Stock No : 5538

Tong Ming Enterprise Co., Ltd.

The 2019 Annual Meeting of Shareholders

Annual Meeting Agenda

(Translation)

Growing a powerful future

Meeting time :10 am on June 14, 2019

Meeting venue:No. 801, Chongde Road, Zuoying District, Kaohsiung
(The Garden Villa, Kaohsiung International Plaza - Room 101)

Index

Tong Ming Enterprise Co., Ltd.

Procedure for the 2019 Annual Meeting of Shareholders

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2. Chairman's Speech
3. Management Presentation (Company Reports)
4. Proposals
5. Discussions
6. Elections
7. Other items
8. Questions and Motions
9. Adjournment

Tong Ming Enterprise Co., Ltd.
The 2019 Annual Meeting of Shareholders Agenda

II. Meeting Agenda

Time: 10am Friday, June 14, 2019

Meeting venue: No. 801, Chongde Road, Zuoying District, Kaohsiung (The Garden Villa, Kaohsiung International Plaza - Room 101)

1. **Call the Meeting to Order**
2. **Chairperson Speech**
3. **Company Reports**
   - **(1) 2018 Business report.**
   - **(2) The Audit Committee's Report of the Financial Report of 2018**
   - **(3) Distribution Report of Employees and Board Directors' Compensation of 2018**
   - **(4) Report on the Issuance of the First Domestic Unsecured Convertible Corporate Bonds**
4. **Proposals**
   - **(1) Approval of Business Report and Financial Statement of 2018**
   - **(2) Approval of Net Earning Distribution of 2018**
5. **Discussion**
   - **(1) Revision of Articles of Incorporation**
   - **(2) "Regulations Governing the Acquisition or Disposal of Assets" (Before amendments)**

(3) **Revision of Rules on Capital Lending and Endorsement**

(4) **Revision of Rules on Shareholder Meeting**

(5) **Revision of Rules on Board Meeting**

(6) **Revision of Rules on Board Member Election**

6. **Elections:**

   (1) **Proposal of Board Directors Re-election**

7. **Other Matters:**

   (1) **Proposal for canceling the non-compete restriction for new directors and their representatives.**

8. **Questions and Motions**

9. **Adjournment**

III. Report Items

Proposal 1: Please Check the Company's Annual Business Status Report of 2018.

Note: For the 2018 Business Report, please refer to Appendix 1 in this pamphlet.

Proposal 2: Please check the Audited Financial Reports of 2018.

Note: For the Audit Committee Report, please refer to Appendix 2 in this pamphlet.

Proposal 3: Please Check the Distribution Report of Employees and Board Directors' Compensation of 2018.

Note: The Company compensates its employees and Board Directors according to the Articles of Incorporation. For the Distribution Report of Employees and Board Directors' Compensation, please refer to Appendix 3 in this pamphlet.

Proposal 4: Report on the First Issuance of Domestic Unsecured Convertible Corporate Bonds

Note: In order for the Company to repay bank loans, the 10th Board meeting of the 5th year, hosted on May 10, 2018, has approved the issuance of the first domestic unsecured convertible corporate bonds. Its total issuance is NT400 million, and the maturity is 3 years, with a coupon rate of 0%. This issuance has been registered with Taipei Exchange, and has completed its OTC issuance on August 23, 2018.

IV. Proposals

Proposal 1: Please approve the Company's Annual Business Status Report and Financial Statements of 2018.

(The proposal was submitted by the board of directors.)

Note:
(1) The Company's 2018 consolidated financial statements have been audited by independent auditors, Mr.Huei-Ming Chen and Ms.Guo Nai-hua of Deloitte Taiwan, and along with the Business Report and Net Earning Distribution Report, have been audited by the Audit Committee.
(2) Regarding the Business Report, Accountant Audited Report and Consolidated Financial Statements, please refer to Appendix 1 and 4 in this pamphlet.
(3) The agenda has been proposed for acknowledgment.

Resolutions:

Proposal 2: Please approve the Net Earning Distribution Report of 2018. (The proposal was submitted by the board of directors.)

Note:
(1) The net profit after tax of 2018 is NT535,869,923 After deducting 10% statutory surplus reserve of NT53,586,992 in accordance with the Articles of Incorporation, and after deducting the provisions of special surplus reserve of NT66,249,298, combined with the undistributed surplus of NT526,773,713 at the beginning of the period, the total distributable surplus of this year is NT942,807,346 Every share is scheduled to receive NT2 of dividend, and the total amount is NT336 million. After the above distribution, the Company will have NT606,807,346 of surplus. Please refer to Appendix 5 of the pamphlet.

(2) The dividend is scheduled to be distributed on July 16, 2019.
(3) Should the distribution proportion change because of the change of the number of normal shares, the Shareholder Committee will assign the Chairman to handle all related matters.
(4) The agenda has been proposed for acknowledgment.

Resolutions:

V. Discussions

Proposal 1: Please discuss the revision of the Articles of Incorporation. (The proposal was submitted by the board of directors.)

Note: Regarding the revision of part of the Articles of Incorporation, please refer to Appendix 6 in this pamphlet.

Resolutions:

Proposal 2: Please discuss the revision of the Procedure of Acquiring or Disposing of Assets. (The proposal was submitted by the board of directors.)

Note: Regarding the revision of the Procedure of Acquiring or Disposing of Assets, please refer to Appendix 7 in this pamphlet.

Resolutions:

Proposal 3: Please discuss the revision of the Rules of Capital Lending and Endorsement. (The proposal was submitted by the board of directors.)

Note: Regarding the change of the Rules of Capital Lending and Endorsement, please refer to Appendix 8 in this pamphlet.

Resolutions:

Proposal 4: Please discuss the revision of the Rules of Shareholder Meeting. (The proposal was submitted by the board of directors.)

Note: Regarding the change of the Rules of Shareholder Meeting, please refer to Appendix 9 in this pamphlet.

Resolutions:

Proposal 5: Please discuss the revision of the Rules of Board Meeting. (The proposal was submitted by the board of directors.)

Note: Regarding the revision of the Rules of Board Meeting, please refer to Appendix 10 in this pamphlet.

Resolutions:

Proposal 6: Please discuss the revision of the Rules of Directors Election. (The proposal was submitted by the board of directors.)

Note: Regarding the revision of the Rules of Directors Election, please refer to Appendix 11 in this pamphlet.

Resolutions:

VI. Elections

Proposal 1: Please discuss the Election of new Directors. (The proposal was submitted by the board of directors.)

Note:
(1) The Directors (including the Independent Directors) will complete their terms on June 26, 2019, and in accordance with the rules, the election will be held in 2019's Shareholder Meeting.
(2) The Shareholder Meeting plans to elect 7 Directors (including 3 Independent Directors). Independent Directors are elected through candidate nomination, and the newly elected Directors will begin their three-year term from June 14, 2019 to June 13, 2022.
(3) Candidates for the Independent Directors have been approved by the Board on April 25, 2019. The list is as below:

Item No.	List of candidates	Education Background	Work Experience	Current position	Shares
1	Ko Yung-Hsiang	Department of Accounting, Tamkang University	Directors, Deloitte Taiwan	Accountant, Shunyi Union Accounting Firm	0
2	Huang Ming-Tze	Graduated from the Department of Industrial Engineering of Feng Chia University	General Manager, Suzhou Qiangxin Hejin Material Technology	None	0
3	Hsu Ching-Pang	Graduated from the Institute of Public Affairs Management, National Sun Yat-sen University	Revenue Service Office, Kaohsiung City	None	0

(4) Please proceed with approval.

Election results:

VII. Other items

Proposal 1: Please discuss the lifting of the new Directors and its representative's non-competition restrictions. (The proposal was submitted by the board of directors.)

Note: In accordance with Article 209 of Corporate Law of the Republic of China, if one of the Directors acts on his or her own business, or on behalf of someone else's business which is within the scope of the business of the Company, he or she shall explain to the Shareholders the important content of his or her actions, and obtain permission from the Shareholders. The new Directors will ask permission in the Shareholders Meeting, to lift the restrictions on the prohibition of non-competition of the new Directors and the representative of the Company.

Resolutions:

VIII. Questions and Motions

IX. Adjo ment

Attachment 1
The Annual Business Report of 2018

Tong Ming Enterprise Co.,Ltd.
Business Report

I. Business result in 2018

(I) Operating result of business plans

In 2018, the Company's consolidated revenues came to NT$8,886.54 million, growing by 17% over 2017. As a result of the fluctuations of raw material prices in 2018, the consolidated net profit after tax decreased by appropriately 22% from 2017, amounting to NT$537.44 million. The basic earnings per share (EPS) amounted to NT$3.19. The operating results of the key operating units in the consolidated financial statements are as enumerated below:

I. Tong Ming Enterprise Co., Ltd.:

1. The overall shipment volume continued to grow: China's domestic demand grew steadily, but due to slow economic growth and US-China trade conflicts and other factors, the overall shipments grew slightly by about 3%, and operating income grew by about 8%.
2. Shipment performance in individual business sectors: Fasteners in domestic sales showed competitive advantages and satisfactory services in sales channels. In the present year, the shipment volume came to appropriately 35,000 tons, growing up by about 9% over the preceding year, accounting for 49% of overall shipment volumes. Export of fasteners, as a result of the effect incurred by the US-China trade conflicts, was approximately 2% higher than the preceding year and the annual shipment volume came to approximately 17,000 tons. As a result of the increase in self-use for wire products and the environmental protection of downstream customers, the wire product market decreased by 8%, and the annual shipment volume came to appropriately 19,000 tons.

II. Winlink Fasteners Co., Ltd. and Tong Win International Co., Ltd. primarily engaged in international trade business. They had both cooperated well with local channel distributors. The combined revenues of the two trading companies increased by about 60% compared with the previous year. The revenues accounted for appropriately 20% in the entire Group, with significant growth in the operating revenues.

(II) Profitability analysis:

Item	2018	2017
Return on assets (%)	8.81	12.53
Return on equity (%)	13.91	18.58
Net profit rate (%)	6.05	9.03
Earnings per share (NTD)	3.19	4.07

During the year, the profitability decreased from the previous period, and both the ratio and earnings per share decreased from the previous period as well.

(III) Product production and service development status:

As a professional manufacturer of stainless steel fasteners, the Company improved the production process in a stable and gradual manner. In order to maximize production efficiency, the Company continued to replace a number of production equipment and bring in new production equipment to optimize production processes. In recent years, the integration of a number of departments set up the Distribution Division has achieved significant results, this year continue to improve the head office and the regional large-scale shipping warehouse shipment efficiency, in order to expand the market and improve customer service satisfaction, the addition of medium-sized shipping warehouse, sales network more perfect.

(IV) Environmental Protection and Labor Safety and Health:

The company's business entities of Tong Ming Enterprise Factory has obtained ISO14001 and OHSAS18001 certification, the annual factory staff occupational safety situation is good. In order to increase production capacity and reduce emissions, the company has built new sewage treatment stations, and it is expected that the reclamation and recycling of sewage will be realized in 2019.

II. Summary of business plan 2019

(I) Business entities–Tong Ming Enterprise Co., Ltd.

1. Fasteners in domestic sales:

In 2019, the Chinese government in order to maintain economic growth, since the first season financial institutions to reduce borrowing interest rates and targeted lending manufacturing, as well as the second quarter to reduce VAT and other measures to reduce the burden, the above-mentioned decrees are conducive to the future operation of the company. The plan for 2019 is as follows:

In terms of the sales strategy: In maintenance of the existent customers, we did try to improved the online sales platforms and cooperated with large scale financial institutions to provide superior customer supply chain financial services and deepen cooperation ties with customers. Meanwhile, we further increased items of products not manufactured by the Company itself to combine raw material procurement advantages with prompt response to the pricing models to the market. The Company would continue to increase overall sales volume and market share.

In terms of development of the channels: After the three regional warehouses were established, the Company performed in improved effect. Amidst the continuous growth in domestic sales, the Company would set up additional delivery warehouses in the midwest regions and elsewhere and would further upgrade the warehouse software and hardware systems to further enhance customer service satisfaction. The branches have focused on new customer development.

2. The export of fasteners:

In 2018, due to the impact of US-China trade conflicts, it is expected that the agreement between China and the United States will be conducive to market development. Regarding the sales model, the e-commerce platform will be combined to meet the new needs in development and will, as well, increase the items to be procured from external sources into the sales performance.

3. Wire products:

In 2018, as a result of the increase in use by the Company itself and downstream environmental protection factors, the shipment volume of wire products decreased. In 2019, the Company will combine the sales platforms to provide customers with timely inventory inquiry and with efforts for development of new products to enhance the competitive edge.

(II) Subsidiaries, Winlink Fasteners Co., Ltd. and Tong Win:

The company mainly exported fastener products, foreign major market economy situation is stable, expected to steady growth in fastener demand, in 2019 continued to strengthen cooperation with local channel operators content, and strengthen specific industries customer relations of cooperation.

In summation of the aforementioned key points, the production and channel model of the Company's business entities have matured. The operating environment in mainland China will continue to improve in the year of 2019. The export market will become more definite due to the completion of US-China trade conflicts. The Company expects to continually grow in both shipment volume and profitability in 2019.

Attachment 2

Audit Committee' Audit Report

Tong Ming Enterprise Co.,Ltd.

Audit Committee' Review Report

Approved

The Board of Directors has submitted the Company's 2018 Annual Business Report and Consolidated Financial Statements. The Consolidated Financial Statements have been audited by Certified Public Accountants Hui-ming Chen and Nai-hua Guo of Deloitte Taiwan, and an audit report has been issued. Please check the fact that the list the Board of Directors has submitted has been verified by the Audit Committee, and is considered to be consistent with Article 14(4) of the Securities and Exchange Act and Article 219 of the Company Act.

To:

2019 Annual General Meeting

Convener of the Audit Committee: Hsu Ching-Pang

March 15, 2019

Attachment 3

Remuneration to the employees and the directors distribution statement

Tong Ming Enterprise Co.,Ltd.

Remuneration to the employees and the directors distribution statement

1. In accordance with the Articles of Incorporation, if there is any profit at the end of the fiscal year, 0.000 to 0.001 shall be allocated to employees' compensation, and no more than 5% of the aforementioned profit shall be allocated to Directors' compensation.
2. The profit of this fiscal year is NT535,869,923.
3. In accordance with the Articles of Incorporation, the profit allocated to employees this fiscal year is 0.
4. In accordance with the Articles of Incorporation, the profit allocated to Directors this fiscal year is NT840,000, which is about 1.6% of the profit of this fiscal year.

Attachment 4

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Tong Ming Enterprise Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Tong Ming Enterprise Co., Ltd. and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statement").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2018. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the Group's consolidated financial statements for the year ended December 31, 2018 are stated as follows:

<u>The Reality of Transactions with Major Customers</u>

The Group's sales revenue in 2018 was $8,886,549 thousand. We identified sales revenue as a key audit matter if major customers correspond to the specific standards, based on the materiality and the significant risk of revenue recognition's reality. Please refer to Note 4 to the consolidated financial statements for details on revenue recognition.

Our main audit procedures performed in respect of revenue recognition included the following:

1. We understood and tested the design and operating effectiveness of the key controls over the reality of revenue recognition.

2. We sampled the list of major customers and confirmed the related traded documents such as shipments to confirm the reality of revenue recognition.

3. We comparatively analyzed the current revenue, gross margin, accounts receivable turnover ratio, and credit period with reference to the historical data to test the reasonableness of revenue recognition's reality.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2018 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Huei-Ming Chen and Nai-Hua Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 15, 2019

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

TONG MING ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018		2017	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	$ 1,489,376	19	$ 671,158	10
Financial assets at fair value through profit or loss - current (Note 7 and 28)	298,618	4	616,329	9
Financial assets at amortized cost - current (Note 8)	20,095	-	-	-
Debt investments with no active market - current (Note 9)	-	-	89,486	1
Notes receivable, net (Note 5,10 and 29)	267,998	4	176,518	3
Account receivables, net (Note 5,10,22 and 29)	1,353,550	18	1,337,740	20
Other receivables (Note 29)	6,135	-	9,588	-
Inventories (Note 5 and 11)	2,844,974	37	2,476,053	37
Prepayments (Note 5,16 and 29)	133,668	2	169,140	3
Other financial assets - current (Note 16 and 30)	-	-	12,189	-
Other current assets (Note 16)	-	-	75	-
Total current assets	6,414,414	84	5,558,276	83
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Note 13)	25,476	-	23,697	-
Property, plant and equipment (Note 14)	908,148	12	927,282	14
Other intangible assets	22,541	-	23,050	-
Deferred tax assets (Note 24)	36,045	1	22,808	-
Prepayments for equipment (Note 16)	218,976	3	98,946	2
Refundable deposits (Note 16)	604	-	576	-
Long-term prepayments for leases (Note 15)	33,020	-	34,965	1
Other non-current assets (Note 16)	2,078	-	2,221	-
Total non-current assets	1,246,888	16	1,133,545	17
TOTAL	$ 7,661,302	100	$ 6,691,821	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 17 and 29)	$ 2,457,588	32	$ 2,132,316	32
Financial liabilities at fair value through profit or loss - current (Note 7 and 28)	-	-	103	-
Contract liabilities - current (Note 20 and 22)	80,231	1	-	-
Notes payable	30,206	1	27,106	-
Account payables (Note 19 and 29)	331,266	4	161,873	2
Other payables (Note 20 and 29)	245,334	3	253,862	4
Current tax liabilities (Note 24)	29,619	-	56,784	1
Advance sales receipts (Note 20)	-	-	58,666	1
Other current liabilities (Note 20)	323	-	1,099	-
Total current liabilities	3,174,567	41	2,691,809	40
NON-CURRENT LIABILITIES				
Bonds payable (Note 18)	391,664	5	-	-
Deferred tax liabilities (Note 24)	203,693	3	159,551	3
Total non-current liabilities	595,357	8	159,551	3
Total liabilities	3,769,924	49	2,851,360	43
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 21)				
Share capital	1,680,000	22	1,680,000	25
Capital surplus	916,905	12	916,905	14
Retained earnings				
Legal reserve	284,582	4	216,214	3
Special reserve	80,869	1	32,529	-
Unappropriated earnings	1,062,644	14	1,063,482	16
Total retained earnings	1,428,095	19	1,312,225	19
Exchange differences on translating the financial statements of foreign operations	(147,118)	(2)	(80,869)	(1)
Total equity attributable to owners of the Company	3,877,882	51	3,828,261	57
NON-CONTROLLING INTERESTS	13,496	-	12,200	-
Total equity	3,891,378	51	3,840,461	57
TOTAL	$ 7,661,302	100	$ 6,691,821	100

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

TONG MING ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	**%**	**Amount**	**%**
OPERATING REVENUE				
Sales (Note 22,29 and 34)	$ 8,886,549	100	$ 7,593,150	100
OPERATING COSTS				
Cost of goods sold (Note 11,23 and 29)	(7,558,551)	(85)	(6,164,633)	(81)
GROSS PROFIT	1,327,998	15	1,428,517	19
OPERATING EXPENSES (Note 23 and 29)				
Selling and marketing expenses	(358,290)	(4)	(305,690)	(4)
General and administrative expenses	(197,481)	(2)	(161,517)	(2)
Research and development expenses	(36,942)	(1)	(41,091)	(1)
Expected credit loss	(6,901)	-	-	-
Total operating expenses	(599,614)	(7)	(508,298)	(7)
PROFIT FROM OPERATIONS	728,384	8	920,219	12
NON-OPERATING INCOME AND EXPENSES (Note 23)				
Other income	25,412	-	24,239	-
Other gains and losses	25,466	1	(25,636)	-
Finance costs	(111,445)	(1)	(55,675)	(1)
Share of profit of associates and joint ventures	4,382	-	5,168	-
Total non-operating income and expenses	(56,185)	-	(51,904)	(1)
PROFIT BEFORE INCOME TAX	672,199	8	868,315	11
INCOME TAX EXPENSE (Note 24)	(134,757)	(2)	(182,490)	(2)
NET PROFIT FOR THE YEAR	537,442	6	685,825	9
OTHER COMPREHENSIVE LOSS				
Items that will not be reclassified subsequently to profit or loss:				
Exchange differences arising on translation to the presentation currency	(75,037)	(1)	(41,882)	(1)
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	8,512	-	(6,595)	-

(Continued)

TONG MING ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	**%**	**Amount**	**%**
Other comprehensive loss for the year, net of income tax	(66,525)	(1)	(48,477)	(1)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 470,917	5	$ 637,348	8
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	$ 535,870	6	$ 683,687	9
Non-controlling interests	1,572	-	2,138	-
	$ 537,442	6	$ 685,825	9
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	$ 469,621	5	$ 635,347	8
Non-controlling interests	1,296	-	2,001	-
	$ 470,917	5	$ 637,348	8
EARNINGS PER SHARE (Note 25)				
Basic	$ 3.19		$ 4.07	
Diluted	$ 3.14		$ 4.07	

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

TONG MING ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company									
	Share Capital			Retained Earnings			Other Equity			
	Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Total	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2017	168,000	$ 1,680,000	$ 916,905	$ 169,562	$ -	$ 794,976	$ (32,529)	$ 3,528,914	$ 11,276	$ 3,540,190
Appropriation of 2016 earnings										
Legal reserve	-	-	-	46,652	-	(46,652)	-	-	-	-
Special reserve	-	-	-	-	32,529	(32,529)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(336,000)	-	(336,000)	-	(336,000)
Net profit for the year ended December 31, 2017	-	-	-	-	-	683,687	-	683,687	2,138	685,825
Other comprehensive loss for the year ended December 31, 2017, net of income tax	-	-	-	-	-	-	(48,340)	(48,340)	(137)	(48,477)
Total comprehensive income (loss) for the year ended December 31, 2017	-	-	-	-	-	683,687	(48,340)	635,347	2,001	637,348
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	(1,077)	(1,077)
BALANCE AT DECEMBER 31, 2017	168,000	1,680,000	916,905	216,214	32,529	1,063,482	(80,869)	3,828,261	12,200	3,840,461
Appropriation of 2017 earnings										
Legal reserve	-	-	-	68,368	-	(68,368)	-	-	-	-
Special reserve	-	-	-	-	48,340	(48,340)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(420,000)	-	(420,000)	-	(420,000)
Net profit for the year ended December 31, 2018	-	-	-	-	-	535,870	-	535,870	1,572	537,442
Other comprehensive loss for the year ended December 31, 2018, net of income tax	-	-	-	-	-	-	(66,249)	(66,249)	(276)	(66,525)
Total comprehensive income (loss) for the year ended December 31, 2018	-	-	-	-	-	535,870	(66,249)	469,621	1,296	470,917
BALANCE AT DECEMBER 31, 2018	168,000	$ 1,680,000	$ 916,905	$ 284,582	$ 80,869	$ 1,062,644	$ (147,118)	$ 3,877,882	$ 13,496	$ 3,891,378

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

TONG MING ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 672,199	$ 868,315
Adjustments for:		
Depreciation expenses	133,078	100,597
Amortization expenses	2,631	626
Impairment loss reversed on Account receivables	-	(1,150)
Expected credit loss recognized on Account receivables	6,901	-
Net gain on fair value changes of financial assets designated as at fair value through profit or loss	(10,706)	(12,854)
Interest expense	111,445	55,675
Interest income	(14,036)	(12,055)
Dividend income	(458)	-
Share of profit of associates and joint ventures	(4,382)	(5,168)
Loss on disposal of property, plant and equipment	3,725	3,364
Loss on disposal of associates	387	-
Write-downs of inventories	37,345	14,496
Amortization of prepayments for leases	1,262	1,247
Changes in operating assets and liabilities		
Financial assets held for trading	-	87
Financial assets mandatorily classified as at fair value through profit or loss	54	-
Notes receivable	(91,480)	(83,886)
Account receivables	(22,227)	(423,249)
Other receivables	3,434	3,121
Inventories	(405,059)	(909,463)
Prepayments	35,446	(39,983)
Other current assets	75	(7)
Other financial assets	-	(12,189)
Financial liability held for trading	(106)	(120)
Contract liabilities	21,565	-
Notes payable	3,100	6,989
Account payables	169,393	69,592
Other payables	(10,848)	33,014
Advanced sales receipts	-	18,135
Other current liabilities	(776)	37
Cash generated from (used in) operations	641,962	(324,829)
Income tax paid	(123,336)	(140,012)
Net cash generated from (used in) operating activities	518,626	(464,841)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at amortized cost	81,580	-
Purchase of financial assets at fair value through profit or loss	(1,852,156)	(4,106,663)

(Continued)

TONG MING ENTERPRISE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018	2017
Proceeds from sale of financial assets at fair value through profit or loss	2,170,293	3,891,169
Proceeds from sale of debt investments with no active market	-	118,697
Net cash inflow on disposal of associates	1,680	-
Payments for property, plant and equipment	(128,150)	(86,984)
Proceeds from disposal of property, plant and equipment	6,515	3,907
(Increase) decrease in refundable deposits	(28)	38
Payments for intangible assets	(2,591)	(19,014)
Decrease in other non-current assets	143	376
Increase in prepayments for equipment	(137,733)	(143,282)
Interest received	14,055	11,816
Dividends received from associates	458	-
Net cash generated from (used in) investing activities	154,066	(329,940)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	325,272	1,354,079
Repayments of short-term bills payable	-	(140,819)
Proceeds from issuance of convertible bonds	395,170	-
Dividends paid to owners of the Company	(420,000)	(336,000)
Interest paid	(109,732)	(56,559)
Dividends paid to non-controlling interests	-	(1,077)
Net cash generated from financing activities	190,710	819,624
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	(45,184)	(43,943)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	818,218	(19,100)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	671,158	690,258
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 1,489,376	$ 671,158

The accompanying notes are an integral part of the financial statements.
(Concluded)

Attachment 5

Statement of earnings distribution in 2018

Tong Ming Enterprise Co.,Ltd.

The 2018 Statement of Retained Earnings

Unit: NTD

Item	Amount
Opening undistributed earnings	$ 526,773,713
Add: Net income	535,869,923
Less: recognition of legal reserve	-53,586,992
Less: Appropriation of special reserve	-66,249,298
Current distributable earnings	942,807,346
Less: Distribution	
Shareholder dividends – cash (NTD2.0 per share)	-336,000,000
Closing undistributed earnings	$ 606,807,346

Chairman: Tsai Ching-Tung Manager: Tsai Hung-Chuan Head of Accountant: Yen Hsien-Ying

Explanation:

1. In accordance with the Articles of Incorporation, if there is a surplus at the end of the fiscal year, the surplus shall first pay tax and make up for the previous losses, and then reserves for the statutory surplus reserve and special surplus reserve.
2. The special surplus reserve is the exchange difference due to the translation of the financial statements from foreign operating institutions.
3. Shareholder Dividend – cash: NT336,000,000 (NT2 x 168,000,000 shares)

Attachment 6

The comparison table of the “Articles of Incorporation” before and after amendments

Tong Ming Enterprise Co.,Ltd.

Comparison Table for MEMORANDUM OF ASSOCIATION

Comparative Table of the Amendment to the Outlines of Organizational Articles

No.	Current Provisions	Proposed Amendments	Explanations
Article 7	Newly added Section	**When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.**	In accordance with the announcement of the amendment of Taiwanese Certificate No. 1071703794, published by the Stock Exchange on November 30, 2018, the “Checklist of Shareholders’ Rights Protection of Foreign Issuer” (hereinafter referred to as “the Protection of Shareholders’ Rights on November 30, 2018”), the provisions of Article 7 of the Memorandum of Association of the Company has been updated, and the subsequent provisions are deferred.

Comparison Table for ARTICLES OF ASSOCIATION

No.	Current Provisions	Proposed Amendments	Explanations
Article 2	(1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: …*(Omitted)* Statutory Reserve: <u>**has the meaning set out in Article 86;**</u>	(1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: …*(Omitted)* Statutory Reserve: <u>**a reserve set aside in an amount equal to ten percent (10%) of the annual profits of the Company under the Applicable Listing Rules;**</u>	In accordance with the Corporate Law of Taiwan, the meaning of statutory surplus reserve is defined.

No.	Current Provisions	Proposed Amendments	Explanations
Article 7	Added item 4.	<u>**(4) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.**</u>	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 7 (4) has been added.
Article 8	During the Relevant Period: …*(Omitted)* (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to subsection (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless the Commission, the Emerging Market, the TPEx and/or the TWSE	During the Relevant Period: …*(Omitted)* (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to subsection (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless <u>**(i)**</u> the Commission, the Emerging Market, the TPEx and/or the TWSE	In accordance with the provisions of the Law of Taiwan, the terms have been adjusted to avoid confusions.

No.	Current Provisions	Proposed Amendments	Explanations
	(where applicable) considers such public offering unnecessary or inappropriate.	(where applicable) considers such public offering unnecessary or inappropriate **or (ii) the Applicable Listing Rules provide otherwise.**	
Article 16	Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C.	Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. **The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.**	To comply with the Protection of Shareholders' Rights on November 30, 2018, the second part of Article 16 has been added.

No.	Current Provisions	Proposed Amendments	Explanations
Article 24	(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the **abovementioned period**, the respective convening date of the general meeting or the relevant target date shall be included.	(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers **(the "Book Closure Period")** at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the **Book Closure Period**, the respective convening date of the general meeting or the relevant target date shall be included.	The terms have been adjusted to unify the language.

No.	Current Provisions	Proposed Amendments	Explanations
Article 28	Any one or more Member(s) holding at least three percent (3%) of the issued **and outstanding** Shares of the Company for a period of one year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.	**(1)** Any one or more Member(s) holding at least three percent (3%) of the **total** issued Shares of the Company for a period of one **(1)** year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting. **(2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three (3) months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the**	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 28 (2) and (3) have been added, and the original Article 28 has been amended to Article 28 (1) accordingly. In accordance with the provisions of the Law of Taiwan, the terms have been adjusted to avoid confusions.

No.	Current Provisions	Proposed Amendments	Explanations
		<u>first day of the Book Closure Period.</u> **<u>(3) In addition to the circumstance where the Board should have convened a general meeting but does not or is unable to convene a general meeting pursuant to the Law, the Applicable Listing Rules or these Articles, an Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.</u>**	
Article 31	The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents: (a) any election or removal of Director(s); (b)any alteration of the Memorandum and/or these Articles; …*(Omitted)* (l) capitalisation of the Company's **<u>Special</u>**	The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents**<u>; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice</u>**: (a) any election or removal of Director(s);	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 31 (c) and (d) has been added, while (I) has been amended, with adjustment of the order codes of the

No.	Current Provisions	Proposed Amendments	Explanations
	Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.	(b) any alteration of the Memorandum and/or these Articles; **(c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Article 19-1(1);** **(d) applying for the approval of ceasing the status as a public company;** …*(Omitted)* (l) capitalisation of the Company's **Statutory** Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.	paragraphs under the Article
Article 35	(1) One or more Member(s) holding one percent (1%) or more of the total issued **and outstanding** Shares of the Company may submit to the Company not more than one proposal in writing **for resolution at an annual general meeting; provided that only one matter shall be allowed in a single proposal, and the number of words therein contained shall**	(1) One or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing **or by way of electronic transmission for resolution at an annual general meeting**. …*(Omitted)* (4) The Board **shall include** a proposal submitted by	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 35 (1) and (4) have been amended, and Article (5) has been added,

No.	Current Provisions	Proposed Amendments	Explanations
	not be more than three hundred (300), and the matter of such proposal may be resolved by a general meeting, or otherwise such proposal shall not be included in the agenda. …*(Omitted)* (4) The Board **may exclude** a proposal submitted by Member(s) **if**: (a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles; (b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued **and outstanding** Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company; or **(c)** the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.	Member(s) **unless**: (a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles; (b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company; **(c) the proposal contains more than one matter;** **(d) the proposal contains more than three hundred (300) words; or** **(e)** the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals. **(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public**	while the original Article 35 (5) has been amended to (6) accordingly. In accordance with the provisions of the Law of Taiwan, the terms have been adjusted to avoid confusions.

No.	Current Provisions	Proposed Amendments	Explanations
	(5) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.	**interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph (4) of this Article applies.** **(6)**The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.	
Article 43	(1) Subject to the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 41 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the	(1) Subject to the **compliance with the** Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 41**(1)** is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting	In accordance with the provisions of the Law of Taiwan, the terms have been adjusted and Article 43 (3) has been added to protect Shareholders' rights.

No.	Current Provisions	Proposed Amendments	Explanations
	Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 41 and at the same meeting the resolution for the winding up of the Company is also adopted. (2) **In** the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price **in accordance with the Law**. (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the	may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 41**(1)** and at the same meeting the resolution for the winding up of the Company is also adopted. (2) **Subject to the compliance with the Law, in** the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing **or orally with an entry to that effect in the minutes of the meeting** before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price. (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach	

No.	Current Provisions	Proposed Amendments	Explanations
	Member may, within thirty (30) days after such sixty (60) days period, file a petition to the Taiwan Taipei District Court of the R.O.C. **if and to the extent permitted under the Law,** for a ruling on the appraisal price.	**an** agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the Taiwan Taipei District Court of the R.O.C. for a ruling on the appraisal price. **However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.**	
Article 60	The Company adopts and applies a candidate nomination mechanism for election of the independent directors. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.	The Company adopts and applies a candidate nomination mechanism for election of the independent directors. **Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting**	To comply with the Protection of Shareholders' Rights on November 30, 2018, it is determined that all Directors of the Company during the listing period shall adopt the nomination system for candidates.

No.	Current Provisions	Proposed Amendments	Explanations
		from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.	
Article 62	(2) Without prejudice to other provisions of these Articles, the **Company** may **by an Ordinary Resolution** put **all Directors** for re-election before the expiration of the term of office of such Directors. In **this** event**, if it is not specified in such resolution that the existing Directors will not retire until** the expiration **date** of **their terms** of office **or other specified date, they shall be deemed to have retired on the date of such resolution**, subject to the successful election of the new Directors at the same meeting	(2) Without prejudice to other provisions of these Articles, the **Directors** may **be** put **up** for re-election **at any time** before the expiration of the term of office of such Directors. In **the** event **where all Directors are subject for re-election at a general meeting before** the expiration of **the term** of office **of such Directors**, subject to the successful election of the new Directors at the same meeting**, the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise**	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 62 (2) has been amended, and its terms has been adjusted.

No.	Current Provisions	Proposed Amendments	Explanations
		<u>resolved by the Members at the general meeting</u>.	
Article 74	(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically: (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and **<u>the time elapsed after he has served the full term of the sentence</u>** is less than five (5) years; (b) has been **<u>sentenced to</u>** imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after **<u>he has served the full term</u>** of **<u>such</u>** sentence is less than two (2) years; (c) has been **<u>convicted</u>** of **<u>misappropriating</u>**	(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically: (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and **<u>has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon</u>** is less than five (5) years; (b) has been **<u>imposed a final sentence involving</u>** imprisonment for a term of more than one year for commitment of fraud, breach of trust or	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 74 (1) (a), (b), (c), (d) and (f) have been amended, and (j) has been adjusted as (2), while the original Article 74 (2) has been deferred to (3), and its terms have been adjusted accordingly. In accordance with amended Article 24, the terms have been adjusted to unify the language.

No.	Current Provisions	Proposed Amendments	Explanations
	public funds during the **time of his public service**, and the time elapsed after **he has served the full term** of **such sentence** is less than two (2) years; (d) becomes bankrupt under the laws of any jurisdiction and has not been reinstated to his rights and privileges; (e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities; (f) dies or **is found to be or becomes of unsound mind**; (g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules; (h) ceases to be a Director by virtue of Article 75; (i) resigns his office by notice in writing to the Company;	misappropriation, **and has not started serving the sentence, has not completed serving the sentence, or** the time elapsed after **completion** of **serving the** sentence, **expiration of the probation, or pardon** is less than two (2) years; (c) has been **imposed a final sentence due to violation** of the **Anti-corruption Act**, and **has not started serving the sentence, has not completed serving the sentence, or** the time elapsed after **completion of serving the sentence, expiration** of **the probation, or pardon** is less than two (2) years; (d) becomes bankrupt **or is adjudicated of commencement of liquidation proceeding by a court** under the laws of any jurisdiction, and has not been reinstated to his rights and privileges; (e) has allowed cheques and other negotiable instruments to be dishonoured and the records	

No.	Current Provisions	Proposed Amendments	Explanations
	(j) has transferred some or all his Shares, during the term of office as a Director, such that the remaining Shares are less than one half of the Shares being held by him at the time he is elected; **(k)** is removed from office pursuant to these Articles; or **(l)** has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts. **(2)**If a Director, after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held by such Director at the time of his election	thereof have not been cancelled or expunged by the relevant regulatory authorities; (f) dies or **has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws**; (g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules; (h) ceases to be a Director by virtue of Article 75; (i) resigns his office by notice in writing to the Company; **(j)** is removed from office pursuant to these Articles; or **(k)** has been ordered to be removed from office by the R.O.C. Courts on the grounds that such	

No.	Current Provisions	Proposed Amendments	Explanations
	or, within the **closing period** fixed **by the Board in accordance with Article 24(2)** prior to the general meeting, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held at the commencement of the **closing period**, his election as a Director shall be deemed invalid and void.	Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts. **(2) In case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.** **(3)** If a Director **(other than Independent Director)**, after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held by such Director at the time of his election	

No.	Current Provisions	Proposed Amendments	Explanations
		or, within the **<u>Book Closure Period</u>** fixed prior to the general meeting, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held at the commencement of the **<u>Book Closure Period</u>**, his election as a Director shall be deemed invalid and void.	
Article 76	In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued **<u>and outstanding</u>** Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for	In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such	In accordance with the Corporate Law of Taiwan, the terms have been adjusted.

No.	Current Provisions	Proposed Amendments	Explanations
	removing such Director from office.	Director from office.	
Article 77	Subject to the Law, one or more Members holding **three** percent (**3**%) or more of the total number of the **outstanding** Shares continuously for a period of **more than one year** may request in writing any Independent Director who is a member of Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the ROC Taipei District Court, …(Omitted)	Subject to the Law, one or more Members holding **one** percent (**1**%) or more of the total number of the **issued** Shares continuously for a period of **six (6) months or a longer time** may request in writing any Independent Director who is a member of Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the ROC Taipei District Court, …(Omitted)	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 77 has been amended.
Article 82	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. Any	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. **Where**	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 82 has been amended.

No.	Current Provisions	Proposed Amendments	Explanations
	Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.	**the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter.** Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.	
Article 86	During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for	During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for	In accordance with the Corporate Law of Taiwan, the terms of

No.	Current Provisions	Proposed Amendments	Explanations
	the relevant financial year; and (ii) an amount to offset losses incurred in previous year(s); **and after the aforesaid sums as set aside from the profits for such relevant financial year shall first set aside ten percent (10%) of said profits as statutory reserve (the "Statutory Reserve"). Where** the Statutory Reserve amounts to the total issued share capital, this Article shall not apply. **Aside from the Statutory Reserve,** the Board **may**, before recommending any dividend, set aside the remaining profits of the Company for the relevant financial year as a reserve or reserves (the "Special Reserve") **which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied.**	the relevant financial year; and (ii) an amount to offset losses incurred in previous year(s); and (iii) **a Statutory Reserve in accordance with the Applicable Listing Rules (where** the Statutory Reserve amounts to the total issued share capital, this Article shall not apply**), and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied,** the Board **shall**, before recommending any dividend, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves **in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves** (**collectively,** the "Special Reserve")**.**	Article 86 have been adjusted to avoid confusions.

No.	Current Provisions	Proposed Amendments	Explanations
Article 98	**The** Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to **inspect and to make copies of** the above documents.	**During the Relevant Period, the** Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to **inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide** the above documents.	To comply with the Protection of Shareholders' Rights on November 30, 2018, Article 98 has been amended.

* For the post-amendment organizational memorandum and Articles of Incorporation of the Company, the English version shall prevail. In case if only the textual wording adjustment of the Company's organizational memorandum and the translation version of the Articles of Incorporation, it shall not be enumerated here.

Attachment 7
The comparison table of the "Operational Procedures for the Acquisition and Disposal of Assets" before and after amendments

Tong Ming Enterprise Co.,Ltd.
The comparison table of the "Procedure for Acquisition or Disposition of Assets" before and after the amendments

Revision Date: July 25, 2018

Clauses after the amendment	Existing clauses	Remark
4.3.2.1 To obtain or dispose real estate properties, third party appraisal, actual transaction costs in its neighborhood, its transaction terms and the actual price shall all be referred and an analysis report shall be made and submitted to the management. If the amount is less than NT50 million, the general manager has the discretion to approve it; between NT50 million to NT100 million, the Chairman has the discretion to approve it; anything more NT100 million requires more than half of the Audit Committee to approve it, before passing it to the Board for approval. 4.4.2.2. Including short-term securities investment, government bonds, outright purchase and repos/reverse repos, commercial papers, fixed income funds, and money market funds, all investments shall be determined by the team in charge and according to the market price. If the amount is less than NT$50 million, the general manager has the discretion to approve it; between NT$50 million to NT$300 million, the Chairman has the discretion to approve it; anything more than NT$300 million requires more than half of the Audit Committee to approve it, before passing it to the Board for approval.	4.3.2.1 To obtain or dispose real estate properties, third party appraisal, actual transaction costs in its neighborhood, its transaction terms and the actual price shall all be referred and an analysis report shall be made and submitted to the management. If the amount is less than NT$50 million, the general manager has the discretion to approve it; between NT$50 million to NT$100 million, the Chairman has the discretion to approve it; anything more NT$100 million requires the Board's approval, but should the Chairman approve the transaction, it can be reported in the most recent Board meeting post-transaction. 4.4.2.2. Including short-term securities investment, government bonds, outright purchase and repos/reverse repos, commercial papers, fixed income funds, and money market funds, all investments shall be determined by the team in charge and according to the market price. If the amount is less than NT$50 million, the Chairman has the discretion to approve it; anything more than NT$50 million requires more than half of the Audit Committee to approve it, before passing it to the Board for approval.	Amendment provisions based on actual operating conditions of the Company.

Tong Ming Enterprise Co.,Ltd.
The comparison table of the "Procedure for Acquisition or Disposition of Assets" before and after the amendments

Revision Date: October 30, 2018

Clauses after the amendment	Existing clauses	Remark
2.2 Applicable to the Company and its consolidated subsidiaries. <u>However, based on its actual operating requirements, subsidiaries can stipulate their own operating provisions, under the principles of internal control and legal requirements.</u>	2.2 Applicable to the Company and its consolidated subsidiaries.	Amendment provisions based on actual operating conditions of the Company.

Tong Ming Enterprise Co.,Ltd.
The comparison table of the "Procedure for Acquisition or Disposition of Assets" before and after the amendments

Revision Date: March 4, 2019

Clauses after the amendment	Existing clauses	Remark
2.1.5 Right-of-use assets. 4.2 Professional appraisers and their officers, certified public accountants, attorneys, and securities underwriters that provide this Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:	Newly added Section. 4.2 For the appraisal report or the opinions obtained from the CPAs, attorney, or security underwriter by the Company, the professional appraisers and their appraising personnel, CPAs, attorneys, security underwriters, and the trade parties must be not be related.	1. In accordance with the provisions of the IFRS 16, the Fifth Paragraph is added to expand the scope of the right-to-use assets, and the current Second Paragraph of land's right-to-use is moved to the Fifth Paragraph. 2. The exiting paragraph 5 was changed to paragraph 8, and paragraph 6 to paragraph 9.
4.2.1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Measures, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 4.2.2 Not a related party or a *de facto* related party of a counterpart of a transaction. 4.2.3 In the event that appraisal (valuation) reports from two or more professional appraisers are required, neither professional appraisers nor the appraisal officers shall be related parties or *de facto* related parties to one another. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:	Newly added Section.	1. To simplify provisions, the supplements to the Fourth Point of Taiwanese Financial Certificate no. 0920001151, released on March 21, 2003 by the former Securities and Futures Commission, regarding rules on public companies hiring professional appraisal companies and its appraisers, accountants, lawyers, or underwriters and other professional, are to be combined with this Article. Also take Article 53 (4) of Securities and Exchange Act regarding negative conditions of Board of Directors, supervisors and managers, and issuer, and Article 8 (1)15 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, regarding the issuer or its manager's good faith principle, and add the above as Article (1) 1-3 which clearly states the negative conditions of related professionals, and abolish the previous provisions. 2. Article 2 is added to clarify the responsibility of

Clauses after the amendment	Existing clauses	Remark
4.2.3.1 Prudently assess own professional competencies, practical experience, and independence prior to undertaking assignments. 4.2.3.2 For audit assignments, plan and implement appropriate processes to draw a conclusion as the basis of producing a report or expressing an opinion; and maintain a full record of the operating procedures, gathered data, and conclusions in the worksheet. 4.2.3.3 They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4.2.3.4 Make a statement attesting to the professional competency and independence of personnel preparing the report or opinion, and assuring that the information contained in the report or opinion has been evaluated and found to be reasonable and accurate, and related laws and regulations are complied with.		external experts and take into account Article 9 of the Regulations Governing the Preparation of Financial Reports by Securities Issuers regarding accountants' assessment on real estates' appraisal reports' rationality on real estate investment. The newly added article states that related professionals are to issue their appraisal or opinion letters.
4.3.4.1 In the event that the transaction amount for acquiring or disposing of real property, equipment, or its right-of-use assets reaches twenty percent (20%) of the paid-in capital or NT$300 million or more, the Company shall obtain an appraisal report prior to the date of event occurrence from a professional appraiser and comply with the provisions below, except for transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or its right-of-use assets held for business use.	4.3.4.1In the event that the transaction amount for acquiring or disposing of real property, equipment, reaches twenty percent (20%) of the paid-in capital or NT$300 million or more, the Company shall obtain an appraisal report prior to the date of event occurrence from a professional appraiser and comply with the provisions below, except for transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of machinery and equipment.	1. Under Article 1, the government agency refers to the central and local government agencies of the Republic of China. This is out of the concern when dealing with the government agencies of the Republic of China, the probability of price manipulation is low and therefore can be exempted from obtaining a professional's opinion. Since the related provisions and pricing mechanism is not as clear compared to dealing with local government agencies, dealing with foreign government agencies is not exempted from this

Clauses after the amendment	Existing clauses	Remark
4.3.4.2 Where due to special circumstances it is necessary to give a limited price or specified price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall apply to any subsequent changes to the terms and conditions of transaction.	4.3.4.2 When the particular price or specific price is applied as a reference for determining the transaction price due to special reasons, the transactions should be resolved by the Board of Directors in advance, so do the changes in trading conditions.	paragraph, and the first paragraph is only limited to domestic government agencies. 2. In accordance with IFRS 16's Leases announcement, Article 1 is amended, and the right-of-use is included in Article 1.
4.3.4.3 Where the transaction amount is NT$1 Billion or more, appraisals from two or more professional appraisers shall be obtained.	4.3.4.3 Where the transaction amount is NT$0.2 Billion or more, appraisals from two or more professional appraisers shall be obtained.	3. To comply with the law, the wording in the First Paragraph of Article 1 is amended.
4.5.1 The Company acquires or exchanges real estate or its right-of-use assets from related parties, will need to comply with 4.3, the obtaining the real estate processing procedure. In addition, it also needs to follow the following provisions and receive assessments on the rationale of the transaction terms. Transactions worth more than 10% of the Company's total assets shall also obtain appraisal from professionals or accountant's opinions. In addition, the legal form and the real relationship should be considered in determining whether the counterparty is a related party. 4.5.2.1 The Company acquires or exchanges real estate or its right-of-use asset from related parties, and will need to submit the following information to the Audit Committee; and after obtaining more than half of the Committee Members approval, can be presented at the Board Meeting: 4.5.3.1 When acquiring real property or its right-of-use assets from a related party, the	4.5.1 The Company acquires or exchanges real estate or its right-of-use asset from related parties; and other than comply with 4.3 the procedure of real estate obtainment, it also needs to comply to the following provisions on related internal decision process and transaction rationality assessment. Transactions worth more than 10% of the Company's total assets shall also obtain appraisal from professionals or accountant's opinions. In addition, the legal form and the real relationship should be considered in determining whether the counterparty is a related party. 4.5.2.1 The Company acquires real estate from related parties and shall submit the following information to receive the Board approval, after receiving more than half of the approval from the Audit Committee. 4.5.3.1 The Company should assess the reasonableness of the transaction costs for the	1. In accordance with IFRS 16 Leases announcement, Articles 1-4 are amended and obtaining right-of-use from renting from related parties is included. 2. In consideration of the fact that public companies and its parent Company and subsidiaries, or other directly or indirectly wholly owned subsidiaries might coordinate collective lease and organize sublease later due to its business plan, and the risk is lower than normal transaction, the Fourth Paragraph of Article 4 is amended to exclude such transactions to be appraised (the cost of related parties obtaining real estate or the cost of right-of-use such properties) on its rationality. Due to the above, providing evidence on the rationality of the transaction cost of Article 17, and provisions on special surplus reserve of Article 18 are not applicable. 3. The text of paragraphs 3 and 4 was made for legal process.

Clauses after the amendment	Existing clauses	Remark
Company shall evaluate the fairness of the transaction costs by the following means: 4.5.3.2 For the combined purchase <u>or lease</u> of the same underlying land and house, the transaction costs of land and house can be assessed by any of the methods referred to above. 4.5.3.3 The Company acquires or exchanges real estate <u>or its right-of-use assets</u> from related parties, and will need to obtain the evaluation on the real estate cost in accordance with 4.5.3.1 and 4.5.3.2, and seek review and opinion from the accountants. 4.5.3.4 The Company acquires or exchanges real estate <u>or its right-of-use assets</u> from related parties, and after following 4.5.3.1 and receiving a report with a lower cost than the transaction cost, will need to comply to 4.5.3.5. However, as a result due to the following circumstances and with the objective evidence presented and an appraisal report collected from the professional real estate appraiser and a reasonable opinion issued by the CPAs, it is not subject to the limitations: 4.5.3.4.1 Related party that has obtained prime land or rental land for construction must submit the proof of complying with the following conditions: ——Calculate bare land value according to the rules above; value buildings by adding a reasonable amount of markup to the construction costs incurred by the related party; the total of the two amounts exceed the transaction price. The term “reasonable construction profit” is based on the average gross profit rate in the last three years	acquisition of real estate from the related party in accordance with the following means: 4.5.3.2 For the combined purchase of the same underlying land and house, the transaction costs of land and house can be assessed by any of the methods referred to above. 4.5.3.3 The Company acquires or exchanges real estate from related parties, and will need to obtain the evaluation on the real estate cost in accordance with 4.5.3.1 and 4.5.3.2, and seek review and opinion from the accountants. 4.5.3.4 The Company acquires or exchanges real estate from related parties, and after following 4.5.3.1 and receiving a report with a lower cost than the transaction cost, will need to comply to 4.5.3.5. However, as a result due to the following circumstances and with the objective evidence presented and an appraisal report collected from the professional real estate appraiser and a reasonable opinion issued by the CPAs, it is not subject to the limitations: 4.5.3.4.1 Related party that has obtained prime land or rental land for construction must submit the proof of complying with the following conditions: ——Calculate bare land value according to the rules above; value buildings by adding a reasonable amount of markup to the construction costs incurred by the related party; the total of the two amounts exceed the transaction price. The term “reasonable construction profit” is based on the average gross profit rate in the last three years	

Clauses after the amendment	Existing clauses	Remark
of the related party's construction department or the latest gross profit rate of the construction industry announced by the Taiwanese government agencies whichever is lower. ——The transaction terms and the area of premises on other floors in the same property or in the neighborhood in transactions completed by other unrelated parties within the previous year are similar as assessed based on the reasonable price difference by floor or by location in accordance with property transaction or lease practices.	of the related party's construction department or the latest gross profit rate of the construction industry announced by the Taiwanese government agencies whichever is lower. ——The transaction terms and the area of premises on other floors in the same property or in the neighborhood in transactions completed by other unrelated parties within the previous year are similar as assessed based on the reasonable price difference by floor or by location in accordance with property transaction practices. ——By comparing other units of the same project leased to non-related parties in the past 1 year within common practices of real estate property leasing, the transaction is considered to be of equivalent terms after adjusting for floor differences.	
4.5.3.4.2 This Company evidences that the transaction terms and area of the real property acquired or its right-of-use assets leased from a related party are similar to that of transactions completed by unrelated parties in the neighborhood within the previous year. Completed transactions involving neighboring or closely valued 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; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property	4.5.3.4.2 This Company evidences that the transaction terms and area of the real property acquired are similar to that of transactions completed by unrelated parties in the neighborhood within the previous year. Successful trade involving neighboring or closely valued 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; transactions involving similarly sized parcels in principle refers to successful trade by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.	1. In accordance with IFRS 16 Leases announcement, the preface and the First Paragraph of Article 1, Article 2 and 3, are amended to include the real estate's right-of-use obtained from renting from related parties in the requirements of the assessment when the price is lower than the transaction cost. 2. The latter part of the newly added Second Paragraph of Article 1 states companies that have set up an Audit Committee, and the first part of the same paragraph states the paragraph is for the Independent Directors of the Audit Committee. 3. The text of paragraph 1 and subparagraph 3 of paragraph 1 were amended for legal process.

Clauses after the amendment	Existing clauses	Remark
or obtainment of the right-of-use assets thereof. After that, the special reserve can be used. 4.5.3.5.1 A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property or right-of-use assets transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Public companies that account the Company as an investment using the equity method shall also recognize a portion of the Company's special reserves according to their respective shareholding percentages, as required in Paragraph 1, Article 41 of the Securities and Exchange Act. 4.5.3.5.3 The results of handling according to the preceding two subparagraphs shall be reported to the meeting of shareholders, and the details of transaction shall be disclosed in the annual report and the prospectus. The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority of securities has given its consent. With acquiring real property or its right-of-use assets from a related party, the Company shall	 4.5.3.5.1 A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Public companies that account the Company as an investment using the equity method shall also recognize a portion of the Company's special reserves according to their respective shareholding percentages, as required in Paragraph 1, Article 41 of the Securities and Exchange Act. 4.5.3.5.3 The results of handling according to the preceding two subparagraphs shall be reported to the meeting of shareholders, and the details of transaction shall be disclosed in the annual report and the prospectus. The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority of securities has given its consent. With acquiring real property from a related party, the Company shall comply with the preceding paragraphs if there is other evidence indicating that the	 1. In accordance with IFRS 16 Leases announcement, the preface and the First Paragraph of Article 1, Article 2 and 3, are amended to include the real estate's right-of-use obtained from renting from related parties in the requirements of the assessment when the price is lower than the transaction cost. 2. The latter part of the newly added Second Paragraph of Article 1 states companies that have set up an Audit Committee, and the first part of the same paragraph states the paragraph is for the Independent Directors of the Audit Committee. 3. The text of paragraph 1 and subparagraph 3 of paragraph 1 were amended for legal process.

Clauses after the amendment	Existing clauses	Remark
comply with the preceding paragraphs if there is other evidence indicating that the acquisition was not an arm's length transaction. 4.5.3.6 The Company acquires or exchanges real estate or its right-of-use assets from related parties; if it is one of the following situations, the assessment and procedure can be in accordance with 4.5.1 and 4.5.2, instead of following the rationality of transaction cost in accordance with 4.5.3.1, 4.5.3.2, and 4.5.3.3: 4.5.3.6.1 The related party acquired the real property or its right-of-use assets through inheritance or as a gift. 4.5.3.6.2 More than five years will have elapsed from the time the related party signed the contract to obtain the real property or its right-of-use assets to the signing date for the current transaction. 4.5.3.6.4 The real property right-of-use assets for business use are acquired by the company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital. 4.6.4.2 In the event that the transaction amount for acquiring or disposing of intangible assets or its right-of-use assets or memberships reaches twenty percent (20%) of paid-in capital or NT$300 million or more, except for transactions with a domestic government agency, the Company shall engage a certified public accountant prior to render an opinion on the fairness of the transaction price. The certified public accountant	acquisition was not an arm's length transaction. 4.5.3.6 The Company acquires or exchanges real estate from related parties; if it is one of the following situations, the assessment and procedure can be in accordance with 4.5.1 and 4.5.2, instead of following the rationality of transaction cost in accordance with 4.5.3.1, 4.5.3.2, and 4.5.3.3: 4.5.3.6.1 The related party acquired the real property through inheritance or as a gift. 4.5.3.6.2 More than five years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction. Newly added Section. 4.6.4.2 In the event that the transaction amount for acquiring or disposing of intangible assets or memberships reaches twenty percent (20%) of paid-in capital or NT$300 million or more, except for transactions with a government agency, the Company shall engage a certified public accountant prior to render an opinion on the fairness of the transaction price. The certified public accountant shall render such an opinion in	Text revision.

Clauses after the amendment	Existing clauses	Remark
shall render such an opinion in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. 4.8.1.1.1 <u>The Company invests in derivatives including fixed interest rate, financial instrument prices, commodity prices, exchange rate, price or rate indices, credit ratings or credit indices, or other forward contracts derived from other variables, options, futures, leverage margin contracts, swaps, combinations of the above, or linked notes or structured products implemented with derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</u> 4.10.1.1 The acquisition or disposal of real estate from and to the related party <u>or right-of-use assets</u>, or the acquisition or disposal of assets other than real estate from and to the related party for an amount exceeds 20% of the paid-in capital, 10% of the total assets, or NT$300 million. However, <u>domestic</u> bond trades, RP and RS bonds and purchase/repurchase of money market funds that are issued by domestic securities investment trust enterprises is not subject to such requirements. 4.10.1.4 Obtaining or disposing assets of business equipment <u>or other right-of-use assets</u>, and the opposite party of the transaction is unrelated to the Company, while the transaction cost reached one of the following	accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. 4.8.1.1.1The Company may engage in the trading of derivatives, which is defined as contracts (such as forward contracts, options, futures, interest rate or exchange rate swaps, and any combination of the above) that derive value from the underlying asset, interest rate, exchange rate, index or other benefits. 4.10.1.1Acquisition 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 with a transaction amount that reaches twenty percent (20%) or more of the paid-in capital, ten percent (10%) or more of the Company's total assets, or NT$300 million or more, However, bond trades, RP and RS bonds and purchase/repurchase of money market funds that are issued by domestic securities investment trust enterprises is not subject to such requirements. 4.10.1.4 Obtaining or disposing assets of business equipment, and the opposite party of the transaction is unrelated to the Company, while the transaction cost reached one of the following provisions:	 In accordance with IFRS 9 the definition of financial instruments, the scope of derivative in the First Paragraph is amended and the wording is adjusted. 1. Out of consideration that the central and local government bonds of the Republic of China are very clear and easily looked up, the "government bonds" in the First and Seventh Paragraph of Article 1 is amended to be exempted from announcement. Since the credit rating varies amongst foreign government bonds, they are not exempted in this provision. 2. In coordination with International Financial Reporting Standards (IFRS) 16 regarding leasehold gazette, Subparagraphs 1, 4, 5 of Paragraph I, the main text and Subparagraph 3, Paragraph II are duly amended to have the right-of-use assets covered under the Article. 3. In view that construction

Clauses after the amendment	Existing clauses	Remark
provisions: (1) Public companies with paid-in capital of less than NTD10 billion and amount of transaction exceeds NTD500 million. (2) For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more. 4.10.1.5 Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million; among such cases, if the public company has paid-in capital of NT$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT$1 billion or more. 4.10.1.6 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, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million. 4.10.1.4.1 Domestic government bonds trade. 4.10.1.4.2 As a professional investor, conduct trading of	(1) Public companies with paid-in capital of less than NTD10 billion and amount of transaction exceeds NTD500 million. (2)For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more. 4.10.1.5 Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million 4.10.1.6 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, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches NT$500 million. 4.10.1.4.1 Government bond trade. 4.10.1.4.2 As a professional investor, conduct trading of	companies need to build their own real estate properties as part of their daily business operation, and if the construction Company is bigger, the Company needs to disclose the construction cost frequently as the cost tends to reach disclosure threshold. Considering the materiality of information disclosure, it is added in the latter part of the Fifth Paragraph of Article 1 that the Company has the discretion to obtain or dispose of business equipment when the trading partners are unqualified for disclosure. 4.While the need for disclosure of transactions with a related party is defined in subparagraph 1 of paragraph 1, and subparagraph 6 aims to govern transactions with unrelated parties, subparagraph 6 of paragraph 1 was amended accordingly to provide a dependable reference for implementation. 5. Amendment on Item 2, Seventh Paragraph, Article 1: (1) Investment professional Since trading securities in the securities exchange or securities companies is a regular business operation and this activity can easily reach disclosure threshold, considering the materiality of information disclosure, the above activity is exempted from disclosure. To unify the language, all investment objectives or institutions mentioned in this provision are applicable across borders, and wordings such as domestic and foreign have been erased. (2) Considering that

Clauses after the amendment	Existing clauses	Remark
negotiable securities on domestic and foreign security exchange corporation or securities brokerage firms, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. 4.10.1.5.3 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or its right-of-use assets in the same development project within the same year. 4.14 If the Company does not engage in derivative trading, it may be exempted from setting the process of dealing with derivative commodity transactions after it has been submitted to the Board for approval. Should the Company decide to engage in derivative trading later, it shall follow the previous provisions.	negotiable securities on domestic and foreign security exchange corporation or securities brokerage firms, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange. 4.10.1.5.3 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property in the same development project within the same year. Newly added Section.	investing in corporate bonds issued in foreign primary markets and executed by professional investors is a regular activity, and the nature of the product is simple, as well as investing in domestic investment trust and futures trust being under the surveillance of the Financial Supervisory Commission, and the subscription or redemption of the funds (excluding overseas funds) is a regular activity executed by professional investors, all investments in securities invested by professional investors are exempted from information disclosure. Considering that subordinated debts have higher risks, it is stated that subordinated debts are exclusive in the normal corporate bonds and general bonds with no converting (to equity) right. 6. Minor text amendment of subparagraph 3 of paragraph 1 for legal process. 7. Minor text amendment of subparagraphs 4 and 6 In accordance with IFRS 9, the First Paragraph is amended to define the scope of derivatives, and the wording is adjusted accordingly.

Tong Ming Enterprise Co.,Ltd.

The comparison table of the "Procedure for Acquisition or Disposition of Assets" before and after the amendments

Revision Date: April 8, 2019

Clauses after the amendment	Existing clauses	Remark
This item is deleted.	4.11.2 A subsidiary's acquisition or disposal of assets should be handled in accordance with the company's requirements.	Amendment provisions based on actual operating conditions of the Company.
4.11.2 For subsidiaries that are not public company, acquisition and disposal of assets shall be reported by the parent company instead if the transaction meets the reporting criteria outlined in "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."	4.11.3 For subsidiaries that are not public company, acquisition and disposal of assets shall be reported by the parent company instead if the transaction meets the reporting criteria outlined in "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."	
4.11.3 In the standard of the subsidiaries' announcement, the "20% of the Company's paid-in capital" is based on the paid-in capital of the parent Company.	4.11.4 In the standard of the subsidiaries' announcement, the "20% of the Company's paid-in capital" is based on the paid-in capital of the parent Company.	

Attachment 8

The comparison table of the changes on the Rules of Capital Lending and Endorsement

Tong Ming Enterprise Co.,Ltd.
The before and after table of the changes on the Rules of Capital Lending and Endorsement

Revision Date: October 30, 2018

Clauses after the amendment	Existing clauses	Remark
2.2 Applicable to the Company and its consolidated subsidiaries. <u>However, based on its actual operating requirements, subsidiaries can stipulate their own operating provisions, under the principles of internal control and legal requirements.</u>	2.2 Applicable to the Company and its consolidated subsidiaries.	Amendment provisions based on actual operating conditions of the Company.

Tong Ming Enterprise Co.,Ltd.

The before and after table of the changes on the Rules of Capital Lending and Endorsement

Revision Date: March 22, 2019

Clauses after the amendment	Existing clauses	Remark
4.1.2 Inter-companies or business in demand for short-term bridge capital. (the two are referred to as borrowers hereinafter) The aforementioned "short-term" is one year. However, if the Company's operating cycle is longer than one year, the operating cycle shall prevail. The amount of bridge capital is the accumulated amount of the short-term bridge capital of a public Company. 4.1.3 The lending between the Company and its directly and indirectly 100% owned foreign companies are not limited by the Second Paragraph of Article 1. However, there shall be a limit to the total and individually lendable amount, and the length of lending shall be clearly stated.	4.1.2 Inter-companies or business in demand for short-term bridge capital. (the two are referred to as borrowers hereinafter)	The public Company's Rules on Lending and Endorsement (hereinafter the Rule) was published on December 18, 2002, and has since been revised 4 times. The Rule is amended under the external recommendation and actual operating requirement. There are 8 amendments and 1 new addition, and the list of amendments are: 1. To clarify financial lending of the publicly listed banking, insurance, notes, securities and futures and its related industries, or endorsement for others, its industry's related laws and regulations shall prevail other laws, and the wording is adjusted accordingly. (amendment on Article 2) 2. Considering the leasing business is an important financing channel for domestic SME, and handling corporate loans is also one of its main businesses, for leasing operators qualified under the SFC regulations, the short-term bridge financing limit is 100% of its net value, and not restricted to the regulations of 40% of its net value, and the related regulations are added for leasing operators involved in short-term bridge finance. In order to increase the flexibility of the group's internal funding, public companies and their directly or directly 100% owned foreign subsidiaries are not restricted to the lending limit of 40% of their net value and lending period of one year. In case the short-term lending limit is breached, the
4.7 The aforementioned net amount is based on the most recent audited or reviewed number.	4.7 If a lending is of a short-term bridge capital, the lending period is limited to one year or one operating cycle (whichever is longer).	
4.14 Other than following the previous provision, there shall be a lending limit for each individual unsecured loan, each industry, and companies within the same group or related companies, and risk assessment shall be reinforced.	Newly added Section	
4.15 The internal auditor shall audit the execution of the procedure at least quarterly and make a written record. If a major violation is discovered, the Independent Directors shall be notified in writing.	4.15 The internal auditor shall audit the execution of the procedure at least quarterly and make a written record. If a major violation is discovered, the Independent Directors (supervisor) shall be notified in writing.	
4.16 If due to changes in circumstances, the loan and the subject do not meet the requirements of the provision and its related laws or regulations, or the lending limit	4.16 If due to changes in circumstances, the loan and the subject do not meet the requirements of the provision and its related laws or regulations, or the lending limit	

Clauses after the amendment	Existing clauses	Remark
is breached, there shall be an improvement plan and it shall be sent to the Independent Directors, and the improvement shall be completed according to the planned schedule. 4.18 Since the Company went public, if the lending amount reached one of the following standards, it shall be announced within two days after the lending amount is reached: The date of the fact referred to in this provision refers to the date of the signing date, the date of payment, the resolution date of the Board Meeting, or other date on which the lending or funds are secured or endorsed. 4.30.3 The balance of endorsements/guarantees by the company and its subsidiaries for a single enterprise reaches NT$10 million or more and the aggregate amount of all endorsements/guarantees for, book value of investment accounted for using equity method, and balance of loans to, such enterprise reaches 30 percent or more of public company's net worth as stated in its latest financial statement. 4.35 Determination and revision of this system shall be approved by more than half of the Audit Committee members before sending it to the Board and receiving approval from the Shareholder Meeting. If approval of more than half of all audit committee members as required in the preceding paragraph 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. The terms "all audit committee members" and "all directors" in the	is breached, there shall be an improvement plan and it shall be sent to the Independent Directors (supervisor), and the improvement shall be completed according to the planned schedule. 4.18 Since the Company went public, if the lending amount reached one of the following standards, it shall be announced within two days after the lending amount is reached: 4.30.3 The balance of endorsements/guarantees by the company and its subsidiaries for a single enterprise reaches NT$10 million or more and the aggregate amount of all endorsements/guarantees for, investment of a long-term nature in, and balance of loans to, such enterprise reaches 30 percent or more of public company's net worth as stated in its latest financial statement. 4.35 Determination and revision of this system shall be approved by the Audit Committee before sending it to the Board and receiving approval from the Shareholder Meeting. Where Directors may have adverse opinions on record or in written declaration, the Company shall refer to the Audit Committee and presented in the shareholder meeting for discussion. When submitting this system to the Board Meeting for discussion, each Independent Directors' opinion shall be well taken into consideration. Any opinion consenting or objecting the discussion shall be clearly stated in the minutes of the Board	Company's representative shall also be held responsible for repaying the loan and the liability of damages. (amendment on Article 3 and 9) 3. In accordance with the Securities and Exchange Act Article 14 (5), public companies with an Audit Committee installed shall receive approval from the Audit Committee on stating or revising the related procedure of lending and endorsement for others. (amendment on Article 8 and 11) 4. To clarify, public companies dealing with lending and endorsement shall follow their stated procedure. (amendment on Article 9 and 12) 5. To clarify the definition of long-term investment, the wording is adjusted in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers. (amendment on Article 25) 6. To strengthen the Company's governance, public companies with Independent Directors shall be notified when a serious violation on lending or endorsement occurs. Not only shall a written notification be sent to the supervisor, but also to the Independent Directors, and there shall be an improvement plan on the violation of lending or endorsement, which shall be sent to the Independent Directors together. In accordance with the Securities and Exchange Act's Article 14 (4) Item 3, public companies with Audit Committees shall act as

Clauses after the amendment	Existing clauses	Remark
preceding paragraph shall be counted as the actual number of persons currently holding those positions. Where Directors may have adverse opinions on record or in written declaration, the Company shall refer to the Audit Committee and presented in the shareholder meeting for discussion. When submitting this system to the Board Meeting for discussion, each Independent Directors' opinion shall be well taken into consideration. If any Independent Director is against the decision or reserves his/her opinion, it shall be recorded in the minutes of the Board Meeting.	Meeting.	Supervisors to the Company. (amendment on Item 26-2)

Attachment 9

The comparison table of partial amendments to the "Rules of Procedure for Shareholder Meeting"

Tong Ming Enterprise Co.,Ltd.

"Rules of Procedure for Shareholder Meeting" amended before and after

Revision Date: March 4, 2019

Clauses after the amendment	Existing clauses	Remark
4.1 Unless otherwise stated by the law or regulation, the Board shall convene the Shareholders' Meeting. The Board or other convener who convenes the Shareholders' Meeting can request the Company or its registrar to provide the list of Shareholders. 4.4.2 The Shareholders' Meeting convened by the Board shall have more than half of the Board Directors attending it, with at least one member from each function, and record the attendance in the minutes of the Shareholders' Meeting. 4.8.5 Electing or discharging Board Directors, amending Articles of Incorporation, reducing capital or forced buying back shares and eliminating them in accordance with Article 19-1(1) of the Articles of Incorporate, applying for delisting, dissolution of the Company, merger, division or in accordance with Article 185 (1) of the Company Act of Taiwan (hereinafter the Company Act), Article 26-1 and Article 43-6 of the Securities and Exchange Act of Taiwan (hereinafter the Securities and Exchange Act), and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the agenda of the meeting and its main body shall be explained, and cannot be submitted as a motion. The content can be posted on the securities authorities' website or	4.1 Unless otherwise stated by the law or regulation, the Board shall convene the Shareholders' Meeting. 4.4.2 The Shareholders' Meeting convened by the Board shall have more than half of the Board Directors attending it. Newly added Section.	It is necessary to amend due to the amendment of the Articles of Incorporation and the Company Law of Taiwan.

Clauses after the amendment	Existing clauses	Remark
the Company's designated website, and the URL shall be stated in the convening letter. 4.8.6 During the period of listing, Shareholders with more than 1% of issued shares can submit a motion to the Shareholders' Meeting through a written or electronic letter. But it is limited to one proposal and the additional proposals will not be included in the meeting agenda. Other than any of the Article 172-1 (4) of the Company Act, the Board shall list any motions submitted by the Shareholders in the Shareholders' Meeting agenda. However, if the motion is for the benefit of public interest or social responsibility, even if the motion is qualified as one of the Article 172-1 (4) of the Company Act, the Board can still list it in the Shareholders' Meeting agenda.	 Newly added Section.	

Attachment 10

The comparison table of partial amendments to the "Rules of Procedure for Board of Directors Meetings"

Tong Ming Enterprise Co.,Ltd.

The before and after table of the "Rules of Board Meeting"

Revision Date: March 4, 2019

Clauses after the amendment	Existing clauses	Remark
4.13.1 Board directors may express their opinions and answer and inquire their interests in the underlying matters that may be detrimental to the Company's interests, but they may not participate in the discussion and balloting; also, they are not allowed to join the discussion and voting and must be excused from the meeting and cannot act for other directors to exercise their voting right. If the spouse of the Board Directors, the second-degree relatives according to the Civil Code of Taiwan, or companies controlled by the Board Directors have conflict of interest with any issue raised in the Board Meeting, then such Board Director is deemed as having conflict of interest regarding that issue.	4.13.1 Board directors may express their opinions and answer and inquire their interests in the underlying matters that may be detrimental to the Company's interests, but they may not participate in the discussion and balloting; also, they are not allowed to join the discussion and voting and must be excused from the meeting and cannot act for other directors to exercise their voting right.	It is necessary to amend due to the amendment of the Articles of Incorporation and the Company Law of Taiwan.

Attachment 11

The comparison table of the "Rules of Board Directors' Election"

Tong Ming Enterprise Co.,Ltd.

The before and after table of the "Rules of Board Directors' Election"

Revision Date: March 4, 2019

Clauses after the amendment	Existing clauses	Remark
4.1 During the period of listing, the Company's Board Directors' election shall follow Article 192-1 of the Company Act's candidate nomination procedure. Unless otherwise stated, cannot request proof of qualification, and shall announce its candidates' list with their academic backgrounds and experience. The Shareholders shall elect Board Directors from the list. 4.2 The candidates' names may be substituted with their attendance number for the Company's Board Directors' election. For the Company's Directors' election, unless otherwise stated in the Articles of Incorporation, each share shall have the same voting rights as the number of Directors elected, and Shareholders may elect one candidate with more than one vote, or elect more than one candidate. The Board shall prepare the same number of votes as the number of Directors and add the weight to the vote, before distributing it to Shareholders. 4.3 In accordance with the Articles of Incorporation, the number of Board Directors are stated and the voting rights for Independent Directors, non-Independent Directors are calculated separately. The candidate with more votes is elected first, and if there are more than two candidates with the same number of votes, and the number of Board Directors exceeded its limit, then these	4.1 The candidates' names may be substituted with their attendance number for the Company's Board Directors' election. 4.2 In the Company's Board Directors' election, unless otherwise stated in the Articles of Incorporation, each share shall vote according to its voting rights Board Directors. The same number of people have the right to vote, and the Board shall prepare the same number of votes as the number of Board Directors and distribute it to each Shareholder. 4.3 The Articles of Incorporation states the numbers of Board Directors, and the candidate with more votes is elected first. If there are more than two candidates with the same numbers of vote and the number of Board Directors exceeds its limit, then these candidates shall draw lots to settle the situation. If the candidate is absent, the chairman shall draw on his/her behalf.	It is necessary to amend due to the amendment of the Articles of Incorporation and the Company Law of Taiwan.

Clauses after the amendment	Existing clauses	Remark
candidates shall draw lots to settle the situation. If the candidate is absent, the chairman shall draw on his/her behalf.		
4.5 When the election begins, the chairman shall appoint a poll watcher and a teller supervising and counting votes. However, the supervisor shall be a Shareholder, executing all related activities.	4.5 When the election begins, the chairman shall appoint a poll watcher and a teller supervising and counting votes.	
4.8.5 Writing down anything other than the name of the candidate (official name) and the Shareholder number (ID) and the number of allotted votes.	4.8.5 There are more than two candidates indicated on one ballot.	
This item is deleted.	4.8.6 Ballots that contain writing other than the candidate's name and shareholder account number.	
4.8.6 The candidate's name written in the ballot coincides with another shareholder, but no shareholder account number or ID card number is provided for identification.	4.8.7 The candidate's name written in the ballot coincides with another shareholder, but no shareholder account number or ID card number is provided for identification.	
4.10 Vote counting is supervised by the poll watcher, and the chairman announces the result on the spot. Including the elected list and its votes.	4.10 Vote counting is supervised by the poll watcher, and the chairman announces the result on the spot.	

Appendix 1

“The Company's Articles of Incorporation” (Before amendments)

Tong Ming Enterprise Co.,Ltd.
Memorandum of Association

1. The name of the company is **Tong Ming Enterprise Co., Ltd.**.

2. The Registered Office of the Company shall be at the offices of McGrath Tonner Corporate Services Limited at Genesis Building, 5th Floor, Genesis Close, P.O. Box 446, Cayman Islands, KY1-1106 or at such other place within the Cayman Islands as the Board may from time to time decide.

3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (Revised).

4. Subject to the following provisions of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law (Revised).

5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Law (Revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (Revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Law (Revised).

6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

7. The liability of each member is limited to the amount from time to time unpaid on such member’s shares.

8. The share capital of the Company is **NT$2,500,000,000** divided into **250,000,000** ordinary shares of a par value of **NT$10** each with power for the Company, subject to the provisions of the Companies Law (Revised) and the Articles of Association, to redeem any of its shares and to increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.

9. The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

THE COMPANIES LAW (REVISED)
COMPANY LIMITED BY SHARES

EIGHTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

TONG MING ENTERPRISE CO., LTD.

(as adopted by a Special Resolution passed on June.19, 2018)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law (2010 Revision) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.

2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules	the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Emerging Market, the TPEx and the TWSE (where applicable);
Articles	these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;
Auditors	the Auditors (if any) for the time being of the Company;
Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items required to be treated as Capital Reserve pursuant to the Applicable Listing Rules;

Chairman	has the meaning given thereto in Article 63;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	**TONG MING ENTERPRISE CO., LTD.**;
Consolidation	the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and “Directors” means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Article 20(3);
electronic	shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;
Emerging Market	the emerging market board of the TPEx in Taiwan;
Employees	employees of the Company and/or any of the Subordinate Companies of the Company, as determined by the Board from time to time in its sole discretion, and “Employee” shall mean any one of them;
Financial Statements	has the meaning set out in Article 95;
Independent Directors	those Directors appointed as "Independent Directors" pursuant to the requirements of the Applicable Listing Rules, and “Independent Director” means any one of them;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;

Law	the Companies Law (Revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register for the time being, including persons who are jointly so registered and "Members" or "Shareholders" means 2 or more of them;
Memorandum	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company within the meaning of the Law and the Applicable Listing Rules;
Month	a calendar month;
NT$ or NTD	New Taiwan Dollars;
Ordinary Resolution	a resolution:- (a) passed by a simple majority of such Members as, being entitled to do so, vote in person or, in the case of any Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; and (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives); and (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;

Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;
Registered Office	the registered office of the Company for the time being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become registered or listed on the Emerging Market, the TPEx, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;

Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C., to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 86;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution: (a) passed by a majority of at least two-thirds of such Members as, being entitled to do so, vote in person or, in the case of any Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; and (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives); and (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed. A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

Spin-off	an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;
Statutory Reserve	has the meaning set out in Article 86;
Subordinate Company	any company (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEx	the Taipei Exchange, originally named as GreTai Securities Market (GTSM), in Taiwan;
Treasury Shares	Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased, in accordance with the Law; and
TWSE	the Taiwan Stock Exchange Corporation.

(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.

(3) In these Articles unless the context otherwise requires:

(a) words importing the singular number shall include the plural number and vice-versa;

(b) words importing the masculine gender shall include the feminine gender and neuter genders;

(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.

(4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to the Law and these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:

   (a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and the Applicable Listing Rules; and

   (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.

4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out inthese Articles:

   (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;

   (b) the order, fixed amount or fixed ratio of allocation of dividends, bonus and other distribution on such Preferred Shares;

   (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;

   (d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;

   (e) other matters concerning rights and obligations incidental to the Preferred Shares; and

   (f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

   (2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.

6. Subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date such Shares may be delivered, pursuant to the Law. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.

   (2) The Company shall not issue bearer Shares.

   (3) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person.

8. During the Relevant Period:

   (a) upon each issuance of new Shares (other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of share options or warrants granted to the Employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with preferential or special rights or where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles), the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees; and

   (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to subsection (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless the Commission, the Emerging Market, the TPEx and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:

   (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;

(b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and

(c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

10. The preceding Article shall not apply whenever the new Shares are issued for the following purpose:

(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company;

(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;

(c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;

(d) in connection with meeting the Company's obligation under Share subscription warrant or Preferred Shares vested with rights to acquire Shares;

(e) in connection with any share swap arrangement entered into by the Company, or

(f) in connection with any private placement of equity-type securities conducted pursuant to Article 11-2(1); or

(g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

11. Subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.

11-1. The Company may, subject to approval of Shareholders by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to employees of the Company and/or its Subordinate Companies. In respect of the issuance of Shares to employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.

11-2. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a private placement of equity-type securities with any of the following Persons in the R.O.C.:

(a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;

(b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or

(c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.

(2) A private placement of ordinary corporate bonds may be carried out by the Company in installments within one year of the date of the resolution of the Board.

12. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.

13. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C..

MODIFICATION OF RIGHTS

14. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 41 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

15. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

16. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C.

17. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

18. All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.

19. (1) Subject to the Law, the Applicable Listing Rules and Paragraph (3) of this Article, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares, for cancellation, upon such terms and manner and subject to such conditions as the Board thinks fit, and such Shares shall be treated as cancelled immediately on purchase.

(2) Subject to the Law, the Applicable Listing Rules and Paragraph (3) of this Article, upon the approval of a majority of the Board present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares, to be held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit, PROVIDED ALWAYS that such purchase is effected in accordance with the provisions of the Law.

(3) During the Relevant Period, the resolutions of Board approving a purchase of Shares, how such resolutions are implemented, and the failure of any purchase of Shares as approved by such resolutions (if any) shall be reported to the Shareholders at the next general meeting.

(4) Subject to the Law, for so long as the Company holds Treasury Shares:

(a) the Company shall be entered in the Register as holding the Treasury Shares;

(b) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(c) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law; and

(d) no dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company, in respect of a Treasury Share.

(5) During the Relevant Period, subject to the Law, except purchases of Shares carried out pursuant to Article 19-1(1), the number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares.

19-1. (1) Subject to the Law and the Applicable Listing Rules, the Company may carry out a compulsorily purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Any purchase price to be paid in kind shall be subject to approval by a Special Resolution and shall be subject to individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.

(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding paragraph.

20. (1) Where the Company holds Treasury Shares, the Company may, in accordance with the Law:

(a) cancel any or all of the Treasury Shares; or

(b) transfer any or all of the Treasury Shares to the Employees, the terms of such transfer and qualifications of such employees shall be determined by the Board, subject to Paragraph (3) of this Article. The Board may impose a lock-up period restricting the transfer of any Treasury Shares transferred to the employees pursuant to this Paragraph (1) for a term of up to two (2) years.

(2) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.

(3) Subject to Paragraph (4) of this Article and the Law, the Company may, by way of a Special Resolution passed at the immediate preceding general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "**Discount Transfer**"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:

(a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;

(b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;

(c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;

(d) matters that the Board is of the opinion that may affect Shareholders' rights, including:

(i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and

(ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.

(4) The total aggregate amount of the Treasury Shares that are transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (3) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and the aggregate amount of the Treasury Shares transferred to each Employee shall not exceed point five percent (0.5%) of the total number of issued and outstanding Shares of the Company.

TRANSFER AND TRANSMISSION OF SHARES

21. Subject to the Law and Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.

22. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 24.

NON-RECOGNITION OF TRUSTS

23. Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by law, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or law otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

CLOSING REGISTER OR FIXING RECORD DATE

24. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy or by way of electronic transmission; and (c) any other purposes as determined by the Board.

In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the abovementioned period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

25. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the

Emerging Market, the TPEx or the TWSE (where applicable). The annual general meeting shall be convened by the Board.

26. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.

27. During the Relevant Period, all general meetings shall be held in the R.O.C.. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.

28. Any one or more Member(s) holding at least three percent (3%) of the issued and outstanding Shares of the Company for a period of one year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.

29. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

30. (1) During the Relevant Period, at least thirty (30) days notice of an annual general meeting and fifteen (15) days notice of an extraordinary general meeting shall be given to each Member, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.

(2) At any time other than the Relevant Period, at least five (5) days notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice or without notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent in nominal value of the Shares giving that right.

30-1. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

(2) During the Relevant Period, if the Company allows the Shareholders to exercise the

votes and cast the votes in writing or by way of electronic transmission in accordance with Article 51, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.

31. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents:

(a) any election or removal of Director(s);

(b) any alteration of the Memorandum and/or these Articles;

(c) any dissolution, voluntary winding-up, Merger, Consolidation, share swap or Spin-off of the Company;

(d) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;

(e) the transfer of the whole or any material part of the Company's business or assets;

(f) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;

(g) carrying out a private placement of equity-type securities;

(h) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;

(i) distributing dividends, bonus or other distributions in whole or in part by way of issuance of new Shares; and

(j) capitalisation of the Company's Special Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.

32. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission and the Emerging Market, the TPEx or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.

33. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds

to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.

35. (1) One or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing for resolution at an annual general meeting; provided that only one matter shall be allowed in a single proposal, and the number of words therein contained shall not be more than three hundred (300), and the matter of such proposal may be resolved by a general meeting, or otherwise such proposal shall not be included in the agenda.

(2) Prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.

(3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(4) The Board may exclude a proposal submitted by Member(s) if:

(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;

(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued and outstanding Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company; or

(c) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.

(5) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.

36. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

37. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.

38. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other

than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.

39. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.

40. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.

41. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:

(a) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;

(b) transfer the whole or any material part of its business or assets;

(c) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;

(d) distribute dividends, bonus or other distributions in whole or in part by way of issuance of new Shares;

(e) effect any Spin-off of the Company;

(f) authorise a plan of Merger or Consolidation involving the Company;

(g) resolve that the Company be wound up voluntarily;

(h) carry out a private placement of equity-type securities;

(i) grant a waiver to a Director’s non-competition obligation, or approve a Director to engage in activities in competition with the Company;

(j) change its name;

(k) change the currency denomination of its share capital;

(l) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;

(m) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;

(n) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;

(o) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;

(p) subject to these Articles (including without limitation Articles 14 and 15), alter or amend the Memorandum or these Articles, in whole or in part;

(q) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;

(r) appoint an inspector to examine the affairs of the Company under the Law;

(s) issue new Shares to employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions in accordance with Article 11-1;

(t) subject to these Articles, capitalisation or distribution of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the Capital Reserve from endowments received by of the Company by issuing new Shares or paying in cash to its existing Member in proportion to the number of Shares being held by each of them; and

(u) apply for an approval of ceasing its status as a public company.

(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share swap arrangement or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.

42. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.

43. (1) Subject to the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 41 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 41 and at the same meeting the resolution for the winding up of the Company is also adopted.

(2) In the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.

(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the Taiwan Taipei District Court of the R.O.C. if and to the extent permitted under the Law, for a ruling on the appraisal price.

44. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to Taiwan Taipei District Court, as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.

45. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

46. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.

VOTES OF MEMBERS

47. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

48. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.

48-1. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.

49. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.

50. (1) Subject to the Law and the Applicable Listing Rules, shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:

(a) the Company itself (if such holding is permitted by the Law);

(b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or

(c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.

(2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.

(3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "Charged Shares") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting nor quorum at such general meeting.

51. (1) To the extent permitted by the Law and subject to the Applicable Listing Rules, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if a general meeting is to be held outside the ROC or otherwise required under the Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Notwithstanding the foregoing, where the Company conform to the Applicable Scope of Listing Companies to Conduct Electronic Voting announced by the competent authority in the R.O.C., the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member.

(2) Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision.

(3) A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

52. Subject to Article 56, in case a Member who has cast his votes by a written ballot or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall prevail.

PROXY

53. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.

(2) Subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the signature requirements, (c) the matters to be voted upon pursuant to such proxy and basic identification information of the Member as appointor, the proxy solicitor (if any) and the proxy, and shall be sent out together with the notice of general meeting to all Members on the same day.

54. A Member may only appoint one proxy for each general meeting irrespective of how many shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.

55. In case a Member who has served a proxy intends to attend the relevant general meeting in person, he shall, at least two (2) days prior to the date of the general meeting, revoke such proxy by serving a written notice to the Company or Shareholder Service Agent; otherwise, the votes cast by the proxy at the general meeting shall prevail.

56. In case a Member has cast his votes by a written ballot or by way of electronic transmission pursuant to Article 51, and has also authorized a proxy to attend the relevant general meeting on his behalf, the votes cast by the proxy shall prevail.

57. Except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 51, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.

58. The use and solicitation of proxies shall be subject to, the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.).

DIRECTORS AND THE BOARD

59. (1) The Board shall consist of not less than five (5) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.

(2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.

(3) Directors shall be elected by Members at general meetings. Notwithstanding any other provision of these Articles, the principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (i) the number of votes conferred by such Member's shares and (ii) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected.

(4) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Methods of Election of Directors and Supervisors of R.O.C. Public Companies).

60. The Company adopts and applies a candidate nomination mechanism for election of the independent directors. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.

61. Subject to these Articles, the term for which a Director shall hold office expire at the annual general meeting in the third year following the year of his/her/its election and until he/she/it is re-elected or his/her/its successor has been duly elected; thereafter he/she/it may be eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time new Directors are elected and assume their office subject to these Articles.

62. (1) Notwithstanding the preceding Article, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.

(2) Without prejudice to other provisions of these Articles, the Company may by an Ordinary Resolution put all Directors for re-election before the expiration of the term of office of such Directors. In this event, if it is not specified in such resolution that the existing Directors will not retire until the expiration date of their terms of office or other specified date, they shall be deemed to have retired on the date of such resolution, subject to the successful election of the new Directors at the same meeting.

63. A chairman of the Board (the "**Chairman**") shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least

two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.

64. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the operations of the Company, (b) the contribution of a Director to the Company, (c) the prevailing industry standard, (d) recommendation by the remuneration committee and (e) such other relevant factors.

65. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.

66. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

66-1. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, duty of care, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person’s interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act.

(2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.

(3) The preceding two Paragraph of this Article shall apply, mutatis mutandis, to the officers of the Company and the Supervisors who are authorised to act on its behalf in a senior management capacity.

67. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

67-1. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).

67-2. The qualifications, election, removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

68. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. One (1) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.

69. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

70. Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.

71. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.

72. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall

keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

COMMITTEES

73. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

74. (1) The office of a Director shall be vacated, if such Director:

(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and the time elapsed after he has served the full term of the sentence is less than five (5) years;

(b) has been sentenced to imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years;

(c) has been convicted of misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years;

(d) becomes bankrupt under the laws of any jurisdiction and has not been reinstated to his rights and privileges;

(e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;

(f) dies or is found to be or becomes of unsound mind;

(g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;

(h) ceases to be a Director by virtue of Article 75;

(i) resigns his office by notice in writing to the Company;

(j) has transferred some or all his Shares, during the term of office as a Director, such that the remaining Shares are less than one half of the Shares being held by him at the time he is elected;

(k) is removed from office pursuant to these Articles; or

(l) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.

(2) If a Director, after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held by such Director at the time of his election or, within the closing period fixed by the Board in accordance with Article 24(2) prior to the general meeting, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held at the commencement of the closing period, his election as a Director shall be deemed invalid and void.

75. Except as approved by the Emerging Market, the TPEx, the TWSE or the Commission (where applicable), the following relationships shall not exist among more than half of the Directors: (1) a spousal relationship; or (2) a familial relationship within the second degree of kinship as defined under the Civil Code of the R.O.C. If any one of the foregoing relationships exists among more than half of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has held office of a Director, he shall cease to act as a Director upon such determination. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

76. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.

77. Subject to the Law, one or more Members holding three percent (3%) or more of the total number of the outstanding Shares continuously for a period of more than one year may request in writing any Independent Director who is a member of Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the ROC Taipei District Court, and for the avoidance of doubt, any one Independent Director is authorised to act in such manner, notwithstanding that there is no Board meeting or resolution in writing signed by all of the Directors expressly approving the same. In case such Independent Director who is a member of Audit Committee fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, subject to the applicable laws, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

78. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings

as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the Applicable Listing Rules. Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.

79. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days notice in writing, or at any time other than during the Relevant Period, at least forty eight hours notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time if this has been agreed to by a majority of the Directors at such meeting. Notwithstanding the forgoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors either at, before or retrospectively after the relevant Board meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by telex or telefax.

80. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

81. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.

82. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.

83. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.

84. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.

85. The proceedings regarding Board meetings not provided for in these Articles shall be governed

by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of R.O.C. Public Companies).

RESERVES AND CAPITALISATION

86. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; and (ii) an amount to offset losses incurred in previous year(s); and after the aforesaid sums as set aside from the profits for such relevant financial year shall first set aside ten percent (10%) of said profits as statutory reserve (the "**Statutory Reserve**"). Where the Statutory Reserve amounts to the total issued share capital, this Article shall not apply. Aside from the Statutory Reserve, the Board may, before recommending any dividend, set aside the remaining profits of the Company for the relevant financial year as a reserve or reserves (the "**Special Reserve**") which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied.

87. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, the Capital Reserve set aside during the Relevant Period shall not be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless any Statutory Reserve and Special Reserve (to the extent applicable) set aside for purposes of loss offset is insufficient to offset such losses.

88. (1) During the Relevant Period, where the Company incurs no loss, it may, subject to the Law, by a Special Resolution, capitalise or distribute its Statutory Reserve and the following Capital Reserve: (i) Share Premium Account and (ii) the income from gifts and donations received by the Company, in whole or in part, by issuing new fully paid shares and/or paying in cash to the Members in proportion to the number of shares held by each of them in accordance with the Law and the Applicable Listing Rules. With respect to the capitalization and distribution of the Statutory Reserve, only the portion of the Statutory Reserve exceeding twenty-five percent (25%) of the issued share capital of the Company may be so capitalized and distributed.

(2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums by issuing new fully paid shares and/or paying in cash to Members in proportion to the number of shares held by each of them.

89. Where any difficulty arises in regard to any declaration of dividends or bonuses or other distributions under these Articles, the Board may settle the same as they think expedient and, in particular, may authorise any person to sell and transfer any fractions or may resolve that such declaration of dividends or bonuses or other distributions should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments should be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Directors. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the Members.

DIVIDENDS AND BONUSES

90. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends to be paid to the Members according to their rights and interests, including such interim dividends as appear to the Board to be justified by the position of the Company.

91. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares:

(1) where the Company has earnings at the end of a financial year, based upon the Board's determination, the Company shall distribute not more than zero point one percent (0.1%) of the earnings for such year to the Employees, including employees of any of the Subordinate Companies meeting certain specific requirements, as the Employees' compensation in the form of shares and/or in cash; based upon the Board's determination, the Company may distribute not more than five percent (5%) of such earnings to the Directors as the Directors' compensation. A report of such distribution of Employees' and Directors' compensations shall be submitted to the general meeting of the Company.

Notwithstanding the foregoing, the total amount of accumulated losses of the Company shall be reserved from the said earnings in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above.

(2) where the Company has profits (including profits of previous years) at the end of a financial year, after paying all relevant taxes, offsetting losses (including losses of previous years), setting aside the Statutory Reserve (if required) and Special Reserve (if any), the Company may, according to a distribution plan proposed by the Board, distribute not less than ten percent (10%) of the balance left ("Surplus Profits") by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held to the Members as dividends in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends shall not be less than ten percent (10%) of the total amount of dividends to the Members.

(3) dividends, bonuses or other forms of distributions payable to the Members shall only be paid in NTD.

92. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special resolution distribute any part or all of the dividends to the Members or bonuses to the Employees and the Directors declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Employees, the Directors and/or the Members.

93. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company on or in respect of any Share shall bear interest against the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

94. The Board shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such

other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.

95. During the Relevant Period, at the end of each financial year, the Board shall prepare: (1) the business report; (2) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (3) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.

96. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.

97. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.

98. The Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspect and to make copies of the above documents.

99. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

100. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within seven (7) days after the receipt of the notice of a public tender offer to purchase the Shares by the Company or the designated representative for litigious and non-litigious matters of the Company in the R.O.C. appointed pursuant to the Applicable Listing Rules, the Board shall resolve to recommend the Members to either accept or object to the tender offer and make a public announcement of the following:

    (a) the types, number and amount of the Shares held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares in its own name or in the name of other Persons;

    (b) the recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;

    (c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and an explanation of the change, if any; and

(d) the types, number and amount of the Shares of the tender offer or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares held in its own name or in the name of other Persons.

WINDING UP

101. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

102. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.

103. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

NOTICES

104. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the Emerging Market, the TPEx or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.

104-1. The distribution of the minutes of general meeting may be effected by means of electronic transmission.

105. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.

106. Any notice or other document, if served by:

(a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;

(b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;

(c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or

(d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

107. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

108. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

FINANCIAL YEAR

109. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

110. The Company shall have one or more Seals, as the Board may determine. No Seal shall be used without the authority of the Board. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed by two Directors or one Director and the Secretary or by such other person or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for Shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature.

LITIGATION OR NON-LITIGATION AGENT IN THE R.O.C.

111. (1) During the Relevant Period, the Company shall appoint a person as its litigation or non-litigation agent under the Securities and Exchange Act of the R.O.C. and such agent will be deemed as its responsible person in the R.O.C. under the Securities and Exchange Act of the R.O.C..

(2) The preceding agent shall have residence or domicile in the R.O.C.

(3) The Company shall report the name, residence/domicile of the preceding agent and power

of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

112. Subject to the Law and to the conditions contained in its Memorandum, the Company may, by Special Resolution, alter or add to its Articles.

The procedure was determined on November 30, 2009.

The first amendment of the procedure was April 16, 2010, after being approved in the resolution of the Shareholders' Meeting.

The second amendment of the procedure was May 19, 2010, after being approved in the resolution of the Shareholders' Meeting.

The third amendment of the procedure was July 23, 2010, after being approved in the resolution of the Shareholders' Meeting.

The fourth amendment of the procedure was May 13, 2013, after being approved in the resolution of the Shareholders' Meeting.

The fifth amendment of the procedure was June 19, 2014, after being approved in the resolution of the Shareholders' Meeting.

The sixth amendment of the procedure was June 15, 2015, after being approved in the resolution of the Shareholders' Meeting.

The seventh amendment of the procedure was June 27, 2016, after being approved in the resolution of the Shareholders' Meeting.

The eighth amendment of the procedure was June 19, 2018, after being approved in the resolution of the Shareholders' Meeting.

Appendix 2
"Regulations Governing the Acquisition or Disposal of Assets" (Before amendments)

Tong Ming Enterprise Co.,Ltd.
Procedures for the Acquisition or Disposal of Assets

1. Purpose

The procedure is in place to secure the safety and entirety of the assets and implement information disclosure.

2. Scope and applicable objects:

2.1 The procedure is applicable to the following:

2.1.1 Stocks, bonds, financial bonds, fund-based securities, depositary receipts, call (put) warrants, beneficiary certificate, asset-based securities, etc.

2.1.2 Property (including land, buildings and architecture, investment property and land rights) and equipment.

2.1.3 Memberships.

2.1.4 Patents, copyrights, trademarks, franchise rights and other intangible assets.

2.1.5 Financial institutions bonds;

2.1.6 Financial derivatives.

2.1.7 Any Company's assets that were legally merged, divided, acquired or transferred or disposed.

2.1.8 Other major assets.

2.2 Applicable objects: The Company and its consolidated subsidiaries

3. Units on duty: All departments

4. Work procedure

4.1 The Company and its subsidiaries may acquire, dispose, or continue holding any of the assets in this procedure; however, long/short-term securities investment, non-business related real estate, other fixed assets, and intangible assets holdings shall follow the restriction below. If it exceeded the limit, it shall be reported to the Board as a special project at the time of acquiring, and continues with the procedure once approved by the Board.

4.1.1 The total amount of long/short-term securities investments, non-business related real estate, other fixed assets and intangible assets shall be limited to 50% of the Company's net value.

4.1.2 Long-term securities investment shall be limited to 40% of the Company's net value, and a single long-term securities investment is limited to 15%.

4.1.3 Short-term securities investment is limited to 20% of the Company's net value, and a single short-term securities investment is limited to 5%.

4.1.4 The total amount of non-business related real estate, other fixed assets and intangible assets shall be limited to 20% of the Company's net value, and single non-business related real estate, other fixed assets and intangible assets is limited to 10% of the Company's net value.

4.1.5 The Company and its subsidiaries acquiring long/short-term equity investment shall be limited to 50% of the Company's net value.

4.2 For the appraisal report or the opinions obtained from the CPAs, attorney, or security underwriter by the Company, the professional appraisers and their appraising personnel, CPAs, attorneys, security underwriters, and the trade parties must be not be related.

4.3 Procedure on acquiring or disposing of real estate or other fixed assets

4.3.1 Assessment and operation

The Company acquiring or disposing of real estate and other fixed assets shall be in accordance with the internal control of the fixed asset process.

4.3.2 Procedure for the decision of the condition for trade and authorized limit

4.3.2.1 To obtain or dispose real estate properties, third party appraisal, actual transaction costs in its neighborhood, its transaction terms and the actual price shall all be referred and an analysis report shall be made and submitted to the management. If the amount is less than NT50 million, the general manager has the discretion to approve it; between NT50 million to NT100 million, the Chairman has the discretion to approve it; anything more NT100 million requires the Board's approval, but should the Chairman approve the transaction, it can be reported in the most recent Board meeting post-transaction.

4.3.2.2 Acquiring or disposing other fixed assets, shall choose between price inquiry, comparison, negotiation or bidding. If the price is less than NT$50 million, the General Manager has the discretion to approve; between NT$50 million to NT$100 million, the Chairman has the discretion to approve; above NT$100 million, the Board would need to approve it after being approved by more than half of the Audit Committee.

4.3.2.3 If there are independent directors in place, the board shall take independent directors' opinions under advisement when discussing the terms of the asset acquisition/disposal. Any objections or qualified opinions made by independent directors shall be noted in board meeting minutes.

4.3.3 Executors

When the Company acquires or disposes of real estate or other fixed assets, it shall follow the previous process before the responsible department and the finance department executes it.

4.3.4 Appraisal reports on real estate and other fixed assets

4.3.4.1 In the event that the transaction amount for acquiring or disposing of real property, or equipment, reaches twenty percent (20%) of the paid-in capital or NT$300 million or more, the Company shall obtain an appraisal report prior to the date of event occurrence from a professional appraiser and comply with the provisions below, except for transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of machinery and equipment.

4.3.4.2 When the particular price or specific price is applied as a reference for determining the transaction price due to special reasons, the transactions should be resolved by the Board of Directors in advance, so do the changes in trading conditions.

4.3.4.3 Where the transaction amount is NT$0.2 billion or more, appraisals from two or more professional appraisers shall be obtained.

4.3.4.4 For the professional appraiser's with one of the following results, unless the appraisal result of the assets acquired is higher than the transaction amount or the appraisal result of the assets disposed is lower than the transaction amount, it should be processed in accordance with the Generally Accepted Auditing Standards (GAAS) No. 20 of the ROC

Accounting Research and Development Foundation; also, express an opinion on the cause of the nonconformity and the adequacy of the transaction price:

4.3.4.4.1 The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.

4.3.4.4.2 The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.

4.3.4.5 The date of the appraisal report issued for the appraisal performed before the contract date may not be more than three months from the contract date. However, if it is subject to the announced present value of the same period and that is not more than six months away, an opinion can be issued by the original appraiser.

4.3.4.6 For assets acquired or disposed through court auctions, documentary proof issued by the court can be used in place of the valuation report or CPA's opinion.

4.4 Procedures for acquisition and disposal of securities

4.4.1 Assessment and operation

The Company’s long and short-term securities’ buying and selling shall be in accordance with the internal control of investment process.

4.4.2 Procedure for the decision of the condition for trade and authorized limit

4.4.2.1 In case of long-term equity investment, the most recent financial statements reviewed or audited by the auditors of such investment objectives shall be presented the day before the occurrence for price assessment, and executed after the Board has approved it.

4.4.2.2 Including short-term securities investment, government bonds, outright purchase and repos/reverse repos, commercial papers, fixed income funds, and money market funds, all investments shall be determined by the team in charge and according to the market price. If the amount is less than NT50 million, the Chairman has the discretion to approve it; anything more than NT50 million requires more than half of the Audit Committee to approve it, before passing it to the Board for approval.

4.4.2.3 If there are independent directors in place, and shall refer the motion of acquisition or disposition of assets to the Board for discussion as required; the opinions of the Independent Directors shall be fully considered, and the opinions of the Independent Directors in favor of or against the motions and the reasons kept as an integral part of the minutes of meeting on record of the Board.

4.4.3 Executors

The Company’s long/short-term securities investment shall follow the previous procedure before the finance department executes it.

4.4.4 Expert opinion

4.4.4.1 If one of the following occurs when the Company acquires or disposes of securities, and the transaction amount is more than 20% of the paid-up capital or NT$300 million, it shall request the accountants’ opinion on the rationality of the transaction price:

4.4.4.1.1 The acquisition or disposal of securities is done outside of an Exchange or a securities firm’s business office.

4.4.4.1.2 The acquisition or disposal of private placement securities.

4.4.4.2 For assets acquired or disposed through court auctions, documentary proof issued by the court can be used in place of the valuation report or CPA's opinion.

4.5 The procedure of real estate acquisition from a related party

4.5.1 The Company acquires or exchanges real estate from related parties; and other than comply with 4.3 the procedure of real estate obtainment, it also needs to comply to the following provisions on related internal decision process and transaction rationality assessment. Transactions worth more than 10% of the Company's total assets shall also obtain appraisal from professionals or accountant's opinions. In addition, The legal form and the real relationship should be considered in determining whether the counterparty is a related party.

4.5.2 Assessment and operation

4.5.2.1 The Company acquires real estate from related parties and shall submit the following information to receive the Board approval, after receiving more than half of the approval from the Audit Committee.

4.5.2.1.1 The purpose, necessity and anticipated benefit of the acquisition of real estate.

4.5.2.1.2 The reason for choosing the related party as a transaction counterparty.

4.5.2.1.3 Shall be in accordance with 4.5.3.1 and 4.5.3.4 to assess the related information on the rationality of the scheduled transaction conditions.

4.5.2.1.4 The matters of the related party's original acquisition date and price, counterparty, and the relationship with the Company and the related party.

4.5.2.1.5 The monthly cash income and expense forecast within the year from the month of the contract signed; also, assess the necessity of the trade and the reasonableness of the use of funds.

4.5.2.1.6 Acquire the appraisal report from the professional appraisers or the opinions of the CPAs in accordance with 4.5.1.

4.5.2.1.7 The restrictions and other important stipulations of the transaction.

4.5.2.2 If Independent Directors are available in accordance with the regulations, when the previous item is discussed in the Board Meeting, all Independent Directors' opinions shall be well considered, and if any Independent Directors has an opposite opinion or reserved his opinion, it shall be recorded in the Board Meeting's Minutes.

4.5.3 Evaluation on reasonable cost of transactions

4.5.3.1 The Company should assess the reasonableness of the transaction costs for the acquisition of real estate from the related party in accordance with the following methods:

4.5.3.1.1 Based on the transactions price of the related party plus the necessary funds interest cost and buyer's cost by law The so-called necessary capital interest cost is calculated in accordance with the weighted average interest rate of the loans in the year the assets are acquired by the Company; however, it may not be higher than the non-financial industry maximum loan interest rate as announced by the government agency.

4.5.3.1.2 If the related party has the underlying subject used as collateral for a loan from financial institutions, the financial institutions are to assess the gross lending value of the subject matter. However, the actual accumulated lending value of the subject matter granted by the financial institutions should reach over 70% of the assessed gross lending value for a lending period over one year. However, it is not applicable if the financial institution and the counterparty are related to one another.

4.5.3.2 The transaction cost of the same underlying land and building purchased can be assessed in accordance with any of the cost methods listed in the preceding paragraph.

4.5.3.3 The cost of the real estate acquired by the Company from the related party should be assessed in accordance with 4.5.3.1 and 4.5.3.2; also, a CPA should be commissioned to review and express an opinion.

4.5.3.4 If the Company acquires real estate from related parties and the transaction cost assessment in accordance with 4.5.3.1 is lower than the actual transaction cost, it shall follow 4.5.3.5. However, as a result due to the following circumstances and with the objective evidence presented and an appraisal report collected from the professional real estate appraiser and a reasonable opinion issued by the CPAs, it is not subject to the limitations:

4.5.3.4.1 Related party that has obtained prime land or rental land for construction must submit the proof of complying with the following conditions:

——Calculate bare land value according to the rules above; value buildings by adding a reasonable amount of markup to the construction costs incurred by the related party; the total of the two amounts exceed the transaction price. The term "reasonable construction profit" is based on the average gross profit rate in the last three years of the related party's construction department or the latest gross profit rate of the construction industry announced by the Taiwanese government agencies whichever is lower.

——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 successful trade terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale practices.

——By comparing other units of the same project leased to non-related parties in the past 1 year within common practices of real estate property leasing, the transaction is considered to be of equivalent terms after adjusting for floor differences.

4.5.3.4.2 Where the company acquiring real property through leasing, from a related party provides evidence that the terms of successful trade are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Successful trade involving neighboring or closely valued 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; transactions involving similarly sized parcels in principle refers to successful trade by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.

4.5.3.5 In case the Company acquires real estate from related parties, if the appraisal price in accordance with 4.5.3.1 and 4.5.3.2 is lower than the transaction cost, the following steps shall be taken. Special reserves that the Company and equity-accounted investees (public companies) have provided according to the above can only be taken to offset losses on devaluation or disposal of assets acquired at high price, or to compensate or restore assets to their original conditions, or for other rational purposes supported by evidence and Securities and Futures Supervisory Commission of the Ministry of Finance's approval.

4.5.3.5.1 A special reserve shall be set aside in accordance with Article 41, paragraph 1 of Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Public companies that account the Company as an investment using the equity method shall also recognize a portion of the Company's special reserves according to their respective shareholding percentages, as required in Paragraph 1, Article 41 of the Securities and Exchange Act.

4.5.3.5.2 The Audit Committee shall have it handled in accordance with Article 218 of the Company Act.

4.5.3.5.3 The results of handling according to the preceding two subparagraphs shall be reported to the meeting of shareholders, and the details of transaction shall be disclosed in the annual report and the prospectus.

The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority of securities has given its consent.

The acquisition of real estate by the Company from the related party that is evidenced not in compliance with general business practices should be handled in accordance with referred to above.

4.5.3.6 If one of the following situations occurred when the Company acquires real estate from related parties, it shall follow 4.5.1 and 4.5.2 regarding assessment and operating procedure. 4.5.3.1 and 4.5.3.2 and 4.5.3.3 regarding the rationality of transaction cost do not apply here.

4.5.3.6.1 The acquisition of real estate by related arty is by inheritance or gift.

4.5.3.6.2 Related party’s contracting for the acquisition of real property is over five years from the date of the trade contract signed.

4.5.3.6.3 Acquire property by signing with the related party a construction contract, including joint construction contract, proprietary-land construction, or leaded-land construction.

4.6 Procedure of acquisition or disposal of intangible assets

4.6.1 Assessment and operation

The Company acquiring or disposing of intangible assets shall be in accordance with the internal control of factory and equipment acquisition procedure.

4.6.2 Procedure for the decision of the condition for trade and authorized limit

4.6.2.1 In case of acquisition or disposal of intangible assets, professional assessment reports or fair price shall be taken into consideration to determine the transaction cost and conditions, and prepare analytical reports. If the amount is less than NT$50 million, the General Manager has the discretion to approve it; between NT$50 million and NT$100 million, the Chairman has the discretion to approve it; anything more than NT$100 million shall receive approval from more than half of the Audit Committee, before being approved by the Board.

4.6.2.2 If there are independent directors in place, and shall refer the motion of acquisition or disposition of assets to the Board for discussion as required; the opinions of the Independent Directors shall be fully considered, and the opinions of the Independent Directors in favor of or against the motions and the reasons kept as an integral part of the minutes of meeting on record of the Board.

4.6.3 Executors

The Company acquiring or disposing of intangible assets shall follow the previous steps to receive approval before the department in charge and the finance or control department executes it.

4.6.4 Professional assessment reports on intangible assets

4.6.4.1 If the Company acquires or disposes of intangible assets worth more than NT$4 million, it shall request professionals to provide an assessment report on the transaction cost.

4.6.4.2 In the event that the transaction amount for acquiring or disposing of intangible assets or memberships reaches twenty percent (20%) of paid-in capital or NT$300 million or more, except for transactions with a government agency, the Company shall engage a certified public accountant prior to render an opinion on the fairness of the transaction price. The certified public accountant shall render such an opinion in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

4.7 Procedures for acquiring or disposing of debt of financial institutions

In principle, the Company does not acquire or dispose of debt of financial institutions. Acquisition or disposal of debt from/to financial institutions will be subject to Board of Directors' approval, and would require prior establishment of valuation and operating procedures.

4.8 Procedure for the Acquisition or Disposition of Derivatives

4.8.1 The principle and policy of trade

4.8.1.1 Type of trade

4.8.1.1.1 The Company may engage in the trading of derivatives, which is defined as contracts (such as forward contracts, options, futures, interest rate or exchange rate swaps, and any combination of the above) that derive value from the underlying asset, interest rate, exchange rate, index or other benefits.

4.8.1.1.2 Matters concerning margin trading of bonds shall proceed according to relevant rules of the procedures stated here. The rules stated herein do not apply to repurchase agreements.

4.8.1.2 Operating and hedging strategies

The Company is engaged in derivative trade only for hedging. The derivatives chosen shall aim at hedging the risk deriving from the operation of the Company. The currencies in holding must be congruent with the kinds of currencies of the Company actually required for import and export. The overall position (current account of foreign currency transactions) to be kept is for offsetting to reduce the overall exchange risk of the Company, and save the cost of operation in foreign exchange. Caution shall be taken in the assessment of other purposes of derivative trade and reported to the Board for approval before proceeding to trade.

4.8.1.3 Areas of responsibility

4.8.1.3.1 Finance department

4.8.1.3.1.1 Trader

——Responsible for outlining the Company's financial instrument trading strategies.

——Traders are required to calculate outstanding positions, gather market information, evaluate trends and risks, and develop trade tactics on a monthly basis. Once approved at the proper level of authority, the above information will serve as reference for subsequent transactions.

——Execute transactions according to existing strategies within the granted authority.

——If the financial market undergoes major changes to the extent that renders existing strategies no longer appropriate, the trader shall then produce evaluation reports and propose new strategies. Once approved by the General Manager, these new strategies will become the basis for subsequent trades.

4.8.1.3.1.2 Accounting personnel

——Perform trade confirmation.

——Review whether transactions are executed according to existing strategies within the proper level of authority.

——Shall be evaluated weekly, and if the hedge transaction is out of necessity of the operation, then it shall be evaluated at least twice every month and reported to the General Manager.

——Bookkeeping.

——make declaration and announcement in accordance with the regulations of the Taiwan SFC.

4.8.1.3.1.3 Settlement personnel: execute settlement tasks.

4.8.1.3.1.4 Approval authority for derivative instruments

—— Hedging transactions shall be approved by the General Manager.

——Other specific purposes of transactions shall be executed after receiving the approval from the Board.

——If there are independent directors in place, and shall refer the motion of acquisition or disposition of assets to the Board for discussion as required; the opinions of the Independent Directors shall be fully considered, and the opinions of the Independent Directors in favor of or against the motions and the reasons kept as an integral part of the minutes of meeting on record of the Board.

4.8.1.3.2 Audit Department

Responsible for understanding if the internal control of derivative trade is proper and the compliance of the dealing department in the operation, conducting analysis of the transaction cycle and compiling the findings into audit reports. Report to the Board on any significant defects.

4.8.1.4 Performance assessment

4.8.1.4.1 Hedging transaction

——The performance is based on the profit/loss caused by the derivatives trading to hedge the currency or raw material cost on the Company's accounting book.

——To control and fully express the risk of the transaction, the Company's entire holdings shall be evaluated at least twice a month.

——The Finance Unit shall provide foreign currency position valuation report, foreign currency market trend report, and market analysis report to the General Manager for decision-making and further instructions.

4.8.1.4.2 Special-purpose transactions

——Performance is assessed based on the actual gains/losses incurred. Accounting personnel are required to prepare regular position reports and submit them to the management for decision-making.

4.8.1.5 Setting of Contract sum and loss limit

4.8.1.5.1 Contract sum

——Limit on hedging transactions

The finance department shall be in control of the entire holdings of the Company to avoid transaction risk, and the amount of hedging shall not exceed the Company's entire holdings.

——Special-purpose transactions

Based on the predictions of the market conditions, the finance department may have strategic plans no more than NT$300 million of the entire Company's cumulative holdings, and such may be executed after approved by the Board.

4.8.1.5.2 Setting of loss limit

——Such hedge transaction is to avoid risk, and the stop loss limit is set at 10% of the hedged position.

——For special-purpose contracts, a stop-loss threshold shall be set as soon as the position is built up, and thereby prevent excessive loss. The stop-loss threshold shall be set no more than 10% of the contract sum. Losses that amount to more than 10% of the contract sum shall be immediately reported to the General Manager, and subsequently reported to the Chairman and the Board of Directors to discuss responsive measures.

——Each contract of special purposes transaction may not lose more than USD40,000 or 10% of the New Taiwan dollar transaction, whichever is lower.

——Losses on special-purpose transactions shall be capped at US$300,000 per year.

4.8.2 Risk management measures

4.8.2.1 Management over credit risks

Based on the market movement caused by all variables, derivatives products trading has execution risks and its risk control is as below:

Transaction counterparties: Transactions shall be conducted mostly with locally and globally renowned financial institutions.

Instruments: Limited only to instruments offered by locally and globally renowned financial institutions.

Transaction amount: Open positions with any single counterparty shall not exceed 20% of authorized limit, unless approved by the General Manager.

4.8.2.2 Market risk control: The Company trades in the public currency exchange market provided by the banks, and does not consider the futures market at the moment.

4.8.2.3 Liquidity risk management

To ensure liquidity, the Company shall trade mainly financial instruments of high liquidity (positions that can be closed at any time over the market). The transaction broker shall have access to sufficient information and be capable of executing transactions in any given market at any time.

4.8.2.4 Cash flow risk management

To ensure the stability of the Company's working capital, derivative transactions shall only be funded using proprietary capital, and trade decisions shall take into account the Company's cash flow forecast and capital requirements for the next 3 months.

4.8.2.5 Operational risk management

4.8.2.5.1 Employees shall operate within their authorized limits, follow operating procedures and duly perform internal audits to prevent operational risks.

4.8.2.5.2 Personnel engaging in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.

4.8.2.5.3 Personnel involved in risk assessment, monitoring and control shall be allocated to departments that are different from those mentioned above, and shall report to the Board of Directors or to senior managers who are not responsible for making decisions on transactions or positions.

4.8.2.5.4 Derivative exposures shall be evaluated at least once a week, except for hedging transactions conducted in relation to business activities, which are subject to evaluation at least twice a month. All evaluation reports shall be submitted for review by board-authorized senior managers.

4.8.2.6 Product risk management

Internal Traders shall possess complete, accurate and professional knowledge about the financial instruments traded. They shall also request counterparty banks to make full risk disclosures in order to avoid misuse of financial instruments.

4.8.2.7 Legal risk management

To avoid legal risks, all documents drafted with financial institutions shall be reviewed by foreign currency and legal affairs personnel, or by legal consultants before signing.

4.8.3 Internal audit system

The internal auditors shall understand if the internal control of derivative trade is proper from time to time, and conduct audit on the execution of trade to ensure compliance with applicable rules and regulations, and analysis of the transaction cycle. Compile the findings into audit reports. Report to the Supervisors on any major nonconformity.

4.8.4 Regular assessment methods

4.8.4.1 The Board of Directors shall assign senior managers to the regular monitoring and evaluation of derivative trading, and thereby ensure full compliance with the Company's trading procedures while determining whether risk exposures are kept within the tolerable level. If market price evaluation report shows any abnormal sign (e.g., losses exceeding the prescribed range), the Board of Directors shall be informed immediately to facilitate responsive measures.

4.8.4.2 Derivative exposures shall be evaluated at least once a week, except for hedging transactions conducted in relation to business activities, which are subject to evaluation at least twice a month. All evaluation reports shall be submitted for review by board-authorized senior managers.

4.8.5 Board of Directors' supervising principles for derivative transactions

4.8.5.1 The Board of Directors shall appoint senior managers to monitor and control derivative trading risks at all times based on the following principles:

4.8.5.1.1 Evaluate on a regular basis whether existing risk management measures are adequate, and whether they are carried out according to the prescribed principles and the Company's derivative procedures.

4.8.5.1.2 Monitor trading activities, gains and losses while at the same time take necessary responsive measures and report to the Board of Directors upon discovering any abnormal findings. Independent directors, if available, shall be present at board meetings to express opinions.

4.8.5.2 Periodically evaluate the performance of the derivative transactions complying with the defined business strategy and the risks within the Company’s tolerable range.

4.8.5.3 Derivative transactions performed by personnel who have been authorized under the Company's derivative procedures shall be reported during the upcoming Board of Directors meeting.

4.8.5.4 When the Company deals with derivatives trading, it shall have a memorandum book recording all historically traded derivatives, its types, amount, Board approval dates and other items in accordance with 4.8.4.2, 4.8.5.1 and 4.8.5.2.

4.9 Merger, Divestment, Acquisition and Share Exchange Procedures

4.9.1 Assessment and operation

4.9.1.1 Decisions that involve merger, divestment, acquisition, or share exchange shall be consulted with lawyers, accountants and underwriters to determine the proper legal procedures and timeline. A special project team shall be assembled to execute the project according to legal procedures. Accountants, lawyers or securities underwriters shall be invited to express opinions in board meetings with regards to the share exchange ratio, the acquisition price, the amount of cash distributed to shareholders, and rationality of the acquired property before the proposal is discussed and passed by the Board of Directors. The opinion from the experts on rationality as mentioned could be waived for the merger between the company and a subsidiary where the company directly or indirectly holds 100% of its stake or total capital, or between subsidiaries where the company directly or indirectly holds 100% of their stake or total capital.

4.9.1.2 A public document to shareholders detailing important contractual content and matters relevant to the merger, demerger or acquisition shall be prepared prior to the shareholders’ meeting and be included along with the expert opinion under the 4.9.1.1 and notice of the shareholders’ meeting for reference in deciding whether to approve the merger, demerger or acquisition. However, the corporate merger, spins-off, or acquisition that does not have to be resolved in the shareholders’ meeting according to other governing regulations is not subject to the requirement. Furthermore, if any participant of the business merger, divestment, or takeover is unable to convene a shareholder meeting, produce a resolution, or if the motion is voted down by shareholders due to insufficient attendants, minimum votes, or other legal restrictions, then the participants of the business merger, divestment, or acquisition shall immediately announce to the public the causes of the discontinuance, their follow-up actions, and the estimated date of the next shareholder meeting.

4.9.2 Other important notes

4.9.2.1 For the merger, spins-off, or acquisition of a company, unless otherwise required by law or due to special factors must report to the FSC in advance, the board meeting and the shareholders' meeting should be convened in the same day to resolve the matters related to the corporate merger, spins-off, and acquisition.

For the assignment of shares of a company, unless otherwise required by law or due to special factors must report to the FSC in advance, the board meeting should be convened in the same day.

For the merger, spins-off, acquisition, or assignment of shares of a listed company or the company with stock traded at the securities business premise, the following information should be composed in writing and reserved for five years for inspection:

4.9.2.1.1 Personnel information: Including the title, name, and identity card number (or passport number for foreigners) of the personnel involved in a merger, spins-off, acquisition, or assignment of shares, or, the plan executor.

4.9.2.1.2 Date of significant events: Including the date of signing a letter of intent or memorandum, commissioning a financial or legal adviser, signing a contract, and convening a board meeting.

4.9.2.1.3 Important documents and minutes of meeting: Including the documents of the merger, spins-off, acquisition, or assignment of shares plans, letters of intent or memorandum, important contracts, minutes of board meeting.

The Company that participates in a merger, division, acquisition, or transfer of shares or shares that are traded publicly or in a securities firm's business offices, shall in 2 days after approved by the Board, submit information listed in 4.9.2.3.1 and 4.9.2.3.2 in the requested format via the internet to the Taiwan SFC.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the 4.9.2.1.1 and 4.9.2.1.2.

4.9.2.2 Prior confidentiality agreement:

The personnel participate in or are aware of the merger, spins-off, acquisition, or assignment of shares plan shall issue a written commitment of confidentiality not to disclose the plan to any third party before it is made known to the public and not to purchase the stock or equity-type securities of the companies related to the merger, spins-off, acquisition, or assignment of shares in their own names or others'.

4.9.2.3 The principle of the establishment and amendment of the stock conversion rate or repurchase price:

The Company that participates in a merger, division, acquisition, and both companies in a transfer of shares shall hire accountants, lawyers or securities underwriters to assess the rationality on the stock conversion ratio, transaction cost or Shareholders' dividend or other assets prior to the Board Meeting, and submit it to the Shareholders' Meeting. The share exchange ratio and acquisition price shall not be changed unless an alteration term has been specified in the contract and announced to the public. The share exchange ratio and acquisition price can be changed under the following conditions:

4.9.2.3.1 Process cash capital increase and issue convertible bonds, stock dividends, bonds with stock option, preferred shares with stock option, stock options certificate, and other equity-type securities.

4.9.2.3.2 An action that affects the Company's financial operation such as disposal of major assets.

4.9.2.3.3 The occurrence of significant disasters and major changes in technology that affects the Company's shareholders' equity or securities price.

4.9.2.3.4 The adjustment of treasury stock repurchased lawfully by any company that participates in the merger, spins-off, acquisition, or assignment of shares.

4.9.2.3.5 Changes in the entity or number of companies involved in the merger, spins-off, acquisition, or assignment of shares.

4.9.2.3.6 The other conditions for tolerable changes are defined in the contract and have been publicly disclosed.

4.9.2.4 The contract shall state: Merger, division, acquisition or the recipient Company of the stock transfer's rights and obligations, and shall list the following items.

4.9.2.4.1 Event of default.

4.9.2.4.2 Principles for handling of equity-type securities previously issued or treasury stock previously bought back by a company that is extinguished in a merger or that is demerged.

4.9.2.4.3 The treasury stock to be repurchased lawfully by the involving company and the principle for its process after the base date for the calculation of stock swap ratio.

4.9.2.4.4 The process for the changes in the entity and the number of companies involved.

4.9.2.4.5 The expected progress of the project and the schedule of completion.

4.9.2.4.6 The process of convening a shareholders' meeting when the project is not completed on time.

4.9.2.5 Change in the number of merger/divestment/acquisition/share exchange participants: If a participant of the business merger, divestment, acquisition or share exchange intends to engage in another business merger, divestment, acquisition or share exchange with another company after the initial deal is made public, all procedures or legal actions completed on the initial deal shall start afresh by all participants. However, this excludes situations where the total number of participants has decreased as a result of the second deal, and that a resolution has been made in a shareholder meeting to authorize the Board of Directors to change the terms of the initial deal; in which case, participants need not convene another shareholder meeting to resolve the board's decision.

4.9.2.6 If the merger, divestment, acquisition, or share exchange involves a party that is not a public company, the Company shall sign a separate agreement with that particular party to outline terms concerning: Board of Directors meeting date (4.9.2.1), confidentiality (4.9.2.2), and change of participants in merger, divestment, acquisition, or share exchange (4.9.2.5).

4.10 Public information disclosure

4.10.1 Mandatory announcements and reporting standards

4.10.1.1 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 with a transaction amount that reaches twenty percent (20%) or more of the paid-in capital, ten percent (10%) or more of the Company's total assets, or NT$300 million or more. However, bond trades, RP and RS bonds and purchase/repurchase of money market funds that are issued by domestic securities investment trust enterprises is not subject to such requirements.

4.10.1.2 Process merger, spins-off, acquisition, or assignment of shares.

4.10.1.3 Derivative trading losses amounting to the total contract loss limit or individual contract loss limit defined in the handling procedures.

4.10.1.4 Where equipment for business use is acquired or disposed of, the transaction counterparty is not a related party and the transaction amount meets any of the following thresholds:

(1) Public companies with paid-in capital of less than NTD10 billion and amount of transaction exceeds NTD500 million.

(2) For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more.

4.10.1.5 Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million

4.10.1.6 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, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches NT$500 million.

4.10.1.7 Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT$300 million. However, the following conditions are not subject to this restriction:

4.10.1.4.1 Bond trade.

4.10.1.4.2 Investment is the principal business with trading of securities in domestic and overseas stock exchanges or OTC stock markets, or, subscription of common shares and corporate bonds without involving general bank debentures in the domestic primary market, or, securities dealers subscribing to securities for underwriting, acting as a supervisor to recommend listing of securities in emerging markets in accordance with the requirements of TPEx.

4.10.1.4.3 The trade of RP/RS bonds and purchase/repurchase of money market funds that are issued by domestic securities investment trust enterprises

4.10.1.5 The transaction amount mentioned 4.10.1 above is calculated as follows; the one-year timeframe dates back from the day of transaction, and transactions that have already been announced can be excluded.

4.10.1.5.1 Amount per transaction.

4.10.1.5.2 The cumulative transaction amount of acquisitions and disposals of the same type of underlying assets with the same counterpart within the previous year.

4.10.1.5.3 The accumulated amount of the acquisition or disposal (itemized accumulation of acquisition and disposal) of real property of the same development project within one year.

4.10.1.5.4 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the previous year.

4.10.1.6 The requirement of 10% of the total assets is based on the total assets in the latest proprietary or independent financial statements governed by the "Regulations Governing the Preparation of Financial Reports by Securities Issuers."

4.10.2 Timing of announcement and report

Asset acquisitions and disposals that meet any of the announcement criteria and transaction amount mentioned in Paragraph 1 of this Article shall be announced and reported to the public within two days from the day of transaction.

4.10.3 Public announcement

4.10.3.1 The Company shall post related information on the website designated by the Taiwan FSC.

4.10.3.2 The Company and its non-public subsidiaries in Taiwan shall post every month the status of derivatives trading as of the end of last month, in the requested format by the 10th every month, to the designated website by the FSC Taiwan.

4.10.3.3 When the items that are to be published by the Company in accordance with the regulations are found with errors or omissions at the time of publication, all the items should be published and reported again within 2 days from the date of learning of the discrepancy.

4.10.3.4 For the assets acquired or disposed of, the Company should have had the related contracts, minutes of meeting, memorandum, appraisal reports and the opinions of the CPA, lawyers or securities underwriters ready at the Company for at least 5 years, unless otherwise provided by law.

4.10.3.5 Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the previous article, a public report of relevant information shall be made on the website designated by the FSC within 2 days from the date of occurrence of the event:

4.10.3.5.1 The originally signed trade contract is modified, terminated, or revoked.

4.10.3.5.2 Merger, spins-off, acquisition, or assignment of shares is not completed in accordance with the deadline stated in the contract signed.

4.10.3.5.3 Changes are made to the original announcement and report.

4.10.4 Format of announcement: Related format and appraisal reports shall be recorded following the instructed items and in the requested format.

4.11 The following rules apply to the Company's subsidiaries:

4.11.1 The parent Company shall urge the subsidiaries to follow Taiwan's "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" regarding procedure of acquiring or disposing of assets, and it shall be approved by the subsidiaries' Board before submitting to the Shareholders' Meeting, and the same for the amendments.

4.11.2 A subsidiary's acquisition or disposal of assets should be handled in accordance with the company's requirements.

4.11.3 For subsidiaries that are not public company, acquisition and disposal of assets shall be reported by the parent company instead if the transaction meets the reporting criteria outlined in "Regulations Governing the Acquisition and Disposal of Assets by Public Companies."

4.11.4 In the standard of the subsidiaries' announcement, the "20% of the Company's paid-in capital" is based on the paid-in capital of the parent Company.

4.12 Penalties

The Company's employees who are responsible for acquiring and disposing of assets but violate the regulations of the procedure, may be reprimanded according to the seriousness of the violation in accordance with the Company's Human Resources Management Standards and Employees' Handbook.

4.13 Implementation and amendment

4.13.1 The Company when establishing the procedure of acquisition and disposal of assets, shall follow the regulations, and after being approved by more than half of the entire Audit Committee and approved by the Board, submit it to the Shareholders' Meeting for approval. The same applies when amendments happen.

4.13.2 If Independent Directors are in place in accordance with the regulations, when discussing the previous items of acquiring or disposing of assets in the Board Meeting, all Independent Directors' opinions shall be well considered, and if there is any opposite opinion or opinion reserved from the Independent Directors, it shall be stated in the Board Meeting Minutes.

5. Related attachment: None

6. Related departments: All departments

This procedure was established on May 19, 2010 after approved in the Shareholders' Meeting.

This procedure was first amended on May 13, 2013 after approved in the Shareholders' Meeting.

This procedure was second amended on June 19, 2014 after approved in the Shareholders' Meeting.

This procedure was third amended on March 17, 2017 after approved in the Board Meeting.

This procedure was third amended on June 22, 2017 after approved in the Shareholders' Meeting.

Appendix 3

“Rules on Lending and Endorsement” (before amendment)

Tong Ming Enterprise Co.,Ltd.
Rule on Lending and Endorsement

1. Purpose

This is the Rule that the Company follows when lending and endorsement occurs. The Rule is established based on Taiwan’s “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies”.

2. Scope and applicable objects:

2.1 Scope: The Company or its subsidiaries when dealing with lending, endorsing for others or providing guarantees, shall follow this Rule. Unless otherwise provided in the other law and regulations.

2.2 Applicable objectives: The Company and its subsidiaries. However, based on its actual operating requirements, subsidiaries can stipulate their own operating provisions, under the principles of internal control and legal requirements.

3. Units on duty: All departments

4. Work procedure

4.1 Except for the following circumstances, the Company shall not lend capital to shareholders or any other parties:

4.1.1 Inter-companies or business operating partners.

4.1.2 Inter-companies or business in demand for short-term bridge capital. (The two are referred to as borrowers hereinafter)

4.2 Lenders due to the needs for short-term financing, and limited to the following situations:

4.2.1 The Company directly or indirectly owns more than 50% of the voting rights, and has short-term financing needs due to its business operation.

4.2.2 Companies that have a business relationship with the Company and are in need for short-term financing due to procurement or cash flow turnover.

4.2.3 Other companies approved by the Board.

4.3 The total lending amount may not exceed 40% of the Company’s net value. The total lending amount of the consolidated subsidiaries may not exceed 40% of such Company’s net value.

4.4 The lending amount does not exceed the transaction amount between the two companies when there is business relationship between the two companies. Value of business transaction refers to the amount of purchase or sale between two parties, whichever the higher.

4.5 When lending to companies with short-term financing needs, the individual lending amount may not exceed 40% of the net value listed in the Company’s most recent financial statements. The total lending amount of the consolidated subsidiaries may not exceed 40% of such Company’s net value.

4.6 When the Company plans to lend money to others, it must be approved by the Board before execution, and the Board may authorize the Chairman to lend to the same objective no more than 10% of the net value listed in the Company's most recent financial statements, and disbursement or revolved lending within one year.

4.7 If a lending is of a short-term bridge capital, the lending period is limited to one year or one operating cycle (whichever is longer).

4.8 The interest rate of the lending shall follow the agreed interest rate, but it may not be lower than the interest rate of the same bank's short-term loan on the same date or shall be in accordance with the money market interest rate.

4.9 When the borrower applies for a loan, the responsible departments shall evaluate:

4.9.1 The necessity of and reasonableness of extending loans to others.

4.9.2 The credit history and risk of the borrower.

4.9.3 Impact on the company's business operations, financial condition, and shareholders' equity.

4.9.4 Whether collateral must be obtained and appraisal of the value thereof.

4.10 To ensure the Company's claim of debt, the Company may request the borrower to provide endorsement recognized by the Company, or personal property, or real estate as collaterals. Collaterals other than land and securities shall be insured.

4.11 Regarding the above lending items, the finance department shall establish a memorandum book and record all details, such as the lending objectives (the name of the borrower), the amount, the date of Board approval, the date of lending, the expected date of collection, the balance as of the end of the month, the status of the collaterals and items that need to be evaluated with caution in accordance with Article 4.9.

4.12 After transferring the loan, the Company shall regularly assess the borrower and endorser's finance and credit status, and if there is a collateral, it shall monitor the value of the collateral. If there is drastic change, this shall be reported to the Chairman and handled as instructed, to ensure claim of debt.

4.13 If an overdue claim occurs, other than reporting to the Board, all appropriate steps of preservation measures shall be taken.

4.14 (Deleted)

4.15 The internal auditor shall audit the execution of the procedure at least quarterly and make a written record. If a major violation is discovered, the Independent Directors (supervisor) shall be notified in writing.

4.16 If due to changes in circumstances, the loan and the subject do not meet the requirements of the provision and its related laws or regulations, or the lending limit is breached, there shall be an improvement plan and it shall be sent to the Independent Directors (supervisor), and the improvement shall be completed according to the planned schedule.

4.17 After the Company is publicly listed, it shall report the Company's and its subsidiaries' last month's lending balance by the 10th of every month.

4.18 Since the Company went public, if the lending amount reached one of the following standards, it shall be announced within two days after the lending amount is reached:

4.18.1 The aggregate balance of loans of funds to others by the company and its subsidiaries reaches 20% or more of the public company's net worth as stated in its latest financial statement.

4.18.2 The balance of loans of funds to others by the company and its subsidiaries for a single enterprise reaches 10% or more of the public company's net worth as stated in its latest financial statement

4.18.3 The amount of new loans of funds to others made by the company or its subsidiaries reaches NT$10 million or more, and reaches 2% or more of the public company's net worth as stated in its latest financial statement.

4.18.4 If a subsidiary is not publicly listed in the Republic of China, its items of announcement in accordance with 4.18.3 shall be done by the Company.

4.19 The Company shall assess its loan portfolio and make adequate bad loan allowances. The Company shall also make appropriate disclosures of relevant information in its financial reports and provide certified public accountants with any information necessary to proceed with their audits.

4.20 The term "endorsements/guarantees" as used in these Regulations refers to the following,

4.20.1 Financing endorsements/guarantees, include:

4.20.1.1 Bill discount financing.

4.20.1.2 Endorsement or guarantee made to meet the financing needs of another company.

4.20.1.3 Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the company itself.

4.20.2 Customs duty endorsement/guarantee: Meaning an endorsement or guarantee for the company itself or another company with respect to customs duty matters.

4.20.3 Other endorsements/guarantees: Meaning endorsements or guarantees beyond the scope of the above two subparagraphs.

4.20.4 If the Company provides movable properties or real estates as collateral or mortgage for other companies, it shall also follow this procedure.

4.21 Endorsement objectives:

4.21.1 A company with which it does business.

4.21.2 A company in which the public company directly and indirectly holds more than 50% of the voting shares.

4.21.3 A company that directly and indirectly holds more than 50% of the voting shares in the public company.

4.21.4 The companies with over 90% shareholding held by the Company, directly and indirectly, may have endorsement and guarantee made with the Company for an amount not more than 10% net worth of the Public Company. However, the endorsement and guarantee with the Company’s 100% owned companies, directly or indirectly, is not subject to the said restriction.

4.21.5 Based on the industry’s contractual agreement of mutual insurance, or due to joint investment relationship, all contributing Shareholders endorsing the invested Company based on the holding ratio may be exempted from 4.21.1. and 4.21.4.

4.21.6 The contribution mentioned previously means the Company directly contributes or indirectly contributes through a company of which the Company has 100% voting rights.

4.22 The Company and its subsidiaries’ total amount of endorsement may not exceed 50% of the Company’s net value, and the endorsement limit of each individually may not exceed 20% of the Company’s net value. When handling endorsement procedure, all steps shall be cautiously evaluated, including:

4.22.1 The necessity and rationality of the endorsement.

4.22.2 The endorsing objectives' credit history and risk.

4.22.3 Impact on the company's business operations, financial condition, and shareholders' equity.

4.22.4 Whether collateral must be obtained and appraisal of the value thereof.

4.23 The endorsement has to be approved by the Board first before the execution.

4.24 Due to the change of the Company's status, if the endorsing objective is no longer qualified for the endorsement or the amount exceeds the limit, an improvement plan shall be proposed and sent to the Audit Committee, and be improved according to the proposed plan.

4.25 After the Company is publicly listed, it shall report its and the subsidiaries' endorsing balance of the last month by the 10th of every month.

4.26 Regarding the Company's endorsing business, there shall be a memorandum book listing the endorsing objectives, amount, date of the Board or Chairman approval, date of the endorsement and other items that need to be cautiously evaluated.

4.27 The internal auditors shall audit the execution of the procedure and make a written record. If he discovers serious violation of the procedure, he shall make a written notice to the Audit Committee immediately.

4.28 Due to the change of the situation, if the endorsing objectives is no longer qualified for the endorsement or the amount exceeds the limit, an improvement plan shall be proposed and sent to the Audit Committee.

4.29 The Company's seal and seal of the finance department for the endorsement purpose, shall have a designated keeper, and shall be in accordance with the Company's procedure before sealing or signing off. Such seal keeper shall be approved by the Board, and the same applies to the change of the keeper. In case of endorsing a foreign Company, the letter of guarantee issued by the Company shall be signed off by someone authorized by the Board.

4.30 After the Company is publicly listed, if the endorsing balance reaches any of the following, it shall be announced two days after its occurrence:

4.30.1 The aggregate balance of endorsements by the company and its subsidiaries reaches 50% or more of the public company's net worth as stated in its latest financial statement.

4.30.2 The balance of endorsements by the company and its subsidiaries for a single enterprise reaches 20% or more of the public company's net worth as stated in its latest financial statement.

4.30.3 The balance of endorsements by the company and its subsidiaries for a single enterprise reaches NT$10 million or more and the aggregate amount of all endorsements/guarantees for, investment of a long-term nature in, and balance of loans to, such enterprise reaches 30% or more of public company's net worth as stated in its latest financial statement.

4.30.4 The amount of new endorsements made by the company or its subsidiaries reaches NT$30 million or more, and reaches 5% or more of the company's net worth as stated in its latest financial statement.

4.30.5 In case the subsidiary is not publicly listed in Taiwan, then the subsidiary's filing in accordance of 4.30.4 shall be done by the Company.

4.30.6 The Company shall assess or recognize the contingent loss of the endorsement and properly disclose the endorsement information in the financial statements, and provide relevant information to the audit accountant to perform the necessary review procedure.

4.31 "Subsidiary" and "parent company" as referred to in these Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The net value mentioned in this procedure is based on the balance sheet that belongs to the parent Company and prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4.32 The subsidiaries shall report their lending and endorsement status to the Company monthly, using the designated form.

4.33 In case the manager or person in charge violates the procedure, they shall be reprimanded accordingly.

4.34 In case this procedure is inappropriate to the current condition or causes questions in execution, it shall follow the relevant laws or provisions, and in case no relevant law is applicable, shall be determined after discussed by the Board.

4.35 Determination and revision of this system shall be approved by the Audit Committee before sending it to the Board and receiving approval from the Shareholder Meeting. Where Directors may have adverse opinions on record or in written declaration, the Company shall refer to the Audit Committee and presented in the shareholder meeting for discussion. When submitting this system to the Board Meeting for discussion, each Independent Directors' opinion shall be well taken into consideration. Any opinion consenting or objecting the discussion shall be clearly stated in the minutes of the Board Meeting.

5. Related attachment: None

6. Related departments: All departments

This procedure was established on April 16, 2010 after approved in the Board Meeting.

This procedure was first amended on May 19, 2010 after approved in the Shareholders' Meeting.

This procedure was second amended on May 13, 2013 after approved in the Shareholders' Meeting.

This procedure was third amended on June 15, 2015 after approved in the Shareholders' Meeting.

This procedure was fourth amended on June 27, 2016 after approved in the Shareholders' Meeting.

Appendix 4

"Shareholders Meeting Rules" (Before amendments)

Tong Ming Enterprise Co.,Ltd.
Shareholders Meeting Rules

1. **Purpose**

   The rules for compliance are stipulated in accordance with Article 5 of the "Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies" for establishing the Company's excellent meeting of shareholders governance system, substantiating supervisory function, and enhancing management functions.

2. **Scope and applicable objects:**

   2.1 Scope: The Rules of Procedure for Shareholder Meetings is processed in accordance with the Rules, unless otherwise provided by law or Company Corporate Charter (Articles of Incorporation).

   2.2 Applicable objectives: The Company

3. **Units on duty: All departments**

4. **Work procedure**

   4.1 Unless otherwise stated by the law or regulation, the Board shall convene the Shareholders' Meeting.

   4.2 Regarding the principles of the venue and time of the Shareholders' Meeting, the venue of the Shareholders' Meeting shall be in the Republic of China and suitable for convening the Shareholders' Meeting, and the Meeting may not start earlier than 9 am or later than 3 pm. The venue and the time shall fully consider the Independent Directors' opinions.

   4.3 The preparation of a sign-in registry

   4.3.1 The Company should have the attendance registry ready for the signature of the attending shareholders or the shareholder's representative (hereinafter referred to as the Shareholders), or the attending shareholders may have the signature card submitted as an alternative to the signature.

   4.3.2 The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any.

   4.3.3 Shareholders should attend the meeting of shareholders with the presentation of the attendance pass, attendance card or other attendance documents. Proxy holders should have identity documents with them for examination.

   4.3.4 When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the meeting.

   4.4 Chairperson and Participants

   4.4.1 Shareholders meetings that are convened by the Board of Directors shall be chaired by the Chairmen. If the Chairman is unable to perform his/her duties due to leave of absence or any reasons, the Chairman may appoint one of the directors to act on behalf. If no one is appointed, the remaining directors will appoint one among themselves to perform the Chairman's duties on behalf.

4.4.2 It is preferable if more than half of the board directors attending the shareholders' meeting that is convened by the board of directors.

4.4.3 If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

4.4.4 The Company may assign the appointed attorney, CPA, or responsible personnel to attend the meeting of the shareholders.

4.5 The Company shall record or video the entire process of the Shareholders' Meeting, and keep it for at least one year. However, if the Shareholders institute a lawsuit against the validity of the Shareholders' Meeting or withdrawal of the resolution of the Shareholders' Meeting, the recording or video shall be kept until the end of the lawsuit.

4.6 Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.

4.7 The chairperson shall announce the commencement of meeting as soon as it is due. However, if attendants represent less than half of the Company's outstanding shares, the chairperson may announce to postpone the meeting up to two times, for a period totaling no more than one hour. Even after two attempts there are still less than half of the Shareholders of the total issued shares attending the Shareholders' Meeting, the Chairman may announce cancellation of the meeting.

4.8 Discussion of Meeting Agenda

4.8.1 If the meeting of shareholders is convened by the Board, the agenda is scheduled by the Board; also, the meeting should be conducted in accordance with the agenda scheduled and it may not be amended without the resolution reached in the meeting of shareholders.

4.8.2 If the meeting of shareholders is convened by an authorized person other than the Board, the provision referred to above is applicable.

4.8.3 The Chairman may not have the meeting adjourned at his discretion before the proposals (including motions) resolved in the two agendas referred to above. If the Chairman has the meeting adjourned in violation of the Rules of Procedure for Shareholder Meetings, the other Board members shall promptly assist the attending shareholders in accordance with the legal procedures to have one shareholder elected as the Chairman with the majority votes of the attending shareholders to continuously chair the meeting.

4.8.4 The Chairman must give the proposal or the amendment and motion proposed by the shareholders an opportunity to be explained and discussed sufficiently until it is ready for balloting and then stop the discussion for balloting.

Represent attendance, also record the attendance in the Shareholders' Meeting Minutes.

4.9 Delivery of speech by shareholders

4.9.1 Shareholders who wish to speak during the meeting must produce a Speak Request Form detailing the topics and the shareholder's name and account number (or the attendance ID serial). The order of shareholders' comments will be determined by the meeting chairman.

4.9.2 Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.

4.9.3 Each shareholder may have the floor for delivery of the speech on the same motion once only, and may take the floor twice only at the approval of the Chairman. Only 5 minutes is allowed for each speech. If the content of the speech defies the parliamentary rules or deviates from the motion, the Chairman shall interrupt the speech.

4.9.4 Attending shareholders may not interfere with the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped.

4.9.5 If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal. The Chairman may reply to the speaking shareholders personally or by the designated personnel.

4.10 Counting of the vote

4.10.1 Resolutions of the meeting of shareholders should be based on their shareholdings.

4.10.2 For the resolutions in the meeting of shareholders, the shares of the shareholders without votes are not included in the calculation of outstanding shares.

4.10.3 Shareholders who have a conflict of interest with the proposals that are detrimental to the Company's interests shall not vote, and cannot vote by proxy on behalf of the other shareholders.

4.10.4 The number of shares held by shareholders who are not permitted to vote shall be excluded from total voting rights represented in the meeting.

4.10.5 Every Shareholder has one voting right, unless it is restricted or stated in the Articles of Incorporation.

4.11 Unless otherwise stated in the Cayman Law, Listing Rules or Articles of Incorporation, an approval means more than half of the attended Shareholders need to approve it. The Chairman or the designated personnel are to announce the total number of balloting rights of the shareholders presented at the time of balloting.

4.11.1 When there is an amendment or alternative for the same motion, the Chairman shall have the order of vote, including the original proposal, determined accordingly. If one of the motions has been passed, the other motions shall be deemed as rejected without the need for further resolution.

4.11.2 Chairman is to appoint the scrutineers and counting officers who must be shareholders. Ballot counting should be held at the meeting place with the ballot counting result announced immediately and records kept.

4.12 Elections

4.12.1 An election of Directors and Supervisors may be held in a session of the Shareholders' Meeting, shall proceed in accordance the rules and regulations of the Company, and the election result shall be announced on the scene.

4.12.2 Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, if the Shareholders institute a lawsuit against the validity of the Shareholders' Meeting or withdrawal of the resolution of the Shareholders' Meeting, the recording or video shall be kept until the end of the lawsuit.

4.13 The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically.

4.14 For shareholders holding less than 1,000 registered shares, the company may distribute the minutes under the previous paragraph by public announcement on the Market Observation Post System.

4.15 The minutes of meeting should be prepared in accordance with the year, month, date, place, name of the Chairman, the resolution method, meeting procedure and the results, and shall be permanently reserved throughout the duration of the Company.

4.16 Public announcement

4.16.1 The Company shall keep track on and compile the statistical data on the quantity of shares represented through assignment or represented by proxies in the required format on the day of the session, and disclose them explicitly on the scene of the meeting.

4.16.2 For resolutions of the Shareholders Meeting, if it is an important announcement in accordance to the law, the regulations of the Taiwan Stock Exchange, or TPEx (if applicable), the Company shall, within the instructed time, post such information to the Market Observation Post System.

4.17 Keep the order of the session.

4.17.1 The staff responsible for organizing the meeting of shareholders shall wear identification badges or armbands.

4.17.2 The Chairman may direct disciplinary personnel or security personnel to help keep the meeting place in order. The disciplinary personnel or security personnel that help keep the meeting place in order should wear an armband with "Marshal" affixed or an identification card.

4.17.3 When the meeting place is equipped with amplifying equipment, the Chairman may stop shareholders who do not use the speaking device provided by the Company from speaking. The Chairman may instruct the disciplinary personnel or security personnel to have shareholders who violate the Rules of Procedure for Shareholder Meetings, disobey the instructions of the Chairman, intervene in the meeting proceedings and fail to comply with the disciplinary act escrowed to leave the meeting place.

4.18 Recess, resumption of meeting.

4.18.1 The Chairman may announce for recess in the course of the session. In the event of force majeure, the Chairman may announce for a suspension of the session and announce the time for resuming the session.

4.18.2 If the meeting place cannot be used continuously before the proposals (including motions) resolved in the agendas scheduled, it can be resolved to be continued in the meeting of shareholders to find another venue for the meeting.

4.18.3 The Shareholders' Meeting may decide to delay or continue within 5 days.

4.19 The rule begins once decided by the Shareholders' Meeting; the same applies when there is a change of rule.

5. Related attachment: None

6. Related departments: All departments

This procedure was established on April 16, 2010 after approved in the Board Meeting.

This procedure was established on May 19, 2010 after approved in the Shareholders' Meeting.

The procedure was first established on April 12, 2013 after being approved in the Board Meeting.

This procedure was first amended on May 13, 2013 after approved in the Shareholders' Meeting.

Appendix 5

“Rules of Procedure for Board of Directors Meetings” (Before amendments)

Tong Ming Enterprise Co.,Ltd.

Rules of Procedure for Board of Directors Meetings

1. Purpose

The rule is established to ensure the Company has a good Board governance system, healthy supervisory ability, and to strengthen its management function.

2. Scope and applicable objects:

2.1 Scope: The procedure content, operating procedures, matters in the minutes of meeting, announcements, and other compliances of the Company’s “Rules of Procedure for Board of Directors Meetings” must be processed in accordance with the Rules.

2.2 Applicable objectives: The Company and its consolidated subsidiaries.

3. Units on duty: All departments

4. Work procedure

4.1 Convening of the Board Meeting and Meeting Notice

4.1.1 The Board of the Company shall convene once quarterly.

4.1.2 Convening the Board Meeting shall state the purpose, and the Chairman needs to convene 7 days prior to the meeting during the listing period, and 48 hours before the meeting during the non-listing period. However, in case of emergency and when approved by more than half of the Directors, the Meeting may be convened at any time.

4.1.3 The items specified in 4.10 of the Procedures shall be itemized on the reason for the session unless it is an emergency or with justifiable reasons, and cannot be presented as extemporary motions.

4.2 Meeting Notice and meeting information

4.2.1 The Board appoints the General Manager’s Office as the department handling all Board Meeting related matters.

4.2.2 The department responsible for the meeting affair shall have the contents of the procedure drafted up and have sufficient meeting materials prepared for distribution at the time of sending out the notice of convening the board meeting.

4.2.3 Board directors may request additional information from the department responsible for the meeting affair. The Board of Directors may resolve to have the board meeting postponed if the directors consider the proposal materials are insufficient.

4.3 Preparation of a Sign-in Registry and attendance at the session by proxy

4.3.1 A sign-in registry shall be prepared for the Directors to sign-in for the session as a reference.

4.3.2 Directors shall attend the board meeting in person. Directors who cannot attend the board meeting in person may have other directors attended the board meeting by proxy in accordance with the Company’s Articles of Incorporation, such as, attending the board meeting by video conference.

4.3.3 When directors have attended the board meeting by other directors, a proxy must be issued each time and the scope of authorization for the meeting convened must be cited.

4.3.4 The proxy here may only represent one person.

4.4 The principles of the venue and time of the Board Meeting

The Company's board meeting location and time should be at the Company's premise and in the office hours, or, the location and time that is suitable for board directors' attending.

4.5 The Chairman and proxy of the Board Meeting

4.5.1 The Company's Chairman is to convene and chair the board meeting. However, the first board meeting of each term is to be convened and chaired by the director that receives the most ballots in the shareholders' meeting. If there are two or more directors with right to convene the meeting, one of them is to be elected for the position.

4.5.2 The Chairman who is on leave of absence or is unable to perform duty is represented by the Vice Chairman. If there is no Vice Chairman or the Vice Chairman is also on leave of absence or is unable to perform duty, the Chairman is to appoint one general director to perform duty. If there is no general director, the Chairman is to appoint one director to perform duty. If the Chairman does not have a representative appointed to perform duty, one of the general directors or directors is elected to perform duty.

4.6 The reference information, attending members and convening of the Board Meeting

4.6.1 The General Manager's Office shall prepare all related information for the Directors' reference at the time of the Board Meeting.

4.6.2 The management of the relevant departments who is not a board director may be notified to attend the board meeting depending on the contents of the proposal. If necessary, the CPAs, lawyers, or other professionals may also be invited to attend the board meeting.

4.6.3 The Chairman shall declare the board meeting in session at the meeting time with the attendance of a majority of the directors. The Chairman may declare postponing the meeting at the meeting time with the attendance of less than a majority of the directors. The meeting is limited to two postpones. Even after delaying the Meeting twice, there is still less than quorum to begin the Meeting, the Chairman may reconvene in accordance with 4.1.2.

All Directors referred to in 4.6.4 and 4.14.2 are referencing to Directors who are actually in office.

4.7 Video and Audio Recording of Board of Directors Meetings

4.7.1 The Company's board meeting in session must be recorded or filmed for record for minimum five years and it can be reserved electronically.

4.7.2 If legal action has been instituted by a third party before the expiration of the aforementioned retention period, related voice records or videotapes kept as minutes of the meeting on record of the Board on certain resolutions shall be kept until the conclusion of the legal action.

4.7.3 Audiovisual data on video conferences of the Board shall be kept as an integral part of the minutes of the meeting on record, and shall be kept within the perpetuity of the Company.

4.8 The contents of the Meeting: The Company's regular Board Meeting shall include at least the following:

4.8.1 Reporting items:

4.8.1.1 Last minutes of meeting and its execution;

4.8.1.2 Important financial statement report;

4.8.1.3 Internal audit report;

4.8.1.4 Other important reporting matters.

4.8.2 Items to be discussed:

4.8.2.1 The opening issues from the last session of the board meeting;

4.8.2.2 The matters scheduled for discussion in the current meeting;

4.8.3 Motions.

4.9 Discussion of Meeting Agenda

4.9.1 The Board shall proceed with the agenda for the session as inscribed in the notice. The agenda and the priority of the motions for discussion may be altered only at the approval of the Directors by a simple majority.

4.9.2 The Chairman shall not announce the adjournment of the session without the consent of the Directors by a simple majority.

4.9.3 If a session of the Board lacks the presence of more than half of the Directors, the Chairman may announce the suspension of the session at the suggestion of the Directors in a session where 4.6.3 shall be applicable.

4.10 Items shall be discussed in the Board Meeting

4.10.1 The following matters shall be submitted to the Company's Board of Directors for discussion:

4.10.1.1 The Company's operating plan;

4.10.1.2 Annual financial reports and interim financial report. But the semi-annual financial report is not required by law and regulations to be audited by the CPAs; therefore, it is not subject to this requirement.

4.10.1.3 The institution or amendment to the internal control system pursuant to Article 14-1 of the Securities and Exchanges Act, and the evaluation of the effectiveness of the system.

4.10.1.4 Stipulate or revise the regulations governing the significant financial business behaviors, including the acquisition and disposal of assets, trading of financial derivatives, lending of capital, loaning of funds, and making of endorsement in accordance with Article 36.1 of the Securities and Exchange Act.

4.10.1.5 Public offering, issuance, or private placement of equity-type securities;

4.10.1.6 The appointment and dismissal of the Finance Officer, Accounting Officer, or Internal Chief Auditor;

4.10.1.7 Donation to a related party or a significant donation to a non-related party. However, the charitable donation for an emergency relief of major natural disasters may be submitted in the next Board meeting for ratification.

4.10.1.8 The matters to be resolved in the shareholders' meeting or Board meeting in accordance with Article 14-3 of the Securities and Exchange Act, the other laws and regulations, or the Articles of Association, or the major matters to be resolved in accordance with the requirements of the competent authorities;

The "related party" in Paragraph 7 in the preceding paragraph refers to the "related party" described in the "Regulations Governing the Preparation of Financial Reports by Securities Issuers." The alleged "significant donation to a non-related party" refers to the donation amount of each transaction or the cumulative donation amount to one donee within one year for over NTD100 million, 1% of the net operating income stated in the most recent financial report audited by the CPAs, or 5% of the paid-in capital. (If the shares issued by foreign companies have no face value or the face value is not NT$10/share, the amount of 5% of the paid-in capital shall be based on 2.5% of the shareholders' equity.) The alleged "within one year" in the preceding paragraph is the year prior to the current Board meeting convening date, retroactively; also, the proposal that is already resolved in the Board meeting is not subject to this requirement.

4.10.2 If the Company has reserved seats for Independent Directors, at least 1 seat shall be present in the session of the Board. In the resolution for motions presented in the Board session as stated in Paragraph 1, the presence of all independent Directors is required. If particular Independent Director cannot attend the meeting in person, another Independent Director shall be appointed as proxy to the meeting. The objections or reservations, if any, of the independent directors should be detailed in the minutes of the Board meeting. If the independent directors cannot attend the Board meeting in person to express their objections or reservations, in addition to being justified, they shall issue a written opinion in advance to be detailed in the minutes of Board meeting.

4.11 Voting (1)

4.11.1 A Chairman who believes that the proposal under discussion is ready for voting may at his discretion stop the discussion and call for a vote.

4.11.2 A motion shall be deemed passed if there is no adverse opinion after the Chairman has asked for opinions from the Directors in the session. The effect shall be construed as the same as a motion passed by balloting. The Chairman is to put the motion to vote if there is any objection from any of the directors presented at the board meeting.

4.11.3 The Chairman is to have the way of balloting determined in accordance with one of the following alternatives; however, the opinion of the majority shall prevail upon the objection of the directors presented:

4.11.3.1 Balloting by raising hands or voting device

4.11.3.2 Roll-call vote;

4.11.3.3 Vote;

4.11.3.4 The Company's own choice of balloting

4.11.4 All attending Directors, not including Directors with no voting rights in accordance with the Articles of Incorporation.

4.12 Vote (2) and method of poll watch, vote counting

4.12.1 The Board Meeting's resolution, unless otherwise stated in the Articles of Incorporation and related law, shall be attended by more than half of the Directors, and items approved are items approved by more than half of the attending Directors.

4.12.2 When there is an amendment or alternative for the same motion, the Chairman shall have the order of vote, including the original proposal, determined accordingly. However, if one of the proposals is balloted and passed, other proposals shall be deemed as vetoed without the need of further balloting.

4.12.3 The Chairman is to appoint the controllers of ballot and tally clerks who are board directors for the proposals put to vote, if any. The outcome of the vote must be documented and announced on site.

4.13 Directors' Conflict of Interest Prevention

4.13.1 Board directors may express their opinions and answer and inquire their interests in the underlying matters that may be detrimental to the Company's interests, but they may not participate in the discussion and balloting; also, they are not allowed to join the discussion and voting and must be excused from the meeting and cannot act for other directors to exercise their voting right.

4.13.2 For Directors who may not exercise voting rights due to reasons stated in the previous provision, they shall act in accordance with the Articles of Incorporation for the resolution of the Board Meeting.

4.14 Meeting Minutes and Signed Items

4.14.1 The minutes of meeting must be prepared for the Company's board meeting with the following information detailed:

4.14.1.1 The session (or year), time, and place of the meeting;

4.14.1.2 The name of the chairman;

4.14.1.3 Directors' attendance, including the name and the number of the directors who are or are not (leave of absence or absence) at the meeting;

4.14.1.4 Name and title of the attendees;

4.14.1.5 The names inscribed;

4.14.1.6 Reporting Items;

4.14.1.7 Issues to be discussed: Proposal resolution methods and results, statements of the directors, experts, and other staff, and documented or written objections or reservations, including the written opinions proposed by the independent directors in accordance with4.10.2.

4.14.1.8 Motion: The names of the proposer, the proposal resolution methods and results, the statement of the directors, experts, and other staff, and documented or written objections or reservations.

4.14.1.9 Other remarks.

4.14.2 If any of the following is applicable to the matters for resolutions of the Board, specify the detail in the minutes of the meeting on record, and announce the declaration at MOPS as designated within 2 days after the session of the Board.

4.14.2.1 The objections or reservations of the independent directors that are recorded or in writing.

4.14.2.2 If the Company has the Audit Committee, but was not approved by the Audit Committee and rather was approved by two-thirds of the entire Directors.

4.14.3 The attendance register is an integral part of the minutes of meeting and should be reserved properly throughout the duration of the company.

4.14.4 The presiding Chairman and the clerk must sign the minutes of the meeting. In addition, it should be distributed to all directors within twenty days after the meeting. The minutes of the meeting should be classified as an important document of the Company and should be properly reserved throughout the duration of the Company.

4.14.5 The preparation and distribution of the minutes of shareholders' meeting can be processed electronically.

4.15 Authorization

Other than 4.10.1 being discussed in the Board Meeting, the level and content of the Board's authorization shall be clearly stated in accordance with the law or Articles of Incorporation.

5. Related attachment: None

6. Related departments: All departments

This procedure was established on April 16, 2010 after approved in the Board Meeting.

This procedure was first amended on May 19, 2010 after approved in the Shareholders' Meeting.

This procedure was second amended on May 13, 2013 after approved in the Shareholders' Meeting.

The procedure was third amended on June 27, 2016 after being approved by the Shareholders' Meeting.

The procedure was fourth amended on June 19, 2018 after being approved by the Shareholders' Meeting.

Appendix 6

“Procedures for Election of Directors” (Before amendments)

Tong Ming Enterprise Co.,Ltd.

Rules for Elections of Directors and Supervisors

1. Purpose

This provision was established so the Directors’ election can follow this.

2. Scope and applicable objects

2.1 Scope: Unless otherwise specified by law or the Articles of Incorporation, election of the Company's directors shall proceed according to the procedures stated here.

2.2 Applicable to the Company and its consolidated subsidiaries.

3. Responsible department: None

4. Work procedure

4.1 The candidates’ names may be substituted with their attendance number for the Company’s Board Directors’ election.

4.2 In the Company’s Board Directors’ election, unless otherwise stated in the Articles of Incorporation, each share shall vote according to its voting rights Board Directors. The same number of people have the right to vote, and the Board shall prepare the same number of votes as the number of Board Directors and distribute it to each Shareholder.

4.3 The Articles of Incorporation states the numbers of Board Directors, and the candidate with more votes is elected first. If there are more than two candidates with the same numbers of vote and the number of Board Directors exceeds its limit, then these candidates shall draw lots to settle the situation. If the candidate is absent, the chairman shall draw on his/her behalf.

4.4 When the Board prepares the votes, they shall number it according to the number in attendance and add the weight of it.

4.5 The Chairman at the commencement of the election appoints the scrutineers and counting officers to handle the ballot scrutinizing and counting matters.

4.6 The ballot box will be made available by the Board of Directors, and shall be opened for inspection by the ballot examiner prior to voting.

4.7 If the candidate is also a shareholder, voters shall specify both shareholder account name and number in the "candidate" column of the ballot. If the candidate is not a shareholder, the candidate's name and ID card number will have to be specified instead. However, if the government or a legal person is a candidate, the name of the candidate shall state the government or the name of the legal person.

4.8 Ballots are invalid in any of the following circumstances:

4.8.1 The ballots used are not in compliance with the Rules for Directors and Supervisors Elections.

4.8.2 Blank ballots are cast in the ballot box.

4.8.3 Unidentifiable ballot due to illegible or incomplete corrections.

4.8.4 The shareholder’s account name and number of the candidate who is a shareholder differs from the Shareholder Registry, or, the name and ID Card number of the candidate who is not a shareholder is found with nonconformity.

4.8.5 There are more than two candidates indicated on one ballot.

4.8.6 Ballots that contain writing other than the candidate's name and shareholder account number.

4.8.7 The candidate's name written in the ballot coincides with another shareholder, but no shareholder account number or ID card number is provided for identification.

4.9 The ballot box shall be placed for the election of Directors, and after voted separately, the poll watcher and the ticket counters open the ballot box together.

4.10 Vote counting is supervised by the poll watcher, and the chairman announces the result on the spot.

4.11 Should there be items not instructed in this provision, the related law shall prevail and be followed.

4.12 These procedures will be implemented after being approved in the shareholders' meeting, same as the amendment.

5. Related attachment: None

6. Related departments: All departments

This procedure was established on April 16, 2010 after approved in the Board Meeting.

This procedure was first amended on May 19, 2010 after approved in the Shareholders' Meeting.

The procedure was second amended on April 12, 2013 after being approved by the Board Meeting.

The procedure was second amended on May 13, 2013 after being approved by the Shareholders' Meeting.

Appendix 7

Directors' Shareholding Status

Tong Ming Enterprise Co.,Ltd.

The Status of the Entire Directors' Shareholding

Until the Lockout Date: The Status of Each Directors' Shareholding as listed in the Shareholders' List as of April 16, 2019, is as below:

Title	Name	Shares
Chairman	Tong One Holdings Limited Representative: Tsai Ching-Tung	24,000,000
Director	Tong One Holdings Limited Representative: Tsai Hung-Chuan	
Director	Richard International Co.,Ltd Representative: Tsai Yi-Ting	24,000,000
Director	Chiu Joun-Fu	0
Independent director	Huang Ming-Tze	0
Independent director	Ko Yung-Hsiang	0
Independent director	Hsu Ching-Pang	0
Total		48,000,000

Note: (1) The paid-in capital of the Company is NT$1,680,000,000, and the total issued shares are 168,000,000.

(2) In accordance with the "Rules and Review Procedure for Directors and Supervisor Share Ownership Ratios at Public Companies", the minimum shares to hold for the entire Board of Directors is 10,080,000.