

**Uni-President Enterprises Corp.**  
**Handbook for the 2014 General Shareholders Meeting**  
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**Uni-President Enterprises Corp.**  
**Handbook for the 2014 General Shareholders Meeting**

Time: Thursday, 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.)

**Meeting Agenda**

- I Call the meeting to order (report shareholdings of the attendances)
- II Chairperson remarks
- III Company Reports:
  - Motion 1 : 2013 Business report.
  - Motion 2 : Audit Committee's review report on the 2013 financial statements.
  - Motion 3 : Total endorsements/guarantees provided by the Company to investees.
  - Motion 4 : Status report of corporate bond issuance by the Company.
- IV Proposals:
  - Motion 1 : Adoption of the 2013 business reports and financial statements which have been approved by resolution of the 5th meeting of the 16th term of board of directors on 28 March 2014 and examined by Audit Committee.
  - Motion 2 : Adoption of the proposal for distribution of 2013 profits.
- V Discussion:
  - Motion 1 : For 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.
  - Motion 2 : To increase working capital, repay bank loan or fulfill future fund demands, the Company proposes to raise capital in cash through issuance of common stock and participation in DR, or by capital increase in cash domestically based on market condition and the Company's operating performance.
  - Motion 3 : Amendment to the Company's Operational Procedures for Acquisition and Disposal of Assets.
  - Motion 4 : Deletion of the non-competition promise ban imposed upon the Company's directors according to Article 209, Company Law.
- VI Questions and Motions
- VII Adjournment

## I Call the meeting to order

## II Chairperson remarks

## III Company Reports

Motion 1: 2013 Business Report.

Explanation : Please refer to pages7~8 (Attachment 1) of the Meeting Handbook for the Company's 2013 business report.

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

Explanation : 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 7~26 of the Meeting Handbook.

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

Explanation : Total endorsements and guarantees by the Company to the investees pursuant to the Company's "Operational Procedures for Endorsements and Guarantees" have totaled 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.

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

Explanation:

- 1.The Company issued the first domestic unsecured ordinary corporate bonds in the amount of 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

Motion 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)

Explanation: Please refer to pages 7~25 of the Meeting Handbook 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:

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

Explanation:

- 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 26 of the Meeting Handbook 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 27 of the Meeting Handbook for the impact of stock dividend issuance on the Company's operating performance, earnings per share and shareholders' rate of return.

Resolution:

## V Discussion

Motion 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)

Explanation:

- 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:

Motion 2: To increase the operation funds, repay mortgages facilitated by banks, or respond to capital needs for future development, the Company intends to raise funds by issuing common stocks in connection with 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)

Explanation:

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 28~30 of the Meeting Handbook.

### Resolution:

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

### Explanation:

1. It is proposed to amend the 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 31~39 of the Meeting Handbook for details.
3. Please refer to Appendix 1 on page 43~57 of the Meeting Handbook for the original clauses.

### Resolution:

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

Explanation:

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 40~42 of the Meeting Handbook.

Resolution :

## **VI Questions and Motions**

## **VII Adjournment**



## **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>								
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 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								Non-controlling interest	Total equity
		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		
<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 <u>or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports.</u></p> <p>4. Professional appraiser: means a real estate appraiser or other person authorized to perform appraisal activities for real estate and <u>equipment</u> 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 <b><u>equipment</u></b> 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, <b><u>unless transacting with a government agency,</u></b> 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. <b><u>The procedures</u></b> 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>equipment</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, <b><u>or subscription or redemption of domestic money market funds.</u></b></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, <b><u>except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds,</u></b> 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.,

Name	Current Position with Other Companies
	<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>

**Uni-President Enterprises Corp.****Operational Procedures for Acquisition and Disposal of Assets**

Amended on 25 June 2013

**Chapter 1 General**

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 Executive Yuan (hereinafter the “FSC”) and any other laws and regulations.

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 other fixed assets.
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.

Article 3. Terms under this Procedure are defined as follows:

1. Derivative products: means a forward contract, option contract, futures contract, leverage deposit contract, swap contract the value of which derives from products such as asset, interest rate, foreign exchange rate, index or other interest and any contract combining several of the above products. Forward contract does not include insurance contract, contract performance agreement, after-sale service contract, long-term leasing contract and long-term product purchase (sale) contract.
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.
3. Related party: as defined by the Financial Accounting Standard No. 6 published by the Accounting Research and Development Foundation (hereinafter the “Accounting Foundation”).
4. Subsidiary: as defined by the Financial Accounting Standards No. 5 and 7 published by the Accounting Foundation.
5. Professional appraiser: means a real estate appraiser or other person authorized to perform appraisal activities for real estate and other fixed assets in accordance with law.
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.

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.

#### Article 4. Assessment Procedure:

1. When the Company acquires or disposes of any long-term or short-term securities investment 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 other assets, 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.
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 the Accounting Research and Development Foundation (“ARDF”). 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”).
3. In acquiring or disposing of real property or other fixed assets 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 machinery 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:
  - (1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.
  - (2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
  - (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
    - i. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
    - ii. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

- (4) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
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.
  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. Items 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.
  6. For assets acquired or disposed by the Company through court auction procedures, the Company may provide evidencing documents as the substitute for the appraisal report or the CPA's opinion.
  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:
    - (1) For the acquisition or disposal of securities that are already traded on any centralized trading market or over-the-counter trading center, the price shall be determined based on the price of the stock or bond at the time of trading.
    - (2) For the acquisition or disposal of securities that are not traded on any centralized trading market or over-the-counter trading center, the price shall be determined in consideration of the net value per share, technical and profit-making capabilities, future development potential, market interest rate, face value interest rate of the bond and debtor's creditworthiness, etc. and also in reference to the latest closing price at that time.
    - (3) For the acquisition or disposal of membership, the price shall be determined in consideration of the return that may be generated and in reference to the latest closing price at the time. For the acquisition or disposal of intangible assets such as patent right, copyright, trademark right and license right, the price shall be determined in reference to international or market practice, remaining life and the impact on the Company's technology and business.
    - (4) For the acquisition or disposal of real estate or other fixed assets, 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.
    - (5) Company business requirements shall be taken into consideration for the engagement of transactions of derivative products. Then reference shall be made to the trading situation of the relevant product and the trading situation of Taiwanese stocks and the stock markets in South Eastern Asian countries and European and American markets, as well as evaluation reports by reputable financial institutions that has dealings with the Company about the future trend of the stock market, foreign exchange rate and interest rate. The above-mentioned information shall be consolidated before a decision can be made about the appropriate undertaking timing, undertaken products and undertaken amounts.

- (6) In performing a merger, split, acquisition or transfer of shares, the nature of business, net value per share, asset value, technical and profit-making capabilities, production capacity and future growth potential shall be taken into consideration.
8. When the Company performs a merger, split, acquisition or transfer of shares, prior to convening a board meeting to pass a resolution, accountant, attorney or securities underwriter shall be engaged to provide opinions about the reasonableness of the share swap proportion, acquisition price or cash or other property distributed to the shareholders and such opinions shall be submitted to the board of directors for discussion and approval.

#### Article 5. Processing Procedure:

1. The Company shall proceed with the acquisition or disposal of assets specified in Article 2 of these Handling Procedures in accordance with the following rules:
  - (1) Securities:
    - i. For any purchase and sale of securities that are not traded on the centralized trading market or over-the-counter trading center with the sale and purchase amount of 10 million NT Dollars or lower, the president shall be authorized to make decisions. For any amount exceeding 10 million NT Dollars (inclusive), the president shall submit the proposal to the board of directors for discussion or ratification. The relevant procedure shall be carried out by the finance department.
    - ii. The President is authorized to make decisions on the acquisition or disposal of securities traded through a stock exchange or over-the-counter market with the Finance Department delegated to carry out the relevant procedures through a stock exchange or over-the-counter market based on the market value of the securities at that time and have the decisions submitted to and ratified at the next board of directors' meeting.
  - (2) Real property or other fixed assets: Acquisition or disposal of real property or other fixed assets 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.
  - (3) Derivative products: Transactions of derivative products shall be done in accordance with relevant provisions under Chapter III hereof.
  - (4) Acquisition or disposal of real property or other fixed assets from or to a related party: Such shall be proceeded with pursuant to Chapter 2 of these Handling Procedures.
  - (5) Merger, split, acquisition or transfer of shares: Relevant procedures shall be carried out and relevant information shall be prepared in accordance with Chapter IV hereof. Any merger, split or acquisition shall be subject to prior approval by resolution of shareholders meeting. However, if other laws provide that no shareholder resolution is necessary, it may be waived. Any transfer of shares shall be subject to prior approval by the board of directors.



- (6)Others: To be carried out in accordance with internal control system and decision making authorization. In case of any event under Article 185 of the Company Law, prior approval by resolution of shareholders meeting shall be obtained.
2. The execution department of the Company for long term or short term securities investments 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.

Article 6. 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.
- (2) Engage in merger, demerger, acquisition or transfer of shares.
- (3)Engage in transactions of derivative products where the loss thereof reaches the ceiling amount for loss of all or individual contract as specified in these Handling Procedures.
- (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:
- i. Trading of government bonds.
  - ii. Trading of bonds under repurchase or resale agreements.
  - iii. Where the type of asset acquired or disposed is equipment/machinery for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.
  - 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.
2. The amount of transactions specified in the preceding section shall be calculated as follows:
- (1) The amount of an individual transaction.
  - (2) The accumulative transaction amount of acquisition or disposal of the same type of underlying asset with the same counterparty within the preceding year.
  - (3) The accumulative transaction amount of real property acquired or disposed under the same development project within the preceding year (with acquisition and disposal calculating separately).

(4)The accumulative transaction amount of the same security acquired or disposed within the preceding year (with acquisition and disposal calculating separately).

The aforesaid “the preceding” year period shall mean the one (1) year period immediately preceding the date of occurrence of the current transaction, and items duly announced in accordance with the Handling Procedures need not be counted toward the transaction amount.

3. With regard to transactions of derivative products carried out by the Company and its subsidiaries which are not publicly listed companies in the R.O.C., the Company shall file information designated by the FSC as of the end of the previous month on the website under the format shown in the attachment (Attachment 7-1) on a monthly basis by the tenth day of each month.
4. If any item subject to the requirement of public announcement is erroneous or missing and needs to be corrected, all items shall be re-filed for public announcement.
5. After a transaction is filed for public announcement in accordance with the rules, in case of any of the following, relevant information shall be filed for public announcement on the website designated by the FSC within two days from the occurrence of the fact:
  - (1) Change, termination, or rescission of a contract signed in regard to the original transaction.
  - (2) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
  - (3) Any change to the original publicly announced and reported information.

#### Article 7. Scope and Amount of Investment:

1. The total amount of real estate acquired by the Company for non-operational use shall not exceed fifty percent of the shareholder’s equity. The total amount of securities acquired shall not exceed one hundred and fifty percent of shareholder’s equity. Acquisition of any individual security shall not exceed thirty percent of shareholder’s equity. This provision shall not be applicable if there is approval by resolution of the shareholders meeting.
2. Amount limit for investments made by each subsidiary shall be subject to the following:
  - (1) The total amount of real estate purchased for non-operational use by any subsidiary that is not a professional investor shall not exceed fifty percent of its capital amount or shareholder’s equity (whichever is higher), the total amount of securities purchased not to exceed one hundred and fifty percent of its capital amount or shareholder’s equity (whichever is higher) and the amount of investment in any individual security not to exceed fifty percent of its capital amount or shareholder’s equity (whichever is higher).
  - (2) The total of real estate purchased for non-operational use by any subsidiary that is a professional investor shall not exceed fifty percent of its total asset, the total amount of securities not to exceed one hundred percent of its total asset and investment in any individual security not to exceed one hundred percent of its total asset.
  - (3) If the investment made by any subsidiary exceeds the limit, the provision shall not be applicable if there is approval by the board of directors of such company and ratification by the board of directors of the Company.

#### Article 8. Control procedures for the acquisition and disposal of assets by subsidiaries:

- 1.Subsidiaries of the Company shall establish the “Processing Procedure for Acquisition or Disposal of Asset” in accordance with the “Rules Governing the Acquisition or Disposal of Asset by Public Companies” promulgated by the FSC and this Procedure. Following approval by the board of directors, such procedures shall be submitted to each supervisor and submitted to the shareholders meeting for approval. The same shall be applicable to any amendment thereof. Handle if in accordance with Article 27 if the Company has instituted an Audit Committee.

2. Subsidiaries of the Company shall submit monthly report to the Company, prior to the 8<sup>th</sup> date of each month, on the status of all transactions involving derivative products up to the end of the previous month.
3. If any subsidiary of the Company is not a publicly listed company and if the asset acquired or disposed of reaches the threshold for public announcement filing, the Company shall be notified on the date of occurrence of the fact and the Company shall make filing for public announcement on the designated website in accordance with the rules. The paid-in capital or total assets of the public company shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 6 requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20 percent of paid-in capital or 10 percent of the total assets.

Article 9. Penalty:

If the personnel of the Company responsible for the acquisition or disposal of assets violates the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” published by the FSC or the Handling Procedures, an oral warning will be rendered for the first violation, followed by warning in writing for continual violation. Persons who violates the aforesaid repeatedly or materially will be moved from the original position.

## **Chapter II Transactions with Related Parties**

Article 10. Defining Ground:

When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted in accordance with both the previous Chapter and this Chapter and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 4, Section 1, Subsection 5 herein. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 11. Resolution Procedure:

When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or three hundred million NT dollars (NT\$300,000,000) or more, the unit responsible for implementation shall first submit the following information to obtain the consent of more than half of all audit committee members and propose the information to the Board of Directors for a resolution (in accordance with paragraphs 2 and 3 of Article 27) . 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:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a trading counterparty.
3. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13 herein.
4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.

6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with Article 10 herein.
7. Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 6, Section 1, Subsection 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized by the audit committee in accordance with the Handling Procedures need not be counted toward the transaction amount.

#### Article 12. Assessment on Reasonableness of Transaction Conditions:

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, or the related party acquired the real estate pursuant to signature of a contract for joint construction with others.

1. Transaction price of the related party plus necessary capital interest and cost to be borne by the buyer in accordance with law. Necessary capital interest cost shall be calculated based on the weighted average interest rate for the funds borrowed by the Company during the year when the asset is purchased, provided it shall not be higher than the highest lending rate for non financial industries published by the Ministry of Finance.
2. If the related party created a mortgage on the asset for the purpose of borrowing funds from a financial institution, the total value of the lending based on such asset evaluated by the financial institution, provided that the accumulated value of actual lending by the financial institution based on such asset shall be at least seventy percent of the total lending evaluation and the lending shall have been one year or longer. However, this provision shall not be applicable if the financial institution is a related party to either party to the transaction.
3. If several persons jointly purchase the same piece of land or housing, the transaction cost for such land and housing may be evaluated in any of the manners provided under subsections 1 or 2 above respectively.

#### Article 13. Matters to be Carried Out if the Calculated Transaction Cost is Lower than Transaction Price:

If the transaction cost calculated from the results of evaluation in accordance with the previous article is lower than the transaction price, unless any of the following circumstances and objective evidence may be provided and opinions about substantial reasonableness may be obtained from real estate professional appraiser and accountant, the third section shall be applicable.

1. The related party acquired raw land or leased land for re-construction and evidence may be provided that one of the following conditions is satisfied:
  - (1) Pursuant to evaluation of the raw land in accordance with the previous article and based on the related party's construction cost for the housing plus reasonable operational profit, the combined amount exceeds the actual transaction price. "Reasonable operational profit" shall be based on the average operational gross interest rate of the related party's construction department for the past three years or the latest gross interest rate for the construction industry published by the Ministry of Finance, whichever is lower.
  - (2) Any closed case by any person other than the related party in other floors of the same building as the asset or in the vicinity with similar surface during the past year and the transaction conditions are evaluated to be reasonably commensurate with the floor or area under the real estate transaction practice.

- (3) Any leasing case by any person other than the related party in other floors of the same building as the asset during the past year and the leasing conditions are evaluated to be reasonably commensurate with the floor or area under real estate transaction practice.
2. The Company provides evidence that the transaction conditions for the purchase of real estate from a related party are commensurate to a closed case with similar surface in the vicinity during the past year by any person other than a related party.

The closed case in the vicinity referred to in the previous paragraph shall be one within the same or neighboring block, within the diameter of five hundred meters from the transaction target or has similar current value under public announcement in principle. Similar surface means the surface of the closed case by another person that is not a related party is at least fifty percent of the surface of the transaction target in principle. Within one year means the one year preceding the date of occurrence of the fact of real estate acquisition in this incidence.

When the Company acquires real estate from a related party, if the transaction cost calculated from the evaluation in accordance with the previous article is lower than the transaction price, and if there is no circumstance provided under section 1 of this agreement, the following shall be carried out:

1. The difference between the real estate transaction price and the evaluation cost shall be provided as special profit reserve in accordance with Section 1, Article 41 of the Securities Transaction Act and may not be distributed or used for capital increase and share distribution. The special profit reserve so provided may only be used when the decrease in value has been provided for the asset purchased at high price, or when the asset is disposed, or has been duly compensated or reinstated to its original condition, or when there is other evidence confirming that the price is not unreasonable and consent from the FSC has been obtained.
2. The independent directors of the audit committee shall proceed in accordance with Article 218 of the Company Law.
3. The processing under subsections 1 and 2 shall be reported to the shareholders meeting and the details of the transaction shall be disclosed in the annual report and prospectus.

### **Chapter III Monitoring of Transactions of Derivative Products**

#### **Article 14. Transaction Principles and Guidelines:**

1. **Types of Transactions:** The types of transactions in which the Company may engage include forward contracts, options, interest rate and foreign exchange rate swaps, futures and compound contracts combining any of the above products. Any required transaction in any other product may only be carried out following approval by resolution of the board of directors.
2. **Operational or Hedging Strategies:** Transactions in derivative products carried out by the Company are divided into transactions for hedging purpose and transactions that are not for hedging purpose (i.e., for transaction purpose). The strategy shall be to focus on the main purpose of hedging. The main selection of transaction products shall be for avoiding the risk of foreign exchange income, expense, asset or indebtedness incurred from the operation of the Company's business. In case of any change of objective environment, "non-hedging transactions" in derivative products may be engaged at appropriate timing in the market in order to increase additional non-operational income or reduce non-operational loss. Further, to the extent possible, the selected transaction counterparties shall be financial institutions that have business dealings with the Company in order to avoid credit risk. The type of transaction shall be clearly defined as hedging transaction or financial operation in pursuit of investment return prior to the transaction as the basis for accounting.
3. **Transaction Amount Limits:**
  - (1) **Hedging Transactions:** The maximum hedging limit shall be the net positions of foreign exchange or debt (including net positions expected to incur in the future) after consolidation of assets and debt.

- (2) Non-Hedging Transactions: To be determined based on the market trend and company business requirement at the time of transaction. The transaction staff shall provide analysis and evaluation report before individual execution, specifying the market trend and risk analysis and providing suggested operational method and conditions. Approval from the president shall be obtained before the transaction.

#### 4. Global and Individual Contract Loss Limit Amount

- (1) Hedging Transactions: After a position is established, in case of any of the following, recommendations of corresponding measures shall be proposed immediately to president or the supervisor authorized by the president for decision:
- i. Evaluated loss amount for any single contract exceeds twenty percent of the transaction contract amount for consecutive two months.
  - ii. Evaluated loss amount for all contracts exceed ten percent of the total transaction contract amount for consecutive two months.
- (2) Non-Hedging Transactions: After a position is established, a loss stop point shall be fixed in order to avoid excessive loss. In fixing the loss stop point, the total loss amount under all contracts shall not exceed the maximum of 40% of the total amount of all contracts. The loss for an individual contract shall not exceed 50% of the amount of the individual contract, nor shall it exceed 50 million NT Dollars. Once the loss exceeds the loss stop point, corresponding suggestions shall be proposed immediately to the president or the executive authorized by the president for decision.

#### 5. Authorization Amount

- i. Hedging Transactions: In accordance with the change of position in accordance with the company's turnover and risk and after approval by the senior executive authorized by the president, the transaction staff shall perform transactions under the condition that the accumulated closed positions shall not exceed the currently required hedging positions.
- ii. Non-Hedging Positions: In order to decrease the risk, any accumulated closed positions below 50 million US Dollars (including the equivalent in other currencies) shall subject to approval by the president or the senior executive authorized by the president and positions exceeding 50 million US Dollar shall be subject to approval by the president before the relevant transaction may be performed.
- iii. Futures of Large Volume Materials: In accordance with the change of company requirement and risk position, the executive of the Taipei Management Division is authorized for such operation within the accumulated operational limit of 40 units of corn, 20 units of soy beans and 10 units of wheat. Any transaction exceeding the above limit shall require prior approval by the president.

#### 6. Division of Responsibilities

- (1) Financial Business Division: Will serve as the execution staff for the Company's transactions of derivative products and be responsible for the drafting of transaction strategies and execution of transaction orders within the scope of authorization, disclosure of future transaction risks and provision of updated in-time information to relevant divisions for reference. Account process and preparation of statements for the transactions as well as the maintenance of transaction records shall be handled by other non-transactional execution staff.
- (2) Taipei Management Division: Responsible for executing transactions in futures of large volume materials and providing regular evaluation reports.
- (3) Finance Department: Responsible for capital allocation and settlement related matters for derivative products.

#### (4) Audit Division

- (i) Regular supervision and evaluation as to whether the fixed operational strategy is being followed and whether the risk undertaken is within the limit of tolerance by the Company.
- (ii) Regularly evaluate whether the risk management procedure currently used is appropriate and in compliance with the “Operating Procedure for Transaction in Derivative Products” established by the Company.
- (iii) If any anomaly is discovered during an audit, a report shall be submitted to the president immediately and necessary measures shall be taken.

#### 7. Principles for Performance Evaluation

##### (1) Hedging Transactions:

Performance evaluation shall be based on the foreign exchange (interest) rate cost on the Company’s books and the profit and loss incurred from derivative financial transactions. There shall be at least two evaluations every month and the performance shall be submitted to management for reference.

##### (2) Non-Hedging Transactions

Performance evaluation shall be based on the profit and loss actually incurred. There shall be at least one evaluation every week and the performance shall be submitted to management for reference.

#### Article 15. Risk Management Measures:

In engaging in transactions of derivative products, the Company’s risk management scope and the risk management measures to be taken are as follows:

1. Credit Risk Consideration: In principle, the selected transaction counterparties shall be banks and relevant financial institutions that have dealings with the Company, with a good reputation and the ability to provide professional information.
2. Market Price Risk Consideration: The future market price fluctuation of derivative products may incur uncertain losses. Therefore after positions are established, the profit and loss shall continue to be followed. When the loss exceeds the preset loss stop point, report shall be made immediately to the president or the executive authorized by the president for decision.
3. Liquidity Risk Consideration: In order to ensure the liquidity of transaction products, the transaction institution must have sufficient equipment, information and transaction capability to perform transactions in any market.
4. Processing Risk Consideration: The authorization amount and processing flow shall be strictly complied with in order to avoid any processing risk.
5. Legal Risk Consideration: Any contract document to be signed with any financial institution shall be carefully reviewed by the processing division or with the assistance by the legal department or professional legal consultants in order to avoid legal risk.
6. Product Risk Consideration: The internal transaction person shall possess complete and correct professional knowledge about the transacted derivative product in order to avoid loss from misuse of derivative products.
7. Cash Settlement Risk Consideration: The authorized transaction person shall strictly comply with the rules of authorization amount and shall also pay attention to the cash flow of the Company in order to ensure that there is sufficient cash for settlement.
8. Transaction personnel may not also serve as confirmation and settlement personnel.
9. Verification personnel shall regularly verify accounts with banks or through confirmation

letters and shall verify whether the total amount of transaction has exceeded the limit provided under this Procedure at all times.

10. Risk monitoring and control personnel shall be affiliated with a different department from that of the personnel under the previous two subsections and shall report to the board of directors or a senior executive who is not responsible for transaction or position decisions.
11. All positions shall be evaluated at least once every week. In case of hedging transactions pursuant to business requirement, evaluation shall be performed at least twice every month. The evaluation report shall be submitted to the president or the senior executive designated by the president (note: the designated senior executive shall not be affiliated with the execution division).

#### Article 16. Internal Audit System:

The internal audit staff of the Company shall regularly understand the appropriateness of internal control for transactions of derivative products, perform monthly audit on the operating procedure of the transaction department with regard to transactions of derivative products and prepare audit reports. If any significant breach of this rule is discovered, an immediate report shall be submitted to the chairman and the senior executive designated by the board of directors and the audit committee shall be informed in writing.

#### Article 17. Regular Evaluation Method and Handling of Abnormal Situations:

1. Transactions of derivative products shall be regularly evaluated on monthly or weekly basis and profit and loss as well as open positions of non-hedging transactions during the current month or current week shall be listed and submitted to the president or senior executive authorized by the president as reference for management performance evaluation and risk consideration.
2. The president of the Company or the senior executive designated by the board of directors shall pay attention to the monitoring and control of risk for transactions of derivative products at all times. The board of directors shall regularly evaluate whether the performance of transactions of derivative products complies with the fixed operational strategies and whether the risk undertaken is within the Company's scope of tolerance.
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 Securities and Futures Commission 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. The Company shall establish a record book for transactions of derivative products, detailing the types and amounts of transactions of derivative products, the dates of approval by the board of directors, monthly or weekly regularly evaluation reports and matters subject to regular evaluations by the board of directors and senior executive authorized by the board of directors.

### **Chapter IX Merger, Split, Acquisition or Transfer of Shares**

Article 18. When the Company engages in a merger, split, acquisition or transfer of shares, accountant, attorney or securities underwriter shall be engaged prior to convening a board meeting for resolution in order for opinions to be provided about the reasonableness of the share exchange ratio, acquisition price or distribution of cash or other asset to the shareholders. The proposal shall then be submitted to the board of directors for discussion and approval.

Article 19. When the Company engages in a merger, split, acquisition or transfer of shares, provisions of



important agreements and related matters shall be included into public documents to the attention of shareholders prior to the shareholders meeting. Such documents shall be submitted to the shareholders together with the expert opinions referred to in the previous article and the notice for the meeting as reference for whether such proposed merger, split or acquisition should be approved. However, this provision shall not be applicable if other laws allow the merger, split or acquisition without resolution by the shareholders meeting. If the shareholders meeting of any party participating in the merger, split or acquisition cannot be convened, resolution cannot be reached or if the proposal is denied by the shareholders meeting, the Company shall immediately make a public announcement to explain the reasons therefore, subsequent handling process and the expected date for convening the shareholders meeting.

Article 20. Unless otherwise provided by law or if there is any special reason requiring prior approval by the FSC, when the Company participates in any merger, split or acquisition, it shall convene the board meeting and the shareholders meeting on the same day as the other participating companies to resolve on matters of merger, split or acquisition. When the Company participates in any transfer of shares, it shall convene the board meeting on the same day as the other participating companies.

Any company that participates in any merger, split, acquisition or transfer of shares and who is a listed company or whose shares are traded in any securities dealer's business premises shall complete written records for the following information shall be prepared and maintained for five years for future verification.

1. Basic staff information: including persons who participated in the project of merger, split, acquisition or transfer of shares or who executed the project prior to the announcement of the news, including their titles, names, ID numbers (passport numbers in case of foreign nationals).
2. Dates of important matters: including the dates on which the letter of intent or memorandum of understanding is signed, financial or legal advisors is engaged, contract is signed and the board meetings, etc.
3. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days ~ commencing immediately from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Any company that participates in any merger, split, acquisition or transfer of shares and who is a listed company or whose shares are traded in any securities dealer's business premises shall file the information referred to under subsections 1 and 2 of the previous section in the specified format on the internet information system within two days from the date on which the board resolution is passed.

For any company that participates in any merger, split, acquisition or transfer of shares and who is not a listed company or whose shares are not traded in any securities dealer's business premises, the company that is a listed company or whose shares are traded in any securities dealer's business premises shall sign an agreement with the former company and proceed in accordance with provisions under the second and third sections.

Article 21. Share Exchange Ratio and Acquisition Price:

The share exchange ratio or acquisition price for any merger, split, acquisition or transfer of shares shall not be changed unless there are any of the following events:

1. Capital increase in cash, issuance of convertible corporate bonds, issuance of shares without consideration, issuance of corporate bonds with warrants attached, special shares with warrants attached, warrants for share subscription and other securities with the nature of shareholding entitlement.

2. Disposal of significant assets of the Company that impact the financial business of the Company.
3. Occurrence of any significant disaster or significant change of technology that impacts the shareholders interest or price of the securities.
4. Adjustment made pursuant to repurchase of treasury shares by any company participating in the merger, split, acquisition or transfer of shares in accordance with law.
5. Change of entity, or increase or decrease of the number of entities participating in the merger, split, acquisition or transfer of shares.
6. Change of any other condition that may be changed under the contract and for which public disclosure has been made.

Article 22. Matters to be Provided under the Contract:

When the Company participates in any merger, split, acquisition or transfer of shares, the contract shall specify the rights and obligations of the participating companies, the share exchange ratio and acquisition price that may be changed as referred to in the previous article and the following matters:

1. Handling for breach of contract.
2. Principles for handing securities with shareholding entitlement that have been issued previously by the distinguished or split company or treasury stocks that have been repurchased previously.
3. The quantity and principles for handling treasury stocks that may be repurchased in accordance with law by the participating company after the record date for calculation of share exchange ratio.
4. Manner for handling the increase or decrease of the number of participating entities.
5. Expected project execution schedule and expected completion date.
6. Handling procedures in the event that the project is not completed by the deadline, such as the expected date for convening the shareholders meeting.

Article 23. Other matters to attend to when the Company participates in any merger, split, acquisition or transfer of shares:

1. Require persons that participate or know about the merger, split, acquisition or share transfer project to issue a written confidentiality undertaking and shall not disclose the contents of the project, nor sell or purchase any share or other securities with shareholding entitlement of any company that is related to the transaction either in his/her own name or in the name of any other person, prior to public announcement of the news.
2. After the news about the merger, split, acquisition or share transfer is published, if a further merger, split, acquisition or share transfer is contemplated with another company, unless the number of participating entities is decreased and the shareholders meeting has already reached a resolution authorizing the board of directors to make changes, in which circumstance no additional resolution from the shareholders meeting shall be necessary, all procedures or legal acts that have been completed under the original proposal shall be redone.
3. If any company that participates in the merger, split, acquisition or share transfer is not a publicly listed company, the Company shall sign an agreement with such company and proceed in accordance with the provisions under Article 20 and the previous two sections of this article.

## Chapter V Other Important Matters

Article 24. When the Company acquires or disposes of assets, relevant contracts, minutes of meetings, record books, price appraisal reports and opinions of accountants, attorneys or securities underwriters shall be maintained at the Company's office for at least five years, unless otherwise provided by law.

Article 25. When the Company obtains a price appraisal report or opinions from accountants, attorneys or securities underwriters, such professional appraiser and the appraisal staff, accountant, attorney or securities underwriter shall not be a related party to any party to the transaction.

Article 26. If any acquisition or disposal of assets by the Company is subject to approval by the board of directors in accordance with this Procedure or other laws and if any director voices any objection that is recorded or stated in writing, such director objection information shall be submitted to **the audit committee**. If the Company has independent directors, opinions of each independent director shall be fully taken into consideration. If any independent director has any objection or reservation, it shall be specified in the minutes of board meetings.

A transaction of significant assets or derivative products shall be subject to approval by one-half of all members of the audit committee and the proposal shall be submitted to the approval by resolution of the board of directors. Sections 3 and 4 of Article 27 shall be applicable mutatis mutandis.

Article 27. This Procedures and any amendments thereafter shall become effective with the consent of more than half of all members of the audit committee and after being submitted to the Board of Directors for a resolution and approved by shareholders in a shareholders' meeting. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the audit Committee. When the procedures for the acquisition and disposal of assets are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

If the above-mentioned matter is not approved by one-half or more of all members of the audit committee, it may be approved instead by two-thirds of all members of board of directors. The resolution by the audit committee shall be specified in the minutes of the board meeting.

All members of the audit committee and board of directors as referred to in the second section hereof shall be calculated based on the number of members who are currently in position.

**Uni-President Enterprises Corp.  
Company's Corporate Charter**

Amended June 25 2013

**Chapter One      General Provisions**

Article I :            This Company is duly incorporated under the provisions governing company limited by shares as set forth in the Company Law in the full name of Uni-President Enterprises Corporation (hereinafter referred to as the Company).

Article II :            The businesses operated by the Company are as follows:

- 1.C106010 powder manufacturing industry.
- 2.C201010 animal feed manufacturing industry.
- 3.C199010 noodle and rice noodle type food manufacturing industry.
- 4.C105010 edible oil manufacturing industry.
- 5.C110010 beverage manufacturing industry.
- 6.C102010 milk product manufacturing industry.
- 7.C199040 bean type processed food manufacturing industry.
- 8.C601030 paper container manufacturing industry.
- 9.C805990 other plastic item manufacturing industry.
- 10.C103050 canned, frozen, dehydrated and marinated food manufacturing industry.
- 11.C109010 condiment manufacturing industry.
- 12.C199020 edible ice manufacturing industry.
- 13.C104020 baked and steamed food manufacturing industry.
- 14.C199990 other uncategorized food manufacturing industry.
- 15.CB01010 machinery and equipment manufacturing industry.
- 16.F113010 machinery wholesale industry.
- 17.F213080 machinery and instrument retail industry.
- 18.A401010 milk farm operation industry.
- 19.A102060 food commercialization industry.
- 20.A102020 agricultural product processing industry.
- 21.G801010 warehousing industry.
- 22.F401010 international trade industry.
- 23.F106060 pet product wholesale industry.
- 24.F206050 pet product retail industry.
- 25.F101050 aquatic product wholesale industry.
- 26.F201030 aquatic product retail industry.
- 27.F107050 fertilizer wholesale industry.
- 28.F207050 fertilizer retail industry.
- 29.F102030 tobacco and alcohol wholesale industry.
- 30.F102040 beverage wholesale industry.
- 31.F102170 miscellaneous food wholesale industry.
- 32.F203010 miscellaneous food and beverage retail industry.
- 33.F501030 beverage shop industry.
- 34.IZ99990 other industrial and commercial service industry
- 35.ZZ99999 other businesses not prohibited or restricted by law except any business requiring special approval

Article III :            The Company is headquartered in Tainan City, and may establish branches or factories at other locations, if necessary, subject to resolution of the Board of Directors. The same shall apply where the branches or factories are removed or relocated.

## **Chapter Two Shares**

- Article IV :
- I. The total capital stock of the Company shall be in the amount of NT\$60,000,000,000, divided into 6,000,000,000 shares, at a par value of NT\$10. The Board of Directors is authorized to issue the shares that have not yet been issued in lots.
  - II. The Company may investing outwardly into other firms and is free of the restriction set forth in Article 13 of the Company Law which reads: "The Company's total investment shall not exceed 40% of the Company's paid-in capital."
- Article V :
- The share certificates hereof, the registered ones, shall be duly signed by or affixed with seals of the chairman and managing directors, duly authenticated by the competent authorities of the government or the certification organization authorized thereby before issuance. The Company is exempted from printing the registered share certificates for the shares issued.
- Article VI:
- For transfer of shares, both the transferor and transferee shall fill out the application form, sign or affix seal thereon and apply to the Company for share transfer. Until the transfer procedures are completed in full and until the shares under transfer are entered into Register (Roster) of Shareholders, the transferred shares shall not act against the Company. The matters regarding the Company's equity affairs shall be duly handled in accordance with the "Regulations Governing Equity Affairs of Public Companies" promulgated by the Stock Securities & Exchange Commission, Ministry of Finance.
- Article VII:
- The shareholders hereof shall have their seal specimen cards, ID Cards or profit-seeking enterprise certificates submitted to and archived in the Company upon opening the accounts. The specimen seals shall be taken as the grounds for the shareholders to receive dividend, bonus and exercise shareholders' interests. A shareholder who has lost or changed his registered specimen seal shall fill out the application form and submit it along with the supporting documents verifying his/her capacity along with the Xerox copy (photocopy) thereof, the new registered seal impression card and share certificates to the Company in person for registration. The new registered seal impression card comes into effect on the day ensuing the date on which the application is approved. In case of application for change in the shareholder name because of succession, the inheritor shall submit supporting documents verifying the lawful succession.
- Article VIII:
- No transfer of shares shall be handled within sixty days prior to a shareholders' regular meeting, or within thirty days prior to a shareholders' extraordinary meeting, or within five days prior to allocation of dividend' bonus or any other benefits.
- Article IX :
- Procedures to apply for reissuance of lost share certificates:
- (I) A shareholder who has lost his/her share certificates shall report to the security authority and apply to the Company with an application form for registration of the lost share certificates.
  - (II) Such shareholder shall apply to the court for public summons in accordance with the Code of Civil Procedure and shall submit to the Company the application form, duplicate copy, and the receipt issued by the court verifying the receipt of the application within five days, otherwise the application shall be annulled.
  - (III) Upon expiry of the public summons, the shareholder may apply to the Company with the court judgment of ex-right for reissuance of share certificates.

Article X : The Company may collect adequate handling charge cover printing cost and revenue stamp tax for transfer of the share certificates.

### **Chapter Three Shareholders' Meeting**

Article XI : The shareholders' meeting hereof is in two categories, i.e., the shareholders' regular meeting and shareholders' extraordinary meeting. The shareholders' regular meeting shall be convened by the board of directors once per annum within six months from the closing of each fiscal year, with notices for the shareholders' meeting to be served to all shareholders in writing thirty days in advance. The shareholders' extraordinary meeting may be called whenever it is deemed necessary with notices for the shareholders' meeting to be served to all shareholders in writing fifteen days in advance.

Article XII : In the event where a shareholder is unable to attend a shareholders' meeting for any cause, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney printed by the Company, or participate by ways of electronic transmission. Other than measures specified in Article 177 of the Company Act, a shareholder may also appoint a proxy in accordance with the provisions set forth in the "Rules Governing Appointment of Proxy by the Power of Attorney to Attend a Shareholders Meeting of Public Companies" published by the competent authority.

Article XIII : The shareholders' meetings shall be chaired by the Chairman of Board. If the Chairman is absent, the chairperson may be assumed by Vice Chairman of Board. If no Vice Chairman of Board is appointed or if the Vice Chairman is absent or fails to perform the duty with justified reasons, the chairperson shall be assumed by a director designated by the Chairman. If no such designee is appointed, the chairperson shall be elected out of the directors. If the shareholders' meeting is called by any convener other than the board of directors, the chairperson shall be assumed by the convener. If there are more than two conveners, the chairperson shall be elected out of the conveners.

Article XIV : Unless otherwise provided for in the Company Law, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting attended by shareholders representing a majority of the total issued shares.

Article XV : A shareholder of the Company shall have one voting power for each share in his possession and he may exercise the voting power in writing or by ways of electronic transmission. However, shares of the Company held by the Company pursuant to relevant laws and regulations enjoy no voting power.

Article XVI : Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, specifying the date, month, year and location of the meeting, the name of the chairman, a summary of the essential points of the proceedings and the results of the meeting and the method of adopting resolutions, the number of shareholders present at the meeting and the number of shares represented by shareholders attending the meeting, bearing the signature or seal of the chairman of the meeting. The distribution of the minutes may be effected by means of a public notice in accordance with the Company Act. The aforesaid minutes shall be kept persistently throughout the life of the Company.

The powers of attorney of the proxies shall be kept for the minimum period of at least one (1) year.

Article XVII : The directors' meeting is authorized to agree on the remuneration to directors according to the

standard generally prevailing in the same trade.

## **Chapter Four Board of Directors**

Article XVIII : The Company shall establish the Board of Directors constituted by thirteen (13) directors (ten (10) common directors and three (3) independent directors), for whom the election thereof adopts the candidates nomination system and on the shareholders' meeting votes shall be casted among candidates on the candidates list through cumulative ballot system specified in Article 198 of the Company Act; provided that the total number of registered shares held by all of the directors shall not be less than a certain percentage of the total number of the Company's outstanding shares. The rules governing the aforesaid shareholding percentage and the verification and execution thereof shall be established in compliance with orders of the competent authority.

Said directors shall include no less than two independent directors and the independent directors shall be no less than one-fifths of director seats. The independent directors shall be elected from the list of candidates for independent directors in the shareholders' meeting.

The election of independent directors and non-independent directors shall be held at the same time, while quota of the elected shall be calculated separately.

The qualification, shareholding, restrictions on part-time jobs, identification of independence, nomination and election of independent directors and other matters to be complied with shall be handled in accordance with the Company law and the relevant requirements of the competent security authority.

Article XVIII~I : The Company establishes an audit committee in accordance with Articles 14-4 and 181-2 of the Securities and Exchange Act. The exercise of powers of supervisors under the Company Act and Securities and Exchange Act shall now be carried out by members of the audit committee.

The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convenor, and at least one of whom shall have accounting or financial expertise.

The Company's Board of Directors may establish other functional committees of which the committee charter may be stipulated by the Board of Directors.

Article XIX : By attendance of two-thirds majority of directors and from among the directors, one chairman shall be elected from among themselves and one vice chairman shall be elected from among themselves to assist the chairman. The chairman shall represent the Company externally and shall chair the shareholders' meeting and board of directors meeting, and shall take charge of the Company's business operation internally.

Article XX : Where the Chairman fails to perform his functions, the Vice Chairman may act on his behalf. Where the Chairman and Vice Chairman both fail to perform their functions, a director shall be appointed by the Chairman to act on their behalf. If no such designee is appointed, the chairperson shall be elected among the directors.

Article XXI : The directors have a three-year tenure of office and are eligible for reelection. If the tenure of office of directors expires before the time of final account closing of the year, the tenure of office may be extended until the newly elected directors take office while the directors of the current term shall be discharged. If the reelection is not held during the extended period, the competent authority may, ex officio, order that the Company complete the reelection within the specified time limit. If reelection is not held within the specified time limit, the directors shall be discharged

automatically ex officio upon expiry of the specified time limit. Where the seats of directors are vacated by one-third, a special (extraordinary) meeting of shareholders shall be duly held by the board of directors within sixty days to elect ones supplementarily. The reelection may be dispensed with, nevertheless, if the directors still adequately make the legally required ratio. The directors elected supplementarily shall only serve the tenure remaining by the predecessors.

Article XXII : Directors hold the following responsibilities and powers: (I) Review and accredit a variety of operating rules. (II) Resolve business policies. (III) Review budgets and final account closing. (IV) Propose the ratio for profit allocation or loss coverage. (V) Propose for increase/decrease of capital. (VI) Determination of major personnel lineups. (VII) Enforce the decisions resolved in the shareholders' meeting. (VIII) Exercise other responsibilities and powers as bestowed by law and the shareholders' meeting.

Article XXII-I : The Company may purchase liability insurance for directors and key staff members to insure their business performance during the tenure of office. The board of directors is authorized with full power to implement the matters concerned.

Article XXIII : Board of Directors Meeting shall be convened at least once per quarter. The temporary meeting may be called in the case of any emergency or upon request of a majority of the directors. The directors' meeting and temporary meeting, if any, shall be called by the Chairman of the Board pursuant to laws, provided that the 1<sup>st</sup> directors meeting at each term shall be called by the director winning the most votes pursuant to laws.

Article XXIV : All business of the Company will be carried out by the President after it is resolved by the Board of Directors. Except otherwise specified in the Company Act, the resolutions of the Board of Directors shall be passed by the majority of directors present at the board meeting. In the event where a director is unable to attend a meeting, he may appoint another director on his behalf by issuing a written proxy, stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. However, each director may accept the appointment to act as the proxy of only one other director. The resolutions of a board meeting shall be recorded in the minutes with the signature or seal of the chairman of the meeting and kept in the Company.

Article XXV : Where the Company is required to render guarantee (**including endorsement**) to a third party, the Company shall duly follow the Company's Regulations Governing Making of Endorsements/Guarantees.

## **Chapter Five      Managerial Officers and Consultants**

Article XXVI : The Company may appoint one or more managerial personnel who shall manage all affairs of the Company in accordance with the Board resolutions.

The managerial personnel and the employment, discharge and remuneration thereof shall be decided by a resolution to be adopted by a majority vote of the directors at a meeting of the board of directors attended by at least a majority of the entire directors of the company.

Article XXVII : The Company may retain a certain number of consultants as resolved in the board of directors.

## **Chapter Six      Accounting**

Article XXVIII : The Company's fiscal year is starting from January 1 until December 31 of every calendar year. The final account closing shall be conducted at end of every fiscal year.

Article XXIX : The Company takes the calendar year as its fiscal year. Upon closing of each fiscal year, the board of directors shall work out the following documents and proposed to the shareholders' meeting in



accordance with the legal procedures for adoption:

(I) Business report; (II) Financial statements and (III) Proposals of profit allocation or loss coverage.

Article XXX : The Company is operating amidst capricious environments and amidst the business cycle of steady growth. When proposing the ratio of distribution of earnings, the board of directors shall take into account the capital expenditure anticipated by the Company and the Company's capital needs with consideration of the indispensability of taking the earnings to back up the capital needs to resolve the amount of earnings to be reserved or to be allocated and the amounts of bonus to be allocated to shareholders in cash.

From the profit earned by the Company as shown in the financial statements, the sum to pay all income tax and make up previous loss, if any, shall be first withheld, then 10% shall be reserved as legal reserve, then the special reserve to be duly allocated or restored. The balance shall be the sum allocable in the present term and will become the accumulated allocable earnings after being added with the undistributed retained earnings accumulated in the preceding year. The bonus to shareholders shall be 50%~100% of the accumulated allocable earnings. The cash dividend shall not be less than the minimum of 30% of the total amount of dividend allocable in the year. The actual ratio of distribution shall be proposed by the board of directors and resolved by the shareholders' meeting provided that the remuneration to directors shall be fixed at 2% of the accumulated allocable earnings and the bonus to employees shall not be less than 0.2% of the accumulated allocable earnings.

## Chapter Seven Bylaws

Article XXXI : The organizational rules and operational rules shall be separately worked out by the board of directors.

Article XXXII : Any matters inadequately provided for herein shall be subject to Company Law and other laws and regulations concerned.

Article XXXIII : These Articles were duly enacted on June 27, 1967 and duly amended on:

- |                         |                         |  |                         |
|-------------------------|-------------------------|--|-------------------------|
| (01) October 19, 1967;  | (02) February 27, 1970; | (03) May 28, 1970;                         | (04) August 28, 1970;   |
| (05) October 10 1970;   | (06) April 1, 1971;     | (07) May 23, 1971;                         | (08) April 30, 1972;    |
| (09) May 22, 1972;      | (10) June 16, 1972;     | (11) July 25, 1972;                        | (12) March 25, 1973;    |
| (13) June 14, 1973;     | (14) August 25, 1973;   | (15) November 25, 1973;                    | (16) December 26, 1973; |
| (17) February 8, 1974;  | (18) March 11, 1974;    | (19) April 4, 1974;                        | (20) June 10, 1974;     |
| (21) October 20, 1974;  | (22) October 8, 1975;   | (23) December 28, 1975; (24) May 16, 1976; |                         |
| (25) January 10, 1977;  | (26) April 28, 1977;    | (27) May 15, 1978;                         | (28) November 1, 1978;  |
| (29) April 21, 1979;    | (30) December 20, 1979; | (31) January 29, 1980;                     | (32) February 25, 1980; |
| (33) March 25, 1980;    | (34) May 17, 1980;      | (35) May 7, 1981;                          | (36) August 21, 1982;   |
| (37) December 13, 1982; | (38) March 8, 1983;     | (39) October 1, 1983;                      | (40) January 25, 1984;  |
| (41) June 9, 1984;      | (42) July 8, 1984;      | (43) October 5, 1984;                      | (44) May 30, 1985;      |
| (45) May 23, 1986;      | (46) August 15, 1986;   | (47) April 25, 1987;                       | (48) May 20, 1987;      |
| (49) November 3, 1987;  | (50) November 28, 1987; | (51) April 29, 1988;                       | (52) March 30, 1989;    |
| (53) May 31, 1989;      | (54) June 1, 1990;      | (55) August 2, 1990;                       | (56) June 21, 1991;     |
| (57) November 19, 1991; | (58) April 10, 1992;    | (59) May 27, 1993;                         | (60) May 25, 1994;      |
| (61) June 1, 1995;      | (62) May 30, 1996;      | (63) June 20, 1997;                        | (64) June 1, 1998;      |
| (65) June 1, 1999;      | (66) June 23, 2000;     | (67) June 1, 2001;                         | (68) June 28, 2002;     |
| (69) June 27, 2003;     | (70) June 25, 2004;     | (71) June 30, 2005;                        | (72) June 28, 2007.     |
| (73) June 27, 2008.     | (74) June 23, 2010      | (75) June 23, 2011;                        | (76) June 22, 2012.     |
| (77) June 25, 2013.     |                         |  |                         |

## **Uni-President Enterprises Corp.**

### **Rules of Procedure for Shareholders' Meeting**

Amended June 25 2013

- I. These rules of procedure govern the Company's shareholders' meeting.
- II. The term "shareholders" as set forth herein denotes the shareholders themselves and the proxies authorized by shareholders.
- III. A shareholder shall attend a shareholders' meeting on the basis of the attendance card, sign-in card, or other supporting document; Solicitors soliciting proxy forms shall also bring identification documents for verification.

The total number of shares present at the meeting will be calculated based on the attendance cards submitted as a substitute for sign-in, plus the number of shares exercising the voting power in writing or through means of electronic transmission.

- IV. In a shareholders' meeting, the participation and vote shall be counted on the grounds of the number of shares.
- V. A shareholders' meeting shall be held at the place where the Company is headquartered or a place convenient to shareholders for participation. A shareholders' meeting shall start not earlier than 9:00 a.m. or later than 3:00 p.m.

The Company shall set out the time for accepting the meeting registration, the location where the registration will take place and other special notes in the meeting notice.

Registration by shareholders shall start at least 30 minutes prior to the commencement of the meeting; the registration area shall be clearly marked with clear signs and be attended by sufficient and qualified staff.

- VI. Unless otherwise provided in laws, the shareholders' meeting shall be called by the Board of Directors and chaired by the Chairman of the Board. Where the Chairman of the Board fails to exercise his authority with justified reasons, the Vice Chairman of the Board may be his proxy. Where no Vice Chairman has been appointed or the Vice Chairman fails to exercise his authority with justified reasons too, the Chairman shall designate one director to be his proxy. Where no such designee is designated, the chairperson shall be elected out of the directors. Where the shareholders' meeting is called by any person entitled to hold the meeting other than the Board of Directors, the chairperson of the meeting shall be assumed by the person.

If there are more than two conveners, the chairperson shall be elected from the conveners.

If one of the directors is appointed to act as the meeting chair in accordance with the preceding paragraph, he or she shall have served as a director for more than 6 months and has a sound knowledge of the company's financial and business status. The same applies to the situation where the representative of an institutional director is elected to act as the meeting chair.

- VII. The Company may designate lawyers, CPAs or relevant personnel appointed by the Company to attend the shareholders' meeting.
- VIII. The company shall, from the time of registration, record the registration process, proceedings of the meeting and the voting and vote counting process in their entirety in audio or video. The aforesaid recording shall be retained for at least 1 year, if, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

- IX. The chairman shall call to order the meeting when the specified time is up. The chairman may, nevertheless, announce a deferment of the meeting if the shareholders present in person and through a proxy do not make the quorum up to a half of the total issued shares. The total of the deferments shall exceed the maximum of twice. The total time in the deferments shall not exceed one hour. In the event that the shareholders present in person and through a proxy do not make the specified quorum but represent more than one-third of the total issued shares, quasi-decisions may be resolved in accordance with Article 175, Paragraph 1 of the Company Law.
- X. In the event that the shareholders present in person and through a proxy represent more than a half of the total issued shares before the shareholders' meeting adjourns, the chairman may bring the quasi-decisions so resolved to the meeting for resolution afresh in accordance with Article 174 of the Company Law.
- XI. The agenda of a shareholders' meeting shall be established by the board of directors if the meeting is convened by the board of directors. The entire process of the meeting shall go on exactly in accordance with the agenda which shall not be changed unless resolved in the shareholders' meeting.  
The provision set forth in the preceding paragraph shall apply in the event that a shareholders' meeting is convened by a person beyond the board of directors.  
The chairman shall not announce adjournment of the meeting unless duly resolved in the meeting until the agenda (including occasional (extemporaneous) motions) set forth in the two preceding paragraphs is concluded.  
In the event that the chairman breaches these Rules of the Shareholders' Meeting by announcing adjournment of the meeting contrary to what specified above, the present shareholders may elect a new chairman through a majority vote. The chairman so elected shall continually preside over the meeting.
- XII. A shareholder shall, before obtaining the floor in the meeting, fill out the floor note and remark thereon the key subjects to be spoken, the account number of shareholder (or code of the participation certificate) and name of shareholder. The chairman shall determine the order of the floor.  
A shareholder who submits the floor note but does not actually speak up in the meeting is deemed having not spoken up in the meeting. In case of a discrepancy between what was remarked on the floor note and what was actually said, the contents actually said shall prevail.  
Where a present shareholder exercises the floor and speaks up in the meeting, other shareholders shall not speak to interfere unless agreed upon by the chairman and the speaking shareholder. The chairman shall ban such interference, if any.
- XIII. For a same issue, each shareholder shall not speak more than twice and shall not speak more than five minutes in each floor unless approved by the chairman.  
The chairman may ban such shareholder from speaking if he/she breaches the provision set forth in the preceding paragraph or speaks beyond the specified range.
- XIV. Where a judicial (corporate) person is consigned to participate in a shareholders' meeting, such judicial (corporate) person may appoint only one representative to participate in the meeting.  
Where a judicial (corporate) person shareholder appoints two or more representatives to participate in a shareholders' meeting, only one representative may speak up for the same issue.
- XV. After a present shareholder completes the floor, the chairman may reply in person or through an appointee.

- XVI. The chairman may announce discontinuation of the discussion process and proceed with the voting process when the discussion is considered up to the extent for resolution.
- XVII. Upon voting for an issue, the chairman shall appoint the monitor(s) and calculator(s). The monitors shall only be appointed from the shareholders.
- Voting for a resolution or vote counting shall be conducted in public at the place of the shareholders meeting, and voting results shall be reported on-site immediately and recorded in writing including the number of votes, the list of elected candidates and the number of votes upon which each candidate was elected.
- XVIII. The chairman may announce a break as appropriate during the proceedings of a shareholders' meeting.
- XIX. Unless otherwise prescribed in the Company Law and Articles of Incorporation, decisions in the shareholders' meeting shall be resolved by a majority vote of the attending shareholders.
- Upon voting process, an issue shall be deemed having been officially resolved if no objection is heard in response to inquiry by the chairman. The decisions so resolved are equally valid as a decision officially resolved through voting process.
- XX. When an objection is heard during the process of voting, the chairman request that the shareholders in objection or in abstention raise their hands or stand up to calculate the voting powers so represented by such shareholders. If the voting powers so represented by such shareholders are not up to the number required by law or the Articles of Incorporation, the subject issue shall be deemed having been resolved. No further voting process is required. In case any amendment or substitute is posed for the same issue, the chairman shall fix the process of resolution along with the original issues. If any issue among them is resolved, other issues are deemed vetoed and no further voting process is required.
- XXI. The chairman may command the disciplinary personnel (or security guards) to help safeguard the order of the meeting site. The disciplinary personnel (or security guards) shall, while helping safeguard the order at site, wear the arm-bands bearing the wording "Disciplinary Personnel".
- XXII. Any matters insufficiently provided for herein shall be subject to the Company Law, Articles of Incorporation and other laws and regulations concerned.
- XXIII. These rules of procedure and amendments hereof come into enforcement after being resolved in the shareholders' meeting.

**Uni-President Enterprises Corp.**  
**The Minimum Number of Shares All Directors**  
**Are Required to Hold and the Number of Shares Actually**  
**Held by Individual and All Directors**

- I. As required under article 26 of the Securities and Exchange Law and article 2, paragraph 1, item 8 and article 2, paragraph 2 of Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the total number of shares held by all directors of Uni-President Enterprises Corporation shall not be less than the minimum of 2% of the total issued shares. Uni-President Enterprises Corporation has elected 3 independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors other than the independent directors and shall be decreased by 20 percent (82,467,567 shares).
- II. As of the date on which the transfer of shareholdings is suspended for the present shareholders' meeting (from 26 April 2014 to 24 June 2014), the numbers of shares actually held by individual and all directors are enumerated below:

Title	Name	Shares Held
Chairman of the Board	Kao Chyuan Inv. Co., Ltd Representative: Chih-Hsien Lo	230,992,867
Director	Kao Chyuan Inv. Co., Ltd Representative: Chin-Yen Kao	230,992,867
Director	Kao Chyuan Inv. Co., Ltd Representative: Shioh-Ling Kao	230,992,867
Director	Po-Ming Hou	134,027,046
Director	Po-Yu Hou	116,942,184
Director	Hsiu-Jen Liu	80,023,773
Director	Chang-Sheng Lin	45,356,447
Director	Taipei Investment Corp. Representative: Ping-Chih Wu	27,741,608
Director	Joyful Holding Company Representative: Kao-Huei Cheng	22,047,380
Director	Young Yun Inv. Co., Ltd. Representative: Chung-Ho Wu	6,689,613
Independent Director	Yun Lin	0
Independent Director	Hsing-Yi Chow	0
Independent Director	Chao-Tang Yue	0
Total		663,820,918