

# **Uni-President Enterprises Corp.**

## **Minutes of 2014 Annual General Shareholders' Meeting**

Time: Tuesday, June 24, 2014 at 9:00 am.

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

Chairperson: Chih - Hsien Lo

Recorder: Yu-Han Chen

Attendants: Total Shares Represented by Shareholders and Proxies Present: 4,111,369,273 shares, accounted for 79.77% of the total shares issued (5,154,222,987 shares)

Directors Attendance: Kao Chyuan Inv. Co., Ltd. Representative: Chih-Hsien Lo,  
Kao Chyuan Inv. Co., Ltd. Representative: Shiow-Ling Kao,  
Joyful Holding Company Representative: Kao-Huei Cheng,  
Young Yun Inv. Co., Ltd. Representative: Chung-Ho Wu,  
Po-Ming Hou, Po-Yu Hou, Chang-Sheng Lin,  
Chao-Tang Yue (Independent Director)

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

Meeting Agenda

**I. Call the meeting to order (report shareholdings of the attendances)**

**II. Chairperson remarks (Omitted)**

**III. Company Reports**

Item 1: 2013 Business Report.

Description : Please refer to pages 9~10 (Attachment 1) of the Meeting Minutes for the Company's 2013 business report.

Item 2: Audit Committee's Review Report on the 2013 Financial Statements.

Description : The Company's 2013 financial statements and the business report (Attachment 1) have been duly audited and certified by the CPA and further audited by Audit Committee. The CPA and Audit Committee also presented their auditor report respectively, financial statements(Attachment 2, Attachment 3, Attachment 4) and the distribution of 2013 profits (Attachment 5), and abovementioned are attached on page 9~28 of the Meeting Minutes.

Item 3 : Total endorsements and guarantees made by the Company to the investees.

Description : Total endorsements and guarantees by the Company to the investees pursuant to the Company's "Operational Procedures for Endorsements and Guarantees" have totaled NTD 6,194,135,000 at the end of December 2013, the amount of NTD 2,903,400,000 was actually used, which are detailed as following:

Unit: Thousand NTD

Name of endorsees/guarantees	Consolidated Shareholding ratio	Remaining Balance (Note 1)	Actual Amount Used (Note 2)
Tone Sang Construction Corp.	100%	1,800,000	1,430,000
Kai Yu Investment Co., Ltd.	100%	1,700,000	5,300
President Entertainment Corp.	100%	1,500,000	920,000
Uni-President (Thailand) Ltd.	100%	776,475	548,100
President Baseball Team Corp.	100%	60,000	0
President Energy Development (Cayman Islands) Ltd.	65.8%	357,660	0
Total		6,194,135	2,903,400
Note 1 : Endorsement / guarantee line that are approved by the Company's Board.			
Note 2 : Actually used amounts under the approved endorsement / guarantee line.			

Item 4 : Status report of corporate bond issuance by the Company.

Description:

- 1.The Company issued the first domestic unsecured ordinary corporate bonds in the amount of 3.6 billion NT Dollars in 2014. Approval was granted by resolution of the 4<sup>th</sup> meeting of the 16<sup>th</sup> term of board of directors on 24 December 2013. 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 first 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. 1020054572 dated 9 January 2014. The placement was completed on 18 February 2014.

## IV Proposals

Proposal 1: Adoption of the 2013 Company's business report and financial statements, which have been approved by resolution of the 5<sup>th</sup> meeting of the 16<sup>th</sup> term of board of directors on 28 March 2014 and examined by Audit Committee. (Proposed by the Board)

Description: Please refer to pages 9~27 of the Meeting Minutes for the 2013 business report (Attachment 1), audit committee's review report (Attachment 2), auditor's report and financial statements (Attachment 3, Attachment 4).

Resolution:

Voting Result-The number of shares with voting rights represented by the shareholders present at the time of voting was 4,105,369,273 votes.

The number of votes for approval was 3,205,304,674 (including 1,477,962,597 exercised via electronic transmission), accounted for 78.07% of total shares with voting rights present.

The number of votes for disapproval was 70,184 (including 70,184 exercised via electronic transmission), accounted for 0.001% with voting rights present.

The number of votes for abstaining was 711,692,309 (including 711,692,309 exercised via electronic transmission), accounted for 17.33% 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.

Proposal 2: Adoption of the proposal for distribution of 2013 profits. (Proposed by the Board)

Description:

1.The Company's net profit after tax was NTD 12,764,240,930 in 2013. 10% legal reserve, NTD 1,276,424,093, was set aside pursuant to laws. Less the defined benefit plan actuarial loss, NTD 136,967,414, and plus the reverse for provision of special reserve upon the first application of IFRS, NTD 73,062,197, and unallocated earnings for the previous period upon adjustment by IFRS, NTD 607,135,675, the accumulated allocable earnings from profits was NTD 12,031,047,295.

2.Please refer to Attachment 5 on page 28 of the Meeting Minutes for the distribution of 2013 profits.

3.The Company's 2013 un-appropriated retained earnings are NTD 12,031,047,295. It is proposed to distribute Cash dividends of NTD 1.5 per share, and stock dividends of NTD 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.

4.Please refer to Attachment 6 on page 29 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 4,105,369,273 votes.

The number of votes for approval was 3,212,527,695 (including 1,485,185,618 exercised via electronic transmission), accounted for 78.25% of total shares with voting rights present.

The number of votes for disapproval was 54,165 (including 54,165 exercised via electronic transmission), accounted for 0.001% with voting rights present.

The number of votes for abstaining was 704,485,307 (including 704,485,307 exercised via electronic transmission), accounted for 17.16% 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 Discussion

Proposal 1: For the future business development, the company proposes to withdraw NTD 3,092,533,790 from distributable earnings in previous years to issue 309,253,379 new shares. Please proceed to discuss. (Proposed by the Board)

Description:

- 1.The management plans to withdraw NTD 3,092,533,790 from distributable earnings in previous years to issue 309,253,379 new shares and distribute the dividend of 60 shares per 1000 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 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 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 54,634,763,660 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 4,111,369,273 votes.

The number of votes for approval was 3,212,492,759 (including 1,485,150,682 exercised via electronic transmission), accounted for 78.13% of total shares with voting rights present.

The number of votes for disapproval was 81,110 (including 81,110 exercised via electronic transmission), accounted for 0.001% with voting rights present.

The number of votes for abstaining was 704,493,298 (including 704,493,298 exercised via electronic transmission), accounted for 17.13% 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.

Proposal 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 cash 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)

Description:

1.Source of Law:

In accordance with the regulations in Article 28-1 of Securities and Exchange Act and Article 12 of Regulations Governing the Offering and Issuance of Overseas Securities by Issuers.

## 2. Issued Amount:

- (1) The number of shares issued for the current cash 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) The number of new shares to be issued shall be limited to 150,000,000 shares.

## 3. Price:

- (1) Issuance of overseas depository receipts.
- (2) The price calculated based on the pricing formula defined in Taiwan's fund raising-related laws and regulations (in principle, based on the latest stock price) shall serve as the reference price. 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.
- (3) The cash capital increase through the new shares domestically  

The price calculated based on the pricing formula defined in Taiwan's fund raising-related laws and regulations (in principle, based on the latest stock price) shall serve as the reference price. 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.

## 4. Shareholder Rights Affect:

- (1) Issuance of common stocks in connection with cash capital increase to sponsor issuance of overseas depository receipts or the cash capital increase is undertaken by the book building method, which 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.
  - (2) The value of shares to be issued is no more than 150,000,000 shares, which constitutes approximately 2.91% of all outstanding common shares of the Company. It is estimated that shall not bring materially negative influence upon the existing shareholders' interests.
5. The principles governing authorizing the Board of Directors to proceed with issuance of common stocks in connection with cash capital increase to sponsor issuance of overseas depository receipts or the cash capital increase through the new shares domestically. Please refer to Attachment 7 on page 30~32 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 4,111,369,273 votes.

The number of votes for approval was 3,176,049,934 (including 1,448,707,857 exercised via electronic transmission), accounted for 77.25% of total shares with voting rights present.

The number of votes for disapproval was 3,143,910 (including 3,143,910 exercised via electronic transmission), accounted for 0.07% with voting rights present.

The number of votes for abstaining was 737,873,323 (including 737,873,323 exercised via electronic transmission), accounted for 17.94% 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.

Proposal 3: Discussion of Amendment to the Operational Procedures for Acquisition and Disposal of Assets. (Proposed by the Board)

Description:

1. It is proposed to amend the Company's "Procedure for Acquisition or Disposal of Assets" according to the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission on December 30, 2013.
2. Please refer to Attachment 8 on page 33~41 of the Meeting Minutes for details.
3. Please refer to Appendix 1 on page 43~57 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 4,111,369,273 votes.

The number of votes for approval was 3,178,231,612 (including 1,450,889,535 exercised via electronic transmission), accounted for 77.30% of total shares with voting rights present.

The number of votes for disapproval was 740,090 (including 740,090 exercised via electronic transmission), accounted for 0.01% with voting rights present.

The number of votes for abstaining was 738,095,465 (including 738,095,465 exercised via electronic transmission), accounted for 17.95% 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.

Proposal 4: Proposal for release of the non-competition promise ban imposed upon the Company's directors according to Article 209, Company Law.

Description:

1. In accordance with Article 209, paragraph 1 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. Due to the change of the positions concurrently held by the existing corporate directors' representatives, Mr. Chih-Hsien Lo, Ms. Shiow-Ling Kao and Mr. Kao-Huei Cheng, with other companies, the motion for lifting of the non-competition

restrictions imposed on them is hereby submitted for ratification, insofar as the Company's interest should not be injured.

3. For the details about the positions concurrently held with other companies, please see Attachment 9 on Pages 42~44 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 4,111,369,273 votes.

The number of votes for approval was 3,135,850,506 (including 1,408,508,429 exercised via electronic transmission), accounted for 76.27% of total shares with voting rights present.

The number of votes for disapproval was 43,324,582 (including 43,324,582 exercised via electronic transmission), accounted for 1.05% with voting rights present.

The number of votes for abstaining was 737,892,079 (including 737,892,079 exercised via electronic transmission), accounted for 17.94% 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.

**VI Questions and Motions:** None

**VII Adjournment:** The meeting was adjourned at 09:38 am., June 24, 2014.



## **Business Report 2013**

In 2013, Taiwan was surrounded by food safety issues which also caused consumers unsettled. Even so, we manage to come through despite there were few imperfect flaws remind us that we must be cautious about business operations ever and after. Although we fell short of achieving the set business targets, a historically higher probability was realized for 2013, indicating that our experienced management team and well-established profitability model and risk control mechanisms are capable of responding to systematic risk arising from changes in market conditions and maintaining continuous growth in a stable pace. The Company achieved a net sales figure of NTD 42.3 billion for year 2013, a decline of 4.4% against the previous year; while net income after tax stood at NTD 12.8 billion, representing an increase of 29.3% against 2012, and consolidated net sales amounted to NTD 423.1 billion.

### **Worldwide Recognition, our motivation to keep moving forward**

In July 2013, we are proud to announce the Company's market value exceeded NTD 300 billion, equals to USD 10 billion, which means we are one of the top 14 elite companies in Taiwan. Furthermore, in Forbes Global 2,000 biggest companies report, with an equal weighting of sales, profits, assets and market value, the Company moved up from No.1117 a year ago to No.904, officially made it to worldwide top 1,000 biggest companies. Besides, our long-term corporate credit rating is raised from A+ to AA- by Taiwan Ratings. Our exceptional performance serves as a reminder that we must maintain a high level of awareness to keep moving forward, to scale new heights in return for the support of our shareholders, employees and the interested parties.

### **Our Duty and Honor to Guard Food Safety**

We operate the business with a spirit and attitude of "Do Not Settle, Always Search for Better". In doing so, plenty of efforts are made to ensure food safety. For instance, in 2013 we implemented an internal "Whistleblower Hotline", providing absolute protection and high reward for reporting incidents which indicates our determination and principle to execute food safety policy. Moreover, a national level food safety laboratory was built to stringently screen quality in order to bring our consumers a joyful life. Food safety could be a challenge as well as an opportunity at the same time. As the leading company in food industry, we will be able to earn more recognition and feedback from consumers while food safety issues can be addressed more properly.

## **Honesty and Courage, Key to Success**

In 2014, the 6<sup>th</sup> composite food production plant of ice, bread and instant noodle will be activated in Hukou, Hsinchu County, Taiwan in an attempt to enhance further growth. Meanwhile, Ton Yi Industrial Corp. expanded its business scope from tinplate production to PET bottle manufacturing and beverage filling. Moreover, new plants are gradually completed and put into operation to accelerate our expansion in China's beverage market. On the other hand, in South-East Asian countries, our primary objective for business deployment is to strengthen local market, hedge raw material procurement, adjust product structure and manage exchange rate risk in response to the effect of reducing QE, the monetary policy of the United States.

Our focus of business operation for 2013 is product value and structure optimization. Therefore, product engineering, big brand enhancement and multi-billion dollar products development become the foundations of business restructure and stable growth. We hope that our focused management approach and stay-simple operation will create a safe environment for our food production business, for our employees and for information processing.

China has played a different role in Asia nowadays. It evolved from a raw material consuming country to a consumer product demanding country which is completely different from what it used to be before. Therefore, we are positive to anticipate the potential growth in food and beverage market. On the other hand, President Chain Store Corp. keeps growing in both sales and revenue with its stable performance, on top of individual store management optimization and store expansion. As a result, the sources of our sales and revenue are more diversified no matter in China or Taiwan. Even though future is still full of uncertainty, honesty and courage are the fuel motivating us to strive to become worldwide company and embrace challenge for a new mile-stone. We will be able to carry on and extend our business only when we can face ourselves with honesty, dare to change and dare to invest future.

### **Business Prospect for 2014**

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: Chih-Hsien Lo

President: Chih-Hsien Lo

Chief Accountant: Tsung-Ping Wu

## **Audit Committee's Review Report**

I hereby state as following:

This proposal is the presentation by the Board of Directors of the Company's 2013 Business Report, Financial Statements, and the Profit Allocation Proposal. Of these items, the Financial Statements have been audited by external auditors Liu, Tzu- Meng and Lin, Tzu-Shu of PRICEWATERHOUSECOOPERS Taiwan, and an opinion and report have been issued on the Financial Statements. The aforementioned proposal regarding Business Report, Financial Statements, and the Profit Allocation Proposal have been reviewed and determined to be correct and accurate by the Audit Committee. Per the regulations in Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To:

2014 General Shareholders' Meeting of Uni-President Enterprises Corporation.

Uni-President Enterprises Corporation

Chairman of the Audit Committee   Chao-Tang Yue

March 28, 2014

**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, 2013, December 31, 2012 and January 1, 2012, and the related non-consolidated statements of comprehensive income, of changes in equity and of cash flows for the years ended December 31, 2013 and 2012. These non-consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these non-consolidated financial statements based on our audits. We did not audit the financial statements of certain investee companies accounted for under the equity method. Investments in these companies amounted to \$7,491,120 thousand, \$7,192,290 thousand and \$7,125,914 thousand (net of investments with negative balance of \$40,995 thousand shown as other liabilities-other) as of December 31, 2013, December 31, 2012 and January 1, 2012, respectively, and their related share of profit of subsidiaries, associates and joint ventures accounted for under the equity method amounted to \$769,416 thousand and \$520,418 thousand for the years ended December 31, 2013 and 2012, respectively. Those financial statements and the information disclosed in Note 13 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 13 relative to these investments, is based solely on the audit reports of the other auditors.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those 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 other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of other auditors the 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, 2013, December 31, 2012 and January 1, 2012, and its financial performance and cash flows for the years ended December 31, 2013 and 2012 in conformity with the "Rules Governing the Preparations of Financial Statements by Securities Issuers".

PricewaterhouseCoopers, Taiwan  
Republic of China  
March 28, 2014

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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.

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

	Assets	Notes	December 31, 2013		December 31, 2012		January 1, 2012	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
<b>Current assets</b>			<b>Attachment 4</b>					
1100	Cash and cash equivalents	6(1)	\$ 191,817	-	\$ 276,555	-	\$ 171,694	-
1110	Financial assets at fair value	6(2)						
	through profit or loss - current		3,000,000	2	500,000	1	-	-
1150	Notes receivable, net	6(3)	505,053	1	804,242	1	787,113	1
1170	Accounts receivable, net	6(4)	753,624	1	1,146,400	1	1,072,080	1
1180	Accounts receivable - related	7						
	parties		3,332,610	3	3,985,649	3	3,835,923	4
1200	Other receivables		227,576	-	254,207	-	324,658	-
1210	Other receivables - related	7						
	parties		149,177	-	167,930	-	152,051	-
130X	Inventory	6(5)	2,442,634	2	2,940,877	3	3,134,052	3
1410	Prepayments		112,740	-	130,170	-	144,752	-
11XX	<b>Total Current Assets</b>		<u>10,715,231</u>	<u>9</u>	<u>10,206,030</u>	<u>9</u>	<u>9,622,323</u>	<u>9</u>
<b>Non-current assets</b>								
1523	Available-for-sale financial	6(6)						
	assets - non-current		6,150	-	6,150	-	35,455	-
1543	Financial assets measured at	6(7)(11)						
	cost - non-current		381,414	-	444,433	-	464,433	1
1550	Investments accounted for	6(8)(11) and						
	under equity method	7	98,116,275	76	89,779,642	75	81,254,118	74
1600	Property, plant and equipment	6(9)(11), 7						
		and 8	12,725,202	10	11,878,204	10	11,690,601	11
1760	Investment property, net	6(10)(11)						
		and 8	4,552,751	4	4,588,435	4	4,618,966	4
1840	Deferred income tax assets	6(28)	1,438,120	1	1,644,667	2	1,536,674	1
1915	Prepayments for business							
	facilities		271,520	-	260,486	-	291,255	-
1920	Guarantee deposits paid		142,002	-	124,087	-	135,129	-
1930	Long-term notes and accounts							
	receivable, net		115,715	-	116,345	-	113,668	-
1990	Other non-current assets, others		226,798	-	246,155	-	241,987	-
15XX	<b>Total non-current assets</b>		<u>117,975,947</u>	<u>91</u>	<u>109,088,604</u>	<u>91</u>	<u>100,382,286</u>	<u>91</u>
1XXX	<b>Total assets</b>		<u>\$ 128,691,178</u>	<u>100</u>	<u>\$ 119,294,634</u>	<u>100</u>	<u>\$ 110,004,609</u>	<u>100</u>

(Continued)

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

	Liabilities and Equity	Notes	December 31, 2013		December 31, 2012		January 1, 2012	
			AMOUNT	%	AMOUNT	%	AMOUNT	%
<b>Current liabilities</b>								
2100	Short-term borrowings	6(12)	\$ 78,423	-	\$ 29,849	-	\$ 1,034,285	1
2110	Short-term notes and bills payable	6(13)	-	-	-	-	299,990	-
2120	Financial liabilities at fair value through profit or loss - current	6(2)	-	-	-	-	24	-
2150	Notes payable		7,271	-	7,791	-	7,207	-
2170	Accounts payable		1,314,345	1	1,788,394	1	1,730,713	2
2180	Accounts payable - related parties	7	136,958	-	178,081	-	224,569	-
2200	Other payables	6(14)	4,750,975	4	4,447,800	4	3,636,423	3
2220	Other payables - related parties	7	807,696	1	776,587	1	763,599	1
2230	Current income tax liabilities	6(28)	104,555	-	193,916	-	94,469	-
2310	Advance receipts		126,086	-	128,433	-	13,994	-
2320	Long-term liabilities, current portion	6(15)(16)	2,400,000	2	2,450,000	2	1,500,000	1
21XX	<b>Total Current Liabilities</b>		<u>9,726,309</u>	<u>8</u>	<u>10,000,851</u>	<u>8</u>	<u>9,305,273</u>	<u>8</u>
<b>Non-current liabilities</b>								
2530	Corporate bonds payable	6(15)	15,250,000	12	15,650,000	13	8,500,000	8
2540	Long-term borrowings	6(16)	10,988,274	8	8,489,572	7	16,438,715	15
2570	Deferred income tax liabilities	6(28)	1,589,798	1	1,520,769	2	1,485,692	2
2640	Accrued pension liabilities	6(17)	4,841,522	4	5,087,783	4	4,768,790	4
2645	Guarantee deposits received		87,951	-	87,089	-	81,577	-
2670	Other non-current liabilities, others	6(8)	-	-	237	-	42,386	-
25XX	<b>Total non-current liabilities</b>		<u>32,757,545</u>	<u>25</u>	<u>30,835,450</u>	<u>26</u>	<u>31,317,160</u>	<u>29</u>
2XXX	<b>Total Liabilities</b>		<u>42,483,854</u>	<u>33</u>	<u>40,836,301</u>	<u>34</u>	<u>40,622,433</u>	<u>37</u>
<b>Equity</b>								
<b>Share capital</b>								
3110	Share capital - common stock	6(18)	51,542,229	40	48,624,744	41	45,443,686	41
<b>Capital surplus</b>								
3200	Capital surplus	6(19)	3,875,672	3	3,920,417	3	834,656	1
<b>Retained earnings</b>								
3310	Legal reserve	6(20)(28)	11,336,707	9	10,095,973	9	9,151,205	8
3320	Special reserve		4,045,704	3	4,118,766	3	4,178,456	4
3350	Unappropriated retained earnings		13,307,471	10	11,572,819	10	11,370,326	10
<b>Other equity interest</b>								
3400	Other equity interest	6(21)	2,099,541	2	125,614	-	(1,596,153)	(1)
3XXX	<b>Total equity</b>		<u>86,207,324</u>	<u>67</u>	<u>78,458,333</u>	<u>66</u>	<u>69,382,176</u>	<u>63</u>
<b>Contingent Liabilities and Commitments</b>								
	<b>Total liabilities and equity</b>	6(30) and 9	<u>\$ 128,691,178</u>	<u>100</u>	<u>\$ 119,294,634</u>	<u>100</u>	<u>\$ 110,004,609</u>	<u>100</u>

The accompanying notes are an integral part of these non-consolidated financial statements.  
See report of independent accountants dated March 28, 2014.

**UNI-PRESIDENT ENTERPRISES CORP.**  
**NON-CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Items		Notes	For the years ended December 31,			
			2013		2012	
			AMOUNT	%	AMOUNT	%
4000	<b>Sales revenue</b>	6(22) and 7	\$ 42,344,016	100	\$ 44,291,630	100
5000	<b>Operating costs</b>	6(5)(17)(26)(27) and 7	( 31,786,742)	( 75)	( 33,604,684)	( 76)
5900	<b>Net operating margin</b>		<u>10,557,274</u>	<u>25</u>	<u>10,686,946</u>	<u>24</u>
	<b>Operating expenses</b>	6(17)(26)(27) and 7				
6100	Selling expenses		( 5,847,362)	( 14)	( 5,274,292)	( 12)
6200	General and administrative expenses		( 3,029,720)	( 7)	( 2,814,886)	( 6)
6300	Research and development expenses		( 286,615)	( 1)	( 277,176)	( 1)
6000	<b>Total operating expenses</b>		<u>( 9,163,697)</u>	<u>( 22)</u>	<u>( 8,366,354)</u>	<u>( 19)</u>
6900	<b>Operating profit</b>		<u>1,393,577</u>	<u>3</u>	<u>2,320,592</u>	<u>5</u>
	<b>Non-operating income and expenses</b>					
7010	Other income	6(23) and 7	1,507,939	4	1,578,092	4
7020	Other gains and losses	6(2)(8)(11)(24)	( 857,238)	( 2)	( 1,154,356)	( 2)
7050	Finance costs	6(25)	( 337,361)	( 1)	( 338,896)	( 1)
7070	Share of profit of subsidiaries, associates and joint ventures accounted for under equity method	6(8)				
			<u>11,435,910</u>	<u>27</u>	<u>7,681,255</u>	<u>17</u>
7000	<b>Total non-operating income and expenses</b>		<u>11,749,250</u>	<u>28</u>	<u>7,766,095</u>	<u>18</u>
7900	<b>Profit before income tax</b>		<u>13,142,827</u>	<u>31</u>	<u>10,086,687</u>	<u>23</u>
7950	Income tax expense	6(28)	( 378,586)	( 1)	( 211,602)	( 1)
8200	<b>Profit for the year</b>		<u>\$ 12,764,241</u>	<u>30</u>	<u>\$ 9,875,085</u>	<u>22</u>
	<b>Other comprehensive income</b>					
8310	Financial statements translation differences of foreign operations	6(21)	\$ 1,580,143	4	( \$ 738,614)	( 1)
8325	Unrealized loss on valuation of available-for-sale financial assets	6(6)(21)	-	-	( 10,426)	-
8360	Actuarial gain (loss) on defined benefit plans	6(17)	478	-	( 552,520)	( 1)
8380	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for under equity method	6(21)				
8399	Income tax relating to the components of other comprehensive income	6(28)	264,601	-	1,867,312	4
			<u>( 8,263)</u>	<u>-</u>	<u>93,928</u>	<u>-</u>
8300	<b>Other comprehensive income for the year</b>		<u>\$ 1,836,959</u>	<u>4</u>	<u>\$ 659,680</u>	<u>2</u>
8500	<b>Total comprehensive income for the year</b>		<u>\$ 14,601,200</u>	<u>34</u>	<u>\$ 10,534,765</u>	<u>24</u>
	<b>Basic earnings per share (in dollars)</b>					
9750	<b>Net income</b>	6(29)	\$ 2.48		\$ 1.92	
	<b>Diluted earnings per share (in dollars)</b>					
9850	<b>Net income</b>	6(29)	\$ 2.47		\$ 1.91	

The accompanying notes are an integral part of these non-consolidated financial statements.  
See report of independent accountants dated March 28, 2014.



UNI-PRESIDENT ENTERPRISES CORP.  
NON-CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(Expressed in thousands of New Taiwan dollars)

	Notes	Share capital - common stock	Capital surplus	Retained Earnings			Other equity interest		Total
				Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealized gain or loss on available-for-sale financial assets	
<b>For the year ended December 31, 2012</b>									
Balance at January 1, 2012		\$ 45,443,686	\$ 834,656	\$ 9,151,205	\$ 4,178,456	\$ 11,370,326	\$ -	(\$ 1,596,153 )	\$ 69,382,176
Distribution of 2011 consolidated net income (Note):									
Legal reserve		-	-	944,768	-	( 944,768 )	-	-	-
Cash dividends	6(20)	-	-	-	-	( 4,544,369 )	-	-	( 4,544,369 )
Stock dividends	6(18)(20)	3,181,058	-	-	-	( 3,181,058 )	-	-	-
Net income for the year ended December 31, 2012		-	-	-	-	9,875,085	-	-	9,875,085
Other comprehensive income for the year ended December 31, 2012	6(21)	-	-	-	-	( 1,062,087 )	( 1,201,113 )	2,922,880	659,680
Adjustment of capital reserve due to subsidiaries' adjustment of capital reserve	6(19)	-	( 12,452 )	-	-	-	-	-	( 12,452 )
Difference between the acquisition or disposal price and carrying amounts of subsidiaries	6(19)	-	3,098,213	-	-	-	-	-	3,098,213
Reversal of special reserve	6(20)	-	-	-	( 59,690 )	59,690	-	-	-
Balance at December 31, 2012		<u>\$ 48,624,744</u>	<u>\$ 3,920,417</u>	<u>\$ 10,095,973</u>	<u>\$ 4,118,766</u>	<u>\$ 11,572,819</u>	<u>(\$ 1,201,113 )</u>	<u>\$ 1,326,727</u>	<u>\$ 78,458,333</u>
<b>For the year ended December 31, 2013</b>									
Balance at January 1, 2013		\$ 48,624,744	\$ 3,920,417	\$ 10,095,973	\$ 4,118,766	\$ 11,572,819	(\$ 1,201,113 )	\$ 1,326,727	\$ 78,458,333
Distribution of 2012 consolidated net income (Note):									
Legal reserve		-	-	1,240,734	-	( 1,240,734 )	-	-	-
Cash dividends	6(20)	-	-	-	-	( 6,807,464 )	-	-	( 6,807,464 )
Stock dividends	6(18)(20)	2,917,485	-	-	-	( 2,917,485 )	-	-	-
Net income for the year ended December 31, 2013		-	-	-	-	12,764,241	-	-	12,764,241
Other comprehensive income for the year ended December 31, 2013	6(21)	-	-	-	-	( 136,968 )	2,198,960	( 225,033 )	1,836,959
Adjustment of capital reserve due to subsidiaries' adjustment of capital reserve	6(19)	-	( 10,105 )	-	-	-	-	-	( 10,105 )
Disposal of investments accounted for under equity method	6(19)	-	( 21,171 )	-	-	-	-	-	( 21,171 )
Difference between the acquisition or disposal price and carrying amounts of subsidiaries	6(19)	-	( 13,469 )	-	-	-	-	-	( 13,469 )
Reversal of special reserve	6(20)	-	-	-	( 73,062 )	73,062	-	-	-
Balance at December 31, 2013		<u>\$ 51,542,229</u>	<u>\$ 3,875,672</u>	<u>\$ 11,336,707</u>	<u>\$ 4,045,704</u>	<u>\$ 13,307,471</u>	<u>\$ 997,847</u>	<u>\$ 1,101,694</u>	<u>\$ 86,207,324</u>

(Note) The employees' bonuses were \$817,572 and \$1,017,561, and the directors' and supervisors' remuneration were \$170,058 and \$223,332 in 2011 and 2012, respectively, which had been deducted from net income for the years.

The accompanying notes are an integral part of these non-consolidated financial statements.  
See report of independent accountants dated March 28, 2014.

UNI-PRESIDENT ENTERPRISES CORP.  
NON-CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax for the year		\$ 13,142,827	\$ 10,086,687
Adjustments to reconcile net income to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Gain on financial assets at fair value through profit and loss	6(23)	-	( 24 )
Provision for doubtful accounts	6(4)	161,059	-
Write-off of allowance for doubtful accounts	6(4)	( 136,204 )	( 25,754 )
Doubtful accounts as other income	6(4)	-	( 18,690 )
Provision for inventory market price decline	6(5)	3,000	1,337
Loss on disposal of financial assets measured at cost		1,726	-
Loss on disposal of available-for-sale financial assets		-	506
Share of profit of subsidiaries, associates and joint ventures accounted for under equity method	6(8)	( 11,435,910 )	( 7,681,255 )
Cash dividends from investments accounted for under equity method		4,386,847	4,887,740
(Gain) loss on disposal of investments accounted for under equity method		( 222,171 )	17
Depreciation on property, plant and equipment	6(9)	805,552	828,476
Loss on disposal of property, plant and equipment, net	6(24)	20,552	12,294
Depreciation on investment properties	6(10)	39,025	39,423
(Reversal of impairment )impairment on non-financial assets	6(11)(24)	( 3,900 )	44,511
Amortization		12,906	11,636
Amortization of rent receivable		3,019	2,345
Interest income	6(23)	( 1,088 )	( 968 )
Finance costs	6(25)	337,361	338,896
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets at fair value through profit or loss		( 2,500,000 )	( 500,000 )
Notes receivable		269,886	( 929 )
Accounts receivable		397,224	( 46,076 )
Accounts receivable - related parties		653,039	( 149,726 )
Other receivables		23,612	68,469
Other receivables - related parties		18,753	( 15,879 )
Inventories		495,243	191,838
Prepayments		17,430	14,582
Net changes in liabilities relating to operating activities			
Notes payable		( 520 )	584
Accounts payable		( 474,049 )	57,681
Accounts payable - related parties		( 41,123 )	( 46,488 )
Other payables		197,264	810,755
Other payables - related parties		31,109	12,988
Advance received		( 2,347 )	114,439
Accrued pension liabilities		( 245,783 )	( 233,527 )
Cash provided by generated from operations		5,954,339	8,805,888
Interest received		1,088	968
Interest paid		( 322,440 )	( 296,594 )
Income tax paid	6(28)	( 200,634 )	( 91,142 )
Net cash provided by operating activities		<u>5,432,353</u>	<u>8,419,120</u>

(Continued)

UNI-PRESIDENT ENTERPRISES CORP.  
NON-CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2013	2012
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceed from disposal of financial assets measured at cost		\$ 28,134	\$ -
Return of capital from financial assets measured at cost		33,159	-
Proceed from disposal of available-for-sale financial assets - non-current		-	11,260
Cash paid for acquisition of investments accounted for under equity method			
- subsidiaries		( 153,000 )	( 1,467,868 )
Cash paid for acquisition of investments accounted for under equity method			
- non-subsidiaries		( 646,730 )	( 237,238 )
Proceeds from disposal of investments accounted for under equity method -			
subsidaries		9	20,234
Proceeds from disposal of investments accounted for under equity method -			
non-subsidiaries		374,584	-
Return of capital from investments accounted for under equity method		1,159,500	100,000
Cash paid for acquisition of property, plant and equipment	6(31)	( 577,426 )	( 118,297 )
Proceeds from disposal of property, plant and equipment		39,303	4,495
(Increase) decrease in guarantee deposits paid		( 17,915 )	11,042
Increase in prepayments for equipment		( 1,042,210 )	( 925,994 )
Increase in other non-current assets		( 5,173 )	( 19,467 )
Net cash used in investing activities		( 807,765 )	( 2,621,833 )
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in short-term borrowings		48,574	( 1,004,436 )
Decrease in short-term notes and bills payable		-	( 299,990 )
Increase in bonds payable		2,000,000	8,600,000
Bonds payable repayment		( 1,450,000 )	( 1,500,000 )
Increase in long-term borrowings		73,930,000	121,190,000
Decrease in long-term borrowings		( 72,431,298 )	( 128,139,143 )
Increase in guarantee deposits received		862	5,512
Cash dividends paid	6(20)	( 6,807,464 )	( 4,544,369 )
Net cash used in financing activities		( 4,709,326 )	( 5,692,426 )
(Decrease) increase in cash and cash equivalents		( 84,738 )	104,861
Cash and cash equivalents at beginning of year	6(1)	276,555	171,694
Cash and cash equivalents at end of year	6(1)	\$ 191,817	\$ 276,555

The accompanying notes are an integral part of these non-consolidated financial statements.  
See report of independent accountants dated March 28, 2014.

**REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE**

We have audited the accompanying consolidated balance sheets of Uni-President Enterprises Corp. and its subsidiaries as of December 31, 2013, December 31, 2012 and January 1, 2012, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years ended December 31, 2013 and 2012. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the financial statements and the information disclosed in Note 13 of certain consolidated subsidiaries, which statements reflect total assets of \$6,263,277 thousand, \$5,535,316 thousand and \$4,706,778 thousand, constituting 2%, 2% and 1% of the related consolidated totals as of December 31, 2013, December 31, 2012 and January 1, 2012, respectively, and total operating revenues of \$14,149,319 thousand and \$12,391,038 thousand, constituting 3% of the related consolidated totals for the years ended December 31, 2013 and 2012. In addition, we also did not audit the financial statements of certain investee companies accounted for under the equity method. Investments in these companies amounted to \$11,200,671 thousand, \$11,815,639 thousand and \$12,380,119 thousand as of December 31, 2013, December 31, 2012 and January 1, 2012, respectively, and their related share of profit of associates and joint ventures accounted for under the equity method amounted to \$801,244 thousand and \$236,037 thousand for the years ended December 31, 2013 and 2012, respectively. Those financial statements and the information disclosed in Note 13 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 13 relative to these investments, is based solely on the audit reports of the other auditors.

We conducted our audits in accordance with the "Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those 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 other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Uni-President Enterprises Corp. and its subsidiaries as of December 31, 2013, December 31, 2012 and January 1, 2012, and their financial performance and cash flows for the years ended December 31, 2013 and 2012 in conformity with the "Rules Governing the Preparations of Financial Statements by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

We have also audited the parent company only financial statements of Uni-President Enterprises Corp. as of and for the years ended December 31, 2013 and 2012, and have expressed a modified unqualified opinion on those financial statements.

PricewaterhouseCoopers, Taiwan  
Republic of China  
March 28, 2014

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.  
As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**UNI-PRESIDENT ENTERPRISES CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2013		December 31, 2012		January 1, 2012		
		AMOUNT	%	AMOUNT	%	AMOUNT	%	
<b>Current assets</b>								
1100	Cash and cash equivalents	6(1)(7)	\$ 40,807,550	11	\$ 43,945,441	13	\$ 41,800,274	13
1110	Financial assets at fair value through profit or loss - current	6(2) and 8	13,869,138	4	10,137,628	3	11,472,465	4
1150	Notes receivable, net	6(3)(4) and 7	2,171,865	1	2,614,575	1	2,877,192	1
1170	Accounts receivable, net	6(4) and 7	17,628,878	5	17,801,991	5	17,249,818	5
1200	Other receivables	6(4)(5) and 7	4,277,355	1	4,938,222	1	3,246,673	1
1220	Current income tax assets		377,161	-	63,122	-	2,618	-
130X	Inventory	6(6) and 8	36,221,190	10	33,988,920	10	34,571,217	11
1410	Prepayments		12,155,138	3	10,126,743	3	9,717,443	3
1460	Non-current assets held for sale, net	6(7)	1,485,256	-	-	-	-	-
1470	Other current assets	8	919,829	-	692,623	-	358,676	-
11XX	<b>Total Current Assets</b>		<u>129,913,360</u>	<u>35</u>	<u>124,309,265</u>	<u>36</u>	<u>121,296,376</u>	<u>38</u>
<b>Non-current assets</b>								
1510	Financial assets at fair value through profit or loss - non-current	6(2)	-	-	288,222	-	-	-
1523	Available-for-sale financial assets - non-current	6(8) and 8	6,243,181	2	8,027,256	2	7,671,697	2
1543	Financial assets carried at cost - non-current	6(9) and 8	1,834,369	-	1,959,776	1	1,956,081	1
1546	Bond investments without active markets - non-current	6(10)	297,037	-	289,413	-	301,721	-
1550	Investments accounted for under equity method	6(8)(11)(15), 7 and 8	32,050,071	9	30,403,290	9	29,197,800	9
1600	Property, plant and equipment	6(12)(15) and 8	147,683,175	40	127,429,263	37	113,802,890	35
1760	Investment property, net	6(13)(15) and 8	20,748,124	6	20,979,266	6	20,934,200	6
1780	Intangible assets	6(14)(15)	2,828,190	1	2,931,369	1	2,688,257	1
1840	Deferred income tax assets	6(32)	4,345,161	1	3,986,300	1	3,527,087	1
1915	Prepayments for business facilities		1,403,458	-	1,635,336	1	1,846,923	1
1920	Guarantee deposits paid	8	2,940,692	1	2,706,178	1	4,013,652	1
1985	Long-term prepaid rents	8	13,269,623	3	9,622,686	3	9,084,112	3
1990	Other non-current assets, others	6(21), 7 and 8	6,647,008	2	6,009,764	2	5,806,010	2
15XX	<b>Total Non-current assets</b>		<u>240,290,089</u>	<u>65</u>	<u>216,268,119</u>	<u>64</u>	<u>200,830,430</u>	<u>62</u>
1XXX	<b>Total assets</b>		<u>\$ 370,203,449</u>	<u>100</u>	<u>\$ 340,577,384</u>	<u>100</u>	<u>\$ 322,126,806</u>	<u>100</u>

(Continued)

**UNI-PRESIDENT ENTERPRISES CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2013		December 31, 2012		January 1, 2012		
		AMOUNT	%	AMOUNT	%	AMOUNT	%	
<b>Current liabilities</b>								
2100	Short-term borrowings	6(16) and 8	\$ 28,755,368	8	\$ 23,056,798	7	\$ 29,802,811	9
2110	Short-term notes and bills payable	6(17) and 8	7,016,189	2	7,508,498	2	6,710,143	2
2120	Financial liabilities at fair value through profit or loss - current	6(2)	211,841	-	769	-	-	-
2150	Notes payable	7	1,685,312	-	1,664,905	-	1,638,011	-
2170	Accounts payable	7	30,902,926	8	30,563,457	9	28,843,672	9
2200	Other payables	6(18)	40,304,885	11	41,730,158	12	34,272,296	11
2230	Current income tax liabilities	6(32)	1,904,175	1	1,923,501	1	1,803,388	1
2260	Liabilities directly associated with non-current assets held for sale	6(7)	414,902	-	-	-	-	-
2310	Advance receipts		9,814,059	3	6,932,835	2	7,649,623	2
2320	Long-term liabilities, current portion	6(19)(20) and 8	9,165,925	2	6,569,750	2	5,945,129	2
2399	Other current liabilities, others		187,983	-	242,042	-	70,752	-
21XX	<b>Total Current Liabilities</b>		<u>130,363,565</u>	<u>35</u>	<u>120,192,713</u>	<u>35</u>	<u>116,735,825</u>	<u>36</u>
<b>Non-current liabilities</b>								
2530	Corporate bonds payable	6(19)	20,168,987	5	15,650,000	4	8,500,000	3
2540	Long-term borrowings	6(20) and 8	59,292,662	16	57,825,328	17	63,300,497	20
2570	Deferred income tax liabilities	6(32)	3,853,171	1	3,603,323	1	3,586,917	1
2640	Accrued pension liabilities	6(21)	9,911,834	3	10,037,451	3	8,624,439	3
2645	Guarantee deposits received		6,156,851	2	5,559,877	2	4,792,081	1
2670	Other non-current liabilities, others		2,389,768	1	2,471,628	1	3,009,763	1
25XX	<b>Total Non-current Liabilities</b>		<u>101,773,273</u>	<u>28</u>	<u>95,147,607</u>	<u>28</u>	<u>91,813,697</u>	<u>29</u>
2XXX	<b>Total Liabilities</b>		<u>232,136,838</u>	<u>63</u>	<u>215,340,320</u>	<u>63</u>	<u>208,549,522</u>	<u>65</u>
<b>Equity attributable to owners of parent</b>								
<b>Share capital</b>								
3110	Share capital - common stock	6(22)	51,542,229	14	48,624,744	14	45,443,686	14
<b>Capital surplus</b>								
3200	Capital surplus	6(23)	3,875,672	1	3,920,417	1	834,656	-
<b>Retained earnings</b>								
		6(22)(24)(32)						
3310	Legal reserve		11,336,707	3	10,095,973	3	9,151,205	3
3320	Special reserve		4,045,704	1	4,118,766	1	4,178,456	1
3350	Unappropriated retained earnings		13,307,471	4	11,572,819	4	11,370,326	4
<b>Other equity interest</b>								
3400	Other equity interest	6(8)(21)(25)	2,099,541	-	125,614	-	(1,596,153)	(1)
31XX	<b>Equity attributable to owners of the parent</b>		<u>86,207,324</u>	<u>23</u>	<u>78,458,333</u>	<u>23</u>	<u>69,382,176</u>	<u>21</u>
36XX	<b>Non-controlling interest</b>	6(34)	<u>51,859,287</u>	<u>14</u>	<u>46,778,731</u>	<u>14</u>	<u>44,195,108</u>	<u>14</u>
3XXX	<b>Total equity</b>		<u>138,066,611</u>	<u>37</u>	<u>125,237,064</u>	<u>37</u>	<u>113,577,284</u>	<u>35</u>
<b>Contingent Liabilities and Commitments</b>								
<b>Subsequent events</b>								
		11						
	<b>Total liabilities and equity</b>		<u>\$ 370,203,449</u>	<u>100</u>	<u>\$ 340,577,384</u>	<u>100</u>	<u>\$ 322,126,806</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.  
See report of independent accountants dated March 28, 2014.

**UNI-PRESIDENT ENTERPRISES CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Expressed in thousands of New Taiwan dollars, excepts as otherwise indicated)

				For the years ended December 31,			
				2013		2012	
Items	Notes	AMOUNT	%	AMOUNT	%	AMOUNT	%
4000	<b>Sales revenue</b>	6(26) and 7	\$ 423,056,211	100	\$ 406,046,701	100	
5000	<b>Operating costs</b>	6(6)(14)(21)(30)(31) and 7	( 292,198,739)	( 69)	( 280,318,329)	( 69)	
5900	<b>Net operating margin</b>		<u>130,857,472</u>	<u>31</u>	<u>125,728,372</u>	<u>31</u>	
	<b>Operating expenses</b>	6(14)(21)(30)(31)(35)					
6100	Selling expenses		( 90,958,402)	( 22)	( 87,532,008)	( 22)	
6200	General and administrative expenses		( 20,855,512)	( 5)	( 17,731,110)	( 4)	
6300	Research and development expenses		( 955,973)	-	( 773,394)	-	
6000	<b>Total operating expenses</b>		<u>( 112,769,887)</u>	<u>( 27)</u>	<u>( 106,036,512)</u>	<u>( 26)</u>	
6900	<b>Operating profit</b>		<u>18,087,585</u>	<u>4</u>	<u>19,691,860</u>	<u>5</u>	
	<b>Non-operating income and expenses</b>						
7010	Other income	6(8)(13) and 7	5,660,721	1	4,179,123	1	
7020	Other gains and losses	6(2)(8)(15)(29)	1,410,380	-	4,835,152	( 1)	
7050	Finance costs	6(28)	( 2,082,438)	-	( 2,014,909)	( 1)	
7060	Share of profit/(loss) of associates and joint ventures accounted for under equity method	6(11)	<u>2,205,913</u>	<u>1</u>	<u>2,455,737</u>	<u>1</u>	
7000	<b>Total non-operating income and expenses</b>		<u>7,194,576</u>	<u>2</u>	<u>( 215,201)</u>	<u>-</u>	
7900	<b>Profit before income tax</b>		<u>25,282,161</u>	<u>6</u>	<u>19,476,659</u>	<u>5</u>	
7950	Income tax expense	6(32)	( 4,542,199)	( 1)	( 3,907,880)	( 1)	
8200	<b>Profit for the year</b>		<u>\$ 20,739,962</u>	<u>5</u>	<u>\$ 15,568,779</u>	<u>4</u>	
	<b>Other comprehensive income</b>						
8310	Financial statements translation differences of foreign operations		\$ 3,163,881	1	\$ 1,372,647	-	
8325	Unrealized (loss) gain on valuation of available-for-sale financial assets	6(8)	( 233,213)	-	3,877,118	1	
8360	Actuarial loss on defined benefit plans	6(21)	( 295,494)	-	( 1,797,375)	( 1)	
8370	Share of other comprehensive income of associates and joint ventures accounted for under equity method		190,083	-	22,233)	-	
8399	Income tax relating to the components of other comprehensive income		<u>40,051</u>	<u>-</u>	<u>333,465</u>	<u>-</u>	
8300	<b>Total other comprehensive income for the year</b>		<u>\$ 2,865,308</u>	<u>1</u>	<u>\$ 1,018,328</u>	<u>-</u>	
8500	<b>Total comprehensive income for the year</b>		<u>\$ 23,605,270</u>	<u>6</u>	<u>\$ 16,587,107</u>	<u>4</u>	
	<b>Profit (loss), attributable to:</b>						
8610	Owners of the parent		\$ 12,764,241	3	\$ 9,875,085	3	
8620	Non-controlling interest		<u>7,975,721</u>	<u>2</u>	<u>5,693,694</u>	<u>1</u>	
	<b>Net income</b>		<u>\$ 20,739,962</u>	<u>5</u>	<u>\$ 15,568,779</u>	<u>4</u>	
	<b>Comprehensive income attributable to:</b>						
8710	Owners of the parent		\$ 14,601,200	4	\$ 10,534,765	3	
8720	Non-controlling interest		<u>9,004,070</u>	<u>2</u>	<u>6,052,342</u>	<u>1</u>	
	<b>Net income</b>		<u>\$ 23,605,270</u>	<u>6</u>	<u>\$ 16,587,107</u>	<u>4</u>	
	<b>Basic earnings per share (in dollars)</b>						
9750	<b>Net income</b>	6(33)	\$ 2.48		\$ 1.92		
	<b>Diluted earnings per share (in dollars)</b>						
9850	<b>Net income</b>	6(33)	\$ 2.47		\$ 1.91		

The accompanying notes are an integral part of these consolidated financial statements.  
See report of independent accountants dated March 28, 2014.



**UNI-PRESIDENT ENTERPRISES CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in thousands of New Taiwan dollars)

Notes	Equity attributable to owners of the parent									
	Retained Earnings					Other equity interest				
	Share capital - common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Currency translation differences	Unrealized gain or loss on available-for-sale financial assets	Total	Non-controlling interest	Total equity
<b>For the year ended December 31, 2012</b>										
Balance at January 1, 2012	\$ 45,443,686	\$ 834,656	\$ 9,151,205	\$ 4,178,456	\$ 11,370,326	\$ -	(\$ 1,596,153)	\$ 69,382,176	\$ 44,195,108	\$113,577,284
Distribution of 2011 consolidated net income:										
Legal reserve	-	-	944,768	-	( 944,768 )	-	-	-	-	-
Cash dividends	6(24)	-	-	-	( 4,544,369 )	-	-	( 4,544,369 )	-	( 4,544,369 )
Stock dividends	6(22)(24)	3,181,058	-	-	( 3,181,058 )	-	-	-	-	-
Consolidated net income for 2012	-	-	-	-	9,875,085	-	-	9,875,085	5,693,694	15,568,779
Other comprehensive income for 2012	6(25)	-	-	-	( 1,062,087 )	( 1,201,113 )	2,922,880	659,680	358,648	1,018,328
Adjustment of capital reserve due to subsidiaries' adjustment of capital reserve	6(23)	-	( 12,452 )	-	-	-	-	( 12,452 )	-	( 12,452 )
Difference between the acquisition or disposal price and carrying amounts of subsidiaries	6(23)(34)	-	3,098,213	-	-	-	-	3,098,213	1,550,207	4,648,420
Reversal of special reserve	6(24)	-	-	( 59,690 )	59,690	-	-	-	-	-
Non-controlling interest	-	-	-	-	-	-	-	-	( 5,018,926 )	( 5,018,926 )
Balance at December 31, 2012	<u>\$ 48,624,744</u>	<u>\$ 3,920,417</u>	<u>\$ 10,095,973</u>	<u>\$ 4,118,766</u>	<u>\$ 11,572,819</u>	<u>(\$ 1,201,113)</u>	<u>\$ 1,326,727</u>	<u>\$ 78,458,333</u>	<u>\$ 46,778,731</u>	<u>\$125,237,064</u>
<b>For the year ended December 31, 2013</b>										
Balance at January 1, 2013	\$ 48,624,744	\$ 3,920,417	\$ 10,095,973	\$ 4,118,766	\$ 11,572,819	(\$ 1,201,113)	\$ 1,326,727	\$ 78,458,333	\$ 46,778,731	\$125,237,064
Distribution of 2012 consolidated net income:										
Legal reserve	-	-	1,240,734	-	( 1,240,734 )	-	-	-	-	-
Cash dividends	6(24)	-	-	-	( 6,807,464 )	-	-	( 6,807,464 )	-	( 6,807,464 )
Stock dividends	6(22)(24)	2,917,485	-	-	( 2,917,485 )	-	-	-	-	-
Consolidated net income for 2013	-	-	-	-	12,764,241	-	-	12,764,241	7,975,721	20,739,962
Other comprehensive income for 2013	6(25)	-	-	-	( 136,968 )	2,198,960	( 225,033 )	1,836,959	1,028,349	2,865,308
Adjustment of capital reserve due to subsidiaries' adjustment of capital reserve	6(23)	-	( 10,105 )	-	-	-	-	( 10,105 )	-	( 10,105 )
Disposal of investments accounted for under the equity method	6(23)	-	( 21,171 )	-	-	-	-	( 21,171 )	-	( 21,171 )
Difference between the acquisition or disposal price and carrying amounts of subsidiaries	6(23)(34)	-	( 13,469 )	-	-	-	-	( 13,469 )	( 28,163 )	( 41,632 )
Reversal of special reserve	6(24)	-	-	( 73,062 )	73,062	-	-	-	-	-
Non-controlling interest	-	-	-	-	-	-	-	-	( 3,895,351 )	( 3,895,351 )
Balance at December 31, 2013	<u>\$ 51,542,229</u>	<u>\$ 3,875,672</u>	<u>\$ 11,336,707</u>	<u>\$ 4,045,704</u>	<u>\$ 13,307,471</u>	<u>\$ 997,847</u>	<u>\$ 1,101,694</u>	<u>\$ 86,207,324</u>	<u>\$ 51,859,287</u>	<u>\$138,066,611</u>

The accompanying notes are an integral part of these consolidated financial statements.  
See report of independent accountants dated March 28, 2014.

UNI-PRESIDENT ENTERPRISES CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Consolidated profit before tax for the year		\$ 25,282,161	\$ 19,476,659
Adjustments to reconcile net income to net cash provided by operating activities			
Income and expenses having no effect on cash flows			
Gain on financial assets at fair value through profit and loss		( 19,048 )	( 10,080 )
Provision for doubtful accounts	6(4)	34,451	144,518
Write-off of allowance for doubtful accounts	6(4)	( 172,755 )	( 73,715 )
Reversal of allowance for inventory market price decline	6(6)	( 110,367 )	( 305,755 )
Gain on disposal of available-for-sale financial assets		( 1,605,056 )	( 28,521 )
Gain on disposal of financial assets measured at cost		( 231,571 )	( 249,194 )
Impairment loss on financial assets	6(29)	57,435	3,053,255
Share of profit of associates and joint ventures accounted for under the equity method	6(11)	( 2,205,913 )	( 2,455,737 )
Cash dividends received from investments accounted for under the equity method		1,330,220	1,104,566
(Gain)loss on disposal of investments accounted for under the equity method		( 712,653 )	32,480
Depreciation on property, plant and equipment	6(12)(30)	15,371,127	13,534,031
Loss on disposal of property, plant and equipment	6(29)	212,398	180,370
Depreciation on investment properties	6(13)(30)	352,182	473,249
(Gain)loss on disposal of investment properties	6(29)	( 24,572 )	22
Impairment on non-financial assets	6(15)(29)	249,884	70,025
Amortization	6(14)(30)	291,907	243,122
Amortization of long-term prepaid rent		312,919	226,801
Interest income	6(27)	( 712,033 )	( 804,958 )
Finance costs	6(28)	2,082,438	2,014,909
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Financial assets and liabilities at fair value through profit or loss		( 3,213,168 )	1,057,464
Notes receivable		414,659	279,066
Accounts receivable		( 38,146 )	( 589,880 )
Other receivables		700,321	( 185,487 )
Inventories		( 2,051,921 )	896,485
Prepayments		( 2,028,395 )	( 409,300 )
Other current assets		( 255,489 )	( 371,605 )
Net changes in liabilities relating to operating activities			
Notes payable		20,407	26,894
Accounts payable		526,898	1,719,785
Other payables		426,239	6,304,159
Advance received		2,881,224	( 716,788 )
Other current liabilities		( 259,794 )	176,311
Accrued pension liabilities		( 262,585 )	350,925
Cash provided by generated from operations		36,643,404	45,164,076
Interest received	6(27)	712,033	804,958
Interest paid		( 2,025,595 )	( 1,884,933 )
Income tax paid		( 4,984,577 )	( 3,836,077 )
Net cash provided by operating activities		<u>30,345,265</u>	<u>40,248,024</u>

(Continued)

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

See report of independent accountants dated March 28, 2014.

**UNI-PRESIDENT ENTERPRISES CORP. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31,	
		2013	2012
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Decrease in other receivables - related parties		\$ 1,681	\$ 47,325
Decrease in other current assets - other financial assets		28,283	37,658
Increase in available-for-sale financial assets - non-current		( 1,207,517 )	( 1,604,059 )
Proceeds from disposal of available-for-sale financial assets		4,380,367	1,674,152
Return of capital from available-for-sale financial assets		184	77,361
Increase in financial assets measured at cost - non-current		( 223,503 )	( 134,238 )
Proceeds from disposal of financial assets measured at cost		460,983	266,871
Return of capital from financial assets measured at cost		81,842	100,980
Cash paid for acquisition of investments accounted for under the equity method		( 1,459,880 )	( 599,911 )
Proceeds from disposal of investments accounted for under the equity method		1,921,933	15,640
Return of capital from investments accounted for under the equity method		21,849	86,000
Cash paid for acquisition of property, plant and equipment	6(36)	( 31,674,276 )	( 23,382,315 )
Interest paid for acquisition of property, plant and equipment	6(36)	( 109,414 )	( 111,293 )
Proceeds from disposal of property, plant and equipment		1,330,206	876,211
Cash paid for acquisition of investment property	6(36)	( 485,368 )	( 88,366 )
Proceeds from disposal on investment properties		116,274	-
Increase in intangible assets	6(14)	( 457,224 )	( 545,889 )
Increase in prepayment for equipment		( 3,993,441 )	( 5,269,498 )
Increase in refundable deposits		( 234,514 )	( 271,169 )
Increase in long-term prepaid rent		( 3,571,690 )	( 999,699 )
Increase in other non-current assets		( 661,392 )	( 202,979 )
Net cash used in investing activities		( 35,734,617 )	( 30,027,218 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase(decrease) in short-term borrowings		5,698,570	( 6,746,013 )
Decrease(increase) in notes and bills payable		( 492,309 )	798,355
Decrease in other payables - related parties		-	( 55,601 )
Increase in corporate bonds payable		6,918,987	7,100,000
Decrease in corporate bonds payable		( 1,450,000 )	-
Increase in long-term borrowings		101,769,062	142,782,023
Decrease in long-term borrowings		( 99,254,914 )	( 147,586,610 )
Increase in guarantee deposit received		596,974	767,796
Decrease in other non-current liabilities		( 16,197 )	( 579,226 )
Proceeds from disposal of investments in subsidiaries		92,937	4,916,783
Payment of cash dividends		( 6,807,464 )	( 4,544,369 )
Change in non-controlling interests		( 2,867,002 )	( 4,660,278 )
Net cash provided by (used in) financing activities		4,188,644	( 7,807,140 )
Effect of foreign exchange rate changes on cash		( 1,482,043 )	( 268,499 )
Non-current assets held for sale - cash	6(7)	( 455,140 )	-
(Decrease) increase in cash and cash equivalents		( 3,137,891 )	2,145,167
Cash and cash equivalents at beginning of year	6(1)	43,945,441	41,800,274
Cash and cash equivalents at end of year	6(1)	\$ 40,807,550	\$ 43,945,441

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

See report of independent accountants dated March 28, 2014.

**Uni-President Enterprises Corp.**  
**PROFIT ALLOCATION PROPOSAL**

For the years ended December 31, 2013

Unit : NTD

Net Income for 2013	12,764,240,930
Less : 10% Legal Reserve	(1,276,424,093)
Actuarial loss on defined benefit plans	(136,967,414)
Plus : Resersal of special reserve	73,062,197
2013 Earnings Available for Distribution	11,423,911,620
Plus : Unappropriated Retained Earnings of Previous years	3,618,666,776
The adjustment to distributable profit and the amount of special reserve	(3,961,739,641)
Long-term equity investment reconciliation	950,208,540
Unappropriated Retained Earnings of Previous years (as adjusted)	607,135,675
Earnings Available for Distribution as of December 31, 2013	12,031,047,295
Distribution Items:	
Cash Dividends to Common Share Holders (NT\$ 1.5 per share)	7,731,334,483
Stock Dividends to Common Share Holders (60 shares for each 1,000 shares owned)	3,092,533,790
Unappropriated Distribution	\$ 1,207,179,022

Note :

1. Employees' bonus of NTD 1,068,486,193; Directors' & Supervisors' Remuneration of NTD 228,478,232.
2. Net income for 2013 shall be preferred in the profit distribution, and then unappropriated retained earnings of previous years would offset, if deficient.
3. The retained earnings increased to the amount NTD 51,597,370 with first-time adoption of IFRS. In accordance with the Jin-Guan-Zheng-Fa-Zi Order No.1010012865, dated April 6, 2012, the Company set aside special reserve of NTD 4,013,337,011.
4. 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**

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 2014 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 1,068,486,193 and proposed remuneration to directors and supervisors totals to NTD 228,478,232. 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 2013 are NTD 1,066,944,766 and NTD 226,040,000 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 2014.

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

1. The principles governing authorizing the Board of Directors to proceed with issuance of common stocks in connection with cash capital increase to sponsor issuance of overseas depository receipts are as follows:

- (1) The number of shares issued for the current cash 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 cash 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 2.91% of all outstanding common shares of the Company. However, the cash 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 cash 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 cash 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 cash 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 cash 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 cash capital increase to sponsor issuance of overseas depository receipts, the President of 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 the cash capital increase through the 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 the cash capital increase is undertaken by the book building method, ten to fifteen percent of new shares issued through the cash 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 cash capital increase was effected through a public tender, besides retaining ten to fifteen percent of the new shares issued through the cash 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 cash 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 Articles of Company's**  
**Operational Procedures for Acquisition and Disposal of Assets**

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 1	The acquisition or disposal of assets by the Company shall be done in accordance with this Procedure in addition to the "Regulations Governing the Acquisition or Disposal of Assets by Public Companies" promulgated by the Financial Supervisory Commission of the <u>Executive Yuan</u> (hereinafter the "FSC") and any other laws and regulations.	The acquisition or disposal of assets by the Company shall be done in accordance with this Procedure in addition to the "Regulations Governing the Acquisition or Disposal of Assets by Public Companies" promulgated by the Financial Supervisory Commission (hereinafter the "FSC") and any other laws and regulations.	Some of the wordings were revised.
Article 2	The term "assets" as used in this Procedure include the following: 1. Investment including stocks, government bonds, corporate bonds, financial bonds, fund securities, deposit certificates, warrants for purchase (sale) of shares, beneficiary securities and asset based securities. 2. Real estate and <u>other fixed assets</u> .  3. Membership. 4. Intangible assets such as patent right, copyright, trademark right, license. 5. Creditor right of financial institution (including accounts receivable, foreign exchange discounting and debt release and collection). 6. Derivative products. 7. Assets acquired or disposed of pursuant to legal merger, split, acquisition or transfer of shares. 8. Other important assets.	The term "assets" as used in this Procedure include the following: 1. Investment including stocks, government bonds, corporate bonds, financial bonds, fund securities, deposit certificates, warrants for purchase (sale) of shares, beneficiary securities and asset based securities. 2. Real estate ( <b><u>including land, houses and buildings, investment property, rights to use land, and construction enterprise inventory) and equipment.</u></b> 3. Membership. 4. Intangible assets such as patent right, copyright, trademark right, license. 5. Creditor right of financial institution (including accounts receivable, foreign exchange discounting and debt release and collection). 6. Derivative products. 7. Assets acquired or disposed of pursuant to legal merger, split, acquisition or transfer of shares. 8. Other important assets.	Scope amendments according to article 3 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission.

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 3	<p>Terms under this Procedure are defined as follows:</p> <p>1. Derivative products: .....</p> <p>2. Asset acquired or disposed through merger, split, acquisition or transfer of shares in accordance with law means asset acquired or disposed in accordance with the Enterprise Merger and Acquisition Act, Financial Holding Company Law, Financial Institutions Merger Law and other laws, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156, section 6 of the Company Act.</p> <p>3. Related party: <u>as defined by the Financial Accounting Standard No. 6 published by the Accounting Research and Development Foundation (hereinafter the "Accounting Foundation").</u></p> <p>4. <u>Subsidiary: as defined by the Financial Accounting Standards No. 5 and 7 published by the Accounting Foundation.</u></p> <p>5. Professional appraiser: means a real estate appraiser or other person authorized to perform appraisal activities for real estate and <u>other fixed assets</u> in accordance with law.</p> <p>6. Date of occurrence: means the transaction contract signature date, payment date, entrusted closing date, transfer registration date, date of board resolution or other date on which the transaction counterparty or the transaction amount is determined, whichever is earlier. However, for any investment that requires approval by the government authority, such date shall be the above-mentioned date or the date on which the approval from the governing authority is received, whichever is earlier.</p> <p>7. Investment in the Mainland Area: means any investment in Mainland China in accordance with the Rules Governing the Approval for Investment or Technical Cooperation in Mainland Area by the Investment Commission of the Ministry of Economic Affairs.</p>	<p>Terms under this Procedure are defined as follows:</p> <p>1. Derivative products: .....</p> <p>2. Asset acquired or disposed through merger, split, acquisition or transfer of shares in accordance with law means asset acquired or disposed in accordance with the Enterprise Merger and Acquisition Act, Financial Holding Company Law, Financial Institutions Merger Law and other laws, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156, section 8 of the Company Act.</p> <p>3. Related party <b><u>or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports.</u></b></p> <p>4. Professional appraiser: means a real estate appraiser or other person authorized to perform appraisal activities for real estate and <b><u>equipment</u></b> in accordance with law.</p> <p>5. Date of occurrence: means the transaction contract signature date, payment date, entrusted closing date, transfer registration date, date of board resolution or other date on which the transaction counterparty or the transaction amount is determined, whichever is earlier. However, for any investment that requires approval by the government authority, such date shall be the above-mentioned date or the date on which the approval from the governing authority is received, whichever is earlier.</p> <p>6. Investment in the Mainland Area: means any investment in Mainland China in accordance with the Rules Governing the Approval for Investment or Technical Cooperation in Mainland Area by the Investment Commission of the Ministry of Economic Affairs.</p>	<p>Adjust per the amendments to the item numbers of Article 156 of the Company Law according to article 4 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission.</p> <p>Amend the criteria governing identification of stakeholders and subsidiaries according to article 4 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission.</p> <p>Some of the wordings were revised and section adjustment according to article 4 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission.</p> <p>Section adjustment.</p> <p>Section adjustment.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 4	<p>Assessment Procedure:</p> <p>1. When the Company acquires or disposes of any <u>long-term</u> or <u>short-term</u> securities <u>investment</u> or engages in any transaction of derivative products, the finance department shall perform an analysis of relevant return and evaluate possible risks. For any acquisition or disposal of real estate or <u>other assets</u>, each division shall draft prior capital expenditure plan and perform feasibility evaluation about the purpose and expected return of the acquisition or disposal. If real estate is to be acquired from a related party, evaluation of the reasonableness of transactional conditions shall be performed in accordance with Chapter II of this Procedure.</p> <p>2. To acquire or dispose securities, the Company shall, prior to the commencement of such acquisition or disposal, obtain the financial statements of the issuing company for the most recent period audited and certified or reviewed by a certified public accountant (“CPA”) or other relevant information, for reference in appraising the transaction price. If the transaction amount reaches 20% of the Company’s paid-in capital or three hundred million NT dollars (NT\$300,000,000) or more, the Company shall, prior to the commencement of such acquisition or disposal, consult with a CPA for his opinion regarding the reasonability of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with provisions specified in the Statement of Auditing Standards NO. 20 published by <u>the Accounting Research and Development Foundation (“ARDF”)</u>. However, the requirement does not apply to securities publicly offered in an active market or where otherwise provided by regulations of the Financial Supervisory Commission (“FSC”).</p>	<p>Assessment Procedure:</p> <p>1. When the Company acquires or disposes of any securities or engages in any transaction of derivative products, the finance department shall perform an analysis of relevant return and evaluate possible risks. For any acquisition or disposal of real estate or <b><u>equipment</u></b>, each division shall draft prior capital expenditure plan and perform feasibility evaluation about the purpose and expected return of the acquisition or disposal. If real estate is to be acquired from a related party, evaluation of the reasonableness of transactional conditions shall be performed in accordance with Chapter II of this Procedure.</p> <p>2. To acquire or dispose securities, the Company shall, prior to the commencement of such acquisition or disposal, obtain the financial statements of the issuing company for the most recent period audited and certified or reviewed by a certified public accountant (“CPA”) or other relevant information, for reference in appraising the transaction price. If the transaction amount reaches 20% of the Company’s paid-in capital or three hundred million NT dollars (NT\$300,000,000) or more, the Company shall, prior to the commencement of such acquisition or disposal, consult with a CPA for his opinion regarding the reasonability of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with provisions specified in the Statement of Auditing Standards NO. 20 published by <b><u>the Accounting Research and Development Foundation (hereinafter the “Accounting Foundation”)</u></b>. However, the requirement does not apply to securities publicly offered in an active market or where otherwise provided by regulations of the Financial Supervisory Commission (“FSC”).</p>	<p>Some of the wordings were revised.</p> <p>Some of the wordings were revised.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>3. In acquiring or disposing of real property or <u>other fixed assets</u> where the transaction amount reaches 20 percent of the Company's paid-in capital or three hundred million NT dollars (NT\$300,000,000) or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of <u>machinery</u> and equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1).....  (2).....  (3).....  (4).....</p> <p>4. Where the Company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the Company shall engage a CPA prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p> <p>5. The calculation of the transaction amounts referred to in the preceding three Articles shall be done 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. <u>Items</u> for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>6. ....</p>	<p>3. In acquiring or disposing of real property or <u>equipment</u> where the transaction amount reaches 20 percent of the Company's paid-in capital or three hundred million NT dollars (NT\$300,000,000) or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1).....  (2).....  (3).....  (4).....</p> <p>4. Where the Company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, <u>unless transacting with a government agency</u>, the Company shall engage a CPA prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p> <p>5. The calculation of the transaction amounts referred to in the preceding three Articles shall be done 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. <u>The procedures</u> for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>6. ....</p>	<p>Some of the wordings were revised according to article 9 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission.</p> <p>Add the paragraph stating that it is not necessary to ask an independent auditor to issue an opinion about reasonability of trading value according to article 9 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" promulgated by Financial Supervisory Commission.</p> <p>Some of the wordings were revised.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>7.The price determination manner and basis of reference for the Company’s acquisition or disposal of assets shall, in addition to the professional price appraisal and opinions of relevant experts such as the accountant pursuant to the above provisions, be in compliance with the following:</p> <p>(1).....</p> <p>(2).....</p> <p>(3).....</p> <p>(4) For the acquisition or disposal of real estate or <u>other fixed assets</u>, the price shall be determined in reference to the current value under public announcement, appraised current value, actual closing price or book value of real estate in the vicinity and suppliers’ price proposals. If the real estate is purchased from a related party, calculation shall first be made in accordance with Chapter II hereof in order to evaluate whether the transaction price is reasonable.</p> <p>(5).....</p> <p>(6).....</p> <p>8. ....</p>	<p>7.The price determination manner and basis of reference for the Company’s acquisition or disposal of assets shall, in addition to the professional price appraisal and opinions of relevant experts such as the accountant pursuant to the above provisions, be in compliance with the following:</p> <p>(1).....</p> <p>(2).....</p> <p>(3).....</p> <p>(4) For the acquisition or disposal of real estate or <b><u>equipment</u></b>, the price shall be determined in reference to the current value under public announcement, appraised current value, actual closing price or book value of real estate in the vicinity and suppliers’ price proposals. If the real estate is purchased from a related party, calculation shall first be made in accordance with Chapter II hereof in order to evaluate whether the transaction price is reasonable.</p> <p>(5).....</p> <p>(6).....</p> <p>8. ....</p>	<p>Some of the wordings were revised.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 5	<p>Processing Procedure:</p> <p>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:</p> <p>(1) Securities:</p> <p>i. ....</p> <p>ii. ....</p> <p>(2) Real property or <u>other fixed assets</u>: Acquisition or disposal of real property or <u>other fixed assets</u> for which the transaction amount reaches three hundred million NT dollars (NT\$300,000,000) or above shall be submitted to the Board of Directors for discussion and recognition. Except parcels of land which shall be investigated in detail and assessed by the Administrative Service Department and submitted to the General Manager for approval, a capital expense plan shall be drafted by relevant department for the acquisition of all other real properties or fixed assets. For transactions worth more than two hundred thousand NT dollars (NT\$200,000), a benefit assessment report shall be provided for the Technical Team’s review and approval. When a fund is to be used, the request for approval of fund usage shall also be submitted for the approval of all levels of supervisors according to the approval authorization and the request will be proceeded with in accordance with the purchase procedures. For the disposal of the same, the utilizing department shall fill in the asset variation notice or submit as a project for approval, and the disposal thereof will be proceeded with upon approval of parties with approval authorization.</p> <p>(3).....</p> <p>(4) Acquisition or disposal of <u>real property or other fixed assets</u> from or to a related party: Such shall be proceeded with pursuant to Chapter 2 of these Handling Procedures.</p> <p>(5).....</p> <p>(6).....</p>	<p>Processing Procedure:</p> <p>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:</p> <p>(1) Securities:</p> <p>i. ....</p> <p>ii. ....</p> <p>(2) Real property or <b>equipment</b>: Acquisition or disposal of real property or <b>equipment</b> for which the transaction amount reaches three hundred million NT dollars (NT\$300,000,000) or above shall be submitted to the Board of Directors for discussion and recognition. Except parcels of land which shall be investigated in detail and assessed by the Administrative Service Department and submitted to the General Manager for approval, a capital expense plan shall be drafted by relevant department for the acquisition of all other real properties or fixed assets. For transactions worth more than two hundred thousand NT dollars (NT\$200,000), a benefit assessment report shall be provided for the Technical Team’s review and approval. When a fund is to be used, the request for approval of fund usage shall also be submitted for the approval of all levels of supervisors according to the approval authorization and the request will be proceeded with in accordance with the purchase procedures. For the disposal of the same, the utilizing department shall fill in the asset variation notice or submit as a project for approval, and the disposal thereof will be proceeded with upon approval of parties with approval authorization.</p> <p>(3).....</p> <p>(4) Acquisition or disposal of assets from or to a related party: Such shall be proceeded with pursuant to Chapter 2 of these Handling Procedures.</p> <p>(5).....</p> <p>(6).....</p>	<p>Some of the wordings were revised.</p> <p>Some of the wordings were revised.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>2. The execution department of the Company for <u>long term or short term securities investments</u> and transactions regarding derivative products is the Department of Finance and Accounting and staffs approved by the General Manager. The execution department for real property and other assets is the departments using such real property or assets and other relevant departments with authorization. The execution department for merger, demerger, acquisition, or transfer of shares shall be the departments approved by the General Manager. After the acquisition or disposal of an asset is evaluated and approved in accordance with relevant rules, the execution department shall proceed with the transaction procedures, including making contracts, collecting and paying, deliver and inspection and acceptance, and handle the same based on the nature of the asset in accordance with procedures regarding internal control related matters. Furthermore, transactions involving a related party, engaging in transactions of derivative products and merger, demerger, acquisition or transfer of shares shall also be proceeded in accordance with Chapter 2 ~ Chapter 4 of these Handling Procedures.</p>	<p>2. The execution department of the Company for <b><u>acquisition and disposal of</u></b> securities and transactions regarding derivative products is the Department of Finance and Accounting and staffs approved by the General Manager. The execution department for real property and other assets is the departments using such real property or assets and other relevant departments with authorization. The execution department for merger, demerger, acquisition, or transfer of shares shall be the departments approved by the General Manager. After the acquisition or disposal of an asset is evaluated and approved in accordance with relevant rules, the execution department shall proceed with the transaction procedures, including making contracts, collecting and paying, deliver and inspection and acceptance, and handle the same based on the nature of the asset in accordance with procedures regarding internal control related matters. Furthermore, transactions involving a related party, engaging in transactions of derivative products and merger, demerger, acquisition or transfer of shares shall also be proceeded in accordance with Chapter 2 ~ Chapter 4 of these Handling Procedures.</p>	<p>Some of the wordings were revised.</p>
<p>Article 6</p>	<p>Procedures of Public Announcement and Report:  1.For the Company to acquire or dispose assets, if any of the following occurs, the Company shall proceed with the public announcement and report on the website designated by the FSC within two (2) days starting immediately from the day such even occurs according to the nature of the event, in the format and with contents prescribed.  (1) Acquire or dispose of real property from or to a related party, or 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 NT\$300 million or more, excluding trading of government bonds or bonds under repurchase or <u>resale agreements</u>.  (2).....  (3).....</p>	<p>Procedures of Public Announcement and Report:  1.For the Company to acquire or dispose assets, if any of the following occurs, the Company shall proceed with the public announcement and report on the website designated by the FSC within two (2) days starting immediately from the day such even occurs according to the nature of the event, in the format and with contents prescribed.  (1) Acquire or dispose of real property from or to a related party, or 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 NT\$300 million or more, excluding trading of government bonds or bonds under repurchase or resale agreements, <b><u>or subscription or redemption of domestic money market funds</u></b>.  (2).....  (3).....</p>	<p>Add the circumstances exempted from public announcement according to article 30 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” promulgated by Financial Supervisory Commission.</p>

Article No.	Current Provision	Provision After Proposed Amendments	Explanation
	<p>(4) Where an asset transaction other than any of those referred to in the preceding three subsections, or an investment in Mainland China area reaches 20 percent or more of paid-in capital or three hundred million NT dollars (NT\$300,000,000); provided, this shall not apply to the following circumstances:</p> <p>i. Trading of government bonds.</p> <p>ii. <u>Trading of bonds under repurchase or resale agreements.</u></p> <p>iii. Where the type of asset acquired or disposed is equipment/<u>machinery</u> for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.</p> <p>iv. Where land is acquired under an arrangement on engaging others to build on the company's own land, build on the rented land joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction is less than NT\$500 million.</p> <p>2. ....</p> <p>3. ....</p> <p>4. ....</p> <p>5. ....</p>	<p>(4) Where an asset transaction other than any of those referred to in the preceding three subsections, or an investment in Mainland China area reaches 20 percent or more of paid-in capital or three hundred million NT dollars (NT\$300,000,000); provided, this shall not apply to the following circumstances:</p> <p>i. Trading of government bonds.</p> <p>ii. Trading of bonds under repurchase or resale agreements, <u>or subscription or redemption of domestic money market funds.</u></p> <p>iii. Where the type of asset acquired or disposed is equipment for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.</p> <p>iv. Where land is acquired under an arrangement on engaging others to build on the company's own land, build on the rented land joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction is less than NT\$500 million.</p> <p>2. ....</p> <p>3. ....</p> <p>4. ....</p> <p>5. ....</p>	<p>Some of the wordings were revised according to article 30 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” promulgated by Financial Supervisory Commission.</p>
Article 11	<p>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) . 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. ....</p> <p>2. ....</p> <p>3. ....</p> <p>4. ....</p> <p>5. ....</p> <p>6. ....</p> <p>7. ....</p>	<p>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, <u>except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds,</u> 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) . 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. ....</p> <p>2. ....</p> <p>3. ....</p> <p>4. ....</p> <p>5. ....</p> <p>6. ....</p> <p>7. ....</p>	<p>Add the circumstances exempted from submissions to the audit committee and board of directors for ratification according to article 14 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” promulgated by Financial Supervisory Commission.</p>



Article No.	Current Provision	Provision After Proposed Amendments	Explanation
Article 12	<p>Assessment on Reasonableness of Transaction Conditions:</p> <p>When the Company acquires real estate from a related party, the reasonableness of the transaction cost shall be evaluated in the following manners and an accountant shall be engaged to verify the result and provide substantial opinion, unless the related party acquired the real estate pursuant to succession or gift, or five years have lapsed since the time when the related party signed a contract for <u>the acquisition of such real estate and the date of signature for this transaction</u>, or the related party acquired the real estate pursuant to signature of a contract for joint construction with others.</p> <p>1. .... 2. .... 3. ....</p>	<p>Assessment on Reasonableness of Transaction Conditions:</p> <p>When the Company acquires real estate from a related party, the reasonableness of the transaction cost shall be evaluated in the following manners and an accountant shall be engaged to verify the result and provide substantial opinion, unless the related party acquired the real estate pursuant to succession or gift, or five years have lapsed since the time when the related party signed a contract for the acquisition of such real estate and the date of signature for this transaction, <b><u>or through engaging a related party to build real property, either on the company's own land or on rented land</u></b>, or the related party acquired the real estate pursuant to signature of a contract for joint construction with others.</p> <p>1. .... 2. .... 3. ....</p>	<p>Add the circumstances under which an evaluation of the reasonability of trading costs shall not apply according to article 15 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” promulgated by Financial Supervisory Commission.</p>
Article 17	<p>Regular Evaluation Method and Handling of Abnormal Situations:</p> <p>1. .... 2. .... 3. The president or senior executive authorized by the board of directors shall manage transactions of derivative products based on the following principles: (1) Regularly evaluate whether the risk management measures currently used are appropriate and ensure that the relevant provisions under the “Rules Governing the Acquisition and Disposal of Asset” established by the <u>Securities and Futures Commission</u> and this Procedure are complied with. (2) Monitor transaction and profit and loss situations. Take necessary corresponding measures if any anomaly is discovered and report immediately to the board of directors. 4. ....</p>	<p>Regular Evaluation Method and Handling of Abnormal Situations:</p> <p>1. .... 2. .... 3. The president or senior executive authorized by the board of directors shall manage transactions of derivative products based on the following principles: (1) Regularly evaluate whether the risk management measures currently used are appropriate and ensure that the relevant provisions under the “Rules Governing the Acquisition and Disposal of Asset” established by the <b><u>Financial Supervisory Commission</u></b> and this Procedure are complied with. (2) Monitor transaction and profit and loss situations. Take necessary corresponding measures if any anomaly is discovered and report immediately to the board of directors. 4. ....</p>	<p>Some of the wordings were revised.</p>

**Amend the positions currently assumed by some corporate directors’  
representatives of the Company and the positions concurrently held by such  
representatives with other companies.**

As of 05/12/2014

Name	Current Position with Other Companies
Kao Chyuan Inv. Co., Ltd. Representative: Chih-Hsien Lo	<p><b>Chairman of :</b></p> Uni-President Enterprises Corp., President Chain Store Corp., Ton Yi Industrial Corp., TTET Union Corp., Presco Netmarketing Inc., President Packaging Corp., Uni-President Dream Parks Corp., Kai Yu Investment Co., Ltd., Kai Nan Investment Co., Ltd., Uni-OAO Travel Service Corp., President International Development Corp., Xin-Ya Enterprises Corp., Tung-Hsiang Enterprises Corp., Tung-Shun Enterprises Corp., President Natural Industrial Corp., President Century Corp., Sanshui Jianlibao Commerce Co., Ltd., Uni-President China Holdings Ltd. (Cayman), President Enterprises (China) Investment Co., Ltd., Tong Ren Corp., Changjiagang President Nisshin Food Co., Ltd., Shanxi President Enterprises Corp., 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., 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., Uni-President Enterprises (Shanghai) Managment Consulting Co., Ltd., Shijiezhuanng President Enterprise Co., Ltd., Hainan President Enterprise Co., Ltd, Wuxue President Mineral Water Co., Ltd., Jinan President Enterprise Co., 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., Henan President Enterprises Co., Ltd., Jangsu President Enterprises Co., Ltd.,

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	<p>Uni-President Enterprises (ChangBai Mountain jilin) Mineral Water Co., Ltd., Uni-President Enterprises (Shanghai) Co., Ltd., Uni-President Enterprises (Kunshan) Food Tecknology Co., Ltd., Uni-President Enterprises (Ningxia) Co., Ltd., Uni-President Enterprises (Inner Mongolia) Co., Ltd., Beijing Uni-President Enterprise (Beijing) Drink&amp;Food Co., Ltd., Uni-President Enterprises (Shanxi) Co., Ltd., Uni-President Enterprise (Hutubi) Tomato Products Technology CO., Ltd., Uni-President (Vietnam) Co., Ltd., Uni-President (Thailand) Ltd., Uni-President (Philippines) Corp.</p> <p><b>Vice Chairman of :</b>  Prince Housing Development Corp., President Nisshin Corp., Yantai North Andre Juice Co., Ltd., Jinmailang Beverage (Beijing) Co., Ltd., Zhejiang Uni-Champion Logistics Development Co., Ltd., Time Square International Co., Ltd.</p> <p><b>Director of :</b>  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., Tone Sang Construction Corp., Tait Marketing &amp; Distribution Co., Ltd., Weilih Food Corp., Retail Support International Corp., Tong Yu Investment Corp., President Coffee Corp., Kuang Chuan Dairy Co., Ltd., Kuang Chuan Foods Co., Ltd., Scino Pharm Taiwan Ltd., PK Venture Capital Corp., Uni-President Glass Industrial Co., Ltd., Presicarre Corp., Ming Da Enterprises Co., Ltd., Keng Ting Enterprises Co., Ltd., Cheng-Shi Investment Holding Co., Prince Property Management Consulting Co., Prince Corp., Uni-Splendor Corp., Tainan Spinning Retail &amp; Distribution Co., Ltd., Uni-President Dream Parks Corp. Shanhai, President Kikkoman Zhenji Foods Co., Ltd., Uni-President International (HK) Co., Ltd., Champ Green Capital Limited, Champ Green (Shanghai) Consulting Co., Ltd., Uni-President Enterprises (Kunshan) Real Estate Development Co., Ltd., PCS (Labuan) Holdings Ltd., Uni-President Southeast Asia Holdings Ltd., President Energy Development (Cayman Islands) Ltd., PT ABC President Indonesia, Uni-President Asia Holdings Ltd., President Packing Holdings Ltd., Cayman President Holdings Ltd., Kai Yu(BVI) Investment Co., Ltd.</p>

Name	Current Position with Other Companies
	<p><b>Supervisor of :</b> Kao Chyuan Inv. Corp.</p> <p><b>President of :</b> Uni-President Enterprises Corp., Presco Netmarketing Inc., Kai Yu Investment Co., Ltd., Kai Nan Investment Co., Ltd.</p>
<p>Kao Chyuan Inv. Co., Ltd. Representative: Shiow-Ling Kao</p>	<p><b>Chairman of :</b> Kao Chyuan Inv. Corp., President Being Corp., President Fair Development Corp., President Pharmaceutical Corp., President Pharmaceutical Corp., President (Sanghai) Health Product Trading Company Ltd.</p> <p><b>Director of :</b> President Chain Store Corp., Ton Yi Industrial Corp., Scino Pharm Taiwan Ltd., President International Development Corp., President Drugstore Business Corp., Uni-President Development Corp., Prince Housing &amp; Development Corp., President Securities Corp., Time Square International Co., Ltd.</p> <p><b>President of :</b> Kao Chyuan Inv. Corp.</p>
<p>Joyful Investment Co., Ltd. Representative: Kao-Huei Cheng</p>	<p><b>Chairman of :</b> Tainan Spinning Co., Ltd., Nan Fan Housing Development Co., Ltd., Scino Pharm Taiwan Ltd., Ming Da Enterprises Co., Ltd., Tainan Spinning Retail &amp; Distribution Co., Ltd., Prince Housing Development Corp., Don-Fung Corp., Cheng-Shi Investment Holding Co., Time Square International Co., Ltd., Prince Property Management Consulting Co., Prince Corp.</p> <p><b>Director of :</b> Uni-President Enterprises Corp., President International Development Corp., Southern Taiwan University of Tech., Keng Ting Enterprises Co., Ltd., Universal Venture Capital Investment Corp., Joyful Investment Co., Ltd., Uni-President Assets Management Co., Ltd., President Fair Development Corp., Nan Fan Development Corp., President Securities Corp., Uni-President Development Corp., The Splendor Hotel Taichung, Tainan Spinning Co., Ltd. (VN), Tainan Textile Co., Ltd.</p>