

# MediaTek Inc.

## 2014 Annual General Shareholders' Meeting Minutes

- 1. Time:** 9:00 a.m., June 12, 2014
- 2. Place:** International Convention Center, MediaTek  
No. 1, Du-Shing Road One, Science-Based  
Industrial Park, Hsin-Chu City, Taiwan, R.O.C.
- 3. Attendance:** Attending shareholders and proxy represented  
1,296,393,733 shares accounting for 82.93% of  
the Company's total outstanding shares  
(deducting non-voting shares as requested in  
Article 179 of the Company Law)
- 4. Chairman:** Mr. Ming-Kai Tsai **Recorder:** Ms. Sophia Liang
- 5. Call Meeting to Order:** The aggregate shareholding of the presenting  
shareholders constituted a quorum. The  
Chairman called the meeting to order.
- 6. Chairman's Address:** Omitted.

### 7. Reporting Items:

#### Report item (1)

Subject: MediaTek's 2013 Business Report

Explanatory Note: MediaTek's 2013 Business Report is attached on page 7,  
Attachment 1.

(Noted)

#### Report item (2)

Subject: The Supervisors have duly reviewed MediaTek's 2013 Business  
Report, Financial Statements, and earnings allocation.

Explanatory Note: The 2013 Supervisors' Review Report is attached on page  
8, Attachment 2.

(Noted)

**Report item (3)**

Subject: Report on the merger of MStar Semiconductor, Inc.

Explanatory Note:

- (1). In accordance with Article 318 of the Company Act and Article 26 of the Business Mergers and Acquisitions Act, the Company is required to provide a status report on the merger between the Company and MStar Semiconductor, Inc. (Cayman) (hereinafter MStar Cayman).
- (2). Per the approvals of the Board of Directors of both parties on August 14, 2012, the Company is to carry out a merger between the Company, as the surviving company, and MStar Cayman, as the dissolving company. The name of the surviving company remains MediaTek Inc. after the merger.
- (3). The Company is to pay shareholders of MStar Cayman NT\$1 (One New Taiwan Dollar) and issue 0.794 MediaTek common stock to exchange for one common stock of MStar Cayman and the total MediaTek common stocks to be issued will be 221,123,877 shares.
- (4). All legal procedures have been duly completed and the merger has come into effect on February 1, 2014.

(Noted)

**Report item (4)**

Subject: Report on the merger of Ralink Technology Corp., a wholly-owned subsidiary of MediaTek.

Explanatory Note:

- (1) In accordance with Article 318 of the Company Act and Article 26 of the Business Mergers and Acquisitions Act, the Company is required to provide a status report on the merger between the Company and Ralink Technology Corp. (hereinafter Ralink).
- (2) Per the approvals of the Board of Directors of both parties on February 17, 2014, the Company is to carry out a merger between the Company, as the surviving company, and Ralink, as the dissolving company. The name of the surviving company remains MediaTek Inc. after the merger.
- (3) As the Company possesses one hundred percent (100%) of the total outstanding shares of Ralink, a short-form merger between both parties is applicable according to Article 19 of the Business Mergers and Acquisitions Act. Since the short-form merger does not require share exchange ratios, cash dividend to shareholders, or any other financial consideration, there is no impact on shareholders' equity.
- (4) All legal procedures have been duly completed and the merger has come into effect on April 1, 2014.

(Noted)

## 8. Acknowledgement Items:

### Acknowledgement item (1)

Subject: Adoption of the 2013 Business Report and Financial Statements

Explanatory Note:

- (1). MediaTek's 2013 Financial Statements, including the balance sheets, income statement, statements of changes in shareholders' equity, and statements of cash flows, were audited by independent auditors Shao-Pin Kuo and Hsin-Min Hsu of Ernst & Young.
- (2). For the 2013 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements, please refer to page 7, Attachment 1, page 9-14, Attachment 3, and page 15-20, Attachment 4.

Resolution: The Chairman then proceeded to take a ballot. The voting results are as follows: 1,029,608,883 votes were cast for the proposal, among which 692,410,024 votes were cast via electronic voting. 278,534 votes were cast against the proposal, among which 112,014 votes were cast via electronic voting. The affirmative votes represented 79.42% of the 1,296,366,323 shares cast by the shareholders present at the time of voting, among which 899,291,668 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

### Acknowledgement item (2)

Subject: Adoption of the Proposal for Distribution of 2013 Profits

Explanatory Note:

- (1). The Board has adopted a Proposal for Distribution of 2013 Profits.
- (2). Please refer to the 2013 profit distribution table below:

Descriptions	Amount (NTD)	Remarks
Unappropriated retained earnings	\$57,066,216,475	
Plus: Net profit for 2013	27,515,052,129	
Earnings available for distribution	84,581,268,604	
Distribution items:		
Legal reserve	2,751,505,213	
Reversal of special reserve	4,176,675,996	
Dividend to common shareholders	23,565,322,815	Cash dividend of NT\$15 per share; No stock dividend.
Unappropriated retained earnings	62,441,116,572	

**Note:**

1. After the appropriation of employee cash bonuses of NT\$1,593,475,734, there is no difference with the estimated employee cash bonuses.

2. Remuneration to Directors and Supervisors was NT\$57,880,449. There is a difference of NT\$1,096,764 with the estimated Directors' compensation. The estimate was calculated based on 0.1962103% of the distributable earnings while the actual compensation was calculated based on 0.2% of the distributable earnings. The difference will be considered as a change in the accounting estimate and booked in the financial report of the following fiscal year after being approved in the annual shareholders' meeting.
3. 2013 beginning balance of retained earnings was NT\$57,434,331,645 and adjustments due to adoption of IFRS are: NT\$(326,070,313) for 2012 ending balance of retained earnings and NT\$(42,044,857) associated with 2013 actuarial gains and losses under other comprehensive income.
4. The Board of Directors is authorized to determine the cash dividend payout date.
5. If the outstanding shares are impacted due to the Company's subsequent share buybacks, the transfer or cancellation of treasury stocks, the exercise of employee stock options or other matters, the Board of Directors will be authorized by the Annual Meeting of Shareholders to adjust the cash payout ratio.

Chairman: Ming-Kai Tsai    President: Ching-Jiang Hsieh    Chief Financial Officer: David Ku

Resolution: The Chairman then proceeded to take a ballot. The voting results are as follows: 1,034,039,803 votes were cast for the proposal, among which 696,840,944 votes were cast via electronic voting. 176,545 votes were cast against the proposal, among which 10,025 votes were cast via electronic voting. The affirmative votes represented 79.76% of the 1,296,366,323 shares cast by the shareholders present at the time of voting, among which 899,291,668 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

## **9. Discussion Items:**

### **Proposal (1)**

Subject: Discussion of amendments to the Company's "Procedures Governing the Acquisition or Disposition of Assets". Please proceed to discuss.

Explanatory Note:

- (1). The Company plans to amend the "Procedures Governing the Acquisition and Disposal of Assets" to comply with the revision of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" announced on December 30th, 2013.
- (2). The original and amended texts of the "Procedures Governing the Acquisition or Disposal of Assets" are available on page 21-32, Attachment 5.

Resolution: The Chairman then proceeded to take a ballot. The voting results are as follows: 1,020,705,847 votes were cast for the proposal, among which 683,512,988 votes were cast via electronic voting. 179,157 votes were cast against the proposal, among which 12,639 votes were cast via electronic voting. The affirmative votes represented 78.73% of the 1,296,366,323 shares cast by the shareholders present at the time of voting, among which 899,291,668 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

## **Proposal (2)**

Subject: Discussion of amendment to the Company's "Operating Procedures of Outward Loans to Others". Please proceed to discuss.

Explanatory Note:

- (1). In order to optimize capital utilization, the Company may provide short-term financing in accordance with the "Regulations Governing Lending of Funds and Making of Endorsements/Guarantees by Public Companies."
- (2). The original and amended texts of the "Operating Procedures of Outward Loans to Others" are available on pages 33-36, Attachment 6.

Resolution: The Chairman then proceeded to take a ballot. The voting results are as follows: 1,019,810,349 votes were cast for the proposal, among which 682,619,490 votes were cast via electronic voting. 1,632,657 votes were cast against the proposal, among which 1,466,137 votes were cast via electronic voting. The affirmative votes represented 78.66% of the 1,296,366,323 shares cast by the shareholders present at the time of voting, among which 899,291,668 shares were cast via electronic voting. It was resolved that the above proposal be approved as proposed.

**10. Special Motion : None.**

**11. Meeting Adjourned**

# **Attachment**

## Attachment 1

# MediaTek Inc. 2013 Business Report

Dear Shareholders:

2013 was a year of rapid growth for MediaTek, thanks to the booming demand in smartphones and tablets from China and other emerging markets. MediaTek solutions offer great cost performance ratio and are well-received by the market. In 2013, MediaTek shipped over 220 million smartphone chipsets, doubling from last year and shipped 20 million tablet chipsets in the first year of entry. Driven by the strong shipment, MediaTek achieved record-high consolidated revenues of NT\$136.1 billion for the fiscal year of 2013, an increase of 37% from last year. Net profit reached NT\$27.5 billion in 2013, up 77% year-over-year and an earnings per share of NT\$ 20.5.

As market grows, smartphone and tablet manufactures continuously launch new end products, leading to even more intense completion among IC design companies. In the face of a highly competitive market environment last year, MediaTek demonstrated consistent execution, launching several market-leading products including highly-integrated quad-core smartphone SoCs with embedded wireless functionality, the world's first big.LITTLE tablet processor and octa-core solution targeting the high-end markets, the world's first GPS receiver supporting the BeiDou Navigation Satellite System, the world's first NFC chipset with 3 internal SWP interfaces, and a five-mode LTE modem, among others. Our product offerings span a wide range of product lines from entry-level, mainstream, to the high-end. We also provide complete cross-platform solutions for our customers to enhance competitiveness.

Furthermore, Mediatek is now competitive on a global scale, ranking as the world's third largest IC design company after our merger with MStar Semiconductor Inc. We were also selected by Forbes Magazine in "The World's 100 Most Innovative Companies", being the only company from Taiwan on this list. MediaTek continues to invest actively in advanced technologies. 2013 is the tenth consecutive year that MediaTek's papers are selected by the IEEE International Solid-State Circuits Conference (ISSCC), with a record eight technical papers being selected for publication. This is not only ranked number one in Taiwan, but also a record high for the semiconductor industry. Mr. Ming-Kai Tsai, our Chairman, was also invited as the keynote speaker at the 2014 ISSCC annual forum, further demonstrating our leadership position in advanced research and development.

The China market has been growing substantially and is recently building the high-speed LTE network aggressively. Demand from other emerging markets continues to contribute to our growth. New applications such as IoT (Internet of Things), wearable device, wireless charging systems, and interactive multi-screen devices also emerge revolving around smart terminals and cloud computing. Facing these opportunities and challenges ahead, MediaTek works actively with our supply chain partners in capturing market trends and is committed to providing competitive products, along with a focus on service quality, for our customers.

As we move forward, with more resources after the MStar merger, we aim to proactively invest in R&D, particularly in developing the latest in LTE technologies, high-end processor, and advanced process nodes. To achieve the next stage of our growth, we also embrace international talents in R&D, marketing, and management fields to prepare for global market opportunities. Last but not least, we would like to thank you - our shareholders - for your continuous support and belief in our efforts. MediaTek will continue to pave the way for future growth and generate fruitful results for all our stakeholders including our shareholders, customers, and employees.

Chairman: Ming-Kai Tsai

President: Ching-Jiang Hsieh

Chief Financial Officer: David Ku

**Attachment 2**

**MediaTek Inc.  
Supervisors' Report**

The Financial Statements of MediaTek Inc. in fiscal year 2013 have been duly audited by Ernst & Young and are believed to fairly represent the financial standing, operation results and cash flows of MediaTek Inc. We, the Supervisors, have duly reviewed the Financial Statements along with the Business Report and proposal for profits distribution and hereby verify that they comply with the requirements of Company Law and relevant regulations. This report is duly submitted in accordance with Article 219 of the Company Law, and we hereby submit this report.

To MediaTek Inc. 2014 Annual General Shareholders' Meeting

MediaTek Inc.

Supervisor: Paul Wang

Supervisor: Chung-Lang Liu (MediaTek Capital Corp., representative)

Supervisor: Ruey-Shan Guo (National Taiwan University, representative)

April 30, 2014

## Attachment 3

# Independent Auditors' Report

(English translation of a report originally issued in Chinese)

To the Board of Directors and Shareholders of MediaTek Inc.

We have audited the accompanying parent company only balance sheets of MediaTek Inc. as of December 31, 2013 and 2012 and January 1, 2012 and the related parent company only statements of comprehensive income, parent company only changes in equity, and parent company only cash flows for the years then ended December 31, 2013 and 2012. These parent company only financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these parent company only financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China (R.O.C.). 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 provide a reasonable basis for our opinion.

In our opinion, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of MediaTek Inc. as of December 31, 2013 and 2012 and January 1, 2012, and the results of its operations and its cash flows for the years then ended December 31, 2013 and 2012, in conformity with requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Ernst & Young  
CERTIFIED PUBLIC ACCOUNTANTS  
March 21, 2014  
Taipei, Taiwan  
Republic of China

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### Notice to Readers

The reader is advised that these financial statements have been prepared originally in Chinese. In the event of a conflict between these financial statements and the original Chinese version or difference in interpretation between the two versions, the Chinese language financial statements shall prevail.

The accompanying financial statements are intended only to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in the R.O.C. and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the R.O.C.

## MEDIATEK INC.

## PARENT COMPANY ONLY BALANCE SHEETS

As of December 31, 2013, December 31, 2012 and January 1, 2012

(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2013	%	December 31, 2012	%	January 1, 2012	%
<b>Current assets</b>							
Cash and cash equivalents	4, 6(1)	\$ 53,710,940	23	\$ 28,288,474	14	\$ 27,137,268	20
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	57,473	-	50,240	-	393,510	-
Available-for-sale financial assets-current	4, 5, 6(3), 6(7)	2,342,414	1	2,646,892	1	1,627,536	1
Bond investments for which no active market exists-current	4, 6(4), 8	112,021	-	111,984	-	1,009,947	1
Trade receivables, net	4, 5, 6(5)	4,113,848	2	2,945,188	2	3,200,385	2
Trade receivables from related parties, net	4, 6(5), 7	160,054	-	31,712	-	61,418	-
Other receivables	6(5), 7	3,189,179	2	3,559,885	2	2,156,836	2
Inventories, net	4, 5, 6(6)	5,748,634	3	10,589,234	6	6,278,630	5
Prepayments		905,256	-	329,269	-	305,418	-
Other current assets		367,827	-	395,881	-	265,275	-
Total current assets		<u>70,707,646</u>	<u>31</u>	<u>48,948,759</u>	<u>25</u>	<u>42,436,223</u>	<u>31</u>
<b>Non-current assets</b>							
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	260,334	-	-	-	-	-
Available-for-sale financial assets-noncurrent	4, 5, 6(3)	2,067,800	1	1,965,084	1	1,592,572	1
Investments accounted for using the equity method	4, 6(7)	142,644,666	62	133,193,956	67	79,525,258	57
Property, plant and equipment	4, 6(8)	6,331,668	3	6,282,152	3	6,503,119	5
Intangible assets	4, 6(9), 6(10)	7,242,842	3	7,039,987	4	7,714,627	6
Deferred tax assets	4, 5, 6(20)	1,148,644	-	470,085	-	114,188	-
Refundable deposits		68,341	-	109,598	-	141,602	-
Total non-current assets		<u>159,764,295</u>	<u>69</u>	<u>149,060,862</u>	<u>75</u>	<u>95,591,366</u>	<u>69</u>
<b>Total assets</b>		<u>\$ 230,471,941</u>	<u>100</u>	<u>\$ 198,009,621</u>	<u>100</u>	<u>\$ 138,027,589</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY BALANCE SHEETS

As of December 31, 2013, December 31, 2012 and January 1, 2012

(Amounts in thousands of New Taiwan Dollars)

LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	December 31, 2013	%	December 31, 2012	%	January 1, 2012	%
<b>Current liabilities</b>							
Short-term borrowings	6(11)	\$ 8,985,000	4	\$ 2,179,150	1	\$ -	-
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	26,017	-	2,592	-	-	-
Trade payables		6,822,620	3	6,550,078	3	6,696,357	5
Trade payables to related parties	7	433,716	-	116,392	-	119,190	-
Other payables		13,545,923	6	10,532,074	5	12,856,882	9
Current tax liabilities	4, 5, 6(20)	2,755,934	1	878,403	1	470,032	-
Other current liabilities		1,061,452	1	565,046	-	598,081	1
Total current liabilities		<u>33,630,662</u>	<u>15</u>	<u>20,823,735</u>	<u>10</u>	<u>20,740,542</u>	<u>15</u>
<b>Non-current liabilities</b>							
Accrued pension liabilities	4, 6(12)	608,694	-	545,243	-	435,908	-
Deposits received	7	47,298	-	29,579	-	5,969	-
Deferred tax liabilities	4, 5, 6(20)	870,081	-	1,187,549	1	821,539	1
Total non-current liabilities		<u>1,526,073</u>	<u>-</u>	<u>1,762,371</u>	<u>1</u>	<u>1,263,416</u>	<u>1</u>
Total liabilities		<u>35,156,735</u>	<u>15</u>	<u>22,586,106</u>	<u>11</u>	<u>22,003,958</u>	<u>16</u>
<b>Equity</b>							
Share capital	6(7), 6(13)						
Common stock		13,494,667	6	13,493,702	7	11,475,108	8
Capital collected in advance		2,473	-	102	-	83	-
Capital surplus	6(13), 6(14)	68,474,910	30	79,672,498	40	24,488,409	18
Retained earnings	6(13)						
Legal reserve		24,641,182	11	23,072,429	12	21,710,122	16
Special reserve		5,072,425	2	2,210,312	1	4,198,121	3
Undistributed earnings		84,581,268	36	62,213,816	32	56,418,253	41
Other equity	6(13)	(895,749)	-	(5,183,374)	(3)	(2,210,495)	(2)
Treasury shares	4, 6(13)	(55,970)	-	(55,970)	-	(55,970)	-
Total equity		<u>195,315,206</u>	<u>85</u>	<u>175,423,515</u>	<u>89</u>	<u>116,023,631</u>	<u>84</u>
<b>Total liabilities and equity</b>		<u>\$ 230,471,941</u>	<u>100</u>	<u>\$ 198,009,621</u>	<u>100</u>	<u>\$ 138,027,589</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2013 and 2012

(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Notes	2013	%	2012	%
<b>Net sales</b>	4, 5, 6(15), 7	\$ 96,230,064	100	\$ 63,474,029	100
<b>Operating costs</b>	4, 5, 6(6), 6(16), 7	<u>(54,894,385)</u>	(57)	<u>(40,773,789)</u>	(64)
<b>Gross profit</b>		41,335,679	43	22,700,240	36
<b>Unrealized gross profit on sales</b>		<u>(59,028)</u>	-	<u>-</u>	-
<b>Gross profit, net</b>		<u>41,276,651</u>	43	<u>22,700,240</u>	36
<b>Operating expenses</b>	6(16), 7				
Selling expenses		(3,476,394)	(4)	(2,258,462)	(4)
Administrative expenses		(1,998,501)	(2)	(1,552,934)	(2)
Research and development expenses		<u>(16,989,264)</u>	(18)	<u>(13,130,962)</u>	(21)
Total operating expenses		<u>(22,464,159)</u>	(24)	<u>(16,942,358)</u>	(27)
<b>Operating income</b>		<u>18,812,492</u>	19	<u>5,757,882</u>	9
<b>Non-operating income and expenses</b>					
Other income	4, 6(17), 7	593,595	1	540,265	1
Other gains and losses	4, 6(7), 6(18)	243,961	-	711,914	1
Finance costs	6(19)	(20,981)	-	(1,734)	-
Share of profit of subsidiaries and associates accounted for using the equity method	4, 6(7)	<u>9,578,438</u>	10	<u>9,314,782</u>	15
Total non-operating income and expenses		<u>10,395,013</u>	11	<u>10,565,227</u>	17
<b>Net income before income tax</b>		29,207,505	30	16,323,109	26
<b>Income tax expense</b>	4, 5, 6(20)	<u>(1,692,453)</u>	(1)	<u>(739,364)</u>	(1)
<b>Net income</b>		<u>27,515,052</u>	29	<u>15,583,745</u>	25
<b>Other comprehensive income</b>	4, 6(7), 6(12), 6(13)				
Exchange differences resulting from translating the financial statements of foreign operations		1,813,956	2	(1,957,446)	(3)
Unrealized gains from available-for-sale financial assets		313,902	-	535,085	-
Actuarial losses on defined benefit plans		(55,167)	-	(101,531)	-
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method		2,172,890	2	(1,552,071)	(2)
Income tax relating to components of other comprehensive income		<u>-</u>	-	<u>17,524</u>	-
<b>Other comprehensive income, net of tax</b>		<u>4,245,581</u>	4	<u>(3,058,439)</u>	(5)
<b>Total comprehensive income</b>		<u>\$ 31,760,633</u>	33	<u>\$ 12,525,306</u>	20
Basic Earnings Per Share (in New Taiwan Dollars)	6(21)	<u>\$ 20.51</u>		<u>\$ 12.81</u>	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(21)	<u>\$ 20.42</u>		<u>\$ 12.75</u>	

The accompanying notes are an integral part of the parent company only financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

MEDIATEK INC.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2013 and 2012

(Amounts in thousands of New Taiwan Dollars)

Description	Share capital			Retained earnings			Other equity		Treasury shares	Total equity
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains from available-for-sale financial assets		
Balance as of January 1, 2012	\$ 11,475,108	\$ 83	\$ 24,488,409	\$ 21,710,122	\$ 4,198,121	\$ 56,418,253	\$ (2,253,687)	\$ 43,192	\$ (55,970)	\$ 116,023,631
Appropriation and distribution of 2011 earnings:										
Legal reserve	-	-	-	1,362,307	-	(1,362,307)	-	-	-	-
Reversal of special reserve	-	-	-	-	(1,987,809)	1,987,809	-	-	-	-
Cash dividends	-	-	-	-	-	(10,328,124)	-	-	-	(10,328,124)
Total	-	-	-	1,362,307	(1,987,809)	(9,702,622)	-	-	-	(10,328,124)
Profit for the year ended December 31, 2012	-	-	-	-	-	15,583,745	-	-	-	15,583,745
Other comprehensive income for the year ended December 31, 2012	-	-	-	-	-	(85,560)	(3,508,798)	535,919	-	(3,058,439)
Total comprehensive income	-	-	-	-	-	15,498,185	(3,508,798)	535,919	-	12,525,306
Share-based payment transactions	915	19	50,437	-	-	-	-	-	-	51,371
Shares issued to acquire a new entity	2,017,679	-	54,880,856	-	-	-	-	-	-	56,898,535
Adjustments due to dividends that subsidiaries received from parent company	-	-	70,145	-	-	-	-	-	-	70,145
Adjustments arising from changes in percentage of ownership in subsidiaries	-	-	151,548	-	-	-	-	-	-	151,548
Change in other capital surplus	-	-	31,103	-	-	-	-	-	-	31,103
Balance as of December 31, 2012	13,493,702	102	79,672,498	23,072,429	2,210,312	62,213,816	(5,762,485)	579,111	(55,970)	175,423,515
Appropriation and distribution of 2012 earnings:										
Legal reserve	-	-	-	1,568,753	-	(1,568,753)	-	-	-	-
Special reserve	-	-	-	-	2,862,113	(2,862,113)	-	-	-	-
Cash dividends	-	-	-	-	-	(674,690)	-	-	-	(674,690)
Cash distributed from capital surplus	-	-	(11,469,734)	-	-	-	-	-	-	(11,469,734)
Total	-	-	(11,469,734)	1,568,753	2,862,113	(5,105,556)	-	-	-	(12,144,424)
Profit for the year ended December 31, 2013	-	-	-	-	-	27,515,052	-	-	-	27,515,052
Other comprehensive income for the year ended December 31, 2013	-	-	-	-	-	(42,044)	3,357,844	929,781	-	4,245,581
Total comprehensive income	-	-	-	-	-	27,473,008	3,357,844	929,781	-	31,760,633
Share-based payment transactions	965	2,371	79,420	-	-	-	-	-	-	82,756
Adjustments due to dividends that subsidiaries received from parent company	-	-	70,145	-	-	-	-	-	-	70,145
Adjustments arising from changes in percentage of ownership in subsidiaries	-	-	10,546	-	-	-	-	-	-	10,546
Change in other capital surplus	-	-	112,035	-	-	-	-	-	-	112,035
Balance as of December 31, 2013	\$ 13,494,667	\$ 2,473	\$ 68,474,910	\$ 24,641,182	\$ 5,072,425	\$ 84,581,268	\$ (2,404,641)	\$ 1,508,892	\$ (55,970)	\$ 195,315,206

The accompanying notes are an integral part of the parent company only financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## MEDIATEK INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2013 and 2012

(Amounts in thousands of New Taiwan Dollars)

Description	2013	2012
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 29,207,505	\$ 16,323,109
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	576,119	617,824
Amortization	117,935	1,753,083
Bad debt provision (reversal)	24,411	(90,204)
Loss (gain) on financial assets and liabilities at fair value through profit or loss	15,227	(3,993)
Interest expenses	20,981	1,734
Interest income	(397,445)	(305,216)
Dividend income	(48,197)	(47,768)
Share of profit of associates accounted for using the equity method	(9,578,438)	(9,314,783)
Losses on disposal of property, plant and equipment	445	1,298
Loss (gain) on disposal of investments	16,113	(966,563)
Impairment of financial assets	-	324,295
Unrealized gross profit	59,028	-
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(259,369)	349,855
Trade receivables	(1,193,071)	345,401
Trade receivables from related parties	(128,342)	29,706
Other receivables	1,400,619	(422,911)
Inventories	4,840,600	(4,310,604)
Prepayments	(575,987)	(23,851)
Other current assets	28,054	(106,263)
Trade payables	272,542	(146,279)
Trade payables to related parties	317,324	(2,798)
Other payables	3,008,653	(2,347,517)
Other current liabilities	496,406	(33,035)
Accrued pension liabilities	8,284	24,855
Cash generated from operating activities		
Interest received	404,316	325,078
Dividend received	3,247,709	2,789,371
Interest paid	(12,240)	(689)
Income tax paid	(810,949)	(320,880)
Net cash provided by operating activities	31,058,233	4,442,255
<b>Cash flows from investing activities :</b>		
Acquisition of available-for-sale financial assets	-	(296,804)
Proceeds from disposal of available-for-sale financial assets	499,551	41,896
Acquisition of bond investment for which no active market exists	(37)	(102,037)
Acquisition of investments accounted for using the equity method	-	(2,999,635)
Proceeds from disposal of investments accounted for using the equity method	-	1,528,400
Proceeds from capital return of equity investees	-	8,108,258
Acquisition of property, plant and equipment	(639,516)	(431,187)
Proceeds from disposal of property, plant and equipment	7,456	-
Decrease in refundable deposits	41,257	32,004
Acquisition of intangible assets	(318,355)	(1,048,090)
Net cash (used in) provided by investing activities	(409,644)	4,832,805
<b>Cash flows from financing activities :</b>		
Increase in short-term borrowings	6,805,850	2,179,150
Increase in deposits received	17,719	23,610
Proceeds from exercise of employee stock options	94,732	1,510
Cash dividends	(12,144,424)	(10,328,124)
Net cash used in financing activities	(5,226,123)	(8,123,854)
Net increase in cash and cash equivalents	25,422,466	1,151,206
Cash and cash equivalents at the beginning of the period	28,288,474	27,137,268
Cash and cash equivalents at the end of the period	\$ 53,710,940	\$ 28,288,474

The accompanying notes are an integral part of the parent company only financial statements.

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## **Independent Auditors' Report: MediaTek Inc. & Subsidiaries**

(English translation of a report originally issued in Chinese)

To the Board of Directors and Shareholders of MediaTek Inc.

We have audited the accompanying consolidated balance sheets of MediaTek Inc., and its subsidiaries as of December 31, 2013 and 2012 and January 1, 2012 and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then 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 conducted our audits in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China (R.O.C.). 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 consolidated 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 provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of MediaTek Inc. and its subsidiaries as of December 31, 2013 and 2012 and January 1, 2012, and the results of its operations and its cash flows for the years then ended December 31, 2013 and 2012, in conformity with requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards, International Accounting Standards, International Financial Reporting Interpretations committee and Standing Interpretations Committee as endorsed by Financial Supervisory Commission.

The Company has prepared Separate Financial Statements as of December 31, 2013 and 2012 for the years then ended. We have expressed an unqualified opinion on those separate financial statements.

Ernst & Young

CERTIFIED PUBLIC ACCOUNTANTS

March 21, 2014

Taipei, Taiwan

Republic of China

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**Notice to Readers**

The reader is advised that these financial statements have been prepared originally in Chinese. In the event of a conflict between these financial statements and the original Chinese version or difference in interpretation between the two versions, the Chinese language financial statements shall prevail.

The accompanying financial statements are intended only to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in the R.O.C. and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the R.O.C.

English Translation of Financial Statements Originally Issued in Chinese  
**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
As of December 31, 2013, December 31, 2012 and January 1, 2012  
(Amounts in thousands of New Taiwan Dollars)

ASSETS	Notes	December 31, 2013	%	December 31, 2012	%	January 1, 2012	%
<b>Current assets</b>							
Cash and cash equivalents	4, 6(1)	\$ 132,997,726	52	\$ 85,867,210	41	\$ 85,821,438	58
Financial assets at fair value through profit or loss-current	4, 5, 6(2)	2,132,090	1	629,912	-	1,617,416	1
Available-for-sale financial assets-current	4, 5, 6(3), 6(9)	3,426,121	1	3,979,013	2	2,545,354	2
Held-to-maturity financial assets-current	4, 6(5)	549,573	-	-	-	48,126	-
Bond investments for which no active market exists-current	4, 6(6), 8	113,678	-	113,598	-	1,013,112	1
Trade receivables, net	4, 5, 6(7)	7,627,591	3	6,584,610	3	7,360,317	5
Trade receivables from related parties, net	4, 6(7), 7	-	-	-	-	23,567	-
Other receivables	6(7), 7	3,652,885	1	5,076,122	2	2,961,830	2
Current tax assets	4, 5, 6(22)	30,226	-	59,501	-	65,174	-
Inventories, net	4, 5, 6(8)	9,346,792	4	13,867,311	7	9,392,282	6
Prepayments		1,404,263	1	1,141,023	1	689,987	1
Other current assets		459,984	-	426,062	-	282,585	-
Total current assets		<u>161,740,929</u>	<u>63</u>	<u>117,744,362</u>	<u>56</u>	<u>111,821,188</u>	<u>76</u>
<b>Non-current assets</b>							
Financial assets at fair value through profit or loss-noncurrent	4, 5, 6(2)	1,478,707	-	1,484,505	1	1,739,337	1
Available-for-sale financial assets-noncurrent	4, 5, 6(3)	4,487,354	2	3,206,895	2	2,810,668	2
Held-to-maturity financial assets-noncurrent	4, 6(5)	341,937	-	796,860	-	828,422	1
Financial assets measured at cost-noncurrent	4, 6(4)	2,061,563	1	2,083,114	1	2,017,613	1
Bond investments for which no active market exists-noncurrent	4, 6(6), 8	364	-	400	-	671	-
Investments accounted for using the equity method	4, 6(9)	59,669,761	23	57,393,909	27	1,980,983	1
Property, plant and equipment	4, 6(10)	11,312,107	4	10,732,494	5	9,861,430	7
Intangible assets	4, 6(11), 6(12)	15,509,193	6	15,727,448	8	16,150,659	11
Deferred tax assets	4, 5, 6(22)	1,778,859	1	915,791	-	269,382	-
Refundable deposits		137,593	-	206,393	-	265,431	-
Long-term prepaid rent		118,495	-	114,347	-	-	-
Total non-current assets		<u>96,895,933</u>	<u>37</u>	<u>92,662,156</u>	<u>44</u>	<u>35,924,596</u>	<u>24</u>
<b>Total assets</b>		<u>\$ 258,636,862</u>	<u>100</u>	<u>\$ 210,406,518</u>	<u>100</u>	<u>\$ 147,745,784</u>	<u>100</u>

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese  
**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31, 2013, December 31, 2012 and January 1, 2012**  
(Amounts in thousands of New Taiwan Dollars)

LIABILITIES AND SHAREHOLDERS' EQUITY	Notes	December 31, 2013	%	December 31, 2012	%	January 1, 2012	%
<b>Current liabilities</b>							
Short-term borrowings	6(13)	\$ 29,051,500	11	\$ 8,880,430	4	\$ 4,089,150	3
Financial liabilities at fair value through profit or loss-current	4, 5, 6(2)	26,017	-	2,638	-	-	-
Trade payables		8,862,146	3	8,044,063	4	8,062,967	5
Trade payables to related parties	7	2,082,028	1	1,003,337	1	958,936	1
Other payables		16,835,299	7	13,356,034	6	15,865,576	11
Current tax liabilities	4, 5, 6(22)	3,151,805	1	1,053,591	1	681,003	-
Other current liabilities		1,345,847	1	610,139	-	752,407	-
Current portion of long-term liabilities		29,950	-	29,136	-	18,081	-
Total current liabilities		<u>61,384,592</u>	<u>24</u>	<u>32,979,368</u>	<u>16</u>	<u>30,428,120</u>	<u>20</u>
<b>Non-current liabilities</b>							
Long-term payables		86,855	-	113,630	-	147,662	-
Accrued pension liabilities	4, 6(14)	606,033	-	555,754	-	445,079	-
Deposits received	7	47,754	-	30,233	-	6,176	-
Deferred tax liabilities	4, 5, 6(22)	1,050,108	-	1,195,134	1	595,454	1
Non-current liabilities-others		108,121	-	74,675	-	49,351	-
Total non-current liabilities		<u>1,898,871</u>	<u>-</u>	<u>1,969,426</u>	<u>1</u>	<u>1,243,722</u>	<u>1</u>
Total liabilities		<u>63,283,463</u>	<u>24</u>	<u>34,948,794</u>	<u>17</u>	<u>31,671,842</u>	<u>21</u>
<b>Equity attributable to owners of the parent</b>							
Share capital	6(15)						
Common stock		13,494,667	5	13,493,702	6	11,475,108	8
Capital collected in advance		2,473	-	102	-	83	-
Capital surplus	6(15), 6(16)	68,474,910	26	79,672,498	38	24,488,409	16
Retained earnings	6(15)						
Legal reserve		24,641,182	10	23,072,429	11	21,710,122	15
Special reserve		5,072,425	2	2,210,312	1	4,198,121	3
Undistributed earnings		84,581,268	33	62,213,816	29	56,418,253	38
Other equity	6(15)	(895,749)	-	(5,183,374)	(2)	(2,210,495)	(1)
Treasury shares	4, 6(15)	(55,970)	-	(55,970)	-	(55,970)	-
Equity attributable to owners of the parent		<u>195,315,206</u>	<u>76</u>	<u>175,423,515</u>	<u>83</u>	<u>116,023,631</u>	<u>79</u>
<b>Non-controlling interests</b>	4, 6(15)	38,193	-	34,209	-	50,311	-
Total equity		<u>195,353,399</u>	<u>76</u>	<u>175,457,724</u>	<u>83</u>	<u>116,073,942</u>	<u>79</u>
<b>Total liabilities and equity</b>		<u>\$ 258,636,862</u>	<u>100</u>	<u>\$ 210,406,518</u>	<u>100</u>	<u>\$ 147,745,784</u>	<u>100</u>

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For the years ended December 31, 2013 and 2012**

(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Description	Notes	2013	%	2012	%
<b>Net sales</b>	4, 5, 6(17), 7	\$ 136,055,954	100	\$ 99,263,160	100
<b>Operating costs</b>	4, 5, 6(8), 6(18), 7	(76,250,370)	(56)	(58,204,139)	(59)
<b>Gross profit</b>		<u>59,805,584</u>	<u>44</u>	<u>41,059,021</u>	<u>41</u>
<b>Operating expenses</b>	6(18), 7				
Selling expenses		(4,561,934)	(3)	(3,114,867)	(3)
Administrative expenses		(3,545,988)	(3)	(2,912,173)	(3)
Research and development expenses		(26,453,942)	(19)	(22,629,206)	(22)
Total operating expenses		<u>(34,561,864)</u>	<u>(25)</u>	<u>(28,656,246)</u>	<u>(28)</u>
<b>Operating income</b>		<u>25,243,720</u>	<u>19</u>	<u>12,402,775</u>	<u>13</u>
<b>Non-operating income and expenses</b>					
Other income	4, 6(19), 7	2,402,627	2	2,391,629	2
Other gains and losses	4, 6(9), 6(20)	(103,672)	-	740,265	1
Finance costs	6(21)	(146,816)	-	(109,458)	-
Share of profit of associates accounted for using the equity method	4, 6(9)	2,150,963	1	1,059,870	1
Total non-operating income and expenses		<u>4,303,102</u>	<u>3</u>	<u>4,082,306</u>	<u>4</u>
<b>Net income before income tax</b>		<u>29,546,822</u>	<u>22</u>	<u>16,485,081</u>	<u>17</u>
<b>Income tax expense</b>	4, 5, 6(22)	(2,062,172)	(2)	(940,551)	(1)
<b>Net income</b>		<u>27,484,650</u>	<u>20</u>	<u>15,544,530</u>	<u>16</u>
<b>Other comprehensive income</b>	4, 6(9), 6(14), 6(15)				
Exchange differences resulting from translating the financial statements of foreign operations		1,811,177	1	(1,940,245)	(2)
Unrealized gains from available-for-sale financial assets		929,781	1	535,919	1
Actuarial losses on defined benefit plans		(42,044)	-	(103,084)	-
Share of other comprehensive income of associates accounted for using the equity method		1,554,911	1	(1,545,440)	(2)
Income tax relating to components of other comprehensive income		-	-	17,524	-
<b>Other comprehensive income, net of tax</b>		<u>4,253,825</u>	<u>3</u>	<u>(3,035,326)</u>	<u>(3)</u>
<b>Total comprehensive income</b>		<u>\$ 31,738,475</u>	<u>23</u>	<u>\$ 12,509,204</u>	<u>13</u>
<b>Net income (loss) for the periods attributable to :</b>					
Owners of the parent	6(23)	\$ 27,515,052		\$ 15,583,745	
Non-controlling interests	6(15)	(30,402)		(39,215)	
		<u>\$ 27,484,650</u>		<u>\$ 15,544,530</u>	
<b>Total comprehensive income for the periods attributable to :</b>					
Owners of the parent		\$ 31,760,633		\$ 12,525,306	
Non-controlling interests	6(15)	(22,158)		(16,102)	
		<u>\$ 31,738,475</u>		<u>\$ 12,509,204</u>	
Basic Earnings Per Share (in New Taiwan Dollars)	6(23)	<u>\$ 20.51</u>		<u>\$ 12.81</u>	
Diluted Earnings Per Share (in New Taiwan Dollars)	6(23)	<u>\$ 20.42</u>		<u>\$ 12.75</u>	

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

English Translation of Financial Statements Originally Issued in Chinese

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

For the years ended December 31, 2013 and 2012

(Amounts in thousands of New Taiwan Dollars)

Description	Equity attributable to owners of the parent											Non-controlling interests	Total equity
	Share capital			Retained earnings			Other equity		Treasury shares	Equity attributable to owners of the parent			
	Common stock	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains from available-for-sale financial assets					
Balance as of January 1, 2012	\$ 11,475,108	\$ 83	\$ 24,488,409	\$ 21,710,122	\$ 4,198,121	\$ 56,418,253	\$ (2,253,687)	\$ 43,192	\$ (55,970)	\$ 116,023,631	\$ 50,311	\$ 116,073,942	
Appropriation and distribution of 2011 earnings:													
Legal reserve	-	-	-	1,362,307	-	(1,362,307)	-	-	-	-	-	-	
Special reserve	-	-	-	-	(1,987,809)	1,987,809	-	-	-	-	-	-	
Cash dividends	-	-	-	-	-	(10,328,124)	-	-	-	(10,328,124)	-	(10,328,124)	
Total	-	-	-	1,362,307	(1,987,809)	(9,702,622)	-	-	-	(10,328,124)	-	(10,328,124)	
Profit for the year ended December 31, 2012	-	-	-	-	-	15,583,745	-	-	-	15,583,745	(39,215)	15,544,530	
Other comprehensive income for the year ended December 31, 2012	-	-	-	-	-	(85,560)	(3,508,798)	535,919	-	(3,058,439)	23,113	(3,035,326)	
Total comprehensive income	-	-	-	-	-	15,498,185	(3,508,798)	535,919	-	12,525,306	(16,102)	12,509,204	
Share-based payment transactions	915	19	50,437	-	-	-	-	-	-	51,371	-	51,371	
Shares issued to acquire a new entity	2,017,679	-	54,880,856	-	-	-	-	-	-	56,898,535	-	56,898,535	
Adjustments due to dividends that subsidiaries received from parent company	-	-	70,145	-	-	-	-	-	-	70,145	-	70,145	
Adjustments arising from changes in percentage of ownership in subsidiaries	-	-	151,548	-	-	-	-	-	-	151,548	-	151,548	
Change in other capital surplus	-	-	31,103	-	-	-	-	-	-	31,103	-	31,103	
Balance as of December 31, 2012	13,493,702	102	79,672,498	23,072,429	2,210,312	62,213,816	(5,762,485)	579,111	(55,970)	175,423,515	34,209	175,457,724	
Appropriation and distribution of 2012 earnings:													
Legal reserve	-	-	-	1,568,753	-	(1,568,753)	-	-	-	-	-	-	
Special reserve	-	-	-	-	2,862,113	(2,862,113)	-	-	-	-	-	-	
Cash dividends	-	-	-	-	-	(674,690)	-	-	-	(674,690)	-	(674,690)	
Cash distributed from capital surplus	-	-	(11,469,734)	-	-	-	-	-	-	(11,469,734)	-	(11,469,734)	
Total	-	-	(11,469,734)	1,568,753	2,862,113	(5,105,556)	-	-	-	(12,144,424)	-	(12,144,424)	
Profit for the year ended December 31, 2013	-	-	-	-	-	27,515,052	-	-	-	27,515,052	(30,402)	27,484,650	
Other comprehensive income for the year ended December 31, 2013	-	-	-	-	-	(42,044)	3,357,844	929,781	-	4,245,581	8,244	4,253,825	
Total comprehensive income	-	-	-	-	-	27,473,008	3,357,844	929,781	-	31,760,633	(22,158)	31,738,475	
Share-based payment transactions	965	2,371	79,420	-	-	-	-	-	-	82,756	-	82,756	
Adjustments due to dividends that subsidiaries received from parent company	-	-	70,145	-	-	-	-	-	-	70,145	-	70,145	
Adjustments arising from changes in percentage of ownership in subsidiaries	-	-	10,546	-	-	-	-	-	-	10,546	26,142	36,688	
Change in other capital surplus	-	-	112,035	-	-	-	-	-	-	112,035	-	112,035	
Balance as of December 31, 2013	\$ 13,494,667	\$ 2,473	\$ 68,474,910	\$ 24,641,182	\$ 5,072,425	\$ 84,581,268	\$ (2,404,641)	\$ 1,508,892	\$ (55,970)	\$ 195,315,206	\$ 38,193	\$ 195,353,399	

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

**MEDIATEK INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended December 31, 2013 and 2012**  
(Amounts in thousands of New Taiwan Dollars)

Description	2013	2012
<b>Cash flows from operating activities :</b>		
Profit before tax from continuing operations	\$ 29,546,822	\$ 16,485,081
Adjustments for:		
The profit or loss items which did not affect cash flows:		
Depreciation	1,182,191	1,218,375
Amortization	544,639	2,478,080
Bad debt reversal	(79,110)	(81,003)
Loss (gain) on financial assets and liabilities at fair value through profit or loss	9,155	(57,383)
Interest expenses	146,816	109,458
Interest income	(1,755,482)	(1,730,158)
Dividend income	(161,905)	(148,878)
Share-based payment expenses	75,799	49,661
Share of profit of associates accounted for using the equity method	(2,150,963)	(1,059,870)
Losses on disposal of property, plant and equipment	3,137	10,000
Loss (gain) on disposal of investments	48,008	(1,051,798)
Impairment of financial assets	478,110	588,747
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(1,418,009)	1,227,038
Trade receivables	(983,242)	861,436
Trade receivables from related parties	-	23,567
Other receivables	1,186,065	(869,314)
Inventories	4,532,449	(4,462,887)
Prepayments	(263,240)	(450,822)
Other current assets	(33,922)	(119,134)
Trade payables	819,786	22,548
Trade payables to related parties	1,054,687	75,504
Other payables	3,376,421	(2,488,432)
Other current liabilities	736,536	(167,602)
Long-term payables	(25,961)	(23,108)
Accrued pension liabilities	8,235	25,115
Non-current liabilities-others	33,446	25,324
Cash generated from operating activities		
Interest received	1,991,816	1,487,073
Dividend received	1,738,796	148,878
Interest paid	(125,582)	(112,604)
Income tax paid	(942,777)	(609,960)
Net cash provided by operating activities	39,572,721	11,402,932
<b>Cash flows from investing activities :</b>		
Acquisition of available-for-sale financial assets	(1,377,363)	(403,716)
Proceeds from disposal of available-for-sale financial assets	1,469,999	234,448
Acquisition of bond investment for which no active market exists	(43)	(100,215)
Acquisition of held-to-maturity financial assets	(72,743)	(319,768)
Proceeds from disposal of held-to-maturity financial assets	-	372,684
Acquisition of financial assets measured at cost	(626,407)	(948,441)
Proceeds from disposal of financial assets measured at cost	299	44,749
Proceeds from capital return of financial assets measured at cost	322,344	-
Acquisition of investments accounted for using the equity method	(91,571)	(278,382)
Proceeds from disposal of investments accounted for using the equity method	-	1,528,400
Net cash outflows from acquisition of subsidiaries	-	(938,022)
Net cash inflows from disposal of subsidiaries	6,119	-
Proceeds from capital return of equity investees	-	1,457
Acquisition of property, plant and equipment	(1,628,684)	(2,246,318)
Proceeds from disposal of property, plant and equipment	43,510	2,799
Decrease in refundable deposits	68,800	59,038
Acquisition of intangible assets	(324,414)	(1,071,578)
Increase of long-term prepaid rent	(4,148)	(114,347)
Net cash used in investing activities	(2,214,302)	(4,177,212)
<b>Cash flows from financing activities :</b>		
Increase in short-term borrowings	19,983,850	4,791,280
Increase in deposits received	17,521	24,057
Proceeds from exercise of employee stock options	94,732	1,510
Cash dividends	(12,074,279)	(10,257,979)
Increase in non-controlling interests	26,142	20,097
Net cash provided by (used in) financing activities	8,047,966	(5,421,035)
Effect of changes in exchange rate on cash and cash equivalents	1,724,131	(1,758,913)
Net increase in cash and cash equivalents	47,130,516	45,772
Cash and cash equivalents at the beginning of the period	85,867,210	85,821,438
Cash and cash equivalents at the end of the period	\$ 132,997,726	\$ 85,867,210

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

Chairman : Ming-Kai Tsai

President : Ching-Jiang Hsieh

Chief Financial Officer : David Ku

## Attachment 5

# Comparison of the Original Text and the Amended Text in “Procedures Governing the Acquisition or Disposition of Assets”

Original version	Amended version	Reason
<p><b>Section One Acquisition or Disposition of Assets</b></p> <p>Article I:</p> <p><u>These Procedures are duly enacted in accordance with 1. No. 0910006105 announced by MOF on December 10, 2002. 2. No. 0960001463, announced by FSC on January 19, 2007. 3. No. 1010004588 announced by FSC on February 13, 2012.</u></p>	<p><b>Section One Acquisition or Disposition of Assets</b></p> <p>Article I:</p> <p><u>The Company shall handle the acquisition or disposal of assets in compliance with these Regulations.</u></p>	<p>Revised words.</p>
<p>Article II: Definition of assets:</p> <p><u>II. Real estate and other fixed assets.</u></p>	<p>Article II: Definition of assets:</p> <p><u>II. Real property and equipment.</u></p>	<p>Revised words to fit regulations revised by the authority.</p>
<p>Article III: Appraisal procedures:</p> <p>I. The means of price determination:</p> <p>(IV). The prices of <u>other fixed assets</u> acquired or disposed shall be determined through any manner among price competition under restricted tendering, price negotiation under single tendering or open tendering.</p>	<p>Article III: Appraisal procedures:</p> <p>I. The means of price determination:</p> <p>(IV).The prices of <u>equipment</u> acquired or disposed shall be determined through any manner among price competition under restricted tendering, price negotiation under single tendering or open tendering.</p>	
<p>Article III: Appraisal procedures:</p> <p>II. Grounds for reference of pricing:</p> <p>(I).Long- and short-term securities:</p> <p><u>Other than in the following circumstances, the Company shall, prior to the day of occurrence of the fact, where acquired or disposed securities, first obtain the most recent financial statement, audited and attested by a CPA, of the underlying company for reference in appraising the transaction price.</u></p> <p><u>For the transaction amount reached 20% of the paid-in capital or NT\$300 million or more, the Company shall, prior to the day of occurrence of the fact, engage a CPA to render an opinion on the reasonableness of the transaction price. If the use of expert reports is required, the CPA shall proceed in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF Taiwan).</u></p> <p><u>1. Acquisition of securities with cash capital to set up by establishment or fundraise.</u></p> <p><u>2. Securities with face value issued by underlying companies participating in stock options in accordance with relevant regulations for cash capital increase.</u></p> <p><u>3. Securities issued by participating in the stock option to reinvest 100% in invested companies by cash capital increase.</u></p> <p><u>4. Listed, over-the-counter, and emerging securities traded on Taiwan Stock Exchange or at securities underwriters business locations.</u></p> <p><u>5. Government bonds and bonds under repurchase/resale agreements.</u></p> <p><u>6. Foreign and domestic funds.</u></p> <p><u>7. Acquisition or disposition of listed stocks in accordance with Taiwan Stock Exchange or Over-the-Counter Regulations Governing Purchase by Tender Offer or Auction by Consignment of Listed Securities.</u></p>	<p>Article III: Appraisal procedures:</p> <p>II. Grounds for reference of pricing:</p> <p>(I).Long- and short-term securities:</p> <p><u>The Company acquired or disposed of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20% of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness 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 the provisions of Statement of Auditing Standards No. 20 published by the ARDF. <u>This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.</u></u></p> <p>(Deleted)</p>	<p>1. Revised the article to simplify it, and the reality operation procedure should abide by the newest regulations published by the authority.</p> <p>2. Revised words to fit regulations revised by the authority.</p> <p>3. Revised special situations to fit regulations revised by the authority.</p> <p>4. Revised items and words.</p>

<p><u>8. Acquisition by participating in stock options of public companies cash capital increase and securities acquired are not privately placed securities.</u></p> <p><u>9. In line with Article 11-1 of Securities Investment Trust and Consulting Act and FSC File No. 0930005249, dated 1 November, 2004 to purchase funds before they are established.</u></p> <p><u>10. The purchase or repurchase of domestic privately placed funds, if investment strategies other than margin transactions on securities and products related to unwritten-off securities held were already specified in trust deed, then the rest have the same investment scope as publicly placed funds.</u></p> <p>(II).Real estate or <u>fixed assets of other attributes:</u></p> <p>Where the Company acquires or disposes real estate or <u>other fixed assets</u>, except for the cases of transaction with the government, consigned construction on the own land, consigned construction on leased land or acquisition or disposal of machinery &amp; equipment used on business operation, the Company shall, prior to the day of occurrence of the fact, retain an independent professional appraisal firm to appraise and issue an appraisal report and shall further live up to the following requirements if the trading value is up to 20% of the Company's paid-in capital or NT\$300 million:</p> <p>1.2.omitted</p> <p><u>3.The appraisal reports shall bear the following entries:</u></p> <p><u>(1).The prerequisites to be entered as required under the Technology Regulation for Real Estate Appraisal.</u></p> <p><u>(2). The fundamental particulars of the independent appraisers and the appraising personnel:</u></p> <p><u>A. The name, capital, organization chart and personnel lineups of the professional appraisal firm(s).</u></p> <p><u>B. The names, ages, educational &amp; professional backgrounds (with supporting certificates) of the appraiser(s); number of years in the appraisal profession, number of appraisal cases having been handled.</u></p> <p><u>C. The relationship between the professional appraisal firm, the appraiser(s) and the consignor (client).</u></p> <p><u>D. Issuance of affidavit, declaring it free of misrepresentation, concealment of the contents in the appraisal report . . .</u></p> <p><u>E. The date on which the appraisal report is issued.</u></p> <p><u>(3). The fundamental particulars of the appraisal subject shall include a minimum of names, attributes, locations, space sizes of the appraisal target.</u></p> <p><u>(4). Actual examples of real estate trade concluded in the area where the subject case is located.</u></p> <p><u>(5). Where restricted price or specific price shall be taken as the referential grounds for the trading price, the restricted price or specific price shall be checked and verified whether or not they currently live up to the requirements, whether or not they are rational when compared with normal pricing, and the cause leading to the difference and whether or not the restricted price or specific price are worthwhile for reference in the pricing.</u></p> <p><u>(6). In case of a contract for a joint venture between the landowner and the construction firm, the ratio of reasonable allocation of the built house shall be expressly provided.</u></p>	<p>(II).Real estate or <u>equipment:</u></p> <p>In acquired or disposed of real property or <u>equipment</u> where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million 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 acquired or disposed 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.omitted</p> <p>(Deleted)</p>	
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<p><u>(7). Estimate of land value increment tax.</u></p> <p><u>(8). Whether or not the spread exceeding 20% in pricing on the same timing among professional appraisal firms has been duly managed in accordance with Article 41 of the Real Estate Appraiser Act.</u></p> <p><u>(9). The appendices shall include detailed particulars of the subject real estate, data of the ownership registration, cadastral map transcripts, real estate location maps, land use zoning certificate and photos taken to indicate the status quo of the subject case.</u></p> <p>4~5.omitted</p> <p>6.The term "professional appraisal firms" as set forth in these Procedures denotes a firm where its appraisers are empowered to appraise real estate, <u>other fixed assets</u> according to law and other laws concerned.</p> <p>(III). Membership or intangible assets:</p> <p>Where the values of membership or intangible assets acquired or disposed by the Company are up to 20% of the Company's paid-in capital or NT\$300 million, the Company shall, prior to the day of occurrence of the fact, turn to the auditing CPA to present opinions on the rationality and to manage the case in accordance with the provisions Statement of Auditing Standards No.20 published by the ROC Accounting Research &amp; Development Foundation.</p> <p>(IV). The calculation of the transaction amounts referred to in the preceding three Subparagraphs shall be done in accordance with Subparagraph 5, Paragraph 1, Article 5 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.</p>	<p>3~4.omitted</p> <p>5. The term "professional appraisal firms" as set forth in these Procedures denotes a firm where its appraisers are empowered to appraise real estate, <u>equipment</u> according to law and other laws concerned.</p> <p>(III). Membership or intangible assets:</p> <p>Where the values of membership or intangible assets acquired or disposed by the Company are up to 20% of the Company's paid-in capital or NT\$300 million, <u>except in transactions with a government agency</u>, the Company shall, prior to the day of occurrence of the fact, turn to the auditing CPA to present opinions on the rationality and to manage the case in accordance with the provisions Statement of Auditing Standards No.20 published by the ROC Accounting Research &amp; Development</p>	
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	<p>Foundation.</p> <p>(IV).The calculation of the transaction amounts referred to in the preceding three Subparagraphs shall be done in accordance with Subparagraph 5, Paragraph 1, Article 5 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.</p>	
<p>Article III: Appraisal procedures:</p> <p>IV. Where the Company acquires or disposes assets through the procedures of court auction, the supporting certificate(s) issued by court may be taken in place of the appraisal report or CPA . s opinions.</p>	<p>Article III: Appraisal procedures:</p> <p>IV. Where the Company acquires or disposes assets through the procedures of court auction, the supporting certificate(s) issued by court may be taken in place of the appraisal report or CPA . s opinions.</p>	Revised words.
<p>Article IV: Operating procedures:</p> <p>I. Credit lines and levels of authorization:</p> <p>(II). The acquisition or disposition of the Company . s real estate or <u>other fixed assets</u> shall be subject to approval by the general manager if priced below NT\$5 million, subject to approval by the chairman if the case exceeds NT\$5 million in price, and shall be further subject to a decision resolved in the Board of Directors beforehand if the case exceeds NT\$300 million in price. But the Board of Directors may authorize the chairman to approve it and then ask for ratification from the Board afterwards.</p> <p>(III). Membership and intangible assets shall be acquired and disposed in accordance with the manner for real estate and <u>other fixed assets</u>.</p>	<p>Article IV: Operating procedures:</p> <p>I. Credit lines and levels of authorization:</p> <p>(II). The acquisition or disposition of the Company . s real estate or <u>equipment</u> shall be subject to approval by the general manager if priced below NT\$5 million, subject to approval by the chairman if the case exceeds NT\$5 million in price, and shall be further subject to a decision resolved in the Board of Directors beforehand if the case exceeds NT\$300 million in price. But the Board of Directors may authorize the chairman to approve it and then ask for ratification from the Board afterwards.</p> <p>(III). Membership and intangible assets shall be acquired and disposed in accordance with the manner for real estate and <u>equipment</u>.</p>	Revised words to fit regulations revised by the authority.
<p>Article IV: Operating procedures:</p> <p>(Amendment)</p> <p>IV. Enforcing units:</p> <p>(I). The Company . s investment in the long-, short-term securities shall be enforced by the Financial Department.</p> <p>(II). Investment in real estate and <u>other fixed assets</u> shall be enforced by the user department and responsible department.</p> <p>(III). The acquisition or disposal of membership and intangible assets: To be enforced in the manner same as that for real estate and <u>other fixed assets</u>.</p> <p>(IV),(V)omitted</p>	<p>Article IV: Operating procedures:</p> <p><u>IV. Where an audit committee has been established, any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution.</u></p> <p><u>V. If approval of more than half of all audit committee members as required in the paragraph 4 is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting.</u></p> <p><u>VI. The terms "all audit committee members" in paragraph 4 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p> <p>VII. Enforcing units:</p> <p>(I). The Company . s investment in the long and short-term securities shall be enforced by the Finance Department.</p> <p>(II). Investment in real estate and <u>equipment</u> shall be enforced by the user department and responsible department.</p> <p>(III).The acquisition or disposal of membership and intangible assets: To be enforced in the manner same as that for real estate and <u>equipment</u>.</p> <p>(IV),(V)omitted</p> <p>VIII. Storage of data: omitted</p>	<p>1. Revised words to fit the Establishing Audit Committee.</p> <p>2. Revised items.</p> <p>3. Revised words to fit regulations revised by the authority.</p>

<p>V. Storage of data: omitted</p> <p>Article V: Public announcement and declaration:</p> <p>I. Procedures:</p> <p>Under any of the following circumstances, the Company acquired or disposed of assets shall publicly announce and report in accordance with relevant regulations in the appropriate format as prescribed by the regulations within two days from the day of occurrence of the fact.</p> <p>(I). Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements. (II) ~ (III). omitted</p> <p>(IV). Where asset transactions other than those referred to in the preceding three Subparagraphs or investment in the mainland area reach 20% of the paid-in capital or NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>1.2.(omitted)</p> <p>3. Trading of bonds under repurchase/resale agreements.</p> <p>4. Where the type of assets acquired or disposed is equipment/<u>machinery</u> for own operational use and where the trading partner is not a related party, and the transaction amount is less than NT\$500 million.</p> <p>5. Where land is acquired under an arrangement for commissioned construction on self-owned land, engaging others to build on rented land, and the amount the company expects to invest in the transaction is less than NT\$500 million.</p> <p>(V).omitted</p>	<p>Article V: Public announcement and declaration:</p> <p>I. Procedures:</p> <p>Under any of the following circumstances, the Company acquired or disposed of assets shall publicly announce and report in accordance with relevant regulations in the appropriate format as prescribed by the regulations within two days from the day of occurrence of the fact.</p> <p>(I). 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% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or <u>subscription or redemption of domestic money market funds</u>.</p> <p>(II) ~ (III). omitted</p> <p>(IV). Where asset transactions other than those referred to in the preceding three Subparagraphs or investment in the mainland area reach 20% of the paid-in capital or NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>1.2.(omitted)</p> <p>3. Trading of bonds under repurchase/resale agreements and <u>subscription and redemption of domestic money market funds</u>.</p> <p>4. Where the type of assets acquired or disposed is equipment for own operational use and where the trading partner is not a related party, and the transaction amount is less than NT\$500 million.</p> <p>5 Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, <u>joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale</u>, and the amount the company expects to invest in the transaction is less than NT\$500 million.</p> <p>(V).omitted</p>	<p>Revised special situations to fit regulations revised by the authority.</p>
<p>Article VI: Procedures to control over acquisition or disposal of assets by subsidiaries:</p> <p><u>V. In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20% of paid-in capital under Articles 3, 5, 6 and 9, 10% of shareholders' equity shall be substituted.</u></p> <p><u>VI. The term "subsidiary" as set forth in these procedures is defined in Statements of Financial Accounting Standards No. 5 and 7 published by the R.O.C. Accounting Research and Development Foundation.</u></p>	<p>Article VI: Procedures to control over acquisition or disposal of assets by subsidiaries:</p> <p>V. The term "subsidiary" <u>in these Procedures is defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u></p>	<p>1. Moved the paid-in capital regulations to Article XIX.</p> <p>2. Revised definitions to fit regulations revised by the authority.</p>
<p>Article VII:</p> <p><u>Other than the assets which the Company may acquire for its business operation needs, the Company may further invest in purchase by the Company and subsidiaries of real estate and securities for business operation needs within the following restrictions of credit lines:</u></p> <p>(I)~(III)omitted</p>	<p>Article VII:</p> <p>The Company may further invest in purchase by the Company and subsidiaries of real estate <u>or</u> securities for business operation needs within the following restrictions of credit lines:</p> <p>(I)~(III)omitted</p>	<p>Revised words.</p>
<p><b>Section Two -- Acquisition of Real Estate from Associated Parties</b></p> <p>Article VIII: Scope</p> <p><u>I. When engaging in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the</u></p>	<p><b>Section Two -- Acquisition of Real Estate from Associated Parties</b></p> <p>Article VIII: Scope</p> <p>(Deleted)</p>	<p>1. Revised the article to simplify it, and the reality operation procedure should abide by the newest regulations published by the authority.</p> <p>2. Revised definitions to fit regulations revised by the authority.</p>

<p><u>transaction terms is appraised, if the transaction amount reaches 10% 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 1 and this Section.</u></p> <p><u>II. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with the provisions of Subparagraph 4, Paragraph 2 of Article 3.</u></p> <p><u>III. The term "associated parties, or related parties" as set forth in these Procedures is defined in Statements of Financial Accounting Standards No. 6 published by the R.O.C. Accounting Research and Development Foundation.</u></p> <p><u>IV. The capacity of an associated party shall be duly judged through both legal formality and substantial relationship.</u></p>	<p><u>I. The term "associated parties, or related parties" as set forth in these Procedures is defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u></p> <p><u>II. The capacity of an associated party shall be duly judged through both legal formality and substantial relationship.</u></p>	
<p>Article IX: <u>Submission to the Board of Directors</u></p> <p><u>I. 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% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Board of Directors and recognized by the supervisors:</u></p> <p><u>(I).The purpose, necessity and anticipated benefit of the real property acquisition or disposal.</u></p> <p><u>(II).The reason for choosing the associated party as a trading partner.</u></p> <p><u>(III). 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 the provisions of Article X and Article XI.</u></p> <p><u>(IV). The date and price at which the associated party originally acquired the real property, the original trading counterpart, and that trading counterpart's relationship to the company and the Associated party.</u></p> <p><u>(V). Monthly cash flow forecasts for the year commencing from the anticipated month of signing the contract, and evaluation of the necessity of the transaction, and reasonableness of the use of funds.</u></p> <p><u>(VI). An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</u></p> <p><u>(VII).Restrictive covenants and other important stipulations associated with the transaction.</u></p> <p><u>II. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Subparagraph 5, Paragraph 1, Article 5 herein, and "within the preceding year" as used herein refers to the year preceding the day of occurrence of the current transaction. Items that have been approved by the Board of Directors and recognized by the supervisors in accordance with these Procedures need not be counted toward the transaction amount.</u></p> <p><u>III. When submitting these Procedures to the Board of Directors for discussion in accordance with the requirements of</u></p>	<p><u>Article IX: When the Company engages in any acquisition or disposal of assets from or to a related party is in compliance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u></p> <p>(Deleted)</p>	<p>Revised the article to simplify it, and the reality operation procedure should abide by the newest regulations published by the authority.</p>

<p><u>Paragraph 1 of this Article, the Board of Directors shall take into full consideration each Independent Director's opinions. Any objection or reservation expressed by an Independent Director should be recorded in the minutes of the Board of Directors.</u></p> <p><u>IV. With respect to the acquisition or disposal of machinery and equipment intended for use in business operation and between the Company and its subsidiaries, the Board of Directors may, pursuant to Paragraph 1 of Article 4, delegate the responsibility of deciding such matters to the Chairman when the transaction is within a predetermined amount, and have the decisions subsequently submitted to and ratified in the next Board of Directors meeting.</u></p>		
<p><u>Article X: Evaluation of Reasonableness</u></p> <p><u>I. The Company that acquires real property from an associated party shall evaluate the reasonableness of the transaction costs by the following means:</u></p> <p><u>(I).Based upon the associated party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer in accordance with the law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</u></p> <p><u>(II).Total loan value appraisal from a financial institution where the associated party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is an associated party of one of the trading partners.</u></p> <p><u>II. Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</u></p> <p><u>III. The Company, while acquiring real property from an associated party and appraising the cost of the real property in accordance with the provisions of paragraph 1 and paragraph 2, shall also engage a CPA to check the appraisal and render a specific opinion.</u></p> <p><u>IV. Where the Company acquires real property from an associated party and where one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of Article IX and the provisions of the preceding three paragraphs do not apply:</u></p> <p><u>(I). Where the associated party acquired the real property through inheritance or as a gift.</u></p> <p><u>(II). A period more than five years has elapsed from the time the associated party signed the contract to obtain the real property to the signing date for the current transaction.</u></p> <p><u>(III). Where the real property is acquired through signing of a joint development contract with the associated party.</u></p>	(Deleted)	In accordance with revised Article IX.
<p><u>Article XI: Exception Provisions Applicable when Results of Appraisal are Lower</u></p> <p><u>I. In the event that the results of the Company's appraisal conducted in accordance with the provisions of paragraph 1 and paragraph 2 of the preceding Article are lower than the transaction price, the matter shall be handled in compliance with the provisions of Article XII. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply:</u></p> <p><u>(I).Where the associated party acquired undeveloped land or leased land for development, it may submit proof of</u></p>	(Deleted)	In accordance with revised Article IX.

<p>compliance with one of the following conditions: _</p> <p>1. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the associated party's construction cost plus reasonable construction profit are appraised in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the associated party's construction division over the past three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>2. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices. _</p> <p>3. Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices. _</p> <p>(II).Where the Company acquiring real property from an associated party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring parcels of land of a similar size by unrelated parties within the preceding year. _</p> <p>II. Completed transactions for neighboring parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within one year refers to one year retrospectively from the actual date of acquisition of the real property. _</p>		
<p>Article XII: Standard Provisions Applicable when Results of Appraisal are Lower</p> <p>I. Where the Company acquires real property from an associated party and the results of appraisals conducted in accordance with the provisions of Article X and Article XI are uniformly lower than the transaction price, the following shall be done: _</p> <p>(I).The difference between the real property transaction price and the appraised costs shall be allocated as special reserve in accordance with the provisions of Article 41, paragraph 1 of the Securities and Exchange Law and may not be distributed or used for capital increase and issuance of bonus shares. If an investor that has investment in the company carried on the equity method is a public company as well, it shall also list as special reserve under Article 41, paragraph 1 of the Securities and Exchange Law its share of the allocated portion in proportion to its shareholding. _</p> <p>(II).The supervisors shall comply with the provisions of Article 218 of the Company Law. _</p> <p>(III). The circumstances of handling under subparagraph 1 and subparagraph 2 shall be reported to the shareholders meeting and the detailed content of the transaction shall be disclosed in the annual report and public prospectus. _</p> <p>II. The Company that has allocated special reserve under the preceding paragraph may not utilize such special reserve until it has recognized loss due to price decline for the assets it purchased at high prices have been recognized for loss in value decline, or until they have been disposed of, or adequate compensation has been made, or the original condition has been restored, or there is other evidence confirming that it is not unreasonable to do so, and the securities regulatory authority have agreed. _</p>	(Deleted)	In accordance with revised Article IX.

<p>III. The Company shall also comply with the provisions of the preceding two paragraphs when obtaining real estate from an associated party if there is other evidence indicating that the transaction is in any way inconsistent with regular business practices.</p>		
<p><b>Section Three: Trading in Derivatives</b></p> <p>Article XIII</p> <p>(omitted)</p>	<p><b>Section Three: Trading in Derivatives</b></p> <p>Article X</p> <p>(omitted)</p>	<p>Revised articles.</p>
<p>Article XIV: Trading principles and strategies:</p> <p>V. <u>The maximum loss limit allowable for engaged contracts:</u></p> <p>The total amount of the derivative contracts in which the Company may engage in 100% of the revenues for the most recent quarter. The maximum loss limit of an unsettled trading contract is 10% of the contract amount, which is applicable to individual contracts and all contracts. If the maximum limit is exceeded, the Chief Financial Officer must be notified to determine the measures for reducing loss.</p> <p>VI. Performance rating:</p> <p>(I)(II)omitted</p>	<p>Article XI: Trading principles and strategies:</p> <p>V. Total amount of derivatives contracts</p> <p>(I) The amount of an unsettled trading contract for finance operations shall not be more than 20% of the Company's net worth.</p> <p>(II) The amount of an unsettled trading contract for hedge operations shall not exceed the actual business needs.</p> <p>VI. The maximum loss limit: The maximum loss limit of an unsettled trading contract is 10% of the contract amount, which is applicable to individual contracts and all contracts. If the maximum limit is exceeded, the Chief Financial Officer must be notified to determine the measures for reducing loss.</p> <p>VII. Performance rating:</p> <p>(I)(II)omitted</p>	<p>1. Revised articles and items.</p> <p>2. To fit development of the company operation growth, revised the total amount of the derivative contracts, which are limited by finance operations and hedge operations, respectively.</p>
<p>Article XV~ Article XVII</p> <p>(omitted)</p>	<p>Article XII~ Article XIV</p> <p>(omitted)</p>	<p>Revised articles.</p>
<p>Article XVIII: Method of periodical appraisal and settlement of abnormalities:</p> <p>IV. When authorizing relevant personnel for the trading of derivatives in accordance with these Procedures, the Company shall submit to the Board of Directors such appointments afterwards.</p>	<p>Article XV: Method of periodical appraisal and settlement of abnormalities:</p> <p>IV. When authorizing relevant personnel for the trading of derivatives in accordance with these Procedures, the Company shall submit to the <u>most recently</u> Board of Directors such appointments afterwards.</p>	<p>Revised definitions to fit regulations revised by the authority.</p>
<p>Article XIX: Register book</p> <p>I. For derivative trading undertaken by the Company, the register book shall be provided to enter details ready for inspection in the general ledgers, amounts of derivative trading, date on which the Board of Directors resolves and items that require careful assessment in accordance with Paragraph 4 of <u>Article XVI</u> and Paragraphs 1-2 of <u>Article XVIII</u>.</p> <p>II. (omitted)</p>	<p>Article XVI: Register book</p> <p>I. For derivative trading undertaken by the Company, the register book shall be provided to enter details ready for inspection in the general ledgers, amounts of derivative trading, date on which the Board of Directors resolves and items that require careful assessment in accordance with Paragraph 4 of <u>Article XIII</u> and Paragraphs 1-2 of <u>Article XV</u>.</p> <p>II. (omitted)</p>	<p>Revised articles.</p>
<p><b>Section Four: Mergers and Consolidations, Splits, Acquisitions, and Assignment of Businesses</b></p> <p>Article XX: Terms and Definitions</p> <p>The term "Assets acquired or disposed through mergers or consolidations, splits, acquisitions, or assignment of shares in accordance with acts of law" as set forth herein denotes the assets acquired or disposed through mergers, splits, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to acquisitions of shares of another company through issuance of new shares of its own as the consideration therefor (<u>hereinafter "assignment of shares"</u>) under Article 156, <u>paragraph 6</u> of the Company Law.</p>	<p><b>Section Four: Mergers and Consolidations, Splits, Acquisitions, and Assignment of Businesses</b></p> <p>Article XVIII: Terms and Definitions</p> <p>The term "Assets acquired or disposed through mergers or consolidations, splits, acquisitions, or assignment of shares in accordance with acts of law" as set forth herein denotes the assets acquired or disposed through mergers, splits, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to acquisitions of shares of another company through issuance of new shares of its own as the consideration therefor under Article 156, <u>paragraph 8</u> of the Company Law.</p>	<p>Revised articles and items.</p>
<p>Article XXI: Expert Opinions</p> <p>The Company shall, while conducting a merger or consolidation, split, acquisition, or share assignment, prior to convening the Board of Directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to</p>	<p>Article XVIII: Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares shall be in accordance with Section One of these rules and the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."</p>	<p>Revised the article to simplify it, and the reality operation procedure should abide by the newest regulations published by the authority.</p>

<p>shareholders, and submit it to the Board of Directors for <u>deliberation and passage.</u></p>		
<p>Article XXII: Notifications to Shareholders</p> <p>I. The Company shall, upon participating in a merger or consolidation, split, acquisition, or share assignment, prepare a public report to shareholders detailing important contractual content and matters relevant to the merger or consolidation, split, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger or consolidation, split, or acquisition. Provided, where a provision of another act exempts the Company from convening a shareholders meeting to approve the merger or consolidation, split, or acquisition, this restriction shall not apply.</p> <p>II. Where the shareholders meeting of any one of the companies participating in a merger or consolidation, split, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is vetoed by the shareholders meeting, the companies participating in the merger or consolidation, split or acquisition shall immediately and publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.</p>	(Deleted)	In accordance with revised Article XVIII.
<p>Article XXIII: Board of Directors Resolution</p> <p>I. The Company and other companies participating in a merger, split, or acquisition shall convene their Board of Directors Meeting and Shareholders Meeting on the same day to resolve matters relevant to the merger, split, or acquisition, unless another act provides otherwise or there are extraordinary factors reported in advance to and consented by the securities regulatory authority. The Company and other companies participating in an assignment of shares shall call a Board of Directors Meeting on the same day, unless another act provides otherwise or there are extraordinary circumstances reported in advance to and consented by the securities regulatory authority.</p> <p>II. The Company, while participating in a merger, split, acquisition, or assignment of shares, shall comply with the securities regulatory authority to prepare written records of the information: (1) personnel information (2) important dates (3) significant events and minutes, etc. and keep them for five years in case of inspections.</p> <p>III. The Company participating in the merger, split, acquisition, or assignment of shares shall report the information from the preceding Subparagraph 1 (basic personnel information) and Subparagraph 2 (dates of key events) in the prescribed format to the competent authority in charge of securities for future reference via an Internet-based information system two days after the Board has reached the resolution.</p> <p>IV. The Company shall sign an agreement with the companies that it participates in with the merger, split, acquisition, or assignment of shares that are non-listed or with stocks for trading at securities brokers business locations, and proceed in accordance with the provisions of Paragraph 2 and Paragraph 3 of this Article.</p>	(Deleted)	In accordance with revised Article XVIII.
<p>Article XXIV: Confidentiality</p> <p>Every person who is participating in or privy to the plan for merger or consolidation, split, acquisition, or assignment of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger or consolidation, split, acquisition, or assignment of shares.</p>	(Deleted)	In accordance with revised Article XVIII.
<p>Article XXV: Prohibition of Unauthorized Alterations</p> <p>The Company, while participating in a merger or consolidation, split, acquisition, or assignment of shares, may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger or consolidation, split, acquisition, or assignment of</p>	(Deleted)	In accordance with revised Article XVIII.

<p>shares:</p> <p>(I).Cash capital increase, issuance of convertible corporate bonds, allocation of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, and other equity based securities.</p> <p>(II).Action, such as a disposition of major assets, that affects the company's financial operations.</p> <p>(III). Event, such as a major disaster or major technological shift, that would affect shareholder equity or share price.</p> <p>(IV). An adjustment where any of the companies participating in the merger or consolidation, split, acquisition, or assignment of shares buys back treasury stock.</p> <p>(V). An increase or decrease in the number of entities or companies participating in the merger or consolidation, split, acquisition, or assignment of shares.</p> <p>(VI). Other terms &amp; conditions that the contract stipulates may be altered and that have been made public.</p>		
<p>Article XXVI: Standard Provisions to be Included in the Contract</p> <p>The contract for participation by the Company in a merger or consolidation, split, acquisition, or assignment of shares shall record the rights and obligations of the companies participating in the merger or consolidation, split, acquisition, or assignment of shares, and shall also record the following:</p> <p>(I).Countermeasure to be taken in case of a default.</p> <p>(II). Principles for the handling of equity-based securities previously issued or treasury stock previously bought back by any company that has been extinguished in a merger or that has been spun off.</p> <p>(III). The amount of treasury stocks that the participating companies may duly buy back after the base date for stock swap ratio, and the principles for handling thereof.</p> <p>(IV). The manner of handling changes in the number of participating entities or companies.</p> <p>(V). Preliminary progress schedule for plan execution, and anticipated date of completion.</p> <p>(VI). Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.</p>	(Deleted)	In accordance with revised Article XVIII.
<p>Article XXVII: Reacquisition</p> <p>After the information is made public, if any company participating in the merger or consolidation, split, acquisition, or share assignment intends to further to carry out a merger or consolidation, split, acquisition, or share assignment with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger or consolidation, split, acquisition, or share assignment; except those where the number of participating companies is decreased and a participating company's shareholders meeting has resolved and authorized the Board of Directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.</p>	(Deleted)	In accordance with revised Article XVIII.
<p>Article XXVIII: Non-public Companies</p> <p>Where a company participating in a merger or consolidation, split, acquisition, or assignment of shares is not a public company, the Company shall sign an agreement with the non-public company, and comply with the provisions of Article XXIII, Article XXIV, and Article XXVII.</p>	(Deleted)	In accordance with revised Article XVIII.
<p><b>Section Five: Bylaws</b></p>	<p><b>Section Five: Bylaws</b></p>	<p>Revised definitions to fit regulations revised by the</p>

(Amendment)	Article XIX:  <u>For the calculation of 10% of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. In the case of a company whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20% of paid-in capital under these Regulations, 10% of equity attributable to owners of the parent shall be substituted.</u>	authority.
Article XXIX ~ Article XXX	Article XX ~ Article XXI	Revised articles.
(omitted)	(omitted)	
Article XXXI:  When submitting these Procedures to the Board of Directors for discussion in accordance with the requirements of the preceding Article, the Board of Directors shall take into full consideration each Independent Director's opinions. Any objection or reservation expressed by an Independent Director should be recorded in the minutes of the Board of Directors.  (Amendment)	Article XXII:  When submitting these Procedures to the Board of Directors for discussion in accordance with the requirements of the preceding Article, the Board of Directors shall take into full consideration each Independent Director's opinions. Any objection or reservation expressed by an Independent Director should be recorded in the minutes of the Board of Directors.  <u>Where an audit committee has been established, any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the Board of Directors for a resolution. If approval of more than half of all audit committee members as required in the paragraph 2 is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting.</u>  <u>The terms "all audit committee members" in paragraph 2 and "all directors" in paragraph 3 shall be counted as the actual number of persons currently holding those positions.</u>	1. Revised articles.  2. Revised words to fit Establishing Audit Committee.
(Amendment)	Article XXIII:  <u>Where an audit committee has been established in accordance with the provisions of the Act, the provisions regarding supervisors set out in Articles 4, 14, and 21 shall apply mutatis mutandis to the audit committee.</u>	
Article XXXII:  <u>The Procedure was resolved in the 2003 Annual General Shareholders Meeting (AGM). The first amendment was made in the 2006 AGM, second amendment in the 2007 AGM, third amendment in 2009 AGM and fourth amendment in 2012 AGM.</u>	Article XXIV:  <u>Any other matters not set forth in the Procedure shall be dealt with in accordance with the applicable laws, rules, and regulations.</u>	1. Revised articles.  2. Deleted revisal histories and revised words.

**Attachment 6**

**Comparison of the Original Text and the Amended Text in  
"Operating Procedures of Outward Loans to Others"**

Original version	Amended version	Reason
<p>Article I :</p> <p><u>These Procedures were amended per Order No. Taiwan-Finance-Securities-VI-1010029874 of the Financial Supervisory Commission and other laws and regulations duly promulgated on July 6, 2012.</u></p>	<p>Article I :</p> <p><u>The Company may lend its funds and shall follow the Procedures set forth below in the lending of capital.</u></p> <p><u>The criterion of preparing financial report is IFRSs. In these Procedures, "the Company's net worth" means the balance sheet equity attributable to the owners of the parent company under the "Regulations Governing the Preparation of Financial Reports by Securities Issuers."</u></p>	<p>1. Expanded the operating procedures and written in accordance with legal statutes.</p> <p>2. Rearranged the order of sections: moved the definition of net value to the Article I.</p>
<p>Article I-I :</p> <p>The party to whom the Company may lend its funds shall be limited to legal entities that are having business relationship with the Company and in need of working capital for a short-term period. The Company shall follow the Procedures set forth below for lending funds to other parties.</p> <p>Fund-lending to companies having business relationship with the Company shall be limited to these circumstance:</p> <p>I. The top ten vendors or customers that are having business relationship with the Company (ranked by sales, purchasing, or service transaction amount between the parties during the period of twelve months prior to the time of lending.)</p> <p><u>II. For the purpose of this Procedure, the "transaction amount" shall mean the sales, or service purchasing amount between the parties, whichever is higher.</u></p>	<p>Article II :</p> <p>The party to whom the Company may lend its funds shall be limited to:</p> <p>I. The top ten vendors or customers that have business relationships with the Company in the past twelve months.</p> <p><u>II. For the purpose of short-term period working capital lending, the "short-term period" shall mean less than a one year period.</u></p> <p><u>Lending to companies that have business relationships with the Company shall be limited to operating capital purposes; vendors that are eligible for short-term period working capital lending, are limited to subsidiaries with over ninety percent of the voting stock held by the Company.</u></p>	<p>1. Adopted the regulations to add the capital lending of working capital for a short-term period. This is limited to subsidiary companies with over 90% of the voting stock held by the Company.</p> <p>2. Rearranged the order of sections: moved the qualification of fund-lending the working capital to companies having business relationship with the Company to the Article III.</p>
<p>Article II:</p> <p>The total amount for lending purpose and the maximum amount lendable to a company:</p> <p>I. The total amount available for lending purpose <u>shall be determined by the Company's financial status.</u> The total amount for lending shall not exceed 20% of the Company's net worth as stated in its latest audited financial statement. The total amount lendable to any one borrower shall be no more than 10% of the Company's net worth. In addition, the total amount lendable to any one borrower shall be no more than 30% of the borrower's net worth.</p> <p>II. The restriction in the preceding paragraph "total amount lendable to any one borrower shall be no more than 30% of the borrower's net worth" shall not apply to inter-company loans of funds between foreign companies in which the public company holds, directly or indirectly, 100% of the voting shares. However, the provisions stated in the preceding paragraph and in Article IV concerning the limit of the total amount, the quota for individual borrowers, and the durations of loans shall still apply.</p> <p><u>III. In these Procedures, "the Company's net worth" means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</u></p>	<p>Article III:</p> <p>The total amount for lending purpose and the maximum amount available to a company:</p> <p>I. The total amount for lending shall not exceed 20% of the Company's net worth as stated in its latest audited financial statement.</p> <p>II. The total amount for lending to companies having business relationship with the Company shall not exceed 20% of the Company's net worth as stated in its latest audited financial statement; the maximum amount lendable to a company is the service transaction amount (refers to sales, procurement, or service fees between the parties, whichever is higher) between the parties during the period of twelve months prior to the time of lending, and 10% of the Company's net worth as stated in its latest audited financial statement or 30% of the company's net worth as stated in its latest audited financial statement, whichever is lower.</p> <p><u>III. The total amount for lending to companies that are in need of working capital for a short-term period shall not exceed 20% of the Company's net worth as stated in its latest audited financial statement; the maximum amount lendable to a single company is 10% of the Company's net worth as stated in its latest audited financial statement or 30% of the debtor's net worth as stated in its latest audited financial statement, whichever is lower.</u></p> <p><u>Foreign subsidiary companies, held directly or indirectly by the Company with 100% of the voting stock shall be excluded from the above limitations on total amount of lending. However, limitations on amount and tenor as stated in internal lending fund operations, following relevant competent authorities' regulations, shall still apply.</u></p>	<p>1. Deleted situational terms and clarified operating procedures.</p> <p>2. The introduction of the 100% holding-stocks of subsidiary company between the parties, with the exception of the excess about 20% of the Company's net worth as stated in its latest audited financial statement, and back to "Regulations Governing loaning of Funds and Making of Endorsements/Guarantees by Public Companies", and stipulate by the subsidiary company.</p> <p>3. Rearranged the order of sections: moved the definition of net value to the Article I.</p> <p>4. Rearranged the order of sections: moved the qualification of fund-lending the working capital companies having business relationship with the Company from Article I-I to here.</p>
<p>Article III:</p> <p>I. Any lending of the Company's funds shall be submitted to the Board of Directors for its approval and no delegation shall</p>	<p>Article VIII:</p> <p>Any lending of the Company's funds shall <u>assess deliberatively whether it meets the requirement of relevant competent</u></p>	<p>Add the principle of assessment and amend a few part of document.</p>

<p>be made to any person in this regard.</p> <p>II. Fund-lending between the Company and its subsidiaries shall be approved by the Board of Directors of the Company as stipulated in the preceding paragraph, and the Board may authorize its Chairman to lend funds to a specific borrowing counterparty, within a certain monetary limit resolved by the Board and within a period not exceeding one year, in installments or to make a revolving credit line.</p>	<p><u>authorities regulations and the operation procedures set forth before the lending,</u> combine the result of examination of Article V and Article VI, and submitted to the Board of Directors for its approval. No delegation of authority shall be made to any other person in this regard.</p> <p>Fund lending between the Company and its subsidiaries shall be approved by the Board of Directors of the Company as stipulated in the preceding paragraph, and the Board may authorize its Chairman to lend funds to a specific borrowing counterparty, within a certain monetary limit resolved by the Board and within a period not exceeding one year, in installments or to make a revolving credit line.</p>	
<p>Article IV :</p> <p>Financing duration and interest calculation:</p> <p>Financing duration: The term of each loan shall not exceed one year. The interest rate shall not be lower than the short-term borrowing rate quoted by financial institutions. The interests shall be calculated on a monthly basis.</p>	<p>Article IV :</p> <p>Financing duration and interest calculation:</p> <p>Financing duration: The term of each loan shall not exceed one year. The interest rate shall not be lower than the short-term borrowing rate quoted by financial institutions. The interests shall be calculated on a monthly basis.</p> <p><u>Direct or indirect holding 100% voting stocks of foreign subsidiary company between the parties by the Company, with the exception of the limitation term for lending to companies, and the interest rate shall not be lower than the short-term borrowing rate quoted by financial institutions. The interests shall be calculated on a monthly basis.</u></p>	<p>Revised to adhere to Article IX of Lending of Capital FAQs, where there are exceptions of the limitation term of one year for subsidiary company.</p>
<p>Article V:</p> <p><u>Procedures of review:</u></p> <p><u>I. Regards to loans of the Company, any borrower, when applying for a loan from the Company, shall submit its financial statement and related guarantee documents.</u></p> <p><u>II. The detailed reviewing procedures of the loan application shall include:</u></p> <p><u>(I) The necessity of and rationality of loan application.</u></p> <p><u>(II) The credibility and risk assessment of the borrowers.</u></p> <p><u>(III) Impact on the Company's business operations, financial conditions, and shareholder's equity.</u></p> <p><u>(IV) The necessity to acquire collateral and appraisal of collateral shall be proposed to general manager and then be submitted to the board of directors for a final decision.</u></p> <p><u>III. After the credit line of the loan has been approved, the borrower shall fill out an Application form for loan to disburse loans from the Company. When applying to disburse the loan of the aforementioned credit line, the borrower shall provide a promissory note or other collaterals in an amount equivalent to that of the loan as mortgage to protect the Company's interest.</u></p>	<p>Article V:</p> <p><u>The borrower shall fill out an application letter when applying loans from the Company, clearly stating the amount of the loan, the terms, purpose, provide collateral, and shall provide basic and financial information to the Company for the purpose of credit evaluation.</u></p> <p><u>Based on the provided information, the financial unit shall evaluate the necessity and rationality of the loan application, the credibility and risk assessment of the borrowers, impact on the Company's business operations, financial conditions, and shareholder's equity, and the necessity to acquire collateral and appraisal of collateral shall be assessed in detail.</u></p>	<p>Adjust the guidelines of the detailed written procedures, and rewrite it in the spirit of legal regulations</p>
<p>Article VI:</p> <p>Procedures for public disclosure:</p> <p><u>I. The Company shall disclose and report the lending profile of the previous month of its head office and subsidiaries by the 10th day of each month.</u></p> <p><u>II. The Company shall disclose and report such event within two days commencing immediately from the date of occurrence, whenever the loans of funds balance reaches one of the following levels:</u></p> <p><u>(I) The aggregate balance of loans to others by the Company and Subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.</u></p> <p><u>(II) The aggregate balance of loans to a single enterprise by</u></p>	<p>Article IX:</p> <p><u>Related to fund lending, companies shall report transactions to the competent authorities, and the Company follows the relevant regulations in such transactions. If the subsidiary company of the Company is non-domestic, the Company shall follow the relevant regulations and the disclosure of transactions shall be done by the Company.</u></p>	<p>Adjust the guidelines of the detailed written procedures, and rewrite it in the spirit of legal regulations</p>

<p><u>the Company and Subsidiaries reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.</u></p> <p><u>(III) The amount of new loans of funds by the Company or its Subsidiaries reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.</u></p> <p><u>III. In these Procedures, "date of occurrence" means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.</u></p>		
<p>Article VII :</p> <p>When fund lending to other parties is contemplated by the Company's subsidiary, the Company shall mandate the subsidiary to handle fund-lending in accordance with the Company's Operating Procedures of Outward Loans to Others.</p>	<p>Article X :</p> <p>When fund lending to other parties is contemplated by the Company's subsidiary, <u>the Company shall order the subsidiary company to stipulate the operation procedures of fund lending, and shall be submitted to the Board of Directors for its approval, and the subsidiary shall follow the operation procedures of the Company.</u></p> <p><u>When fund lending to other parties is contemplated by the Company's subsidiary, the Company shall fill out a credit report and opinion. The condition of lending and shall be submitted to the Board of Directors of the subsidiary company for its approval.</u></p> <p><u>When fund lending to other parties by subsidiaries, they shall disclose relevant information regularly for review by the Company.</u></p>	<p>According to the regulations, order the subsidiary company to stipulate the operation procedures fund lending and the controlling procedures to the subsidiary company.</p>
<p>Article VIII :</p> <p><u>The loan applicants shall collateralize the loans by providing real estate or securities with the equivalent value of the loans (Except for land and securities, the loan applicant shall duly insure collateral with insurance amount not lower than the replacement costs and setup the Company as the beneficiary.) Or the loan applicants shall issue a promissory note with mature date equal to the scheduled repayment date, and the note is preserved by the Company to secure the credit. When repaying the loan on the due date or prior to expiration, the borrower shall clear off the full amount of principle and interest. After that, the promissory note shall be returned to borrower or removed the mortgage.</u></p>	<p>Article VI :</p> <p><u>When the borrower, with the exception to direct or indirect holding over 90% voting stocks of subsidiary company, requests a loan according to the regulations above, they shall provide an equal amount of promissory note, collateral and/or other collateral for the purpose of securing the debt rights of the Company.</u></p>	<ol style="list-style-type: none"> <li>1. Add the exception to holding over 90% voting stocks of subsidiary company for provide collateral.</li> <li>2. Rewrote the article by adoption of regulations, and the requirement of operation procedure is more definite.</li> </ol>
<p>Article IX:</p> <p><u>Appropriation of the loans:</u></p> <p><u>After the loan is approved, the Company shall appropriate the funds to the borrower when the borrower executes the loan contract, provides promissory note (or installment payments), and completes the mortgage (pledge) procedures.</u></p>	<p>None.</p>	<p>Delete the detailed description of operating procedure.</p>
<p>Article X:</p> <p><u>Follow-up control over the granted loans:</u></p> <p><u>I. After the loan is appropriated, the Company shall monitor the borrower's and the guarantor's financial condition, business and credit standing, as well as the potential changes in value of the mortgaged (pledged) collateral. If the borrower has any abnormally wrongful situation, the Company may request borrower repay the loan ahead of the schedule forthwith.</u></p> <p><u>II. When the loan is close to due date, the Company shall inform the borrower to clear off the principal and interest or apply for an extension of the loan.</u></p> <p><u>III. The borrower who intends to extend the loan prior to its expiration shall go through the Operating Procedures to re-apply it.</u></p> <p><u>IV. The in-charged officer shall monthly work out the statements of credit funds of previous month and submit them to the superiors for review progressively.</u></p>	<p>Article VII:</p> <p><u>After the loan is appropriated, the financial department shall evaluate the borrower's and the guarantor's financial condition and credit standing. If the debt is overdue and still irretrievable after communications, the financial department should immediately notify the legal department to ensure the Company's equity by taking further recourse.</u></p>	<p>Adjust the guidelines of the detailed written procedures, and rewrite it in the spirit of legal regulations</p>

<p>Article XI:</p> <p>Registration and Control:</p> <p><u>I. After loans of funds have been appropriated, the in-charged officer of the loan shall enclose the loan documents, promissory notes, credit vouchers, collateral papers, insurance policies, and correspondent documents into the quality control file, and shall remark the enclosing items and borrower's name on it. After submitted and verified by supervisors, the file shall be registered and put into custody.</u></p> <p><u>II. Procedures to deal with overdue credits:</u></p> <p><u>(I) In the event that a borrower fails to clear off the loan or to apply for an extension when the loan is overdue, the Company shall, after serving the notice as necessary, enforce actions to secure the credit as soon as possible.</u></p> <p><u>(II) The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts, and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.</u></p>		
<p>Article XII:</p> <p>I. For loans of funds, the Company shall prepare a memorandum book for its fund-lending activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated.</p> <p>II. The Company's internal auditors shall audit the Operating Procedures for Lending Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all the supervisors in writing of any material violation found.</p> <p>III. Where borrower's balance exceeds our policy limitation as a result of changes in condition, the Company shall make up rectification plans, submit these plans to all supervisors, and perform these plans by the time frames.</p> <p>IV. In the event that the Company's executive officers and in-charged personnel violate the provisions of the Securities and Futures Commission, Ministry of Finance regarding lending funds and these Operating Procedures of the Company, the Company shall impose penalty or adjust their positions in accordance with the provisions concerned.</p> <p>V. The Operating Procedures shall, after being resolved in the board of directors, be referred to supervisors and submit to the shareholders' meeting for consent. In the event that a director objects as entered into the minutes or with written declaration, the Company shall refer the objection to the supervisors and shall submit the objection along with supporting documents to the shareholders' meeting for discussion. The same shall be handled in case of amendment.</p>	<p>Article XI:</p> <p><u>The Company shall prepare a ledger and record book for its fund-lending activities and record the relevant matters according to the relevant legal regulations.</u></p> <p>Article XII:</p> <p><u>The Company's internal auditors shall audit the Operating Procedures and the executive situations every quarter and prepare written records accordingly. They shall promptly notify all the supervisors or (audit committee) in writing of any material violation found.</u></p> <p>Article XIII:</p> <p><u>Where borrower's balance exceeds our policy limitation as a result of changes in condition, the Company shall draw up rectification plans, submit these plans to all supervisors or (audit committee), and perform these plans by the time frames.</u></p> <p>Article XIV:</p> <p><u>In the event that the Company's executive officers and relevant personnel violate the provisions of competent authority, and these Operating Procedures of the Company, the Company shall impose penalty or adjust their positions in accordance with the provisions concerned.</u></p> <p>Article XV:</p> <p><u>The Operating Procedures shall, after being resolved in the board of directors, be referred to every supervisor (or audit committee) and submit to the shareholders' meeting for consent. The same shall be handled in case of amendment. If there are matters not mentioned herein, the operating procedures shall be processed according to the related legal regulations.</u></p>	<p>1. Rearranged the order of sections.</p> <p>2. Rewrote the article by adoption of regulations, and the requirement of operation procedure is more definite.</p>
<p>Article XIII:</p> <p><u>These Procedures were passed in the Shareholders' Regular Meeting of June 21, 1999. First Update in Shareholders' Regular Meeting of June 3, 2002. Second Update in Shareholders' Regular Meeting of May 16, 2003. Third Update in Shareholders' Regular Meeting of June 10, 2009. Fourth Update in Shareholders' Regular Meeting of June 15, 2011. Fifth Update in Shareholders' Regular Meeting of June 21, 2013.</u></p>	<p>None.</p>	<p>Delete the revised procedure.</p>