440	-	-	-	-	-	-	-	306,440
Adjustment of capital reserve due to change in ownership of subsidiaries by subsidiaries	-	(50,956)	-	-	-	-	-	-	-	(50,956)
Adjustment of capital reserve due to subsidiaries' adjustment of capital reserve	-	(11,789)	-	-	-	-	-	-	-	(11,789)
Cumulative translation adjustments	-	-	-	-	-	2,574,076	-	-	-	2,574,076
Adjustment of unrecognized pension cost	-	-	-	-	-	-	(113,124)	-	-	(113,124)
Adjustment of unrecognized pension cost by subsidiaries	-	-	-	-	-	-	(7,700)	-	-	(7,700)
Adjustment due to revaluations of available-for-sale financial assets	-	-	-	-	-	-	-	(712,195)	-	(712,195)
Adjustment due to revaluations of available-for sale financial assets by subsidiaries	-	-	-	-	-	-	-	(2,456,251)	-	(2,456,251)
Adjustment of asset revaluations	-	-	-	-	-	-	-	-	226,441	226,441
Adjustment of asset revaluations by subsidiaries	-	-	-	-	-	-	-	-	69,444	69,444
Balance at December 31, 2011	<u>\$ 45,443,686</u>	<u>\$ 6,500,842</u>	<u>\$ 9,151,205</u>	<u>\$ 105,429</u>	<u>\$ 10,847,205</u>	<u>\$ 1,614,590</u>	<u>(\$ 2,242,758)</u>	<u>(\$ 531,491)</u>	<u>\$ 2,458,437</u>	<u>\$ 73,347,145</u>

(Continued)

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	<u>Retained Earnings</u>					Cumulative Translation Adjustments	Unrecognized Pension Cost	Unrealized Gain or Loss on Financial Instruments	Asset Revaluations	Total
	Common Stock	Capital Reserves	Legal Reserve	Special Reserve	Undistributed Earnings					
<u>2012</u>										
Balance at January 1, 2012	\$ 45,443,686	\$ 6,500,842	\$ 9,151,205	\$ 105,429	\$ 10,847,205	\$ 1,614,590	(\$ 2,242,758)	(\$ 531,491)	\$ 2,458,437	\$ 73,347,145
Distribution of 2011 net income (Note):										
Legal reserve	-	-	944,768	-	(944,768)	-	-	-	-	-
Cash dividends	-	-	-	-	(4,544,369)	-	-	-	-	(4,544,369)
Stock dividends	3,181,058	-	-	-	(3,181,058)	-	-	-	-	-
Net income for 2012	-	-	-	-	12,407,340	-	-	-	-	12,407,340
Non-payment of fractional cash dividend from previous year transferred to capital reserve	-	30	-	-	-	-	-	-	-	30
Adjustment of capital reserve due to change in ownership of subsidiaries	-	21,171	-	-	-	-	-	-	-	21,171
Adjustment of capital reserve due to reorganization	-	10,292	-	-	-	-	-	-	-	10,292
Adjustment of capital reserve due to subsidiaries' adjustment of capital reserve	-	(288,453)	-	-	-	-	-	-	-	(288,453)
Cumulative translation adjustments	-	-	-	-	-	(1,412,690)	-	-	-	(1,412,690)
Adjustment of unrecognized pension cost	-	-	-	-	-	-	(185,900)	-	-	(185,900)
Adjustment of unrecognized pension cost by subsidiaries	-	-	-	-	-	-	(424,807)	-	-	(424,807)
Adjustment due to revaluations of available-for-sale financial assets	-	-	-	-	-	-	-	745,431	-	745,431
Adjustment due to revaluations of available-for sale financial assets by subsidiaries	-	-	-	-	-	-	-	2,881,624	-	2,881,624
Adjustment of asset revaluations by subsidiaries	-	-	-	-	-	-	-	-	44,288	44,288
Balance at December 31, 2012	<u>\$ 48,624,744</u>	<u>\$ 6,243,882</u>	<u>\$ 10,095,973</u>	<u>\$ 105,429</u>	<u>\$ 14,584,350</u>	<u>\$ 201,900</u>	<u>(\$ 2,853,465)</u>	<u>\$ 3,095,564</u>	<u>\$ 2,502,725</u>	<u>\$ 82,601,102</u>

(Note) The directors' and supervisors' remuneration were \$196,723 and \$170,058, and employees' bonuses were \$955,370 and \$817,572 in 2010 and 2011, respectively, which had been deducted from net income for the year.

The accompanying notes are an integral part of these non-consolidated financial statements.
See report of independent accountants dated March 28, 2013.

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	2012	2011
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>		
Net income	\$ 12,407,340	\$ 9,447,681
Adjustments to reconcile net income to net cash provided by operating activities		
Gain on valuation of financial liabilities	(24)	(59,663)
Provision for doubtful accounts	-	33,317
Doubtful accounts as other income	(18,690)	-
Reversal of allowance for doubtful accounts	(25,754)	(15,560)
Provision for inventory obsolescence	1,337	20
Loss on liquidation of long-term investments	506	-
Investment income accounted for under the equity method	(10,337,875)	(7,598,332)
Cash dividends from long-term investments accounted for under the equity method	4,791,906	4,263,790
Loss (gain) on disposal of investments	17	(230,340)
Depreciation	867,899	903,755
Net loss on disposal of property, plant and equipment	12,294	13,846
Impairment loss	80,423	25,567
Amortization	11,636	11,220
Changes in assets and liabilities		
Financial assets at fair value through profit or loss - current	(500,000)	-
Notes receivable	(929)	108,577
Accounts receivable	(38,813)	126,850
Accounts receivable - related parties	(156,989)	(320,002)
Other receivables	69,780	12,980
Other receivables - related parties	(15,879)	26,291
Inventories	191,838	335,411
Prepayments	14,582	86,541
Deferred income tax assets - current	2,688	(16,598)
Deferred pension costs	15,663	16,968
Deferred income tax assets - non-current	(19,421)	254,685
Notes payable	584	(547)
Accounts payable	57,680	(79,206)
Accounts payable - related parties	(46,488)	(29,683)
Income tax payable	99,447	(129,978)
Accrued expenses	893,194	(191,642)
Other payables	(43,149)	20,831
Receipts in advance	114,439	344
Accrued pension liabilities	(16,144)	(9,224)
Net cash provided by operating activities	8,413,098	7,007,899
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Decrease (increase) in employees' car loans	3,345	(2,431)
Proceeds from disposal of financial assets carried at cost - non-current	-	93,640
Increase in long-term investments - subsidiaries	(1,467,868)	(139,640)
Increase in long-term investments - non-subsidiaries	(237,238)	(1,006,683)
Proceeds from disposal of long-term investments - subsidiaries	20,235	427,354
Proceeds from disposal of long-term investments - non-subsidiaries	-	5,375
Proceeds from capital reduction of subsidiaries	100,000	33,333
Proceeds from liquidation of long-term investments	11,260	-
Cash paid for acquisition of property, plant and equipment	(1,044,292)	(4,003,470)
Proceeds from disposal of property, plant and equipment	4,495	14,557
Decrease in refundable deposits	11,042	11,207
Increase in deferred expenses	(16,790)	(4,250)
Net cash used in investing activities	2,615,811	4,571,008

(Continued)

UNI-PRESIDENT ENTERPRISES CORP.
NON-CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31
(Expressed in thousands of New Taiwan dollars)

	2012	2011
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Decrease in short-term loans	(\$ 1,004,436)	(\$ 1,488,068)
(Decrease) increase in notes and bills payable	(299,990)	12
Increase in bonds payable	7,100,000	3,000,000
(Decrease) increase in long-term loans	(6,949,143)	2,039,247
Increase in guarantee deposits received	5,512	2,748
Payment of cash dividends	(4,544,369)	(6,001,996)
Net cash used in financing activities	(5,692,426)	(2,448,057)
Increase (decrease) in cash and cash equivalents	104,861	(11,166)
Cash and cash equivalents at beginning of year	171,694	182,860
Cash and cash equivalents at end of year	\$ 276,555	\$ 171,694
<u>Supplemental disclosures of cash flow information</u>		
1. Interest paid (excluding capitalized interest)	\$ 296,594	\$ 274,562
2. Income taxes paid	\$ 91,142	\$ 256,500
<u>Investing and financing activities with partial cash payments</u>		
1. Proceeds from disposal of long-term investments - subsidiaries	\$ 20,235	\$ 296,559
Add: Other receivables, beginning of year	18,567	149,362
Less: Other receivables, end of year	(18,567)	(18,567)
Proceeds from disposal of long-term investments - subsidiaries	\$ 20,235	\$ 427,354
2. Liquidation of long-term investments	\$ 11,623	\$ -
Less: Other receivables, end of year	(363)	-
Proceeds from liquidation of long-term investments	\$ 11,260	\$ -
3. Acquisition of property, plant and equipment	\$ 1,002,642	\$ 4,065,252
Add: Other payables, beginning of year	110,129	48,347
Less: Other payables, end of year	(68,479)	(110,129)
Cash paid for acquisition of property, plant and equipment	\$ 1,044,292	\$ 4,003,470
<u>Other activities with no cash flow effect</u>		
1. Non-payment of fractional cash dividend from previous year transferred to capital reserve	\$ 30	\$ 43
2. Financial assets carried at cost transferred to long-term equity investments accounted for under the equity method	\$ 29,703	\$ -
3. Land-asset revaluation value	\$ -	\$ 487,568

The accompanying notes are an integral part of these non-consolidated financial statements.
See report of independent accountants dated March 28, 2013.

Uni-President Enterprises Corp.

Attachment 5

PROFIT ALLOCATION PROPOSAL

For the years ended December 31, 2012

	Unit : NT\$
Net Income for 2012	\$ 12,407,339,659
Less : 10% Legal Reserve	<u>(1,240,733,966)</u>
2012 Earnings Available for Distribution	11,166,605,693
Plus : Unappropriated Retained Earnings of Previous years	<u>2,177,010,115</u>
Earnings Available for Distribution as of December 31, 2012	13,343,615,808
Distribution Items:	
Cash Dividends to Common Share Holders (NT\$ 1.4 per share)	6,807,464,322
Stock Dividends to Common Share Holders (60 shares for each 1,000 shares owned)	<u>2,917,484,710</u>
Unappropriated Distribution	<u><u>\$ 3,618,666,776</u></u>

Note :

1. Employees' Bonuses \$ 1,017,561,122, Directors' & Supervisors' Remuneration \$ 223,332,114.
2. Net income for 2012 shall be preferred in the profit distribution, and then unappropriated retained earnings of previous years would offset, if deficient.
3. Each common shareholder will be entitled to receive the cash dividends in dollar amount. The fractional parts would be classified as "other non-operating income".

Chairman: Chin-Yen Kao

President: Chih-Hsien Lo

Chief Accountant: Chien-Li Yin

The Impact of the Stock Dividend Issuance on
Business Performance, EPS and Shareholders Return Rate

Attachment 6

The Impact of the Stock Dividend Issuance on Business Performance, EPS and Shareholders Return Rate:

In accordance with the regulation of Letter No. Tai-Tsai-Cheng (1) Zi 00371 dated Feb. 1, 2000 from Securities and Future Bureau, the Company is not obligated to disclose this information since it did not prepare and announce its 2013 financial forecasts.

Information with regard to the proposal of distribution of employee bonus and remuneration to directors and supervisors approved by the Board of Directors of the Company :

In accordance with the regulation of Letter No. Jin-Kuan-Cheng (6) Zi 0960013218 dated Mar. 30, 2007 from Financial Supervisory Commission, proposed earnings distribution approved by the Board of Directors is as follows:

- I. Proposed distribution of employee bonus in cash totals to NTD 1,017,561,122 and proposed remuneration to directors and supervisors totals to NTD 223,332,114. The distribution of employee bonus of the Company will be paid in cash.
- II. Estimates of employee bonus and remuneration to directors and supervisors for 2012 are NTD 1,017,104,823 and NTD 215,840,000 respectively. The estimated amount of remuneration to directors and supervisors is calculated based on unaudited profit and loss, which results in a difference between the estimated amount and the proposed amount. After the Board of Directors resolves the difference between the actual distribution amount and the estimated amount, the difference is charged against income in 2013.

Details Regarding Raising Funds by Issuing Common Stocks in Attachment 7
Connection with Capital Increase to Sponsor Issuance of
Overseas Depository Receipts, or by Issuing New Shares Domestically

1. The principles governing issuance of common stocks in connection with capital increase to sponsor issuance of overseas depository receipts are as follows:

(1) The number of shares issued for the current capital increase to sponsor issuance of overseas depository receipts shall not exceed 150,000,000 shares. The shareholders then authorize the Board of Directors to, within the aforesaid limitation of authorized issuance, adjust the issuance amount according to the market conditions and all shares shall be issued in one tranche.

(2) Pursuant to the "Self-Discipline Guidance For Underwriters regarding Assisting the Issuers in the Offering and Issuance of Securities" of the Taiwan Securities Association, the issue price of common stocks in connection with capital increase to sponsor issuance of overseas depository receipts shall not be lower than the closing price of the Company's common share in the domestic centralized securities exchange market, or 90% of the average stock price calculated by the average of common share closing prices in the previous one, three or five days (choose one) prior to the fixing date deducted by ex-rights and ex-dividends of bonus shares; provided that the measure to fix the price shall be adjusted when relevant domestic laws and regulations have been amended. Due to the fact that the domestic stock prices often fluctuate drastically within a short period of time, thus, the President of the Company is authorized to determine the actual fixing price within the aforesaid scope in accordance with common international practices, after referring to international capital market, domestic market prices and consolidated distributive sales and consulting with underwriters, to increase the acceptance of overseas investors. Thus, this method of fixing the issue price shall be deemed reasonable.

The issue price is based on the common practice and laws and regulations of the issuing market. In accordance with the fair trading market price of a common share in the domestic centralized securities exchange market, the original shareholders may acquire the common stock in the domestic securities exchange market on a price similar to the fixing price of overseas depository receipts without the risks of foreign exchange and marketability. Furthermore, the value of shares to be issued is no more than 150,000,000 shares, which constitutes approximately 3.08% of all outstanding common shares of the Company. However, the capital increase may improve the competitiveness of the Company, and thus, benefit the shareholders whose rights and interests will not be materially influenced.

(3) In accordance with Article 267 of the Company Act, 10%~15% of the total number of shares to be issued for capital increase shall be reserved for subscription by employees of the Company. All other shares, pursuant to Article 28-1 of the Securities and Exchange Act, will be offered to the public after the original shareholders give up the first refusal right, as the original securities to sponsor overseas depository receipts. For reserved shares not subscribed by the employees, the President of the Company is authorized to offer them to specific person(s) for subscription, or to combine them into the original securities to sponsor issuance of overseas depository receipts according to the market needs.

(4) The funds raised through this issuance of common shares in connection with capital increase to sponsor issuance of overseas depository receipts are to be used to increase operation funds, repay bank loans, purchase machines and facilities, reinvest and so on. It is to be completed within two (2) years after the funds are raised. This plan is expected to improve the financial structure of the Company, increase the operation efficiency of the Company, and positively benefit the shareholders' rights.

(5) For the important information regarding this plan of issuance of common stocks in connection with capital increase to sponsor issuance of overseas depository receipts, including issue price, number of shares to be issued, terms of issuance, source of funds,

planned matters, amount of fund to be raised, intended progress and the expected results, and all other relevant issuance procedures, the Board of Directors is authorized to make any adjustment, promulgation and progress based on the market conditions. The Board of Directors is also authorized with full authority to handle the same, if the plan is modified in the future under the request of the competent authority and based on operation assessment or due to change of environment.

- (6) Upon the competent authority's approval of this capital increase, the Board of Directors will be authorized to proceed with issuance of new shares.
- (7) For this issuance of common shares in connection with capital increase to sponsor issuance of overseas depository receipts, the President or his designee is authorized to represent the Company to execute all documents regarding sponsoring issuance of overseas depository receipts, and to proceed with all matters related to sponsoring issuance of overseas depository receipts for the Company.
- (8) For all unattended matters, the Board of Directors is authorized with full authority to handle the same in accordance with relevant laws and regulations.

2. The principles governing authorizing the Board of Directors to proceed with issuance of new shares domestically are as follows:

- (1) The number of new shares to be issued shall be limited to 150,000,000 shares.
- (2) The par value of each new share to be issued shall be 10 NT dollars (NT\$10), while the actual issue price will be determined in accordance with relevant rules specified in the "Self-Discipline Guidance For Underwriters regarding Assisting the Issuers in the Offering and Issuance of Securities" of the Taiwan Securities Association and based on the market conditions upon the time of issuance after the President consults with underwriters. The new shares will be issued after the actual issue price is submitted to the competent authority for approval.
- (3) If a capital increase by cash is undertaken by the book building method, ten to fifteen percent of new shares issued through the capital increase shall be reserved for acquisition by employees in accordance with Article 267 of the Company Act; while the remaining shares are to be allocated for public offer by the book building method, with the original shareholders forfeiting their rights of priority subscription to the new shares in accordance with Article 28-1 of the Securities and Exchange Act. The Chairman is authorized to offer certain individuals the right to acquire any unsubscribed shares due to forfeiture of the right to subscribe or in case where issued shares were under subscribed.
- (4) If the capital increase by cash was effected through a public tender, besides retaining ten to fifteen percent of the new shares issued through the capital increase for acquisition by employees in accordance with Article 267 of the Company Act, Article 28-1 of the Securities and Exchange Act also stipulate that ten percent of the newly issued shares shall be offered at market value to the public. Existing shareholders of the Company have the priority to subscribe to the remaining seventy-five to eighty percent of the new shares based on the individual share ownership percentage on the acquisition base date. Shareholders shall, among themselves, attempt to combine odd-lot orders to form a round-lot order. The Chairman is authorized to offer certain individuals the right to acquire any unsubscribed shares due to forfeiture of the right to subscribe or in case where issued shares were under subscribed.
- (5) Funds raised through this capital increase by issuance of common shares are to be used for one of the following or several of the following purposes including funding the company's operating capital, repayment of loans and acquisition of machinery equipment. The plan for utilization of funds shall be fully executed within two years following the completion of the fundraising process. The execution of the fund utilization plan is expected to improve the company's financial structure, improve the company's operational efficiency and create positive benefits for shareholders.

- (6)The rights and obligations of the new shares to be issued shall be same as those of the outstanding shares.
- (7)For the important information regarding this issuance of new shares, including issue price, number of shares to be issued, terms of issuance, source of funds, planned matters, amount of fund to be raised, intended progress and the expected results, the Board of Directors is authorized to make any adjustment, promulgation and progress based on the market conditions.
- (8)The Board of Directors is also authorized with full authority to handle the same, if matters regarding this issuance of new shares are modified in the future under the request of the competent authority and based on operation assessment or due to change of environment.

Uni-President Enterprises Corp.
 Comparison Table of Company's Rules of Procedure
 for Board of Directors' Meeting Before and After Amendment

Attachment 8

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 3	<p>The Board of Directors shall hold a meeting at least once per quarter. In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each <u>director and supervisor</u> within 7 days prior to the meeting, provided that in the case of emergency, the meeting may be convened at any time.</p> <p style="text-align: center;">NEW</p> <p>Unless in the case of emergency or with justified reasons, the circumstances referred to in Paragraph 1 of Article 7 herein shall be enumerated in the grounds for calling the meeting and be prohibited from being proposed as a motion.</p>	<p>The Board of Directors shall hold a meeting at least once per quarter. In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each <u>director</u> within 7 days prior to the meeting, provided that in the case of emergency, the meeting may be convened at any time.</p> <p style="text-align: center;"><u>The notice set forth in the preceding paragraph may be effected by means of electronic transmission.</u></p> <p>Unless in the case of emergency or with justified reasons, the circumstances referred to in Paragraph 1 of Article 7 herein shall be enumerated in the grounds for calling the meeting and be prohibited from being proposed as a motion.</p>	<p>1. In line with the amendments to the Company's Articles of Incorporation, a company with an established audit committee is not required to appoint supervisors. As such, the existing provisions governing supervisors are deleted.</p> <p>2. In light of technological advancement, <u>notice of a board of directors' meeting</u> may be effected by the same mean used for notice of a shareholders' meeting. <u>As such, notice of the meeting may be effected by means of electronic transmission provided with the consent of the meeting attendee.</u> <u>Paragraph 3 was thus added to the existing provisions in line with paragraph 2, Article 204 of the Company Act</u></p> <p>3. Paragraph 3 of the current Article was reallocated for inclusion under paragraph 4.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 7	<p>The following issues shall be discussed in the Directors' meeting:</p> <ol style="list-style-type: none"> 1. The Company's business plan. 2. Annual financial report and semi-annual financial report. 3. Internal control system defined or amended pursuant to Article 14-1 of the Securities and Exchange Act (<u>hereinafter referred to as the "Act"</u>). 4. The regulations governing acquisition or disposition of assets, derivatives transactions, granting of loan, making of endorsement or guarantee enacted or amended pursuant to Article 36-1 of the Act. 5. Offering, issue or private placement of equity securities. 6. Appointment and dismissal of financial, accounting or internal audit supervisors. <p style="text-align: center;">NEW</p>	<p>The following issues shall be discussed in the Directors' meeting:</p> <ol style="list-style-type: none"> 1. The Company's business plan. 2. Annual financial report and semi-annual financial report. <u>With the exception of half-yearly financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).</u> 3. Internal control system defined or amended pursuant to Article 14-1 of the Securities and Exchange Act. 4. The regulations governing acquisition or disposition of assets, derivatives transactions, granting of loan, making of endorsement or guarantee enacted or amended pursuant to Article 36-1 of the Act. 5. Offering, issue or private placement of equity securities. 6. Appointment and dismissal of financial, accounting or internal audit supervisors. 7. <u>A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.</u> 	<ol style="list-style-type: none"> 1. Revised the existing provisions in accordance with subparagraph 2, paragraph 1, Article 36 of the Securities and Exchange Act. <u>Half-yearly financial reports reviewed by the company's independent accountants shall be presented to the Board of Directors refer to the requirement of presenting the reports to the Board of Directors but not tabling the reports in the meetings for discussion</u> ; however, in consideration that half-yearly financial reports of a financial institution shall still be attested by a certified public accountant, as such, such reports shall still be tabled in a board of directors' meeting for discussion. As such, the existing provisions <u>following subparagraph 2, paragraph 1, are revised to include the provision that financial reports not requiring the auditing and attesting of a certified public accountant are not required to be tabled for discussion at a board of directors' meeting.</u> 2. In consideration that a donation made by a public company to a related party or a material donation made to a non-related party may impair the rights of the company's shareholders, it is thus essential to enhance existing regulations. <u>Subparagraph 7, paragraph 1 of the existing articles now includes a provision that requires the company</u>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>7. Issues to be resolved by shareholders' meetings or submitted to the Board of Directors according to Article 14-3 of the Act, other laws or regulations, or material issues required by the competent authority.</p> <p style="text-align: center;">NEW</p> <p style="text-align: center;">NEW</p> <p style="text-align: center;">NEW</p>	<p>8. Issues to be resolved by shareholders' meetings or submitted to the Board of Directors according to Article 14-3 of the Securities and Exchange Act, other laws or regulations, or material issues required by the competent authority.</p> <p><u>The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</u></p> <p><u>The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened.</u></p> <p><u>For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in paragraph 2 above shall be calculated instead as 2.5 percent of shareholders' equity.</u></p>	<p>to submit the details of <u>any donation by the company to its related parties or a material donation to non-related parties for discussion in a board of directors' meeting.</u> On the other, in consideration that a <u>public-interest donation for relief of a major natural disaster must be made in a timely manner and that the requirement to report such donation to the board of directors for discussion may impair the benefits of such donation, the revised provision is put in place to allow for ratification of such donation in the next board of directors meeting.</u> Paragraph 7 of the current provisions is reallocated for <u>inclusion under paragraph 8.</u></p> <p>3. To ensure that the term "related party" is clearly defined for compliance purposes, <u>the first part of paragraph 2 now includes a definition of related parties.</u></p> <p>4. In consideration that a donation to non-related parties is less likely to result in a conflict-of-interest situation, donations to non-related parties are thus considered on the basis of materiality and the company's scale of operation and with reference to paragraph 1, Article 6 of the Securities and Exchange Act Enforcement Rules revising the corrected amount of the financial reports that may warrant a restatement of the financial reports, Article 17 of the Regulations</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>Independent directors, if any, shall personally attend, or appoint another independent director to attend on behalf of him, the meeting with respect to the issues to be submitted to the Board of Directors pursuant to Article 14-3 of the Act.</p> <p>Where any independent director expresses dissent or reserves an opinion, it shall be specified in the meeting minutes. Where any independent director fails to attend the meeting personally to express dissent or reserve opinion, he shall issue written opinion in advance and the opinion shall be specified in the meeting minutes, unless with justified reasons.</p>	<p>Independent directors, if any, shall personally attend, or appoint another independent director to attend on behalf of him, the meeting with respect to the issues to be submitted to the Board of Directors pursuant to Article 14-3 of the Act.</p> <p>Where any independent director expresses dissent or reserves an opinion, it shall be specified in the meeting minutes. Where any independent director fails to attend the meeting personally to express dissent or reserve opinion, he shall issue written opinion in advance and the opinion shall be specified in the meeting minutes, unless with justified reasons.</p>	<p>Governing the Preparation of Financial Reports by Securities Issuers governing the disclosure of information on significant transactions and paragraph 2, Article 30 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. Therefore, <u>the new provision was added to the end of paragraph 2 to specify the standards for determining “material” donation and the method of calculating the donation amount.</u></p> <p>5. Refer to paragraph 3, Article 30 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies for the calculation of cumulative donations made within a one-year period to a single recipient. <u>Paragraph 3 specifies that the term “within a one-year period” refers to a period of one year calculated retroactively from the date on which the current board of directors meeting is convened and any amount that has already been approved by the board of directors may be excluded from the calculation.</u></p> <p>6. In consideration that foreign companies may issue stocks with no par value or a par value other than NTD</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
			<p>10 and that shareholders' rights are one of the benchmarks to measure a company's size, paragraph 4 was thus amended with reference to paragraph 2, Article 33 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies to specify that, for stocks issued by a foreign company with no par value or a par value other than NTD10, the "5 percent of paid-in capital" shall be calculated instead as 2.5 percent of shareholders' equity.</p> <p>7. Paragraph 2 of the current provisions is reallocated for inclusion under paragraph 5.</p>
Article 10	<p>The Directors' meeting shall be called and chaired by the Chairman of the Board, provided that the first meeting of each term of the Board of Directors shall be called by the director winning the ballots representing the most votes in the shareholders' meeting, and the chairperson thereof shall be assumed by the person entitled to hold the meeting. Where there are more than two persons entitled to hold the meeting, the chairperson shall be elected among them.</p> <p>Where the Chairman of the Board takes leave or fails to exercise his authority with justifiable reason, the Vice Chairman shall be his proxy. Where the Vice Chairman also takes leave or fails to exercise his authority with justifiable reason, the Chairman shall appoint a managing director to be his proxy. When Chairman does not appoint any proxy, the proxy shall be elected among the managing directors.</p>	<p>The Directors' meeting shall be called and chaired by the Chairman of the Board, provided that the first meeting of each term of the Board of Directors shall be called by the director winning the ballots representing the most votes in the shareholders' meeting, and the chairperson thereof shall be assumed by the person entitled to hold the meeting. Where there are more than two persons entitled to hold the meeting, the chairperson shall be elected among them.</p> <p>Where the Chairman of the Board takes leave or fails to exercise his authority with justifiable reason, the Vice Chairman shall be his proxy. Where the Vice Chairman also takes leave or fails to exercise his authority with justifiable reason, the Chairman shall appoint a director to be his proxy. When Chairman does not appoint any proxy, the proxy shall be elected among the directors.</p>	<p>In line with the amendments to Article 13 of the Company's Articles of Incorporation, the provisions governing the managing directors are deleted.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 11	<p>When calling the Board of Directors' meeting, the parliamentary unit may inform the <u>managerial personnel of the relevant departments who do not assume the position of directors</u> to attend the meeting. If necessary, it may also invite CPAs, attorneys-at-law or other experts to attend the meeting</p>	<p>When holding a meeting of the board of directors, a company may, as necessary for the agenda items of the meeting, notify the <u>personnel</u> of relevant departments or <u>subsidiaries</u> to attend the meeting as non-voting participants.</p> <p>When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as non-voting participants and to <u>make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.</u></p>	<p>1. In order to enhance the governance of a company's subsidiaries, paragraph 1 was revised to include a provision on a subsidiary company's attendance in board of directors' meetings as follows: <u>a company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as non-voting participants.</u> When necessary, the company may also invite "staff" instead of just "managerial staff" to attend such meetings.</p> <p>2. In order to enhance corporate governance practices and <u>prevent the participants described in paragraph 2 from influencing the deliberation or voting of a board of directors' meeting, the following provision was added to end of paragraph 2 to provide that the company may also invite certificated public accounts, attorneys, or other professionals to attend as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.</u> When necessary, such participants may re-enter the meeting to make explanatory statements to address the same agenda item if necessary.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 12	<p>Where present directors are less than a majority of the whole directors at the meeting time, the chairperson may announce postponement of the meeting, provided that the meeting shall not be postponed for more than twice. Where present directors are still less than a majority of the whole directors after the meeting is postponed for twice, the chairperson shall call the meeting again pursuant to Paragraph 2 of Article 3 herein.</p> <p>The whole of directors referred to in the preceding paragraph and Paragraph 2(2) of Article 17 herein shall mean the ones assuming the office currently.</p>	<p>Where present directors are less than a majority of the whole directors at the meeting time, the chairperson may announce postponement of the meeting, provided that the meeting shall not be postponed for more than twice. Where present directors are still less than a majority of the whole directors after the meeting is postponed for twice, the chairperson shall call the meeting again pursuant to Paragraph 2 of Article 3 herein.</p> <p>The whole of directors referred to in the preceding paragraph and Paragraph 2(2) of Article 17 herein shall mean the ones assuming the office currently.</p>	<ol style="list-style-type: none"> 1. Deleted subparagraph 2, paragraph 2, Article 17 on August 29, 2012. 2. Define the term “all directors” as described in subparagraph 2, paragraph 2, Article 17 on March 28, 2013.
Article 16	<p>Where any director has any interest either personally or with the corporation he acts on behalf of with respect to any motion and thereby is likely that the Company’s interest will be infringed, he shall not take part in the debate and voting, but shall avoid the debate and voting and be prohibited from exercising the voting right on behalf of other directors.</p> <p>With respect to the directors who are prohibited from exercising voting right in resolution made by the Board of Directors pursuant to the requirements provided in the preceding paragraph, Paragraph 2 of Article 180 of the Company Law shall apply mutatis mutandis under Paragraph <u>2</u> of Article 206 of the same Law.</p>	<p>If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall recues himself during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.</p> <p>With respect to the directors who are prohibited from exercising voting right in resolution made by the Board of Directors pursuant to the requirements provided in the preceding paragraph, Paragraph 2 of Article 180 of the Company Law shall apply mutatis mutandis under Paragraph <u>3</u> of Article 206 of the same Law.</p>	<ol style="list-style-type: none"> 1. To ensure sound corporate governance practices and to facilitate the board of directors’ understanding of conflict-of-interest situations and to safeguard the interest of investors, paragraph 1 of the existing articles was revised in line with the revision to paragraph 2, Article 206 of the Company Act. The revised paragraph specifically sets out that any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director shall enter recues himself during discussion and voting on that item. 2. In line with the changes to the paragraph numbers of Article 206 of the Company Act, paragraph 2 was revised accordingly.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	The parliamentary unit may specify the same in the notice for meeting, or remind the same prior to discussion of motions in the directors' meeting, in a timely manner.	The parliamentary unit may specify the same in the notice for meeting, or remind the same prior to discussion of motions in the directors' meeting, in a timely manner.	
Article 17	<p>The motions shall be recorded in the meeting minutes. The meeting minutes shall specify the following:</p> <ol style="list-style-type: none"> 1. Term No. (Year No.) and time/location of the meeting 2. 3. 4. 5. 6 <p>7. Discussed issues: Methods to resolve the various motions and resolutions, abstract of directors', experts' and other personnel's speech, dissent or qualified opinion which is recorded or stated in writing, in addition to the written opinion issued by independent directors in accordance with Paragraph <u>2</u> of Article 7.</p> <p>8. Preliminary motions: Proposers' names, methods to resolve motions and resolutions, abstract of directors', experts' and other personnel's speech, or dissent or qualified opinion which is recorded or stated in writing.</p>	<p>The motions shall be recorded in the meeting minutes. The meeting minutes shall specify the following:</p> <ol style="list-style-type: none"> 1. Term No. and time/location of the meeting 2. 3. 4. 5. 6 <p>7. Agenda items: The method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recues himself, and the status of the recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, paragraph <u>5</u>.</p> <p>8. Preliminary motions: Proposers' names, methods to resolve motions and resolutions, abstract of directors', experts' and other personnel's speech, or the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recues himself, and the status of the recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.</p>	<ol style="list-style-type: none"> 1. In order to enhance the disclosures on a director's participation in the discussion or resolution of an agenda item while he or she is an interested party, the existing subparagraphs 7 and 8 of paragraph 1 were amended to enforce disclosure of the name of any director that is an interested party, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to recues himself, and the status of the recusal with opinions expressing objections or reservations at the meeting included in records or stated in writing. On the other hand, the company shall remind directors to apply the above provisions in practice according to requirements. 2. In line with the reallocation of paragraph 2, Article 7 to paragraph 5, some wordings in subparagraph, paragraph 7 were revised accordingly.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>9. Other notes to be specified. In any of the following circumstances, the resolutions made by the Directors' meeting shall be specified in the meeting minutes and published on the M.O.P.S. designated by Financial Supervisory Commission, Executive Yuan within two days upon the meeting: <u>1.</u>Independent directors' dissent or qualified opinion which is recorded or stated in writing; <u>2.</u> Issues not approved by the Audit Commission but approved by more than two-thirds of the whole directors. The attendance book of the Board of Director's meeting shall constitute a part of the meeting minutes, which shall be maintained permanently. The meeting minutes shall be signed or sealed by the chairperson or record taker and submitted to each director and supervisor within 20 days upon the meeting, which shall also be included in the Company's important files and maintained permanently in the duration of the Company's existence. The meeting minutes referred to in Paragraph 1 may be produced and distributed in electronic form.</p>	<p>9. Other notes to be specified. In any of the following circumstances, the resolutions made by the Directors' meeting shall be specified in the meeting minutes and published on the M.O.P.S. designated by Financial Supervisory Commission, Executive Yuan within two days upon the meeting: <u>1.</u> Independent directors' dissent or qualified opinion which is recorded or stated in writing; <u>2.</u> Issues not approved by the Audit Commission but approved by more than two-thirds of the whole directors. The attendance book of the Board of Director's meeting shall constitute a part of the meeting minutes, which shall be maintained permanently. The meeting minutes shall be signed or sealed by the chairperson or record taker and submitted to each director within 20 days upon the meeting, which shall also be included in the Company's important files and maintained permanently in the duration of the Company's existence. The meeting minutes referred to in Paragraph 1 may be produced and distributed in electronic form</p>	<p>Revision to the punctuation.</p> <p>In line with the amendments to the Company's Articles of Incorporation, a company with an established audit committee is not required to appoint supervisors. As such, the existing provisions governing supervisors are deleted.</p>
<p><u>Article 19</u></p>	<p><u>The managing directors of the Board of Directors, if any, may apply Article 2, Paragraph 2 of Article 3, Articles 4-6, Article 9, and Articles 11-18 herein mutatis mutandis, provided that the managing directors' meeting to be held within 7 days on a scheduled basis, if any, shall be notified to the various managing directors within two days prior to the meeting.</u></p>	<p><u>Deleted</u></p>	<p>In line with the amendments to the Company's Articles of Incorporation, a company with an established audit committee is not required to appoint supervisors. As such, the existing provisions governing supervisors are deleted.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
<u>Article 20</u>	<p>The Rules were defined on April 1, 2004. Enactment of, and amendments to, these Rules shall be subject to the approval of the Board of Directors and reported to the shareholders' meeting.</p> <p>1st amendment made on Feb. 25, 2005;</p> <p>2nd amendment made on April 21, 2006;</p> <p>3rd amendment made on March 9, 2007;</p> <p>4th amendment made on Feb. 5, 2008;</p> <p>5th amendment made on Feb. 18, 2011.</p>	<p>The Rules were defined on April 1, 2004. Enactment of, and amendments to, these Rules shall be subject to the approval of the Board of Directors and reported to the shareholders' meeting.</p> <p>1st amendment made on Feb. 25, 2005;</p> <p>2nd amendment made on April 21, 2006;</p> <p>3rd amendment made on March 9, 2007;</p> <p>4th amendment made on Feb. 5, 2008;</p> <p>5th amendment made on Feb. 18, 2011;</p> <p><u>6th amendment made on Aug. 29, 2012;</u></p> <p><u>7th amendment made on Mar. 28, 2013.</u></p>	<p>1. The clause is revised in accordance with relevant laws and regulations, and the latest revision date is added into it.</p> <p>2. The former Article 20 became the new Article 19.</p>

Uni-President Enterprises Corp.
 Comparison Table of Articles of Company's Corporate Charter
 Before and After Amendment

Attachment 9

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 13	<p>The shareholders' meetings shall be chaired by the Chairman of Board. If the Chairman is absent, the chairperson may be assumed by Vice Chairman of Board. If no Vice Chairman of Board is appointed or if the Vice Chairman is absent or fails to perform the duty with justified reasons, the chairperson shall be assumed by a managing director designated by the Chairman. If no such designee is appointed, the chairperson shall be elected out of the managing 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.</p>	<p>The shareholders' meetings shall be chaired by the Chairman of Board. If the Chairman is absent, the chairperson may be assumed by Vice Chairman of Board. If no Vice Chairman of Board is appointed or if the Vice Chairman 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.</p>	<p>In line with the amendments to the Company's Corporate Charter, the provisions governing managing directors are deleted.</p>
Article 17	<p>The directors' meeting is authorized to agree on the remuneration to directors and supervisors according to the standard generally prevailing in the same trade.</p>	<p>The directors' meeting is authorized to agree on the remuneration to directors according to the standard generally prevailing in the same trade.</p>	<p>In line with the amendments to the Company's Corporate Charter, a company with an established audit committee is not required to appoint supervisors. As such, the existing provisions governing supervisors are deleted in accordance with the operational timeframe.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 18-1	<u>None</u>	<p><u>The Company establishes an audit committee in accordance with Articles 14-4 and 181-2 of the Securities and Exchange Act. The exercise of powers of supervisors under the Company Act and Securities and Exchange Act shall now be carried out by members of the audit committee.</u></p> <p><u>The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convenor, and at least one of whom shall have accounting or financial expertise.</u></p> <p><u>The Company's Board of Directors may establish other functional committees of which the committee charter may be stipulated by the Board of Directors.</u></p>	<p>1. As above.</p> <p>2. The existing Article 26-1 was reallocated to Article 18-1 and some of the wordings were revised.</p>
Article 19	<p>By attendance of two-thirds majority of directors and <u>a majority vote of the attending directors, three managing directors shall be duly elected from among themselves.</u> From among the <u>managing directors,</u> one chairman shall be elected from among themselves and one vice chairman shall be elected from among themselves to assist the chairman. The chairman shall represent the Company externally and shall chair the shareholders' meeting and board of directors meeting, and shall take charge of the Company's business operation internally.</p>	<p>By attendance of two-thirds majority of directors and from among <u>the directors,</u> one chairman shall be elected from among themselves and one vice chairman shall be elected from among themselves to assist the chairman. The chairman shall represent the Company externally and shall chair the shareholders' meeting and board of directors meeting, and shall take charge of the Company's business operation internally.</p>	<p>In line with the amendments to Article 13, of the Company's Corporate Charter, the provisions governing the managing directors are deleted.</p>
Article 20	<p>Where the Chairman fails to perform his functions, the Vice Chairman may act on his behalf. Where the Chairman and Vice Chairman both fail to perform their functions, <u>a managing director</u> shall be appointed by the Chairman to act on their behalf. If no such designee is appointed, the chairperson shall be elected among the <u>managing directors.</u> <u>The quota of managing directors shall be determined by 1st directors' meeting at each term.</u></p>	<p>Where the Chairman fails to perform his functions, the Vice Chairman may act on his behalf. Where the Chairman and Vice Chairman both fail to perform their functions, <u>a director</u> shall be appointed by the Chairman to act on their behalf. If no such designee is appointed, the chairperson shall be elected among <u>the directors.</u></p>	<p>As above</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 22-1	The Company may purchase liability insurance for directors and supervisors and key staff members to insure their business performance during the tenure of office. The board of directors is authorized with full power to implement the matters concerned.	The Company may purchase liability insurance for directors and key staff members to insure their business performance during the tenure of office. The board of directors is authorized with full power to implement the matters concerned.	In line with the amendments to the Company's Corporate Charter, a company with an established audit committee is not required to appoint supervisors. As such, the existing provisions governing supervisors are deleted.
<u>Chapter 5</u>	<u>Supervisors</u>	<u>Deleted</u>	On the date on which the audit committee became established, the relevant provisions in the Articles of Incorporation applicable to supervisors shall become void. Hence, all provisions under Chapter 5- Supervisors were deleted.
<u>Article 26</u>	<u>The Company shall have three (3) supervisors who shall be for whom the election thereof adopts the candidates nomination system and on the shareholders' meeting votes shall be casted among candidates on the candidates list through cumulative ballot system ; provided that the total number of registered shares held by all of the supervisors 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.</u>	<u>Deleted</u>	As above. The relevant provisions governing supervisors were deleted.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
<u>Article 26-1</u>	<p><u>In the event where the Company opts to set up the audit committee to co-ordinate with the election of independent directors in accordance with relevant laws and regulations, it is not required to have any supervisor. If there are supervisors in office, the term of such supervisors will be terminated immediately on the day the audit committee is formed, and all provisions in the Articles of Incorporation regarding supervisors will subsequently become invalid. Matters regarding the audit committee, such as the number of members, term, rights and duties, meeting regulations, will later be set forth in the Organization Rules of the Audit Committee.</u></p> <p><u>The Board of Directors of the Company may establish other functional committees, and the organization rules thereof will be promulgated by the Board of Directors accordingly.</u></p>	<p style="text-align: center;"><u>Deleted</u> (The provisions of this Article have been amended and set out the new Article 18-1.).</p>	<p>As above. The relevant provisions governing supervisors were deleted.</p>
<u>Article 27</u>	<p><u>The supervisors have the following responsibilities and powers: (1) Audit the Company's property. (2) Audit books and documents. (3) Inquire into the Company's business operation. (4) Oversee employees in their performance of duties or potential fraudulent practice. (5) Exercise other responsibilities and powers as bestowed by law and the shareholders' meeting.</u></p>	<p style="text-align: center;"><u>Deleted</u></p>	<p>As above. The relevant provisions governing supervisors were deleted.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
<u>Article 28</u>	<u>The supervisors have a three-year tenure of office and are eligible for reelection. If the tenure of office of supervisors expires before the time of final account closing of the year, the tenure of office may be extended until the newly elected supervisors take office while the supervisors of the current term shall be discharged. If the reelection is not held during the extended period, the competent authority may, ex officio, order that the Company complete the reelection within the specified time limit. If reelection is not held within the specified time limit, the supervisors shall be discharged automatically ex officio upon expiry of the specified time limit. Where the seats of supervisors are vacated in full, a special (extraordinary) meeting of shareholders shall be duly held by the board of supervisors within sixty days to elect ones supplementarily. The reelection may be dispensed with, nevertheless, if the supervisors still adequately make the legally required ratio. The supervisors elected supplementarily shall only serve the tenure remaining by the predecessors.</u>	<u>Deleted</u>	As above. The relevant provisions governing supervisors were deleted.
<u>Article 29</u>	<u>One standing supervisor shall be elected from among the supervisors themselves. The supervisors may, other than exercising the supervisory powers, attend the board of directors meeting to speak up opinions but shall have no voting power there.</u>	<u>Deleted</u>	As above. The relevant provisions governing supervisors were deleted.
<u>Article 30</u>	<u>The supervisors shall, upon exercising business operation, duly sign and affix seals upon the account books they review and shall submit report to the shareholders' meeting.</u>	<u>Deleted</u>	As above. The relevant provisions governing supervisors were deleted.
<u>Chapter 6</u>	Managerial Officers and Consultants	Managerial Officers and Consultants	All provisions under Chapter 5- Supervisors were deleted. All subsequent provisions were moved forward accordingly. Chapter 6 thus became the new Chapter 5.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
<u>Article 31</u>	<p>The Company may appoint one or more managerial personnel who shall manage all affairs of the Company in accordance with the Board resolutions.</p> <p>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.</p>	<p>The Company may appoint one or more managerial personnel who shall manage all affairs of the Company in accordance with the Board resolutions.</p> <p>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.</p>	As above. The former Article 31 became the new Article 26.
<u>Article 32</u>	The Company may retain a certain number of consultants as resolved in the board of directors.	The Company may retain a certain number of consultants as resolved in the board of directors.	As above. The former Article 32 became the new Article 27.
<u>Chapter 7</u>	Accounting	Accounting	All provisions under Chapter 5- Supervisors were deleted. All subsequent provisions were moved forward accordingly. Chapter 7 thus became the new Chapter 6.
<u>Article 33</u>	The Company's fiscal year is starting from January 1 until December 31 of every calendar year. The final account closing shall be conducted at end of every fiscal year.	The Company's fiscal year is starting from January 1 until December 31 of every calendar year. The final account closing shall be conducted at end of every fiscal year.	As above. The former Article 33 became the new Article 28.
<u>Article 34</u>	The Company takes the calendar year as its fiscal year. Upon closing of each fiscal year, the board of directors shall work out the following documents <u>to be countersigned by the supervisors or to be audited by the Certified Public Accountant retained by the supervisors before the audit report is duly worked out</u> and submitted to the regular meeting of shareholders for approval thirty days prior to the regular meeting of shareholders: (I) Business report; (II) Financial statements and (III) Proposals of profit allocation or loss coverage.	The Company takes the calendar year as its fiscal year. Upon closing of each fiscal year, the board of directors shall work out the following documents and proposed to the shareholders' meeting <u>in accordance with the legal procedures</u> for adoption: (I) Business report; (II) Financial statements and (III) Proposals of profit allocation or loss coverage.	<ol style="list-style-type: none"> 1. Abolish the related audits on supervisors. 2. As above. The former Article 34 became the new Article 29.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
<u>Article 35</u>	<p>The Company is operating amidst capricious environments and amidst the business cycle of steady growth. When proposing the ratio of distribution of earnings, the board of directors shall take into account the capital expenditure anticipated by the Company and the Company's capital needs with consideration of the indispensability of taking the earnings to back up the capital needs to resolve the amount of earnings to be reserved or to be allocated and the amounts of bonus to be allocated to shareholders in cash.</p> <p>From the profit earned by the Company as shown in the financial statements, the sum to pay all income tax and make up previous loss, if any, shall be first withheld, then 10% shall be reserved as legal reserve, then the special reserve to be duly allocated or restored. The balance shall be the sum allocable in the present term and will become the accumulated allocable earnings after being added with the undistributed retained earnings accumulated in the preceding year. The bonus to shareholders shall be 50%~100% of the accumulated allocable earnings. The cash dividend shall not be less than the minimum of 30% of the total amount of dividend allocable in the year. The actual ratio of distribution shall be proposed by the board of directors and resolved by the shareholders' meeting provided that the remuneration to <u>directors and supervisors</u> shall be fixed at 2% of the accumulated allocable earnings and the bonus to employees shall not be less than 0.2% of the accumulated allocable earnings.</p>	<p>The Company is operating amidst capricious environments and amidst the business cycle of steady growth. When proposing the ratio of distribution of earnings, the board of directors shall take into account the capital expenditure anticipated by the Company and the Company's capital needs with consideration of the indispensability of taking the earnings to back up the capital needs to resolve the amount of earnings to be reserved or to be allocated and the amounts of bonus to be allocated to shareholders in cash.</p> <p>From the profit earned by the Company as shown in the financial statements, the sum to pay all income tax and make up previous loss, if any, shall be first withheld, then 10% shall be reserved as legal reserve, then the special reserve to be duly allocated or restored. The balance shall be the sum allocable in the present term and will become the accumulated allocable earnings after being added with the undistributed retained earnings accumulated in the preceding year. The bonus to shareholders shall be 50%~100% of the accumulated allocable earnings. The cash dividend shall not be less than the minimum of 30% of the total amount of dividend allocable in the year. The actual ratio of distribution shall be proposed by the board of directors and resolved by the shareholders' meeting provided that the remuneration to <u>directors</u> shall be fixed at 2% of the accumulated allocable earnings and the bonus to employees shall not be less than 0.2% of the accumulated allocable earnings.</p>	<ol style="list-style-type: none"> 1. As above 2. The former Article 35 became the new Article 30. 3. The remuneration to supervisors is deleted.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
<u>Chapter 8</u>	Bylaws	Bylaws	All provisions under Chapter 5- Supervisors were deleted. All subsequent provisions were moved forward accordingly. Chapter 8 thus became the new Chapter 7.
<u>Article 36</u>	The organizational rules and operational rules shall be separately resolved by the board of directors.	The organizational rules and operational rules shall be separately worked out by the board of directors.	As above. The wordings of this Article were revised for inclusion as Article 31 of the Articles of Incorporation.
<u>Article 37</u>	Any matters inadequately provided for herein shall be subject to Company Law and other laws and regulations concerned.	Any matters inadequately provided for herein shall be subject to Company Law and other laws and regulations concerned.	As above The former Article 37 became the new Article 32.
<u>Article 38</u>	The Articles of Incorporation are promulgated on June 27, 1967, and revised on: (1) October 19, 1967, (75) June 23, 2011, (76) June 22, 2012	The Articles of Incorporation are promulgated on June 27, 1967, and revised on: (1) October 19, 1967, (76) June 23, 2011, (77) June 25, 2013	1. The clause is revised in accordance with relevant laws and regulations, and the latest revision date is added into it. 2. The former Article 38 became the new Article 30.

Comparison Table of Articles of Company's Rules for Director and Supervisor Elections
Before and After Amendment

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Title	Uni-President Enterprises Corp. Rules for <u>Director and Supervisor Elections</u>	Uni-President Enterprises Corp. Rules for <u>Director Elections</u>	In line with the amendments to the company's articles of incorporation that stipulate if a company has put in place an audit committee, it is not required to appoint supervisors, the existing provisions governing supervisors are removed.
Article I	<p>The candidates' nomination system is adopted for the election of <u>directors and supervisors</u> of the Company; under which the shareholders shall vote among the candidates for a director position.</p> <p>Except otherwise provided in the Company Act, the Articles of Incorporation and other relevant laws and regulations, the aforesaid election shall be proceeded with in accordance with the Rules.</p>	<p>The candidates' nomination system is adopted for the election of <u>directors</u> of the Company; under which the shareholders shall vote among the candidates for a director position.</p> <p>Except otherwise provided in the Company Act, the Articles of Incorporation and other relevant laws and regulations, the aforesaid election shall be proceeded with in accordance with the Rules.</p>	As above
Article II	<p>The cumulative ballot system is adopted for the election of <u>directors and supervisors</u> of the Company. The nomination of voters may be substituted by the number of the attendance card printed on the ballot. In the process of electing <u>directors and supervisors</u> at a shareholders' meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.</p>	<p>The cumulative ballot system is adopted for the election of <u>directors</u> of the Company. The nomination of voters may be substituted by the number of the attendance card printed on the ballot. In the process of electing <u>directors</u> at a shareholders' meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.</p>	As above

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article IV	<p>The prescribed number of <u>directors and supervisors</u> of the Company shall be elected among the candidates list. Based on the number of directors and supervisors set forth in the Articles of Incorporation of the Company, a candidate to whom the ballots cast represent a prevailing number of votes shall be deemed <u>an independent director-elect, non-independent director-elect or supervisor-elect</u>, accordingly. In the event two or more persons have the same number of votes, and it will exceed the prescribed number, the persons with the same number of votes shall conduct a drawing to decide the persons to take the office. The chairman shall take drawings for candidates not present at the meeting.</p> <p><u>A candidate who is elected to act both as a director and a supervisor pursuant to the preceding paragraph shall decide which position to take. The vacancy will be filled by the candidate with the second Article V highest number of votes.</u></p>	<p>The prescribed number of <u>directors</u> and of the Company shall be elected among the candidates list. Based on the number of directors and supervisors set forth in the Articles of Incorporation of the Company, a candidate to whom the ballots cast represent a prevailing number of votes shall be deemed <u>a common director-elect, an independent director-elect,</u> accordingly. In the event two or more persons have the same number of votes, and it will exceed the prescribed number, the persons with the same number of votes shall conduct a drawing to decide the persons to take the office. The chairman shall take drawings for candidates not present at the meeting.</p>	<p>1.As Above 2.Abolishing the supervisors' system and hence deleting paragraph two of the provision.</p>
Article V	<p>The ballots will be prepared by the Company, and the number of votes representing will be printed thereon. However, no ballot will be printed for shareholders casting votes by means of electronic transmission.</p> <p>The ballot box for the election of <u>directors and supervisors</u> shall be set up by the Company and inspected by the scrutineer in the public prior to the commencement of the ballot casting.</p>	<p>The ballots will be prepared by the Company, and the number of votes representing will be printed thereon. However, no ballot will be printed for shareholders casting votes by means of electronic transmission.</p> <p>The ballot box for the election of <u>directors</u> shall be set up by the Company and inspected by the scrutineer in the public prior to the commencement of the ballot casting.</p>	<p>In line with the amendments the Company's Articles of Incorporation, the provisions governing the managing directors are deleted.</p>
Article IX	<p>The Company will issue the Notices of Elected <u>Directors and Supervisors</u> to the candidates <u>who are successfully elected the directors and supervisors.</u></p>	<p>The Company will issue the Notices of Elected <u>Directors</u> to the candidates <u>who are successfully elected the directors.</u></p>	<p>As Above</p>

Uni-President Enterprises Corp.
 Comparison Table of Articles of Company's Rules of Procedure
for Shareholdings' Meeting Before and After Amendment

Attachment 11

Article No	Current Provision	Provision After Proposed Amendments	Explanation
3	When attending a shareholders' meeting , the total number of shares present at the meeting will be calculated based on the attendance cards submitted as a substitute for sign-in, plus the number of shares exercising the voting power in writing or through means of electronic transmission.	<p><u>A shareholder shall attend a shareholders' meeting on the basis of the attendance card, sign-in card, or other supporting document; Solicitors soliciting proxy forms shall also bring identification documents for verification.</u></p> <p>The total number of shares present at the meeting will be calculated based on the attendance cards submitted as a substitute for sign-in, plus the number of shares exercising the voting power in writing or through means of electronic transmission.</p>	Enhance the operations of shareholders meetings to safeguard the interests of shareholders.
5	A shareholders' meeting shall be held at the place where the Company is headquartered or a place convenient to shareholders for participation. A shareholders' meeting shall start not earlier than 9:00 a.m. or later than 3:00 p.m.	<p>A shareholders' meeting shall be held at the place where the Company is headquartered or a place convenient to shareholders for participation. A shareholders' meeting shall start not earlier than 9:00 a.m. or later than 3:00 p.m.</p> <p><u>The Company shall set out the time for accepting the meeting registration, the location where the registration will take place and other special notes in the meeting notice.</u></p> <p><u>Registration by shareholders shall start at least 30 minutes prior to the commencement of the meeting; the registration area shall be clearly marked with clear signs and be attended by sufficient and qualified staff.</u></p>	Enhance the operations of shareholders meetings to safeguard the interests of shareholders.

Article No	Current Provision	Provision After Proposed Amendments	Explanation
6	<p>Unless otherwise provided in laws, the shareholders' meeting shall be called by the Board of Directors and chaired by the Chairman of the Board. Where the Chairman of the Board fails to exercise his authority with justified reasons, the may be his proxy. Where no has been appointed or the fails to exercise his authority with justified reasons too, the Chairman shall designate <u>one managing director</u> to be his proxy. Where no such designee is designated, the chairperson shall be elected out of <u>the managing directors</u>. Where the shareholders' meeting is called by any person entitled to hold the meeting other than the Board of Directors, the chairperson of the meeting shall be assumed by the person. If there are more than two conveners, the chairperson shall be elected from the conveners.</p>	<p>Unless otherwise provided in laws, the shareholders' meeting shall be called by the Board of Directors and chaired by the Chairman of the Board. Where the Chairman of the Board fails to exercise his authority with justified reasons, the Vice Chairman of the Board may be his proxy. Where no Vice Chairman has been appointed or the Vice Chairman fails to exercise his authority with justified reasons too, the Chairman shall designate one <u>director</u> to be his proxy. Where no such designee is designated, the chairperson shall be elected out of <u>the directors</u>. Where the shareholders' meeting is called by any person entitled to hold the meeting other than the Board of Directors, the chairperson of the meeting shall be assumed by the person. If there are more than two conveners, the chairperson shall be elected from the conveners.</p> <p><u>If one of the directors is appointed to act as the meeting chair in accordance with the preceding paragraph, he or she shall have served as a director for more than 6 months and has a sound knowledge of the company's financial and business status. The same applies to the situation where the representative of an institutional director is elected to act as the meeting chair.</u></p>	<p>1. In line with the amendments to the Company's Articles of Incorporation, the provisions governing managing directors are deleted.</p> <p>2. Specify the qualification and criteria of the acting chairperson.</p>
8	<p><u>The process throughout a shareholders' meeting shall be videotaped or recorded in sound. The videotapes or sound tapes shall be archived for a minimum of one year.</u></p>	<p><u>The company shall, from the time of registration, record the registration process, proceedings of the meeting and the voting and vote counting process in their entirety in audio or video. The aforesaid recording shall be retained for at least 1 year, if, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</u></p>	<p>Specify the relevant provisions governing shareholder registration and the registration process in accordance with the competent authority's example rules of procedures for shareholders' meeting to ensure that shareholders' meetings are recorded in their entirety.</p>

Article No	Current Provision	Provision After Proposed Amendments	Explanation
16	<p>Upon voting for an issue, the chairman shall appoint the monitor(s) and calculator(s). The monitors shall only be appointed from the shareholders.</p> <p><u>The results of the voting shall be reported on-the-spot and entered into the records.</u></p>	<p>Upon voting for an issue, the chairman shall appoint the monitor(s) and calculator(s). The monitors shall only be appointed from the shareholders.</p> <p><u>Voting for a resolution or vote counting shall be conducted in public at the place of the shareholders meeting, and voting results shall be reported on-site immediately and recorded in writing including the number of votes, the list of elected candidates and the number of votes upon which each candidate was elected.</u></p>	<p>The proceedings and results of the voting or election processes of a shareholders' meetings shall be transparent and fair so that shareholders may fully understand the process.</p>

Comparison Table of Articles of Company's
Operational Procedures for Acquisition and Disposal of Assets

Current Provision	Provision After Proposed Amendments	Explanation
<p>Article 5.Processing Procedure: 1.The Company shall proceed with the acquisition or disposal of assets specified in Article 2 of these Handling Procedures in accordance with the following rules: (1)Securities: i.For any purchase and sale of securities that are not traded on the centralized trading market or over-the-counter trading center with the sale and purchase amount of 10 million NT Dollars or lower, the president shall be authorized to make decisions. For any amount exceeding 10 million NT Dollars (inclusive), the president shall submit the proposal to the board of directors for discussion or ratification. The relevant procedure shall be carried out by the finance department. ii.For any purchase and sale of securities that are traded on the centralized trading market or over-the-counter trading center, the board of directors may authorize the finance department to make engage in transactions through centralized trading market or over-the-counter trading center based on the current market price.</p> <p>(2)..... (3)..... (4)..... (5)..... (6)....</p>	<p>Article 5. Processing Procedure: 2.The Company shall proceed with the acquisition or disposal of assets specified in Article 2 of these Handling Procedures in accordance with the following rules: (1)Securities: i.For any purchase and sale of securities that are not traded on the centralized trading market or over-the-counter trading center with the sale and purchase amount of 10 million NT Dollars or lower, the president shall be authorized to make decisions. For any amount exceeding 10 million NT Dollars (inclusive), the president shall submit the proposal to the board of directors for discussion or ratification. The relevant procedure shall be carried out by the finance department. ii. The President is authorized to make decisions on the acquisition or disposal of securities traded through a stock exchange or over-the-counter market with the Finance Department delegated to carry out the relevant procedures through a stock exchange or over-the-counter market based on the market value of the securities at that time and have the decisions submitted to and ratified at the next board of directors' meeting.</p> <p>(2)..... (3)..... (4)..... (5)..... (6)....</p>	<p>Amended in line with practice.</p>

Current Provision	Provision After Proposed Amendments	Explanation
<p>Article 8 Control procedures for the acquisition and disposal of assets by subsidiaries:</p> <p>1.Subsidiaries of the Company shall establish the “Processing Procedure for Acquisition or Disposal of Asset” in accordance with the “Rules Governing the Acquisition or Disposal of Asset by Public Companies” promulgated by the FSC and this Procedure. Following approval by the board of directors, such procedures shall be submitted to each supervisor and submitted to the shareholders meeting for approval. The same shall be applicable to any amendment thereof.</p> <p>2.Subsidiaries of the Company shall submit monthly report to the Company, prior to the 8th date of each month, on the status of all transactions involving derivative products up to the end of the previous month.</p> <p>3. If any subsidiary of the Company is not a publicly listed company and if the asset acquired or disposed of reaches the threshold for public announcement filing, the Company shall be notified on the date of occurrence of the fact and the Company shall make filing for public announcement on the designated website in accordance with the rules.</p>	<p>Article 8 Control procedures for the acquisition and disposal of assets by subsidiaries:</p> <p>1.Subsidiaries of the Company shall establish the “Processing Procedure for Acquisition or Disposal of Asset” in accordance with the “Rules Governing the Acquisition or Disposal of Asset by Public Companies” promulgated by the FSC and this Procedure. Following approval by the board of directors, such procedures shall be submitted to each supervisor and submitted to the shareholders meeting for approval. The same shall be applicable to any amendment thereof. <u>Handle if in accordance with Article 27 if the Company has instituted an Audit Committee.</u></p> <p>2. Subsidiaries of the Company shall submit monthly report to the Company, prior to the 8th date of each month, on the status of all transactions involving derivative products up to the end of the previous month.</p> <p>3. If any subsidiary of the Company is not a publicly listed company and if the asset acquired or disposed of reaches the threshold for public announcement filing, the Company shall be notified on the date of occurrence of the fact and the Company shall make filing for public announcement on the designated website in accordance with the rules. <u>The paid-in capital or total assets of the public company shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 6 requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.</u></p>	<p>Amended in line with practice.</p> <p>Stipulate the standards governing public declaration by a subsidiary company in accordance with regulatory requirements.</p>

Current Provision	Provision After Proposed Amendments	Explanation
<p>Article 11 Resolution Procedure: When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or three hundred million NT dollars (NT\$300,000,000) or more, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:</p> <p>1..... 2..... 3..... 4..... 5..... 6..... 7.....</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 6, Section 1, Subsection 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the supervisors in accordance with the Handling Procedures need not be counted toward the transaction amount.</p>	<p>Article 11 Resolution Procedure: When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or three hundred million NT dollars (NT\$300,000,000) or more, the unit responsible for implementation shall first submit the following information to obtain the consent of more than half of all audit committee members and propose the information to the Board of Directors for a resolution (in accordance with paragraphs 2 and 3 of Article 27) .</p> <p>The company may not proceed to enter into a transaction contract or make a payment until the all matters have been approved by the board of directors.</p> <p>1..... 2..... 3..... 4..... 5..... 6..... 7.....</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 6, Section 1, Subsection 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the audit committee in accordance with the Handling Procedures need not be counted toward the transaction amount.</p>	<p>1.Amended in line with practice.</p>

Current Provision	Provision After Proposed Amendments	Explanation
<p><u>Where the position of independent director has been created, when a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the Board meeting minutes.</u></p> <p><u>Where an audit committee has been established, the matters for which paragraph 1 requires recognition by the supervisors shall first be approved by more than half of all audit committee members and then submitted to the Board of Directors for a resolution, and shall be subject to mutatis mutandis application of Article 27, Section 3 and 4 herein</u></p>		<p>2. Delete the part of the provision that overlaps with Article 26.</p>
<p>Article 13 Matters to be Carried Out if the Calculated Transaction Cost is Lower than Transaction Price: If the transaction cost calculated from the results of evaluation in accordance with the previous article is lower than the transaction price, unless any of the following circumstances and objective evidence may be provided and opinions about substantial reasonableness may be obtained from real estate professional appraiser and accountant, the third section shall be applicable.</p> <p>1... 2...</p> <p>When the Company acquires real estate from a related party, if the transaction cost calculated from the evaluation in accordance with the previous article is lower than the transaction price, and if there is no circumstance provided under section 1 of this agreement, the following shall be carried out:</p> <p>1..... 2 <u>The supervisors</u> shall proceed in accordance with Article 218 of the Company Law. 3.....</p>	<p>Article 13 Matters to be Carried Out if the Calculated Transaction Cost is Lower than Transaction Price: If the transaction cost calculated from the results of evaluation in accordance with the previous article is lower than the transaction price, unless any of the following circumstances and objective evidence may be provided and opinions about substantial reasonableness may be obtained from real estate professional appraiser and accountant, the third section shall be applicable.</p> <p>1... 2...</p> <p>When the Company acquires real estate from a related party, if the transaction cost calculated from the evaluation in accordance with the previous article is lower than the transaction price, and if there is no circumstance provided under section 1 of this agreement, the following shall be carried out:</p> <p>1..... 2. <u>The independent directors of the audit committee</u> shall proceed in accordance with Article 218 of the Company Law. 3.....</p>	<p>Amended in line with practice.</p>

Current Provision	Provision After Proposed Amendments	Explanation
<p>Article 14 Transaction Principles and Guidelines:</p> <p>1. Types of Transactions: The types of transactions in which the Company may engage include forward contracts, options, interest rate and foreign exchange rate swaps, futures and compound contracts combining any of the above products. Any required transaction in any other product may only be carried out following approval by resolution of the board of directors.</p> <p><u>If the Company establishes an audit committee in the future, significant transactions of derivative products shall be approved by one-half or more of all members of the audit committee and the proposal shall be submitted to the board of directors for resolution.</u></p>	<p>Article 14 Transaction Principles and Guidelines:</p> <p>1. Types of Transactions: The types of transactions in which the Company may engage include forward contracts, options, interest rate and foreign exchange rate swaps, futures and compound contracts combining any of the above products. Any required transaction in any other product may only be carried out following approval by resolution of the board of directors.</p>	<p>Delete the part of the provision that overlaps with Article 26</p>
<p>Article 16 Internal Audit System:</p> <p>The internal audit staff of the Company shall regularly understand the appropriateness of internal control for transactions of derivative products, perform monthly audit on the operating procedure of the transaction department with regard to transactions of derivative products and prepare audit reports.</p> <p>If any significant breach of this rule is discovered, an immediate report shall be submitted to the chairman and the senior executive designated by the board of directors and <u>each supervisor</u> shall be informed in writing.</p>	<p>Article 16 Internal Audit System:</p> <p>The internal audit staff of the Company shall regularly understand the appropriateness of internal control for transactions of derivative products, perform monthly audit on the operating procedure of the transaction department with regard to transactions of derivative products and prepare audit reports. If any significant breach of this rule is discovered, an immediate report shall be submitted to the chairman and the senior executive designated by the board of directors and <u>the audit committee</u> shall be informed in writing.</p>	<p>Amended in line with practice.</p>

Current Provision	Provision After Proposed Amendments	Explanation
<p>Article 26 If any acquisition or disposal of assets by the Company is subject to approval by the board of directors in accordance with this Procedure or other laws and if any director voices any objection that is recorded or stated in writing, such director objection information shall be submitted to <u>each supervisor. If the Company has independent directors</u>, opinions of each independent director shall be fully taken into consideration. If any independent director has any objection or reservation, it shall be specified in the minutes of board meetings.</p> <p><u>If the Company has an audit committee</u>, a transaction of significant assets or derivative products shall be subject to approval by one-half of all members of the audit committee and the proposal shall be submitted to the approval by resolution of the board of directors. Sections <u>3</u> and <u>4</u> of Article 27 shall be applicable mutatis mutandis.</p>	<p>Article 26 If any acquisition or disposal of assets by the Company is subject to approval by the board of directors in accordance with this Procedure or other laws and if any director voices any objection that is recorded or stated in writing, such director objection information shall be submitted to <u>the audit committee</u> and the opinions of each independent director shall be fully taken into consideration. If any independent director has any objection or reservation, it shall be specified in the minutes of board meetings.</p> <p>A transaction of significant assets or derivative products shall be subject to approval by one-half of all members of the audit committee and the proposal shall be submitted to the approval by resolution of the board of directors. Sections <u>2</u> and <u>3</u> of Article 27 shall be applicable mutatis mutandis.</p>	<p>Amended in line with practice.</p>
<p>Article 27 This Procedure shall be implemented <u>after</u> approval by the board of directors, submission <u>to each supervisor and</u> submission to and approval by the shareholders meeting. The same shall be applicable for any amendment thereto. If any voice any objection that is recorded or stated in writing, such director objection information shall be submitted to <u>each supervisor. If the Company has independent directors</u>, opinions of each independent director shall be fully taken into consideration. If any independent director has any objection or reservation, it shall be specified in the minutes of board meetings.</p>	<p>Article 27 This Procedures and any amendments thereafter shall become effective with the <u>consent of more than half of all members of the audit committee</u> and after being submitted to the Board of Directors for a <u>resolution and</u> approved by shareholders in a shareholders' meeting. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to <u>the audit Committee. When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors</u>, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	<p>Amended in line with practice.</p>

Current Provision	Provision After Proposed Amendments	Explanation
<p><u>If the Company has an audit committee, any restatement or amendment to the Operating Procedure for Acquisition or Disposal of Asset shall be subject to approval by one-half of all members of the audit committee and the proposal shall be submitted to the approval by resolution of the board of directors.</u></p> <p>If the above-mentioned matter is not approved by one-half or more of all members of the audit committee, it may be approved instead by two-thirds of all members of board of directors. The resolution by the audit committee shall be specified in the minutes of the board meeting.</p> <p>All members of the audit committee and board of directors as referred to in the second section hereof shall be calculated based on the number of members who are currently in position.</p>	<p>If the above-mentioned matter is not approved by one-half or more of all members of the audit committee, it may be approved instead by two-thirds of all members of board of directors. The resolution by the audit committee shall be specified in the minutes of the board meeting.</p> <p>All members of the audit committee and board of directors as referred to in the second section hereof shall be calculated based on the number of members who are currently in position.</p>	
<p><u>Article 28 If the Company has an audit committee, provisions under Articles 11, 16, 26 and 27 with regard to supervisor shall apply mutatis mutandis to the audit committee.</u></p> <p><u>If the Company has an audit committee, provisions under subsection 2, section 3, Article 13 shall be applicable mutatis mutandis to the independent directors of the audit committee.</u></p>	<p><u>Article 28 Deleted</u></p>	<p>Amended in line with practice.</p>

Comparison Table of Articles of Company's
Operational Procedures for Loaning of Company Funds

Article	Current Provision	Provision After Proposed Amendments	Explanation
2	<p>Determination criteria for the lending of capital:</p> <p>(1)The lending of capital under business dealing relationship shall be provided after the business dealing has taken place in principle and the amount of loan shall be equivalent to the amount of product purchase or product sale during the latest year or during the current year up to the time of lending, whichever is higher.</p> <p>(2)The lending of capital to meet short term working capital requirement shall be limited to the following situations:</p> <p>i. Any subsidiary of the Company under equity pick-up has requirements due to repayment of loan, purchase of equipment or operational working capital.</p> <p>ii.Any company of which the Company indirectly holds more than fifty percent shares has requirements due to repayment of loan, purchase of equipment or operational working capital.</p> <p>iii.Any company of which the Company directly or indirectly holds more than fifty percent shares has requirements due to investment in other companies and such investment target is beneficial to the future business development of the Company.</p>	<p>Determination criteria for the lending of capital:</p> <p>(1)The lending of capital under business dealing relationship shall be provided after the business dealing has taken place in principle and the amount of loan shall be equivalent to the amount of product purchase or product sale during the latest year or during the current year up to the time of lending, whichever is higher.</p> <p>(2)The lending of capital to meet short term working capital requirement shall be limited to the following situations:</p> <p>i. Any subsidiary of the Company under equity pick-up has requirements due to repayment of loan, purchase of equipment or operational working capital.</p> <p>ii. Any company of which the Company indirectly holds more than fifty percent shares has requirements due to repayment of loan, purchase of equipment or operational working capital.</p> <p>iii. Any company of which the Company directly or indirectly holds more than fifty percent shares has requirements due to investment in other companies and such investment target is beneficial to the future business development of the Company.</p>	<p>When a loan of funds for short-term financing is necessary between any two foreign companies in which the Company directly or indirectly holds 100 percent of the voting shares, the loan amount is not subject to the restriction of 40 percent of the net worth of the company making the loan or the restriction of 1 year on the duration of the loan. However, as part of the corporate governance requirements of the Financial Supervisory Commission, the Company shall still stipulate the limits on the loan amount as well as the duration of loans in its operational procedures to ensure clarity.</p>

Article	Current Provision	Provision After Proposed Amendments	Explanation
	<p>The Company may lend capital to any subsidiary of which 100% voting shares are directly or indirectly held by the Company, provided that prior approval by resolution of the Company's board of directors is required.</p>	<p>The Company may lend capital to any subsidiary of which 100% voting shares are directly or indirectly held by the Company, provided that prior approval by resolution of the Company's board of directors is required.</p> <p><u>The operational procedures shall stipulate the limits on the amount and duration of inter-company loans between foreign companies in which the company holds, directly or indirectly, 100% of the voting shares.</u></p>	
5	<p>Procedure for the Lending of Capital</p> <p>1. In processing matters for the lending of capital, the Company shall fix the loan amount after review by the responsible department of the Company. Lending may be granted after approval by the president and submission to and approval by the board of directors through resolution.</p> <p>When capital is lent between the Company and its subsidiary or among subsidiaries of the Company, the chairman may be authorized to proceed with several releases of funds or revolving drawdowns with regard to the same borrower within a certain amount authorized by resolution of the board of directors and within the period of one year. For lending of capital among overseas companies other than those of which 100% voting shares are held directly or indirectly by the Company, the authorized amount shall not exceed ten percent of the net value of the Company according to its latest financial statements.</p>	<p>Procedure for the Lending of Capital</p> <p>1. In processing matters for the lending of capital, the Company shall fix the loan amount after review by the responsible department of the Company. Lending may be granted after approval by the president and submission to and approval by the board of directors through resolution.</p> <p><u>Material loan to others shall be consented by at least half of all members of the audit committee and be submitted to the Board of Directors for approval.</u></p> <p>When capital is lent between the Company and its subsidiary or among subsidiaries of the Company, the chairman may be authorized to proceed with several releases of funds or revolving drawdowns with regard to the same borrower within a certain amount authorized by resolution of the board of directors and within the period of one year. For lending of capital among overseas companies other than those of which 100% voting shares are held directly or indirectly by the Company, the authorized amount shall not exceed ten percent of the net value of the Company according to its latest financial statements.</p>	<p>The amendment was made in accordance with the exercising of the powers of the Company's audit committee members.</p>

Article	Current Provision	Provision After Proposed Amendments	Explanation
	<p>5. In case of any change of circumstances, leading to exceeding of lending amount limit, correction plan shall be prepared and such plan shall be submitted to <u>each supervisor</u>.</p> <p>6. The internal auditing staff of the Company shall perform an audit on the procedures and performance of lending of capital on quarterly basis and written records shall be prepared. If any significant breach of rule is discovered, <u>each supervisor</u> shall be notified in writing.</p>	<p>5. In case of any change of circumstances, leading to exceeding of lending amount limit, correction plan shall be prepared and such plan shall be submitted to <u>the audit committee</u>.</p> <p>6. The internal auditing staff of the Company shall perform an audit on the procedures and performance of lending of capital on quarterly basis and written records shall be prepared. If any significant breach of rule is discovered, <u>the audit committee</u> shall be notified in writing.</p>	
10	<p>Monitoring procedure for lending of capital by subsidiaries:</p> <p>1. Any subsidiary that contemplates to lend its capital to any person due to operational requirements shall establish the “Operating Procedure for the Lending of Capital” which shall be approved by the board of directors of the subsidiary and submitted to the shareholders meeting for consent. The same shall be applicable to any amendment.</p>	<p>Monitoring procedure for lending of capital by subsidiaries:</p> <p>1. Any subsidiary that contemplates to lend its capital to any person due to operational requirements shall establish the “Operating Procedure for the Lending of Capital” which shall be approved by the board of directors of the subsidiary and submitted to the shareholders meeting for consent. The same shall be applicable to any amendment. <u>The formulation of “Procedures for Loans to Others” of a subsidiary company that has an established audit committee shall be consented by the members of the audit committee and be submitted for a resolution by the Board of Directors for adoption in a shareholders’ meeting.</u></p>	<p>Formulation of the “Procedures for Loans to Others” of a subsidiary company that has an established audit committee shall be consented by the members of its audit committee.</p>

Comparison Table of Articles of Company's
Operational Procedures for Endorsements and Guarantees

Article	Current Provision	Provision After Proposed Amendments	Explanation
6	<p>Procedure for Endorsements and Guarantees by the Company:</p> <p>1. Based on the business requirements of the enterprise receiving the endorsement or guarantee, risk shall be assessed and amount limit shall be fixed. An endorsement and guarantee may only be provided after resolution by the board of directors. However, if any endorsement or guarantee is required on urgent basis, the board may authorize the chairman to proceed within a certain amount limit and report may be submitted to the board of directors subsequently for ratification. Provisions of endorsements and guarantees and relevant matters shall be reported to the shareholders meeting for reference.</p> <p>2..... 3..... 4..... 5..... 6.....</p>	<p>Procedure for Endorsements and Guarantees by the Company:</p> <p>1. Based on the business requirements of the enterprise receiving the endorsement or guarantee, risk shall be assessed and amount limit shall be fixed. An endorsement and guarantee may only be provided after resolution by the board of directors.</p> <p><u>Material endorsements or guarantees shall be consented by at least half of all members of the audit committee and be approved by the Board of Directors.</u></p> <p>However, if any endorsement or guarantee is required on urgent basis, the board may authorize the chairman to proceed within a certain amount limit and report may be submitted to the board of directors subsequently for ratification. Provisions of endorsements and guarantees and relevant matters shall be reported to the shareholders meeting for reference.</p> <p>2..... 3..... 4..... 5..... 6.....</p>	<p>The amendment was made in accordance with the exercising of the powers of the Company's audit committee members.</p>

Article	Current Provision	Provision After Proposed Amendments	Explanation
	7. The internal auditing staff of the Company shall perform audits on the procedures and performance of endorsements and guarantees on a quarterly basis and written records shall be prepared. If any significant breach of this rule is discovered, <u>each supervisor</u> shall be notified in writing.	7. The internal auditing staff of the Company shall perform audits on the procedures and performance of endorsements and guarantees on a quarterly basis and written records shall be prepared. If any significant breach of this rule is discovered, <u>the audit committee</u> shall be notified in writing.	
9	Control Procedure for Endorsements and Guarantees by Subsidiaries 1.The “Operating Rules for Endorsements and Guarantees” established by the subsidiary shall be approved by the board of directors and submitted to the shareholders meeting for approval. The same shall be applicable in	Control Procedure for Endorsements and Guarantees by Subsidiaries 1. The “Operating Rules for Endorsements and Guarantees” established by the subsidiary shall be approved by the board of directors and submitted to the shareholders meeting for approval. The same shall be applicable in the event of any amendment. <u>The formulation of the “Regulations Governing Endorsements and Guarantees” of a subsidiary company that has an established audit committee shall be consented by the members of the audit committee and be submitted for a resolution by the Board of Directors for adoption in a shareholders’ meeting.</u>	The formulation of the “Regulations Governing Endorsements and Guarantees” of a subsidiary company that has an established audit committee shall be consented by the members of the audit committee.