

Sinyi Realty Inc.

2019 Annual General Shareholders' Meeting Minutes (Translation)

Note to Readers : 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 version shall prevail.

Time: 9:30 a.m., May 24, 2019

Place: NTUH International Convention Center (No.2 XuZhou Rd. Taipei, Taiwan)

Shareholders present: Total outstanding shares of the Company are 736,846,500 shares, and shares represented by shareholders present are 580,698,012 shares (including 41,157,781 shares casted electronically), accounted for 78.80% of total shares issued.

Chairperson: Chou Chun-Chi

Recorder: Chu Tzu-Lin

Attendance: Hong San-Xiong (Independent Director), Yen Lou-Yu (Independent Director), Liu Yuan-Chih (General Manager), Wang Jun-Yan (Chief Financial Officer), Shyu Wen-Yea (Deloitte & Touche, Accountant), Chen Jin- Hsuan (J.S. International Attorneys At Law)

I. Chairperson's address:(omitted)

II. Report items

Item 1:

Subject: Report on the 1st and 2nd issuance of unsecured straight bonds in 2018.

Descriptions:

1. The Company issued the first and the second domestic unsecured straight bonds in the amount of NT\$ 2.6 billion (Tranche A NT\$0.7 billion and Tranche B NT\$1.9 billion) and NT\$ 1.8 billion in 2018. Approval was granted by the 20th meeting of the 12th term of board of directors on March 29, 2018 and 22th meeting of the 12th term of board of directors on May 31, 2018, respectively. The chairperson was authorized to issue domestic unsecured straight bonds in the amount up to NT\$ 2.6 billion and NT\$1.8 billion in the domestic market based on market situation for the purpose of raising long-term capital and improving the financial structure.
2. The first and second issuance of domestic unsecured straight bonds of NT\$2.6 billion and NT\$1.8 billion were approved by the Financial Supervisory Commission (approval letter No. 10700103431 dated on April 30, 2018 and approval letter No. 10700193531 dated on July 18, 2018, respectively). The placements were completed on May 8, 2018 and July 27, 2018, respectively.
3. Please review.

* The comments raised by a shareholder with account No. 3632 were briefly as follows:

1. to give the encouragement and recognition of efforts of the Company's

management team.

2. to suggest the Company communicate with the house owners in second hand real estate market to adjust the selling price for the condition which the selling price of first-hand houses is usually lower than second-hand houses in some areas of Taipei, New Taipei City and Taoyuan.
3. to suggest the Company propose to revise the regulation which an assistant real estate broker is qualified only when he or she completes the courses held by external training institutes.
4. to suggest the Company disclose the numbers of houses which the Company is engaged and concludes the transactions, respectively, to let the customers know the status of the real estate market.

The Chairperson had authorized the General Manager to respond the comments above on the spot.

Comments:

After inquiring the shareholders attending the meeting, Chairperson proclaimed that the attendees were informed with the report.

Item 2:

Subject: Report on the Business of 2018.

Descriptions:

1. Business report of the Company is in attachment 1 on Page 10 of this meeting handbook.
2. Please review.

Comments:

After inquiring the shareholders attending the meeting, Chairperson proclaimed that the attendees were informed with the report.

Item 3:

Subject: Report on Profit Sharing to the Company's Employees and Directors' Compensation of 2018.

Descriptions:

1. It is in accordance with Article 20 of the Articles of Incorporation of the Company.
2. The amount of income before tax before deducting profit sharing to the employees and directors' compensation for the year 2018 is NT\$2,047,623,388, which is multiplied by 1% and 0.19% are NT\$20,476,234 and NT\$3,908,500 in cash for the employees and directors, respectively.
3. Please review.

Comments:

After inquiring the shareholders attending the meeting, Chairperson proclaimed that the attendees were informed with the report.

Item 4:

Subject: Report on Audit Committee's Review of the Business Report, Financial Statements and Earnings Distribution Proposal of 2018.

Descriptions:

1. The board of directors has, in accordance with Article 18 of the Articles of Incorporation and Article 228 of the Company Act, prepared business report, financial statements and earning distribution proposal for the year of 2018 which have been audited by the audit committee, and are deemed no inappropriateness. Therefore, ratification report from Audit Committee for financial statements is attached in accordance with Article 14-4 of the Securities & Exchange Act and Article 219 of the Company Act, as detailed in Attachment 2 on page 15 of this meeting handbook.
2. Please review.

Comments:

After inquiring the shareholders attending the meeting, Chairperson proclaimed that the attendees were informed with the report.

III. Ratification Items**Item 1**

Proposed by the board of directors

Subject: Ratification of 2018 Business Report and Financial Statements.

Descriptions:

1. It is in accordance with Article 18 of Articles of Incorporation of the Company, Article 228 of the Company Act, and Article 36 of the Securities & Exchange Act.
2. Financial statements of the Company for the year of 2018 have been audited by CPAs Shyu Wen-Yea and Lai Kuan-Chung of Deloitte & Touche, and the independent auditors' report thereof has been issued.
3. Business report, independent auditors' report and financial statements of the Company for the year of 2018 are submitted, as detailed in Attachment 1 on page 10 and Attachment 3 on page 16 of this meeting handbook.
4. Submitted for acceptance.

Resolution:

Votes in favor: 567,935,492 votes (including 31,533,613 votes casted electronically),
97.80% of the total represented shares present;
Votes against: 112,416 votes (including 105,761 votes casted electronically);
Votes abstained: 9,518,407 votes (including 9,518,407 votes casted electronically);
Votes invalid: 0 votes.
3,131,697 votes did not provide their opinions.
The above proposal was ratified as proposed.

Item 2

Proposed by the board of directors

Subject: Ratification of Earning Distribution Proposal of 2018.

Descriptions:

1. It is in accordance with Article 18 and Article 20-1 of the Articles of Incorporation of the Company and Article 228 of the Company Act.
2. The beginning undistributed earnings of the Company for the year of 2018 is NT\$ 163,881,334. After adding NT\$ 13,949,293 retrospective application of IFRS9, and deducting NT\$ 24,068,835 for the re-measurement of defined benefit obligation and NT\$ 318,971 due to long-term investment in shares of the Company, respectively, the adjusted beginning undistributed earnings is NT\$153,442,821. Additionally adding 2018 earnings after tax of NT\$ 1,504,587,408, and deducting appropriated legal reserve of NT\$ 150,458,741 and special reserve of NT\$ 199,605,562, the 2018 distributable earnings is NT\$ 1,307,965,926. It is proposed to distribute cash dividends to shareholders in the amount of NT\$957,900,450. As calculated by actual outstanding share number of 736,846,500 shares of the Company as of February 25, 2019, each share will be distributed for a cash dividend of NT\$1.3 (the amount which each shareholder receive will be rounded to dollar; remaining amount for fractional shares is recorded as other income of the Company).
3. 2018 earning distribution table is proposed as follows:

Items	Amount (NT dollars)
Beginning undistributed earnings (a)	\$ 163,881,334
Add: Retrospective application of IFRS9(b)	<u>13,949,293</u>
Less: Re-measurement of defined benefit obligation (c)	(24,068,835)
Less: Adjustment to undistributed earnings due to long-term investment in shares defined benefit obligation(d)	<u>(318,971)</u>
Adjusted undistributed earnings (e=a+b-c-d)	153,442,821
Add: Net income of 2018(f)	1,504,587,408
Less: Appropriation of legal reserve (g) =(f)×10%	(150,458,741)
Less: Special reserve(h)	<u>(199,605,562)</u>
Current distributable earnings (i) =(e+f-g-h)	1,307,965,926
Propose to distribute items:	
Less: Bonuses to shareholders (j)	(<u>957,900,450</u>)
Ending undistributed earnings (k)=(i-j)	<u>\$ 350,065,476</u>

Notes: Amount of current earnings distribution will be paid from net income for 2018 first.

Chairman: Chou Chun-Chi Manager: Liu Yuan-Chih Chief Accountant: Lin Chiu-Chin

4. Upon ratification of this proposal at the annual meeting of shareholders, it is proposed to authorize the board of directors to determine ex-dividend date, distribution date and other relevant affairs. If subsequently the number of outstanding shares is affected by buyback of shares of the Company or transfer, conversion or cancellation of treasury shares, resulting in change in the ratio of distribution of cash dividend to shareholders from earnings, it is proposed to authorize the board of directors to adjust the ratio of distribution of dividend.
 5. Submitted for acceptance.
- * A shareholder with account No. 19026 inquired the Company's dividend policy and was responded by the Chairperson at the spot.

Resolution:

Votes in favor: 567,881,195 votes (including 31,479,316 votes casted electronically),
97.79% of the total represented shares present;
Votes against: 187,890 votes (including 181,235 votes casted electronically);
Votes abstained: 9,497,230 votes (including 9,497,230 votes casted electronically);
Votes invalid: 0 votes.
3,131,697 votes did not provide their opinions.
The above proposal was ratified as proposed.

IV. Discussion Items

Item 1

Proposed by the board of directors

Subject: Discussion and approval on the Amendments to the Company's Article of Incorporation.

Descriptions:

1. According to the Company's future growth and strategy of business expansion, the Company proposes an amendments to the Company's Article of Incorporation, changing the Chinese name of the Company to "信義房屋股份有限公司". Comparison table of amendments for "Article of Incorporation" of the Company are detailed in Attachment 4 on page 39 of this meeting handbook.
2. Please discuss.

Resolution:

Votes in favor: 567,480,209 votes (including 31,534,077 votes casted electronically),
97.72% of the total represented shares present;
Votes against: 124,337 votes (including 117,682 votes casted electronically);
Votes abstained: 9,506,022 votes (including 9,506,022 votes casted electronically);
Votes invalid: 0 votes.
3,587,444 votes did not provide their opinions.
The above proposal was approved as proposed.

Item 2

Proposed by the board of directors

Subject: Discussion and approval on the Amendments to the Company's "Procedures for Lending Funds to Other Parties".

Descriptions:

1. To comply with the revised laws, the Company proposed to amend its "Procedures for Lending Funds to Other Parties".
2. Comparison table of amendments for "Procedures for Loaning Funds to Other Parties" of the Company are detailed in Attachment 5 on page 40 of this meeting handbook.
3. Please discuss.

Resolution:

Votes in favor: 567,449,732 votes (including 31,504,766 votes casted electronically),
97.71% of the total represented shares present;
Votes against: 152,749 votes (including 146,094 votes casted electronically);
Votes abstained: 9,506,921 votes (including 9,506,921 votes casted electronically);
Votes invalid: 0 votes.
3,588,610 votes did not provide their opinions.
The above proposal was approved as proposed.

Item 3

Proposed by the board of directors

Subject: Discussion and approval on the Amendments to the Company's Rules for Endorsements and Guarantees.

Descriptions:

1. To comply with the revised laws, the Company proposed to amend its "Rules for Endorsements and Guarantees".
2. Comparison table of amendments for "Rules for Endorsements and Guarantees" of the Company are detailed in Attachment 6 on page 43 of this meeting handbook.
3. Please discuss.

Resolution:

Votes in favor: 567,453,863 votes (including 31,508,897 votes casted electronically),
97.71% of the total represented shares present;
Votes against: 148,618 votes (including 141,963 votes casted electronically);
Votes abstained: 9,506,921 votes (including 9,506,921 votes casted electronically);
Votes invalid: 0 votes.
3,588,610 votes did not provide their opinions.
The above proposal was approved as proposed.

Item 4

Proposed by the board of directors

Subject: Discussion and approval on the Amendments to the Company's Procedures for Acquisition or Disposal of Assets.

Descriptions:

1. To adapt to needs of commercial practice and to comply with the revised laws, the Company proposed to amend its "Procedures for Acquisition or Disposal of Assets".
2. Comparison table of amendments for "Procedures for Acquisition or Disposal of Assets" of the Company are detailed in Attachment 7 on page 46 of this meeting handbook.
3. Please discuss.

Resolution:

Votes in favor: 567,446,998 votes (including 31,503,032 votes casted electronically),

97.71% of the total represented shares present;
Votes against: 148,618 votes (including 141,963 votes casted electronically);
Votes abstained: 9,512,786 votes (including 9,512,786 votes casted electronically);
Votes invalid: 0 votes.
3,589,610 votes did not provide their opinions.
The above proposal was approved as proposed.

Item 5

Proposed by the board of directors

Subject: Discussion and approval on the Amendments to the Company's Procedures for Derivate Transactions.

Descriptions:

1. To comply with the revised laws, the Company proposed to amend its "Procedures for Derivate Transactions".
2. Comparison table of amendments for "Procedures for Derivate Transactions" of the Company are detailed in Attachment 8 on page 74 of this meeting handbook.
3. Please discuss.

* A shareholder with account No. 5935 inquired the reason of amending the Company's Procedures for Derivate Transactions and was responded by CFO at the spot.

Resolution:

Votes in favor: 567,456,571 votes (including 31,512,605 votes casted electronically),
97.71% of the total represented shares present;
Votes against: 148,619 votes (including 141,964 votes casted electronically);
Votes abstained: 9,503,212 votes (including 9,503,212 votes casted electronically);
Votes invalid: 0 votes.
3,589,610 votes did not provide their opinions.
The above proposal was approved as proposed.

V. Election Item

Item 1

Proposed by the board of directors

Subject: Election of the Company's Directors.

Descriptions:

1. The tenure of the 12th term board of directors expires on May 19, 2018. In accordance with Article 13 and 13-1 of the Articles of Incorporation of the Company, Article 14-2 of the Securities & Exchange Act and Article 192 of the Company Act and the resolution of the 12th term board of directors on the 29th meeting, the Company proposes to elect the 7 new directors of the 13th term board of directors, including 4 independent directors.
2. The tenure of the directors of the 13th term board of directors shall be 3 years, from May 24, 2019 to May 23, 2022.
3. The election of directors shall adopt candidate nomination system. The details of the nominated candidates accompanied with their education and working experience are detailed in Attachment 9 on page 76 of this meeting handbook.

4. The Company's Rules of Election of Directors are detailed in Appendix 7 on page 119 of this meeting handbook.

Resolution: Newly elected directors lists

Title	Shareholder No./ID No.	Name	Votes Received
Director	1	Chou Chun-Chi	703,312,762
Director	84	Representative of Sinyi Co.,Ltd.: Chou Wang-Mei-Wen	569,256,987
Director	84	Representative of Sinyi Co.,Ltd.: Hsueh Chien-Ping	565,344,214
Independent Director	XXXXXX9114	Hong San-Xiong	525,573,513
Independent Director	XXXXXX8441	Jhan Hong-Jhih	525,255,809
Independent Director	XXXXXX9939	Yen Lou-Yu	525,077,480
Independent Director	XXXXXX9714	Lee Yi-li	525,163,662

VI. Other Item

Item 1

Proposed by the board of directors

Subject: Proposal of Releasing the Restriction on Directors of the 13th Term Board of Directors (Including Its Representatives) from Participating in Competitive Business.

Descriptions:

- In accordance with Article 209 of the Company Act, A director who does anything for himself or on behalf of another person within the scope of the Company's business shall explain on the general shareholders' meeting the contents of such business and obtain the approval from the general shareholders' meeting.
- To propose to release the restriction on the newly elected directors of the 13th term board of directors (including its representatives) from participating in competitive business.
- The details of the competitive business of the new directors (including representatives) of the 13th term board of directors are detailed in Attachment 10 on page 79 of this meeting handbook.
- Please discuss.

Resolution:

Votes in favor: 563,453,396 votes (including 27,967,747 votes casted electronically), 97.03% of the total represented shares present;
 Votes against: 285,909 votes (including 267,813 votes casted electronically);
 Votes abstained: 12,922,221 votes (including 12,922,221 votes casted electronically);

Votes invalid: 0 votes.
4,036,486 votes did not provide their opinions.
The above proposal was approved as proposed.

VII. Extempore motion

- * A shareholder with account No. 10602 gave two suggestions in additions to thanking the Company's management team's efforts:
 1. to suggest the Company increase scale of operation of real estate marketing agency and fully implement the Company's business philosophy into the business in Mainland China.
 2. the status of undelivered houses of Sinyi Jiating Project in Shanghai after the end of March, 2019.
- * A shareholder with account No. 5935 mad the second speech which encourage the Company's management team for the growth of revenue even though the volatility of revenue increase due to the real estate development business.
- * A shareholder with account No. 15508 inquired the impact of trade war between the United States and China on the Company and the countermeasures.
- * A shareholder with account No. 22455 inquired the Company's criteria of determining inauspicious houses.
- * A shareholder with account No. 45275 inquired the Company's outlook and strategy of operation toward house leasing market.

The suggestions and inquiries above raised by shareholders were responded by the Chairperson and the General Manager at the spot.

VIII. Adjournment: 11:08 a.m.

※This meeting minutes was recorded in accordance with Article 183, paragraph 4 of the provisions of the Company Act. The meeting audio recording still prevail regarding the meeting content, proceedings and shareholders' statements

Attachment 1

Sinyi Realty Inc.

Business Report of 2018

In 2018 Taiwan housing market is still dominated by real demand from the resident need. In line with the gradually increasing sales, we utilized in-house developed digital tools to significantly improve the efficiency of clients' sale and purchase transactions of houses.

Holding to the faith of "trustfulness and righteousness", the integrity and the integration of on-line to off-line IT service, we provided customers enthusiastic and friendly living-related services through our platform. Our Taiwan brokerage (including 1st hand new house selling agent) performances lead to a 14% and 22% growth in revenue and operating income, respectively. Our real estate development business, following good selling in 2017 in Sinyi Jiating Project, Shanghai, we sold most of the remaining units of Sinyi Jiating Project in 2018, and thus this success provides a solid foundation for Sinyi Group's future expansion.

【 The industrial environment and business performance 】

Taiwan realty business and related services sector —

The Taiwan housing market in 2018 showed a sign of recovery, witnessed by the growth of housing transactions to 278 thousand units, which increased 4.5% by comparison with the number of 2017. We won our business with our "best corporate governance practices in Taiwan", "all directly-operated store system with complete training program" and "online to off-line digital tool" which lead the increase in revenue performance of Taiwan brokerage business and the employee's productivity over the past year.

To evolve a new service model for our Taiwan realty business, we integrated our own professional database, and mobile management solutions with various technology tools to create a digital environment that completed our online platform and offline service processes. Our strategies to develop innovative services model successfully improved our quality and efficiency and accelerated the efficiency of both our internal operation and customer service.

In terms of Sinyi people, we believe in that "only clean cups contain clean water" and hence we recruit freshmen only without realty working experience. We provide our all employees with full coverage training program, career planning and broad space to demonstrate their strengths. Also, we provide different career paths that make all our employees be able to either choose to manage our directly-operated stores or to focus on brokerage services.

Owing to Sinyi brand name and successful "Sinyi comprehensive real estate platform", our revenue from first-hand new house selling has grown rapidly in the past year. "Sinyi comprehensive real estate platform" provides a special channel to integrate Sinyi's client database to facilitate and accelerate transactions. As a result, this strategy brought up more than half of the customers and better selling rate outperformed the market average. In 2018, this part of revenue grew 1.2 times than in 2017.

China Realty Business —

Sinyi China was still facing a relatively difficult realty market condition in 2018, as China government still had strict control over price and transaction volume by implementing the policy “No speculating on houses”. Though the 2018 transaction volume in second-hand house market was as low as expected, the performance of each house market varied from city to city:

The Shanghai market was under correction which showed a small amount of price movement, and resulted in the same performance as the previous year; the Suzhou market benefited from active buyers and sellers, the trading volume and housing price increased. Although the market cooled down in the second half of 2018, it still grew steadily and performed better than in 2017.

Other Overseas Realty Business —

Sinyi Japan has been in Japanese realty market for nine years. In addition to the branch stores in Tokyo and Osaka, Sinyi Japan started its new footprint in Hong Kong. We also created a brand-new realty business “SJ Home” for serving Japan local clients and opened a new store in Roppongi, Tokyo. As an experienced realtor in Japan, Sinyi Japan is continuing in providing excellent services to our clients in investing Japanese property for many years. Looking back on the performance of 2018, based on years of development in the secondary house market and accumulated experience in serving clients for cross-border transactions, Sinyi Japan continuously launched introduction seminars in Taiwan to approach new clients and to maintain relationship with our existing clients. With these efforts, Sinyi Japan closed 350 deals and the transaction value reached 30 billion yen in 2018.

In spite of the fact that Malaysian property market in 2018 suffered the impact of the election of the government, the uncertainty of government housing policy augmented, Sinyi Malaysia continued its activities in localization. We recruited Malaysian professionals, and also established property management department in May 2018, which completed the one-stop shopping service for Taiwanese clients. Furthermore, in August, we expanded a branch in Manjiale district, Kuala Lumpur, specializing in the local market. For the purpose of managing the local market, we hired local freshmen and cultivated them with Sinyi culture. We have won our position as the key channel for Taiwanese clients to invest property in Malaysia.

Real Estate Development —

For China, we commenced the construction of a new residential project “ShanShuei Jiating” in Wuxi city in October 2018. Thanks to the good reputation and local construction experience from project “Sinyi Jiating”, we will continue Sinyi’s persistence in quality and uniqueness into the project “ShanShuei Jiating”, and earn to become the best developer in the region. By the end of 2018, the project “Sinyi Jiating” is almost sold out, and we recognized NT\$ 3,443 million revenue in 2018.

For Taiwan, the real estate development business still focused on area in Taipei City and New Taipei City. In addition to the project “Sinyi Qian-Shi, we acquired land in Banqiao, New Taipei City, next to 435 Art & Culture Special Zone surrounded by a strong artistic atmosphere in 2017. We will develop it by two phases. Among that, the design of phase I project “No. 4+6” is already approved by the committee of the Urban Planning Division.

The operating performance in Year 2018 and 2017 is as follows:

【Analyses on the financial revenues and expenditures and profitability】

Expressed in Million New Taiwan Dollars

Items	Year	Year 2018	Year 2017
	Operating revenue	12,903	17,806
Operating income	2,645	4,464	
Non-operating income (expense)	175	166	
Consolidated income before tax	2,820	4,630	
Income tax	1,329	1,802	
Net income (attributable to owner of the Company)	1,505	2,803	
Profitability	Return on total assets (%)	6%	11%
	Return on equity (%)	13%	27%
	Net income margin (%)	11%	16%
	Earnings per share (\$)	2.04	3.80

Notes:

1. The above table is prepared according to data in the consolidated financial statements.
2. The EPS for Year 2017 has been adjusted in according with the stock dividend distributed in prior year.

【Recognition of remarkable performance of Sinyi with award honors】

It is our mission and accountability to take our social responsibility. We believe our profit comes after we follow the good practice in giving back to the community.

Core value on Integrity, Ethics, Actively Taking Social Responsibility, we take care the interests of clients, employees, shareholders, community, environment, etc.

In the aspects of quality and innovation of services:

- ※ For 25 years in a row, we won the supreme honors of No. 1 among all realty service houses in the “Survey of Ideal Brand from View of Consumers” conducted by the 《Management Magazine》 .
- ※ The first place of “Trust Worthy brand” in realty agency industry from Readers Digest for 11 times in a row.
- ※ First place of “Golden Review: Five-star Service Award” in realty agency industry from Global Views Monthly Magazine.
- ※ The first place of “Service Prize” in realty agency industry from Next magazine for 14 times in a row.
- ※ For 11 years in a row, the Company was awarded by 《Business Today》 First Place Honor in “Grand Survey of Ideal Brand Names in the Eyes of Merchants”.

In the aspects of corporate social responsibility:

- ※ Sinyi Realty has been awarded one of the world's most ethical companies by the Ethisphere Institute, making it the first Taiwanese company to receive the honor.

- ※ Two years in a row, we obtain Asia Sustainability Reporting Award, ASRA from CSR Works International Pte. Ltd.
- ※ Sinyi was ranked in the top 5% of the listed companies in Taiwan for 4 years.
- ※ Sinyi was honored by the Global Views Monthly Magazine for the first prize of “the CSR Grand Survey- Service Industry Group” and the Model of “Eco-Friendly Group”.
- ※ Sinyi was awarded for the 12th time by 《Commonwealth Magazine》 “The Grand Award as the Commonwealth Model Citizen.
- ※ Sinyi was honored by TAISE for “2018 Global Corporate Sustainability Awards” and 4 times in row obtain recognition for “Best Taiwan company Sustainability Awards”.

【Impact of the external competition, regulatory backdrop and business environment, operating goals and future prospects】

Taiwan realty business and related services sector —

Looking forward to 2019, Taiwan domestic house market is slowly recovering at this stage. The scale of the family is shrinking, while the number of households is increasing, which drives the growth of potential housing demand. With the rising concern regarding the dangerous aging house, Taiwan authority comes out favorable policy for the urban renewal projects and the rebuilding business opportunities for the old community. It leads to arising supply from development opportunity and the increasing demand for replacement of houses.

Also, the demand side for houses is expected to slightly increase, mainly due to the government’s low probability of interfering on the house market and the positive factors of local public construction to improve the quality of life and increase on employment. However, given that the overall market trend is still dominated by resident demand, the transaction volume would still be constrained to the relatively high house price, and grows slowly. Considering potential adverse impacts may be incurred, there might be the changes in political and economic situation and financial market which could affect domestic economic growth and house demand. Furthermore, Taiwan presidential election in the early 2020 might bring some effect on the house market in the 2nd half of 2019.

In order to keep up with the trend of digital technologies, we integrate our online platform with our offline services and enhance the efficiency of our original services process. Therefore, we established a new department, the “Digital Intelligence Center”, optimizing the customer digital experience and improving interface of our internal digital system. Also, the Digital Intelligence Center conducted big data analysis to make our marketing action more precise.

Besides, in 2019 Sinyi people will deepen our service in the community through “To know, To be known and, To be trusted” so as to broaden our services by providing various activities to the community and collaboration with people in the community. We also provide diverse services to meet any housing needs. Being a participant of each community’s activity, we will live with the residents in communities, and assist them with any matters in their daily life. We serve beyond the expectation of our clients by providing

Sinyi's touching services and heart-warming activities before the clients expect us to do so. We provide our realty services more than just closing the deals. We believe that the property services involving many details such as the upstream/downstream services and after-sale services. It is the key to win the trust from the clients in advance that we are always thinking about doing more to help all the residents' daily life.

China Realty Business —

In the future, we expect China will maintain consistent house policies which will be based on the principle of "Different policies for Different Town, Different Guidelines for Different Categories" to achieve the goal of "stable land price, stable house price, stable expectation". It is expected that the days of deal closing cycle will be significantly longer and but the price will become more stable. Therefore, we will secure our foothold in the existing communities and actively introduce digital management tools to effectively improve the quality of service and the productivity of each branch. With the above strategy, we aim to meet the expectation of clients with better efficiency.

Other Overseas Realty Business —

Sinyi Japan will celebrate its tenth anniversary in 2019. We will not only provide high-quality services to non-Japanese clients to find their desired property in Japan, but also will grow our local customers base with the whole new realty brand "SJ Home" mainly focusing on second-hand house market.

At the initial stage of entering into Malaysia market, Sinyi Malaysia now has two branches in Kuala Lumpur and will continuously deliver our high-quality services to impress local customers. Also, we will keep on communicating Sinyi's culture to build up a local professional service team by hiring local talents. Also we will deeply cultivate in the local market by utilizing the local professionals.

Real Estate Development —

Soon after the success in project "Sinyi Jiating", we are developing two projects. Project "ShanShuei Jiating" in Wuxi commenced the construction in October, 2018 and we plan to start the pre-selling in the 2nd half of 2019. The building of a warm community is one of our top goal which brought out success in selling of project "Sinyi Jiating". The clients live in with a good community.

Our Banqiao projects, the phase I will obtain the construction license in 2019. We hope to begin the pre-selling in the 2nd quarter. This project is in the nearby of the 435 Art & Culture Special Zone, we plan to leverage the uniqueness for the clients.

Chairman: Chou Chun-Chi Manager: Liu Yuan-Chih Chief Accountant: Lin Chiu-Chin

Attachment 2

Sinyi Realty Inc.

Audit Committee's Review Report

We have agreed and submitted the Company's 2018 financial statements to the board of directors and obtained the approval of the board of directors. The financial statements have been audited by Deloitte & Touche engaged by the board of directors with an unqualified opinion in the independent auditor's report.

We audited the Company's 2018 business report and earning distribution proposal which have been resolved by the board of directors and has concluded that both of them are in accordance with the related regulations.

In Summary, the Company's 2018 financial statements, 2018 business report and earning distribution proposal which have been resolved by the board of directors and audited by us are all prepared in accordance with the related regulations. Pursuant to Article 219 of the Company Act, a report is submitted as above. Please review.

To
2019 Annual General Shareholders' Meeting

Sinyi Realty Inc.
Convener of Audit Committee:



Yen, Lou-Yu
February 25, 2019

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Sinyi Realty Inc.

Opinion

We have audited the accompanying consolidated financial statements of Sinyi Realty Inc. and its subsidiaries (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.

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 Taiwan, the Republic of China("ROC")

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 ROC. 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 ROC, 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.

Emphasis of Matter

As stated in Note 3 to the consolidated financial statements, starting from 2018, the Group adopted and retroactively applied the amended Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations of IFRS (IFRIC), and Interpretations of IAS (SIC) endorsed and issued by the Financial Supervisory Commission (FSC) applicable starting from 2018. The Group choose not to restate the comparative information of consolidated financial statements. Even so, our review result does not need to be modified in respect of this matter.

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.

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

Revenue Earned from Sales of Real Estate

For the year ended December 31, 2018, the Group's revenue from the sales of real estate was NT\$3,644,688 thousand. Refer to Note 4 to the accompanying consolidated financial statements for the accounting policies of the Group. When real estate has reached the expected state of use, its acceptance has been qualified by relevant departments and the filing procedures are completed, the Group issues a notice for the transfer of real estate according to the provisions of the contract and recognizes sales revenue on the transfer date. Since revenue from sales of real estate must be recognized after the real estate in question meets the above conditions, the recognition of revenue earned from the sale of real estate is regarded as a key audit matter.

We conducted tests of controls in order to understand the timing of the recognition of the sales of real estate and the design and implementation of the relevant control systems of the Group. We selected samples of sales transactions for the current year to review the sales contracts signed by both parties in order to understand the terms and conditions of the contracts and verify whether the collection records of the sales match the sales contract prices. Also, we checked the transfer notices and relevant transfer records to confirm that the income from sales of real estate listed in the account was recognized after the completion of the transfer procedures in order to ensure that the income was earned and properly recorded in the correct accounting period.

Valuation of Inventory

As of December 31, 2018, the carrying amount of inventory was NT\$11,054,987 thousand. In order to evaluate the net realizable value of its inventory, the Group has to take into consideration the rationality of estimated selling price and additional costs, changes in the overall economic environment, and effects of changes in related business regulations. Since the carrying amount of inventory was considered significant to the consolidated financial statements and the evaluation of inventory's net realizable value is subject to management's significant judgment, the valuation of inventory has been identified as a key audit matter.

We focused on the valuation of inventory at the balance sheets date, understood and assessed the reasonableness of management's assumptions made regarding the valuation as well as the methodology used in estimating the net realizable value of inventory. To test the accuracy of the inventory valuation made by management, we selected samples from the inventory balance, assessed and tested the rationality of the net realizable value estimated by the management as well as its key parameters, including but not limited to inspecting the latest actual transaction price or market transaction price of similar real estate, and recalculated if the net realizable value is not lower than the carrying amount of inventory. We inspected the latest selling price and performed recalculations to verify the accuracy of the valuation of inventory.

Refer to Notes 4, 5 and 12 to the consolidated financial statements for details on the valuation of inventory.

Other Matter

We have also audited the parent company only financial statements of Sinyi Realty Inc. as of and for the years ended December 31, 2018 and 2017 on which we have issued an unmodified opinion with emphasis of matter and an unmodified opinion, respectively.

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 IFRS, IAS, IFRIC and SIC endorsed and issued into effect by the ROC Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of the 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 ROC 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 ROC, 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 Wen-Yea Shyu and Kwan-Chung Lai.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 25, 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.

SINYI REALTY INC. AND SUBSIDIARIES

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

ASSETS	2018		2017	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 3, 4 and 6)	\$ 4,551,253	16	\$ 3,899,831	15
Financial assets at fair value through profit or loss - current (Notes 3, 4 and 7)	4,702,735	16	201,778	1
Financial assets at fair value through other comprehensive income - current (Notes 3, 4 and 8)	785,371	3	-	-
Available-for-sale financial assets - current (Notes 3, 4 and 9)	-	-	823,821	3
Notes receivable (Notes 3, 4 and 11)	52,755	-	28,157	-
Trade receivables (Notes 3, 4 and 11)	925,560	3	842,270	3
Other receivables (Notes 3, 4, 11 and 37)	47,569	-	47,784	-
Current tax assets (Notes 4, 5 and 30)	64,742	-	2,829	-
Inventories (Notes 4, 5, 12 and 38)	11,054,987	38	11,697,449	43
Other financial assets - current (Notes 3, 13 and 38)	155,706	1	3,079,908	11
Other current assets (Note 19)	102,142	1	166,113	1
Total current assets	<u>22,442,820</u>	<u>78</u>	<u>20,789,940</u>	<u>77</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 3, 4 and 8)	393,127	1	-	-
Financial assets measured at cost - non-current (Notes 3, 4 and 10)	-	-	204,976	1
Investments accounted for using equity method (Notes 4 and 15)	27,554	-	29,120	-
Property, plant and equipment (Notes 4, 16 and 38)	3,553,206	12	3,392,572	13
Investment properties (Notes 4, 17 and 38)	2,083,520	7	2,265,661	8
Intangible assets (Notes 4, 18 and 40)	115,329	1	103,988	-
Deferred tax assets (Notes 4 and 30)	82,663	-	35,476	-
Refundable deposits (Notes 3 and 34)	143,620	1	130,799	1
Other non-current assets (Note 19)	2,225	-	3,584	-
Total non-current assets	<u>6,401,244</u>	<u>22</u>	<u>6,166,176</u>	<u>23</u>
TOTAL	<u>\$ 28,844,064</u>	<u>100</u>	<u>\$ 26,956,116</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 20 and 38)	\$ 748,000	3	\$ 1,608,000	6
Notes payable	643	-	1,566	-
Contract liabilities - current (Notes 23 and 28)	694,468	2	-	-
Trade payables (Note 22)	766,021	3	81,429	-
Other payables (Notes 5 and 24)	1,816,073	6	1,648,489	6
Other payables to related parties (Notes 24 and 37)	45,930	-	71,653	-
Current tax liabilities (Notes 4 and 30)	1,153,996	4	975,199	4
Provisions - current (Notes 4 and 25)	6,322	-	97,909	-
Other current financial liabilities (Note 24)	357,126	1	300,131	1
Unearned revenue (Note 23)	3,277	-	179,057	1
Current portion of long-term borrowings and bonds payable (Notes 20, 21 and 38)	1,507,682	5	1,513,210	6
Other current liabilities (Note 24)	202,879	1	152,958	1
Total current liabilities	<u>7,302,417</u>	<u>25</u>	<u>6,629,601</u>	<u>25</u>
NON-CURRENT LIABILITIES				
Bonds payable (Note 21)	4,400,000	15	1,500,000	6
Long-term borrowings (Notes 20 and 38)	5,371,478	19	6,887,406	26
Provisions - non-current (Notes 4 and 25)	-	-	1,694	-
Net defined benefit liabilities - non-current (Notes 4 and 26)	114,862	1	72,820	-
Guarantee deposits received (Note 34)	43,028	-	42,615	-
Other non-current liabilities (Notes 5 and 24)	514,141	2	378,615	1
Deferred tax liabilities (Notes 4 and 30)	33,905	-	13,377	-

Total non-current liabilities	<u>10,477,414</u>	<u>37</u>	<u>8,896,527</u>	<u>33</u>
Total liabilities	<u>17,779,831</u>	<u>62</u>	<u>15,526,128</u>	<u>58</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 27)				
Ordinary shares	<u>7,368,465</u>	<u>26</u>	<u>6,515,000</u>	<u>24</u>
Capital surplus	<u>64,528</u>	<u>-</u>	<u>63,896</u>	<u>-</u>
Retained earnings				
Legal reserve	2,073,664	7	1,793,382	7
Special reserve	40,830	-	-	-
Unappropriated earnings	<u>1,658,029</u>	<u>6</u>	<u>2,967,208</u>	<u>11</u>
Total retained earnings	<u>3,772,523</u>	<u>13</u>	<u>4,760,590</u>	<u>18</u>
Other equity (Notes 4 and 27)				
Exchange differences on translating foreign operations	(681,439)	(2)	(396,805)	(1)
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	441,003	1	-	-
Unrealized gain on available-for-sale financial assets	<u>-</u>	<u>-</u>	<u>355,975</u>	<u>1</u>
Total other equity	<u>(240,436)</u>	<u>(1)</u>	<u>(40,830)</u>	<u>-</u>
Total equity attributable to owners of the Company	10,965,080	38	11,298,656	42
NON-CONTROLLING INTERESTS (Note 27)	<u>99,153</u>	<u>-</u>	<u>131,332</u>	<u>-</u>
Total equity	<u>11,064,233</u>	<u>38</u>	<u>11,429,988</u>	<u>42</u>
TOTAL	<u>\$ 28,844,064</u>	<u>100</u>	<u>\$ 26,956,116</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

SINYI REALTY INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 28)				
Sales revenue	\$ 3,644,688	28	\$ 9,779,892	55
Service revenue	<u>9,258,270</u>	<u>72</u>	<u>8,026,889</u>	<u>45</u>
Total operating revenue	<u>12,902,958</u>	<u>100</u>	<u>17,806,781</u>	<u>100</u>
OPERATING COSTS (Notes 12, 29 and 37)				
Cost of sales	1,867,712	14	6,062,907	34
Service cost	<u>6,812,680</u>	<u>53</u>	<u>5,974,258</u>	<u>34</u>
Total operating costs	<u>8,680,392</u>	<u>67</u>	<u>12,037,165</u>	<u>68</u>
GROSS PROFIT	4,222,566	33	5,769,616	32
OPERATING EXPENSES (Notes 29 and 37)	<u>1,577,664</u>	<u>12</u>	<u>1,305,756</u>	<u>7</u>
OPERATING INCOME	<u>2,644,902</u>	<u>21</u>	<u>4,463,860</u>	<u>25</u>
NON-OPERATING INCOME AND EXPENSES				
Rental income (Note 37)	85,069	1	84,477	-
Dividend income	41,198	-	34,556	-
Interest income (Note 29)	150,452	1	133,401	1
Other gains and losses (Notes 29 and 37)	10,154	-	(7,427)	-
Finance costs (Notes 29 and 37)	<u>(112,223)</u>	<u>(1)</u>	<u>(79,315)</u>	<u>-</u>
Total non-operating income and expenses	<u>174,650</u>	<u>1</u>	<u>165,692</u>	<u>1</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	2,819,552	22	4,629,552	26
INCOME TAX EXPENSE (Notes 4 and 30)	<u>(1,328,629)</u>	<u>(11)</u>	<u>(1,802,437)</u>	<u>(10)</u>
NET PROFIT FOR THE YEAR	<u>1,490,923</u>	<u>11</u>	<u>2,827,115</u>	<u>16</u>
OTHER COMPREHENSIVE (LOSS) INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 26)	(36,773)	-	(37,555)	-

(Continued)

SINYI REALTY INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	35,301	-	-	-
Share of the other comprehensive loss of associates accounted for using the equity method	(309)	-	-	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 30)	12,078	-	6,384	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	(284,719)	(2)	(171,101)	(1)
Unrealized gain on available-for-sale financial assets	-	-	49,503	-
Share of the other comprehensive income of associates accounted for using the equity method	-	-	1,996	-
Other comprehensive loss for the year, net of income tax	<u>(274,422)</u>	<u>(2)</u>	<u>(150,773)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,216,501</u>	<u>9</u>	<u>\$ 2,676,342</u>	<u>15</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,504,587	12	\$ 2,802,827	16
Non-controlling interests	<u>(13,664)</u>	<u>-</u>	<u>24,288</u>	<u>-</u>
	<u>\$ 1,490,923</u>	<u>12</u>	<u>\$ 2,827,115</u>	<u>16</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,230,557	9	\$ 2,651,919	15
Non-controlling interests	<u>(14,056)</u>	<u>-</u>	<u>24,423</u>	<u>-</u>
	<u>\$ 1,216,501</u>	<u>9</u>	<u>\$ 2,676,342</u>	<u>15</u>
EARNINGS PER SHARE (Note 31)				
Basic	<u>\$2.04</u>		<u>\$3.80</u>	
Diluted	<u>\$2.04</u>		<u>\$3.80</u>	

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

(Concluded)

SINYI REALTY INC. AND SUBSIDIARIES

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

	Equity Attributable to Owners of the Company						Other Equity		Total	Non-controlling Interests	Total Equity
	Ordinary Share	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Unrealized Gain on Investments in Equity Instruments at Fair Value through Other Comprehensive Income	Unrealized Gain on Available-for-sale Financial Assets			
			Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2017	\$ 6,318,398	\$ 63,896	\$ 1,701,396	\$ -	\$ 1,116,118	\$ (225,707)	\$ -	\$ 304,476	\$ 9,278,577	\$ 109,812	\$ 9,388,389
Appropriation of 2016 earnings											
Legal reserve	-	-	91,986	-	(91,986)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(631,840)	-	-	-	(631,840)	-	(631,840)
Share dividends	196,602	-	-	-	(196,602)	-	-	-	-	-	-
Net profit for the year ended December 31, 2017	-	-	-	-	2,802,827	-	-	-	2,802,827	24,288	2,827,115
Other comprehensive (loss) income for the year ended December 31, 2017, net of income tax	-	-	-	-	(31,309)	(171,098)	-	51,499	(150,908)	135	(150,773)
Total comprehensive income (loss) for the year ended December 31, 2017	-	-	-	-	2,771,518	(171,098)	-	51,499	2,651,919	24,423	2,676,342
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	(2,903)	(2,903)
BALANCE AT DECEMBER 31, 2017	6,515,000	63,896	1,793,382	-	2,967,208	(396,805)	-	355,975	11,298,656	131,332	11,429,988
Effect of retrospective application and retrospective restatement	-	-	-	-	13,949	-	406,011	(355,975)	63,985	-	63,985
BALANCE AT JANUARY 1, 2018 AS RESTATED	6,515,000	63,896	1,793,382	-	2,981,157	(396,805)	406,011	-	11,362,641	131,332	11,493,973
Appropriation of 2017 earnings											
Legal reserve	-	-	280,282	-	(280,282)	-	-	-	-	-	-
Special reserve	-	-	-	40,830	(40,830)	-	-	-	-	-	-
Cash dividends	-	-	-	-	(1,628,750)	-	-	-	(1,628,750)	-	(1,628,750)
Share dividends	853,465	-	-	-	(853,465)	-	-	-	-	-	-
Actual disposals of interests in subsidiaries	-	632	-	-	-	-	-	-	632	4,368	5,000
Net profit (loss) for the year ended December 31, 2018	-	-	-	-	1,504,587	-	-	-	1,504,587	(13,664)	1,490,923
Other comprehensive (loss) income for the year ended December 31, 2018, net of income tax	-	-	-	-	(24,388)	(284,634)	34,992	-	(274,030)	(392)	(274,422)
Total comprehensive income (loss) for the year ended December 31, 2018	-	-	-	-	1,480,199	(284,634)	34,992	-	1,230,557	(14,056)	1,216,501
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	(22,491)	(22,491)
BALANCE AT DECEMBER 31, 2018	\$ 7,368,465	\$ 64,528	\$ 2,073,664	\$ 40,830	\$ 1,658,029	\$ (681,439)	\$ 441,003	\$ -	\$ 10,965,080	\$ 99,153	\$ 11,064,233

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

SINYI REALTY INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,819,552	\$ 4,629,552
Adjustments for:		
Depreciation expenses	124,538	125,214
Amortization expenses	32,632	44,057
Net loss on financial assets at fair value through profit or loss	593	1,119
Interest expenses	175,087	88,669
Interest income	(150,452)	(133,401)
Dividend income	(41,198)	(34,556)
Share of loss of associates and joint ventures	992	2,488
Loss on disposal of property, plant and equipment	3,540	5,075
Loss on disposal of investment properties	3,901	1,440
Gain on disposal of investments	(1,321)	(6,910)
Impairment loss recognized on non-financial assets	3,103	10,800
Changes in operating assets and liabilities		
Financial assets at fair value through profit or loss	(1,682,543)	278,157
Notes receivable	(24,598)	(12,156)
Trade receivables	(72,560)	(35,177)
Other receivables	1,132	38,098
Inventories	472,570	(4,011,320)
Other current assets	63,988	634,510
Operating assets	-	(1,953)
Contract liabilities	535,703	-
Notes payable	(923)	1,461
Trade payables	684,592	(93,956)
Other payables	140,799	44,365
Other payables to related parties	(24,781)	14,306
Unearned revenue	513	(6,931,127)
Provisions	(50,354)	11,551
Other financial liabilities	56,502	(106,837)
Other current liabilities	8,040	(67,317)
Other operating liabilities	<u>138,602</u>	<u>(36,264)</u>
Cash generated from operations	3,217,649	(5,540,112)
Interest received	149,658	144,266
Interest paid	(164,039)	(90,922)
Income taxes paid	<u>(1,238,005)</u>	<u>(827,598)</u>
Net cash generated from (used in) operating activities	<u>1,965,263</u>	<u>(6,314,366)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets through other comprehensive income	(48,774)	-
Purchase of available-for-sale financial assets	-	(10,103)
Proceeds from disposal of available-for-sale financial assets	-	12,403
Purchase of financial assets measured at cost	-	(5,000)
Purchase of investment accounted for using equity method	-	(17,989)

(Continued)

SINYI REALTY INC. AND SUBSIDIARIES

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

	2018	2017
Net cash inflow on acquisition of subsidiaries	4,740	-
Net cash inflow on disposal of subsidiaries	5,000	-
Payments for property, plant and equipment	(97,580)	(55,814)
Proceeds from disposal on property, plant and equipment	190	123
Decrease in prepayment for equipment	-	11,504
Increase in refundable deposits	(12,818)	-
Decrease in refundable deposits	-	3,653
Payment for intangible assets	(30,587)	(25,139)
Payment for investment properties	(28,215)	(26,531)
Proceeds from disposal of investment properties	8,792	263,758
Decrease (increase) in other financial assets	21,547	(144,650)
Decrease in other non-current assets	1,359	3,163
Dividends received	<u>41,463</u>	<u>34,743</u>
Net cash (used in) generated from investing activities	<u>(134,883)</u>	<u>44,121</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	-	1,449,942
Repayment of short-term borrowings	(860,000)	-
Proceeds from bond payables	4,400,000	-
Repayments of bond payables	(1,500,000)	-
Proceeds from long-term borrowings	15,253,920	17,701,680
Repayments of long-term borrowings	(16,805,570)	(11,560,820)
Proceeds from guarantee deposits received	413	-
Refund of guarantee deposits received	-	(17,397)
Decrease in other payables to related parties	(800)	(18,454)
Dividends paid to owners of the Company	(1,628,750)	(631,840)
Changes in non-controlling interests	<u>(22,491)</u>	<u>(2,903)</u>
Net cash (used in) generated from financing activities	<u>(1,163,278)</u>	<u>6,920,208</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES		
	<u>(15,680)</u>	<u>(262,589)</u>
INCREASE IN CASH AND CASH EQUIVALENTS	651,422	387,374
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>3,899,831</u>	<u>3,512,457</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 4,551,253</u>	<u>\$ 3,899,831</u>

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Sinyi Realty Inc.

Opinion

We have audited the accompanying parent company only financial statements of Sinyi Realty Inc. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2018 and 2017, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to parent company only the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2018 and 2017, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

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 (ROC). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, 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.

Emphasis of Matter

As stated in Note 3 to the accompanying financial statements, starting from 2018, the Company adopted and retroactively applied the amended Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations of IFRS (IFRIC), and Interpretations of IAS (SIC) endorsed and issued by the Financial Supervisory Commission (FSC) applicable starting from 2018. The Company choose not to restate the comparative information of the parent company only statements of financial statements. Even so, our review result does not need to be modified in respect of this matter.

Key Audit Matters

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

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2018 are stated as follows:

Evaluation and Profit and Loss Recognition of Investments Accounted for Using the Equity Method

As stated in Note 12 to the accompanying financial statements, on December 31, 2018, the carrying amount of the investment in Sinyi International Limited (Sinyi International) and Sinyi Development Inc. (Sinyi Development) accounted for using the equity method is NT\$11,603,112 thousand and NT\$1,953,973 thousand, representing 48% and 8% of the Company's assets, respectively. From January 1, 2018 to December 31, 2018, the amount of profit and loss accounted for using the equity method is NT\$842,730 thousand and NT\$(19,995) thousand, representing 68% and (2)% of the Company's total comprehensive income(loss), respectively. The financial condition and performance of Sinyi International and Sinyi Development will have material impact on the Company's financial statements. Thus, we include Sinyi International and Sinyi Development's recognition of real estate revenue and valuation of inventories in key audit matters.

For the year ended December 31, 2018, the revenue from the sales of real estate of Sinyi International and its subsidiaries, and Sinyi Development was NT\$3,644,688 thousand. Refer to Note 4 to the accompanying consolidated financial statements for the 2018 accounting policies of real estate sales revenue of Sinyi International and its subsidiaries and Sinyi Development. When real estate has reached the expected state of use, its acceptance has been qualified by relevant departments and the filing procedures are completed, the Company issues a notice for the transfer of real estate according to the provisions of the contract and recognizes sales revenue on the transfer date. Since revenue from sales of real estate must be recognized after the real estate in question meets the above conditions, the recognition of revenue earned from the sale of real estate is regarded as a key audit matter.

We conducted tests of controls in order to understand the timing of the recognition of the sales of real estate and the design and implementation of the relevant control systems of the Company. We selected samples of sales transactions for the current year to review the sales contracts signed by both parties in order to understand the terms and conditions of the contracts and verify whether the collection records of the sales match the sales contract prices. Also, we checked the transfer notices and relevant transfer records to confirm that the income from sales of real estate listed in the account was recognized after the completion of the transfer procedures in order to ensure that the income was earned and properly recorded in the correct accounting period.

Valuation of Inventory Using the Equity Method

As stated in the key audit matter of the preceding paragraph, as of and for the year ended December 31, 2018, the financial position and performance of Sinyi International and Sinyi Development will have material impact on the Company's financial statements. Thus, we include Sinyi International and Sinyi Development's valuation of inventories in key audit matters.

As of December 31, 2018, the total amount of inventory of Sinyi International and its subsidiaries and Sinyi Development accounted for was NT\$11,054,987 thousand. In order to evaluate the net realizable value of its inventory, the Company has to take into consideration the rationality of estimated selling price and additional costs, changes in the overall economic environment, and effects of changes in related business regulations. Since the carrying amount of inventory was considered significant to the consolidated financial statements and the evaluation of inventory's net realizable value is subject to management's significant judgment, the valuation of inventory has been identified as a key audit matter.

We focused on the valuation of inventory at the balance sheets date, understood and assessed the reasonableness of management's assumptions made regarding the valuation as well as the methodology used in estimating the net realizable value of inventory. To test the accuracy of the inventory valuation made by management, we selected samples from the inventory balance, assessed and tested the rationality of the net realizable value estimated by the management as well as its key parameters, including but not limited to inspecting the latest actual transaction price or market transaction price of similar real estate, and recalculated if the net realizable value is not lower than the carrying amount of inventory. We inspected the latest selling price and performed recalculations to verify the accuracy of the valuation of inventory.

Refer to Notes 4, 5 and 12 to the consolidated financial statements for details on the valuation of inventory of Sinyi International and its subsidiaries and Sinyi Development.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company'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 Company 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 Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only 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 ROC 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 parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the parent company only 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 Company'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 Company'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 parent company only 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 Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only 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 Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the company 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 parent company only 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 Wen-Yea Shyu and Kwan-Chung Lai.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 25, 2019

Notice to Readers

The accompanying parent company only financial statements are intended only to present the 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 parent company only financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only 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 parent company only financial statements shall prevail.

SINYI REALTY INC.

BALANCE SHEETS

DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars)

ASSETS	2018		2017	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 3, 4 and 6)	\$ 2,423,870	10	\$ 1,554,557	7
Financial assets at fair value through other comprehensive income - current (Notes 3, 5, and 7)	257,668	1	-	-
Available-for-sale financial assets - current (Notes 3, 4 and 8)	-	-	228,299	1
Notes receivable (Notes 3, 4 and 10)	30,601	-	4,333	-
Trade receivables (Notes 3, 4 and 10)	597,529	3	523,886	3
Trade receivables from related parties (Notes 3, 4 and 30)	132,482	1	127,691	1
Other receivables (Notes 4 and 10)	15,658	-	8,926	-
Other receivable from related parties (Notes 4 and 30)	13,913	-	16,576	-
Current tax assets (Notes 4 and 24)	38,028	-	44,509	-
Other financial assets - current (Notes 3, 11 and 31)	5,000	-	5,000	-
Other current assets (Note 16)	<u>26,368</u>	-	<u>18,467</u>	-
Total current assets	<u>3,541,117</u>	<u>15</u>	<u>2,532,244</u>	<u>12</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 3, 4, and 7)	88,583	-	-	-
Financial assets measured at cost - non-current (Notes 3, 4 and 9)	-	-	54,827	-
Investments accounted for using equity method (Notes 3, 4 and 12)	15,227,595	63	13,351,473	62
Property, plant and equipment (Notes 4, 13 and 31)	2,764,481	11	2,647,588	12
Investment properties (Notes 4, 14 and 31)	2,590,762	11	2,726,105	13
Intangible assets (Notes 4 and 15)	42,188	-	50,503	-
Deferred tax assets (Notes 4 and 24)	29,954	-	15,393	-
Refundable deposits (Notes 3 and 27)	88,926	-	86,714	1
Other non-current assets (Note 16)	<u>2,225</u>	-	<u>3,584</u>	-
Total non-current assets	<u>20,834,714</u>	<u>85</u>	<u>18,936,187</u>	<u>88</u>
TOTAL	<u>\$ 24,375,831</u>	<u>100</u>	<u>\$ 21,468,431</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 17)	\$ -	-	\$ 800,000	4
Notes payable	266	-	66	-
Other payables (Notes 5 and 19)	1,419,849	6	1,346,447	6
Other payables to related parties (Notes 19 and 30)	26,778	-	41,317	-
Current tax liabilities (Notes 4 and 24)	263,063	1	115,400	1
Provisions - current (Notes 4, 5 and 20)	-	-	34,696	-
Other current financial liabilities (Note 19)	44,619	-	43,037	-
Current portion of bonds payable (Note 18)	1,500,000	6	1,500,000	7
Other current liabilities (Note 19)	<u>134,344</u>	<u>1</u>	<u>90,644</u>	-
Total current liabilities	<u>3,388,919</u>	<u>14</u>	<u>3,971,607</u>	<u>18</u>
NON-CURRENT LIABILITIES				
Bonds payable (Note 18)	4,400,000	18	1,500,000	7
Long-term borrowings (Notes 17 and 31)	5,000,000	21	4,250,000	20
Provisions - non-current (Notes 4, 5 and 20)	-	-	1,694	-
Net defined benefit liabilities - non-current (Notes 4 and 21)	98,111	-	69,406	-
Guarantee deposits received (Note 27)	37,261	-	38,260	-
Other non-current liabilities (Notes 5 and 19)	452,555	2	325,431	2
Deferred tax liabilities (Notes 4 and 24)	<u>33,905</u>	-	<u>13,377</u>	-

Total non-current liabilities	<u>10,021,832</u>	<u>41</u>	<u>6,198,168</u>	<u>29</u>
Total liabilities	<u>13,410,751</u>	<u>55</u>	<u>10,169,775</u>	<u>47</u>
EQUITY (Note 22)				
Ordinary shares	<u>7,368,465</u>	<u>30</u>	<u>6,515,000</u>	<u>31</u>
Capital surplus	<u>64,528</u>	<u>-</u>	<u>63,896</u>	<u>-</u>
Retained earnings				
Legal reserve	2,073,664	9	1,793,382	8
Special reserve	40,830	-	-	-
Unappropriated earnings	<u>1,658,029</u>	<u>7</u>	<u>2,967,208</u>	<u>14</u>
Total retained earnings	<u>3,772,523</u>	<u>16</u>	<u>4,760,590</u>	<u>22</u>
Other equity (Note 4)				
Exchange differences on translating foreign operations	(681,439)	(3)	(396,805)	(2)
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	441,003	2	-	-
Unrealized gain on available-for-sale financial assets	<u>-</u>	<u>-</u>	<u>355,975</u>	<u>2</u>
Total other equity	<u>(240,436)</u>	<u>(1)</u>	<u>(40,830)</u>	<u>-</u>
Total equity	<u>10,965,080</u>	<u>45</u>	<u>11,298,656</u>	<u>53</u>
TOTAL	<u>\$ 24,375,831</u>	<u>100</u>	<u>\$ 21,468,431</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

SINYI REALTY INC.

STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
OPERATING REVENUE				
Service revenue (Note 4)	\$ 7,881,107	100	\$ 6,886,597	100
OPERATING COSTS (Notes 23 and 30)	<u>5,639,878</u>	<u>71</u>	<u>4,957,229</u>	<u>72</u>
GROSS PROFIT	2,241,229	29	1,929,368	28
OPERATING EXPENSES (Notes 23 and 30)	<u>917,697</u>	<u>12</u>	<u>846,648</u>	<u>12</u>
PROFIT FROM OPERATIONS	<u>1,323,532</u>	<u>17</u>	<u>1,082,720</u>	<u>16</u>
NON-OPERATING INCOME AND EXPENSES				
Rental income (Note 30)	102,253	1	98,818	2
Dividend income	8,377	-	7,925	-
Interest income (Notes 23 and 30)	5,231	-	9,709	-
Other gains and losses (Notes 23 and 30)	40,201	1	3,017	-
Finance costs (Notes 23 and 30)	(112,072)	(1)	(71,489)	(1)
Share of profit or loss of subsidiaries, associates and joint ventures (Note 4)	<u>655,197</u>	<u>8</u>	<u>1,865,432</u>	<u>27</u>
Total non-operating income and expenses	<u>699,187</u>	<u>9</u>	<u>1,913,412</u>	<u>28</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	2,022,719	26	2,996,132	44
INCOME TAX EXPENSE (Notes 4 and 24)	<u>(518,132)</u>	<u>(7)</u>	<u>(193,305)</u>	<u>(3)</u>
NET PROFIT FOR THE YEAR	<u>1,504,587</u>	<u>19</u>	<u>2,802,827</u>	<u>41</u>
OTHER COMPREHENSIVE (LOSS) INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 21)	(35,957)	-	(37,896)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	29,850	-	-	-
Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using the equity method	4,823	-	145	-

(Continued)

SINYI REALTY INC.

STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 24)	11,888	-	6,442	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statement of foreign operations	(284,634)	(3)	(171,098)	(2)
Unrealized gain on available-for-sale financial assets	-	-	18,782	-
Shares of other comprehensive income of subsidiaries, associates and joint ventures accounted for using the equity method	<u>-</u>	<u>-</u>	<u>32,717</u>	<u>-</u>
Other comprehensive loss for the year, net of income tax	<u>(274,030)</u>	<u>(3)</u>	<u>(150,908)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,230,557</u>	<u>16</u>	<u>\$ 2,651,919</u>	<u>39</u>
EARNINGS PER SHARE (Note 25)				
From continuing operations				
Basic	<u>\$ 2.04</u>		<u>\$ 3.80</u>	
Diluted	<u>\$ 2.04</u>		<u>\$ 3.80</u>	

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

(Concluded)

SINYI REALTY INC.

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

	Retained Earnings					Exchange Differences on Translating Foreign Operations	Other Equity		Total Equity
	Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Gain (Loss) on Investments in - Equity Instruments at Fair Value through Other Comprehensive Income	Unrealized Gain (Loss) on Available-for-sale Financial Assets	
BALANCE AT JANUARY 1, 2017	\$ 6,318,398	\$ 63,896	\$ 1,701,396	\$ -	\$ 1,116,118	\$ (225,707)	\$ -	\$ 304,476	\$ 9,278,577
Appropriation of 2016 earnings									
Legal reserve	-	-	91,986	-	(91,986)	-	-	-	-
Cash dividends	-	-	-	-	(631,840)	-	-	-	(631,840)
Share dividends	196,602	-	-	-	(196,602)	-	-	-	-
Net profit for the year ended December 31, 2017	-	-	-	-	2,802,827	-	-	-	2,802,827
Other comprehensive (loss) income for the year ended December 31, 2017, net of income tax	-	-	-	-	(31,309)	(171,098)	-	51,499	(150,908)
Total comprehensive income (loss) for the year ended December 31, 2017	-	-	-	-	2,771,518	(171,098)	-	51,499	2,651,919
BALANCE AT DECEMBER 31, 2017	6,515,000	63,896	1,793,382	-	2,967,208	(396,805)	-	355,975	11,298,656
Effect of retrospective application and retrospective restatement	-	-	-	-	13,949	-	406,011	(355,975)	63,985
BALANCE AT JANUARY 1, 2018 AS RESTATE	6,515,000	63,896	1,793,382	-	2,981,157	(396,805)	406,011	-	11,362,641
Appropriation of 2017 earnings									
Legal reserve	-	-	280,282	-	(280,282)	-	-	-	-
Special reserve	-	-	-	40,830	(40,830)	-	-	-	-
Cash dividends	-	-	-	-	(1,628,750)	-	-	-	(1,628,750)
Share dividends	853,465	-	-	-	(853,465)	-	-	-	-
Actual disposals of interests in subsidiaries	-	632	-	-	-	-	-	-	632
Net profit for the year ended December 31, 2018	-	-	-	-	1,504,587	-	-	-	1,504,587
Other comprehensive (loss) income for the year ended December 31, 2018, net of income tax	-	-	-	-	(24,388)	(284,634)	34,992	-	(274,030)
Total comprehensive income (loss) for the year ended December 31, 2018	-	-	-	-	1,480,199	(284,634)	34,992	-	1,230,557
BALANCE AT DECEMBER 31, 2018	\$ 7,368,465	\$ 64,528	\$ 2,073,664	\$ 40,830	\$ 1,658,029	\$ (681,439)	\$ 441,003	\$ -	\$ 10,965,080

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

(With Deloitte & Touche auditor s' report dated February 25, 2019)

SINYI REALTY INC.

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

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,022,719	\$ 2,996,132
Adjustments for:		
Depreciation expenses	89,112	95,301
Amortization expenses	26,842	38,516
Interest expenses	112,072	71,489
Interest income	(5,231)	(9,709)
Dividend income	(8,377)	(7,925)
Share of profit of subsidiaries, associates and joint ventures	(655,197)	(1,865,432)
Loss on disposal of property, plant and equipment	1,471	1,528
Loss on disposal of investment properties	3,901	1,440
Gain on disposal of investments	-	(5,460)
Impairment loss recognized on non-financial assets	3,103	10,800
Changes in operating assets and liabilities		
Notes receivable	(26,268)	2,877
Trade receivables	(73,643)	(102,134)
Trade receivables from related parties	(4,791)	(42,478)
Other receivables	(6,223)	21,788
Other receivables from related parties	2,664	5,215
Other current assets	(7,901)	2,464
Other operating assets	-	(8,279)
Notes payable	200	(39)
Other payables	58,451	54,583
Other payables to related parties	(14,539)	23,604
Provisions	1,118	(3,269)
Other financial liabilities	1,582	(20,814)
Other current liabilities	6,527	10,836
Other operating liabilities	<u>131,425</u>	<u>(25,775)</u>
Cash generated from operations	1,659,017	1,245,259
Interest received	4,722	21,053
Interest paid	(97,122)	(70,460)
Income taxes paid	<u>(358,021)</u>	<u>(180,872)</u>
Net cash generated from operating activities	<u>1,208,596</u>	<u>1,014,980</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets through other comprehensive income	(48,774)	-
Purchase of available-for-sale financial assets	-	(10,103)
Proceeds from disposal of available-for-sale financial assets	-	12,402
Acquisition of investment accounted for using equity method	(2,543,431)	(5,614,856)
Capital refund of equity method investees	-	440,927
Net cash inflow on disposal of subsidiaries	5,000	-
Payments for property, plant and equipment	(59,720)	(38,069)
Proceeds from disposal of property, plant and equipment	6	99
Increase in refundable deposits	(2,212)	-

(Continued)

SINYI REALTY INC.

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

	2018	2017
Decrease in refundable deposits	-	5,316
Payment for intangible assets	(18,527)	(22,235)
Payment for investment properties	(28,215)	(26,531)
Proceeds from disposal of investment properties	8,792	19,057
Decrease in other non-current assets	1,359	3,163
Dividends received	<u>1,126,188</u>	<u>11,134</u>
Net cash used in investing activities	<u>(1,559,534)</u>	<u>(5,219,696)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	-	650,000
Repayments of short-term borrowings	(800,000)	-
Proceeds from bonds payable	4,400,000	-
Repayments of bonds payable	(1,500,000)	-
Proceeds from long-term borrowings	15,130,000	12,193,987
Repayments of long-term borrowings	(14,380,000)	(8,443,987)
Refund of guarantee deposits received	(999)	(7,149)
Dividends paid to owners of the Company	<u>(1,628,750)</u>	<u>(631,840)</u>
Net cash generated from financing activities	<u>1,220,251</u>	<u>3,761,011</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	869,313	(443,705)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>1,554,557</u>	<u>1,998,262</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 2,423,870</u>	<u>\$ 1,554,557</u>

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

(With Deloitte & Touche auditors' report dated February 25, 2019)

(Concluded)

Attachment 4

**Sinyi Realty Inc.
Articles of Incorporation
Comparison Table of Amendments**

Clause	Amended articles	Original Articles	Description of amendment
Article 1	The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 信義房屋股份有限公司 in the Chinese language, and Sinyi Realty Inc. (hereinafter, the "Company") in the English language.	The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 信義房屋仲介股份有限公司 in the Chinese language, and Sinyi Realty Inc. (hereinafter, the "Company") in the English language.	According to the Company's future vision, the Company proposes the change of its Chinese name as "信義房屋股份有限公司" to meet the Company's business scope.
Article 22	This Articles of Incorporation was established on December 23, 1986. (.....) The thirty-fourth amendment was made on May 20, 2016. <u>The thirty-fifth amendment was made on May 24, 2019.</u>	This Articles of Incorporation was established on December 23, 1986. (.....) The thirty-fourth amendment was made on May 20, 2016.	The amendment date shall be listed.

Attachment 5

Sinyi Realty Inc. Procedures for Lending Funds to Other Parties Comparison Table of Amendments

Clause	Amended articles	Original Articles	Description of amendment
Article 1	To secure the safety of lending funds to others and to strengthen financial stability and business development, Sinyi Realty Inc. (hereinafter, the "Company")	To secure the safety of lending funds to others and to strengthen financial stability and business development, Sinyi Realty Inc. (hereinafter, the "Company")	Change of the Company's Chinese name.
Article 2	<p><u>In accordance with the Article 15 of the Company Act , the Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:</u></p> <ol style="list-style-type: none"> 1. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or 2. Where an inter-company or inter-firm short-term financing facility is necessary. <p>The term "short-term" as used in the preceding paragraph means one year. However, if the Company's business cycle is more than one year, such business cycle shall prevail. The term "financing amount" as used in paragraph 1, sub-paragraph 2 of this Article means the cumulative balance of the Company's short-term financing.</p> <p><u>The responsible person of the Company who has violated the provisions of the first paragraph shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to the Company resulted there-from.</u></p>	<p>The Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:</p> <ol style="list-style-type: none"> 1. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or 2. Where an inter-company or inter-firm short-term financing facility is necessary. <p>The term "short-term" as used in the preceding paragraph means one year. However, if the Company's business cycle is more than one year, such business cycle shall prevail. The term "financing amount" as used in paragraph 1, sub-paragraph 2 of this Article means the cumulative balance of the Company's short-term financing.</p>	<ol style="list-style-type: none"> 1. Revise the wordings in accordance with the amendment to the guideline of "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" issued by the government. 2. Stipulate paragraph 4 according to the Article 15 of Company Act.
Article 3	<p>(.....)</p> <p>The restriction in paragraph 1, subparagraph 2 of the preceding article shall not apply to inter-company loans of funds between foreign companies in which the Company holds,</p>	<p>(.....)</p> <p>The restriction in paragraph 1, subparagraph 2 of the preceding article shall not apply to inter-company loans of funds between foreign companies in which the Company holds,</p>	Revise the wordings in accordance with the amendment to the guideline of "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees

	<p>directly or indirectly, 100% of the voting shares, <u>or foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares loaning to the Company.</u> The limits and duration of inter-company loans of funds between the foreign companies above shall be in compliance with their individual regulations. (.....)</p>	<p>directly or indirectly, 100% of the voting shares. The limits and duration of inter-company loans of funds between the foreign companies above shall be in compliance with their individual regulations. (.....)</p>	<p>by Public Companies” which states when the loan is from foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares loaning to the Company, the loan shall not apply to the limit of 40% of the Company net value and the duration with one year..</p>
Article 6	<p>The Company’s procedures of lending of funds were as follows, <u>and shall be in accordance with the relevant internal process:</u></p> <p>1. Application: Any borrower, applying for a loan from the Company, shall submit application or a letter, stating in detail the loan amount requested, term and purpose. (.....)</p>	<p>The Company’s procedures of lending of funds were as follows:</p> <p>1. Application: Any borrower, applying for a loan from the Company, shall submit application or a letter, stating in detail the loan amount requested, term and purpose. (.....)</p>	<p>Partial wordings are revised.</p>
Article 10	<p>(.....) If the Company's loans of funds reach one of the following levels, the Company shall announce and report such fact within two days of the Date of Occurrence. “Date of Occurrence” means the earliest of the date of contract signing, date of payment, date of board of directors’ resolution, or the date that the <u>borrower</u> and monetary amount of can be confirmed. (.....)</p>	<p>(.....) If the Company's loans of funds reach one of the following levels, the Company shall announce and report such fact within two days of the Date of Occurrence. “Date of Occurrence” means the earliest of the date of contract signing, date of payment, date of board of directors’ resolution, or the date that the counterparty and monetary amount can be confirmed. (.....)</p>	<p>Revise the wordings in accordance with the amendment to the guideline of “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” which states the lending funds to others should not be a transaction. .</p>
Article 11	<p>(.....) The Company’s internal auditor shall at least audit quarterly the status of lending funds to others and document the performance. He/she shall notice <u>the Audit Committee along with the improvement report</u> immediately once the material violation was found. (.....)</p>	<p>(.....) The Company’s internal auditor shall at least audit quarterly the status of lending funds to others and document the performance. He/she shall notice the independent directors immediately once the material violation was found. (.....)</p>	<p>Revise the wordings in accordance with the amendment to the guideline of “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” which states that the written improvement report should be delivered to the Audit Committee one the material violation was found...</p>
Article 12	<p>The Procedures shall be approved by <u>more than half of the Audit Committee members</u>, and then</p>	<p>The Procedures shall be approved by the Audit Committee, the Board of Directors and the</p>	<p>1. Revise the wordings in accordance with the amendment to the</p>

Attachment 6

Sinyi Realty Inc. Rules for Endorsements and Guarantees Comparison Table of Amendments

Clause	Amended articles	Original Articles	Description of amendment
Article 1	To secure the safety of lending funds to others and to strengthen financial stability and business development, Sinyi Realty Inc. (hereinafter, the "Company")	To secure the safety of lending funds to others and to strengthen financial stability and business development, Sinyi Realty Inc. (hereinafter, the "Company")	Change of the Company's Chinese name.
Article 6	<p>When the balance of endorsements/guarantees reaches one of the following levels, the Company shall announce and report such event within two days commencing immediately from the date of occurrence. The date of occurrence refers to the date of contract signing, date of payment, dates of the Board of Directors resolutions, or other date that can confirm the counterparty and monetary amount, whichever date is earlier.</p> <ol style="list-style-type: none"> 1. The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50 percent or more of the Company's net worth as stated in its latest financial statement. 2. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20 percent or more of the Company's net worth as stated in its latest financial statement. 3. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, the book value of investment <u>adopted equity method</u>, and balance of loans to, such enterprise reaches 30 percent or more of the Company's net worth as stated in its latest financial statement 4. The amount of new 	<p>When the balance of endorsements/guarantees reaches one of the following levels, the Company shall announce and report such event within two days commencing immediately from the date of occurrence. The date of occurrence refers to the date of contract signing, date of payment, dates of the Board of Directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.</p> <ol style="list-style-type: none"> 1. The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50 percent or more of the Company's net worth as stated in its latest financial statement. 2. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20 percent or more of the Company's net worth as stated in its latest financial statement. 3. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 millions 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 the Company's net worth as stated in its latest financial statement. 	<ol style="list-style-type: none"> 1. Revise the wording in accordance with the amendment to the guideline of "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" issued by the government. 2. Partial wordings are revised since endorsements/guarantees should not be a transaction. 3. In order to define the meaning of the long-term investment, the Company proposes to revise the subparagraph 3 of paragraph 2 in this article based on the subparagraph 1 of paragraph 4 in Article 9 of the "Regulations

Clause	Amended articles	Original Articles	Description of amendment
	<p>endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5 percent or more of the Company's net worth as stated in its latest financial statement</p> <p>(.....)</p>	<p>4. The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>(.....)</p>	<p>Governing the Preparation of Financial Reports by Securities Issuers”.</p>
Article 7	<p>.....</p> <p>The Company’s internal auditor shall at least audit quarterly the status of lending funds to others and document the performance. He/she shall notice the <u>Audit Committee along with the improvement report</u> immediately once the material violation was found.</p> <p>.....</p>	<p>.....</p> <p>The Company’s internal auditor shall at least audit quarterly the status of lending funds to others and document the performance. He/she shall notice the independent directors immediately once the material violation was found.</p> <p>.....</p>	<p>Revise the wordings in accordance with the amendment to the guideline of “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” which states that the written improvement report should be delivered to the Audit Committee one the material violation was found.</p>
Article 13	<p>The Procedures shall be approved by <u>more than half of the Audit Committee members, and then passed by the Board of Directors and the Shareholders Meeting.</u> Any amendment is subject to the same procedure.</p> <p><u>If the proposals would not be obtained approval of more than half of all Audit Committee members as required, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>The terms "all Audit Committee members" in the first paragraph and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p> <p>When a revision of the Procedure matter is submitted for discussion by</p>	<p>The Procedures shall be approved by the Audit Committee, the Board of Directors and the Shareholders Meeting. Any amendment is subject to the same procedure.</p> <p>When a revision of the Procedure matter is submitted for discussion by the board under the preceding rule, the opinion of each independent director shall be given a full consideration, and each independent director's explicit assenting or dissenting opinions and reasons for dissent shall be recorded in the Board of Directors meeting minutes.</p>	<p>1. Revise the wordings in accordance with the amendment to the guideline of “Regulations Governing Loaning of Funds and Making of Endorsements/ Guarantees by Public Companies”.</p> <p>2. Revise the paragraph 1 and stipulate paragraph 2 and 3 according to the article 14-5 of the Securities & Exchange Act.</p>

Clause	Amended articles	Original Articles	Description of amendment
	<p>the board under the preceding rule, the opinion of each independent director shall be given a full consideration, and each independent director's explicit assenting or dissenting opinions and reasons for dissent shall be recorded in the Board of Directors meeting minutes. The written dissenting opinions shall be submitted to the shareholders' meeting for discussion.</p>	<p>The written dissenting opinions shall be submitted to the shareholders' meeting for discussion.</p>	<p>3. The original paragraph 2 is moved to paragraph 4.</p>

Sinyi Realty Inc.
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amendments

Amended articles	Original articles	Description of amendment
<p>Article 1 In order to strengthen assets management and implement information disclosure, Sinyi Realty Inc. (hereinafter, "the Company") set forth the procedures for acquisition or disposal of assets (hereinafter, "the Procedures") in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies announced by the securities regulatory authority.</p>	<p>Article 1 In order to strengthen assets management and implement information disclosure, Sinyi Realty Inc. (hereinafter, "the Company") set forth the procedures for acquisition or disposal of assets (hereinafter, "the Procedures") in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies announced by the securities regulatory authority.</p>	Change of the Company's Chinese name.
<p>Article 2 The term "assets" as used in the Procedures includes the following:</p> <ol style="list-style-type: none"> 1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property (including inventories of construction enterprises) and other fixed assets. 3. Memberships. 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. <u>Right-of-use assets.</u> 6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). 7. Derivatives. 8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. 9. Other major assets. 	<p>Article 2 The term "assets" as used in the Procedures includes the following:</p> <ol style="list-style-type: none"> 1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property (including inventories of construction enterprises) and other fixed assets. 3. Memberships. 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). 6. Derivatives. 7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. 8. Other major assets. 	The articles are revised based on the new IFRS16 "Leases" for the broader range of right-of-use assets and adjusted the word "the land usage right" from subparagraph 2 to subparagraph 5 ; Move subparagraph 5 through 8 to subparagraph 6 through 9.
<p>Article 3 Terms used in these Regulations are defined as follows:</p> <ol style="list-style-type: none"> 1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, 	<p>Article 2-1 Terms used in these Regulations are defined as follows:</p> <ol style="list-style-type: none"> 1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, and swap 	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. Subparagraph 1 of paragraph 1 in the article is revised in

<p><u>whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.</u> The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) <u>contracts.</u></p> <p>2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.</p> <p>3. Related party: As defined in International Financial Reporting Standards.</p> <p>4. Subsidiary: As defined in International Financial Reporting Standards.</p> <p>5. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or other fixed assets.</p> <p>6. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.</p>	<p>contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.</p> <p>2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156, paragraph 6 of the Company Act.</p> <p>3. Related party: As defined in International Financial Reporting Standards.</p> <p>4. Subsidiary: As defined in International Financial Reporting Standards.</p> <p>5. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or other fixed assets.</p> <p>6. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.</p>	<p>accordance with the definition of relevant terms in IFRS 9, for the amendment of the range of derivatives.</p> <p>3. Subparagraph 2 of paragraph 1 in the article is updated based on the amendment to the Company Act.</p> <p>4. Add the last part of subparagraph 11 of paragraph 1 in the article to stipulate the calculation of the Company whose shares have no par value or a par value other than NT\$10, and the calculation of under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion.</p> <p>4. To specify the definition of domestic and foreign Over-the-counter venue in sub paragraph 12 and 13 of paragraph 1 in this article to be followed by the Company.</p> <p>5. Partial wordings are amended.</p>
<p>7. Mainland China area investment: Refers to investments in the</p>	<p>7. Mainland China area investment: Refers to investments in the</p>	

<p>mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.</p> <p>8. Within one year: Refers to the year preceding the date of the current transaction of the subject acquisition or disposal of assets.</p> <p>9. The latest financial statements: Refers to the latest financial statements audited (reviewed) by certified public accountants before acquisition or disposal of assets.</p> <p>10. The total assets: Refers to state in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>11. Paid-in capital: the product of the number of the Company's outstanding shares multiplied by the par value of NT\$10. In the case of a company whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20% of paid-in capital under these Regulations, 10% of equity attributable to owners of the parent shall be substituted. <u>In terms of the calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</u></p> <p>12. <u>Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</u></p>	<p>mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.</p> <p>8. Within one year: Refers to the year preceding the date of the current transaction of the subject acquisition or disposal of assets.</p> <p>9. The latest financial statements: Refers to the latest financial statements audited (reviewed) by certified public accountants before acquisition or disposal of assets.</p> <p>10. The total assets: Refers to state in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p>11. Paid-in capital: the product of the number of the Company's outstanding shares multiplied by the par value of NT\$10. In the case of a company whose shares have no par value or a par value other than NT\$10, for the calculation of transaction amounts of 20% of paid-in capital under these Regulations, 10% of equity attributable to owners of the parent shall be substituted.</p>	
<p>Article 4 Professional appraisers and their officers, certified public accounts, attorneys, and</p>	<p>Article 3- Professional appraisers and their officers, certified public accounts, attorneys, and</p>	<p>1. Adjust the sequence of the clause. 2. Revise the wordings</p>

<p>securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall <u>meet the following requirements:</u></p> <ol style="list-style-type: none"> 1. <u>May not have previously received a final and unappeasable sentence to imprisonment for 1 year or longer for a violation of the Act, 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.</u> 2. <u>May not be a related party or de facto related party of any party to the transaction.</u> 3. <u>If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</u> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <ol style="list-style-type: none"> 1. <u>Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u> 2. <u>When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u> 3. <u>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.</u> 	<p>securities underwriters that provide public companies with appraisal reports, certified public accountants' opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA's opinion.</p>	<p>in accordance with the amendment to the guideline of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by the competent authority which stipulates to assure the negative qualification of related experts, and add subparagraph 2, to assure the evaluation, check and declaration items provided by related experts.</p> <ol style="list-style-type: none"> 3. Move paragraph 2 of Article 3 to Article 9 of this article.
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<p>4. <u>They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</u></p>		
<p>Article 5 In acquiring or disposing of real property, other fixed assets, <u>or right-of-use assets thereof</u>, the Company shall follow its internal control procedures regarding fixed assets cycle. The procedures for acquisition or disposal of fixed assets by this Company and the limitation of amounts thereof should be as follows:</p> <ol style="list-style-type: none"> 1. In acquiring or disposing of real property <u>or right-of-use assets thereof</u>, the Company shall refer to publicly announced current value, evaluated value, transaction price of nearby real properties, etc., to decide the transaction conditions and price and produce an analysis report. Transactions with price of NT\$50 million or less shall be approved by the Chairman and reported to the most upcoming Board of Directors' Meeting for ratification. Transactions with price over NT\$50 million shall be approved by the Audit Committee and submitted to the Board of Directors for resolution. 2. In acquiring or disposing of other fixed assets <u>or right-of-use assets thereof</u>, the transaction price shall be determined by any one method of inquiry, comparison, negotiation or bid. Transactions with price of NT\$30 million or less shall be approved by the Company's authorization procedures. Transactions with price over NT\$30 million shall be approved by the Audit Committee and submitted to the Board of Directors for resolution. <p>The end-user and managing departments are responsible for implementation of transactions after acquirement or disposal of real property, other fixed assets, <u>or right-of-use assets thereof</u> being approved by the preceding process. In acquiring or disposing of real</p>	<p>Article 4 In acquiring or disposing of real property or other fixed assets, the Company shall follow its internal control procedures regarding fixed assets cycle.</p> <p>The procedures for acquisition or disposal of fixed assets by this Company and the limitation of amounts thereof should be as follows:</p> <ol style="list-style-type: none"> 1. In acquiring or disposing of real property, the Company shall refer to publicly announced current value, evaluated value, transaction price of nearby real properties, etc., to decide the transaction conditions and price and produce an analysis report. Transactions with price of NT\$50 million or less shall be approved by the Chairman and reported to the most upcoming Board of Directors' Meeting for ratification. Transactions with price over NT\$50 million shall be approved by the Audit Committee and submitted to the Board of Directors for resolution. 2. In acquiring or disposing of other fixed assets, the transaction price shall be determined by any one method of inquiry, comparison, negotiation or bid. Transactions with price of NT\$30 million or less shall be approved by the Company's authorization procedures. Transactions with price over NT\$30 million shall be approved by the Audit Committee and submitted to the Board of Directors for resolution. <p>The end-user and managing departments are responsible for implementation of transactions after acquirement or disposal of real property or other fixed assets being approved by the preceding process. In acquiring or disposing of real property</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause with partial wordings revised. 2. Stipulate the right-of-use assets in accordance with IFRS16 "Leases". 3. To be in line with the amendments to the relevant regulations, the paragraph 4 specified that the expertise report is not required if the deal is concluded with a domestic government.

<p>property, other fixed assets, <u>or right-of-use assets thereof</u> where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a <u>domestic</u> government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of machinery and equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.</p> <p>(.....)</p>	<p>or other fixed assets where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of machinery and equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.</p> <p>(.....)</p>	
<p>Article 6 In acquiring or disposing of securities, the Company shall follow its internal control procedures regarding investment cycle. The procedures for acquisition or disposal of securities by this Company and the limitation of amounts thereof should be as follows: (.....)</p>	<p>Article 5 In acquiring or disposing of securities, the Company shall follow its internal control procedures regarding investment cycle. The procedures for acquisition or disposal of securities by this Company and the limitation of amounts thereof should be as follows: (.....)</p>	<p>Adjusted the sequence of the clause.</p>
<p>(none)</p>	<p>Article 6 When the Company engages in any acquisition or disposal of assets from or to a related party and the transaction price reaches 10% or more of the Company's total assets, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with the provisions of Article 4, Article 5, Article 6-1 and the following procedures, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the</p>	<p>In order to meet the practical needs and compliance, the Company proposes to move paragraph 1 and 2 of Article 6 to article 10, and paragraph 3 and 4 of Article 6 to Article 11.</p>

	<p>preceding Section.</p> <p>When judging whether a trading counterparty is a related party referred to in the preceding paragraph, in addition to legal formalities, the substance of the relationship shall also be considered. The calculation of the transaction amount shall be made in accordance with Article 6-1 herein.</p> <p>When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and submitted to the Board of Directors for resolution:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a trading counterparty. 3. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 6-1 item 1 and Article 4. 4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. 6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance 	
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	<p>with the item 1 of this article.</p> <p>7. Restricted terms and other important commitment items of transactions.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 12-paragraph 1 section1-5. Items that have been approved by the Audit Committee and submitted to the Board of Directors for resolution need not be counted toward the transaction amount.</p> <p>With respect to the acquisition or disposal of business-use machinery and equipment between the Company and its subsidiaries, the Company's board of directors can delegate the board chairman to decide such matters when the transaction is within NT\$50 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting.</p>	
(none)	<p>Article-6-1</p> <p>The Company that acquires real property from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and the tax costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum nonfinancial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties <p>Where land and structures are combined</p>	<p>In order to meet the practical needs and compliance, the Company proposes to move paragraph 1 through paragraph 3 and paragraph 6 of Article 6-1 to Article 12, move paragraph 4 and 5 to Article 14 and Article 13 with partial wordings revised.</p>

as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

~~The Company that acquires real property from a related party and appraises the cost of the real property in accordance with paragraph 1 and paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.~~

1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the 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.
2. Where a public company uses the equity method to account for its investment in the Company, then the special reserve called for under article 41, paragraph 1 of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the Company.
3. ~~The Company and the public companies using the equity method to account for its investment in 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 FSC has given its consent.
4. The Audit Committee shall comply with Article 218 of the Company Act to take necessary supervision and investigation.
5. Actions taken pursuant to ~~subparagraph 1, subparagraph 2 and subparagraph 4~~ shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual

report and any investment prospectus.

~~Where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, the restrictions of preceding paragraph shall not apply:~~

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

A. Where undeveloped land is appraised in accordance with the means in the preceding ~~Article~~, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the ~~related party's construction division over the most recent 3 years or~~ the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

~~C. Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.~~

2. Where the Company acquiring real

	<p>property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring or closely valued parcels of land in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.</p> <p>Where the Company acquires real property from a related party and one of the following circumstances exists, the evaluation and acquisition process shall be conducted in accordance with preceding article and evaluating the reasonableness of the transaction costs in this article do not apply.</p> <ol style="list-style-type: none"> 1. The related party acquired the real property through inheritance or as a gift. 2. More than 5 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. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land. 	
<p>Article 7 In acquiring or disposing of <u>intangible assets, right-of-use assets thereof, or memberships</u>, the Company shall follow its internal control procedures regarding fixed assets cycle.</p> <ol style="list-style-type: none"> 1. In acquiring or disposing of memberships, the Company shall refer to fair market value to decide 	<p>Article 7 In acquiring or disposing of memberships or intangible assets, the Company shall follow its internal control procedures regarding fixed assets cycle.</p> <ol style="list-style-type: none"> 1. In acquiring or disposing of memberships, the Company shall refer to fair market value to decide 	<p>Partial wordings are revised to comply with the updated regulations issued by the competent authority and stipulate the regulations of “right-of-use assets”.</p>

<p>the transaction conditions and price and produce an analysis report. Transactions with price of 1 percent or less of paid-in capital or NT\$10 million or less shall be approved by the Chairman and reported to the most upcoming Board of Directors' Meeting for ratification. Transactions with price over NT\$10 million or 1 percent of paid-in capital shall be approved by the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>2. In acquiring or disposing of intangible assets <u>or right-of-use assets thereof</u>, the Company shall refer to expert evaluation reports or fair market value to decide the transaction conditions and price and produce an analysis report. Transactions with price of 10 percent or less of paid-in capital or NT\$50 million or less shall be approved by the Chairman and reported to the most upcoming Board of Directors' Meeting for ratification. Transactions with price over NT\$50 million or 10 percent of paid-in capital shall be approved by the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>The end-user and financial departments or administrative departments are responsible for implementation of transactions after acquirement or disposal of intangible assets, <u>right-of-use assets thereof or memberships</u>, being approved by the preceding process. Where a public company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	<p>the transaction conditions and price and produce an analysis report. Transactions with price of 1 percent or less of paid-in capital or NT\$10 million or less shall be approved by the Chairman and reported to the most upcoming Board of Directors' Meeting for ratification. Transactions with price over NT\$10 million or 1 percent of paid-in capital shall be approved by the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>2. In acquiring or disposing of intangible assets, the Company shall refer to expert evaluation reports or fair market value to decide the transaction conditions and price and produce an analysis report. Transactions with price of 10 percent or less of paid-in capital or NT\$50 million or less shall be approved by the Chairman and reported to the most upcoming Board of Directors' Meeting for ratification. Transactions with price over NT\$50 million or 10 percent of paid-in capital shall be approved by the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>The end-user and financial departments or administrative departments are responsible for implementation of transactions after acquirement or disposal of <u>memberships or intangible assets</u> being approved by the preceding process. Where a public company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	
<p>Article 8 <u>The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 18, paragraph 1, section 1-8.</u></p>	<p>(None)</p>	<p>Stipulate that the conditions when the transaction amount of “acquiring or disposing of real property, other</p>

<p><u>herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</u></p>		<p>fixed assets, or right-of-use assets thereof, securities, intangible assets, right-of-use assets thereof, or memberships" would be excluded</p>
<p>Article 9 <u>Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</u></p>	<p>(None)</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. This article is moved from paragraph 2 of Article 3.
<p>Article 10 When the Company engages in any acquisition or disposal of assets from or to a related party and the transaction price reaches 10% or more of the Company's total assets, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with the provisions of <u>Article 5 through Article 14</u>, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the <u>Article 5 through Article 9</u>. <u>The calculation of the transaction amount shall be made in accordance with Article 8 herein.</u> <u>When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</u></p>	<p>(None)</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. This article is moved from paragraph 1 and 2 of Article 6 with partial wordings revised. 3. Adjust the last part of paragraph 2 of Article 6 to paragraph 2 of this article. 4. Revise the clause number in line with the amendment to these rules.
<p>Article 11 When the Company intends to acquire or dispose of real property or <u>right-of-use assets thereof</u> from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have</p>	<p>(None)</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. Move the paragraph 3 through 5 of Article 6 to this article with partial wordings revised. 3. Specify that terms of "government bonds" stated in paragraph 1 refer to domestic government bonds, and stipulate right-of-use assets. 4. In compliance with the updated regulations issued

<p>been approved by the Audit Committee and submitted to the Board of Directors for resolution:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a trading counterparty. 3. With respect to the acquisition of real property or <u>right-of-use assets thereof</u> from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with <u>Article 12 and Article 13</u>. 4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the Company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. 6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the item 1 of this article. 7. Restricted terms and other important commitment items of transactions. <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with <u>Article 18 paragraph 1 section 1-8</u>, and <u>"within the preceding year"</u> as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and submitted to the Board of Directors for resolution need not be counted toward the transaction amount.</p> <p><u>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital</u>, the Company's board of directors can delegate the board</p>		<p>by the competent authority, the paragraph 3 of this article is extended in consideration that <u>the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital practically have the demands of equipment of centralized procurement, lease and transfer (including sale and purchase and sublease) or the demand of lease and sublease. The risk is relatively lower derived from the transactions above for business use conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital. Therefore the article is revised to authorize the Chairperson the deal with the transactions in advance with the Ratification of the Board of Directors thereafter...</u></p>
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<p>chairman to decide such matters when the transaction is within NT\$50 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. <u>Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u> 2. <u>Acquisition or disposal of real property right-of-use assets held for business use.</u> <p><u>When a matter is submitted for discussion by the Board of Directors pursuant to paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</u></p> <p><u>The matters for which paragraph 1 requires recognition by the supervisors shall first be approved by more than half of all Audit Committee members and then submitted to the Board of Directors for a resolution, and shall be subject to mutatis mutandis application of paragraphs 2 and 3 of Article 23.</u></p>		
<p>Article 12 The Company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the 		<ol style="list-style-type: none"> 1. Paragraph 1 through 3 of this article is moved from paragraph 1 to 3 of Article 6-1 with partial wordings revised and right-of-use assets are stipulated. 2. Revised the terms of "right-of-use assets" and the regulation with respect to acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party. 3. Paragraph 4 of this article is moved from paragraph 6 of Article 6-1. 3. Stipulate the real property right-of-use assets for business use acquired by the

<p>loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p> <p>Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding two paragraphs. The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p><u>The Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:</u></p> <ol style="list-style-type: none"> 1. The related party acquired the real property <u>or right-of-use assets thereof</u> through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property <u>or right-of-use assets thereof</u> to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land. 4. <u>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.</u> 		<p>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 shall not apply to the paragraph 1 through 3 of this article, nor Article 13 and Article 14.</p>
<p>Article 13 <u>When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter</u></p>	<p>(None)</p>	<p>1. Paragraph 1 and 2 of this article is moved from paragraph 5 of Article 6-1 with partial wordings</p>

<p><u>shall be handled in compliance with Article 14. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply:</u></p> <ol style="list-style-type: none"> 1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions: <ol style="list-style-type: none"> A. Where undeveloped land is appraised in accordance with the means in the preceding <u>Article</u>, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower. B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market <u>sale or leasing</u> practices. 2. Where the company acquiring real property, or obtaining real property <u>right-of-use assets</u> through leasing, from a related party provides evidence that the terms of the transaction 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. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in 		<p>revised.</p> <ol style="list-style-type: none"> 2. To comply with the practical operation of obtaining real property <u>right-of-use assets</u> through leasing, extend the regulation that the Company shall provide evidence that the terms of the transaction 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. In addition, move the item 3 of subparagraph 1 of paragraph 5 in Article 6-1 to item 2 of subparagraph 1 of paragraph 1 in this article. Partial wordings are revised.
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<p>principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; 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% 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 <u>or</u> <u>obtainment of the right-of-use assets thereof.</u></p>		
<p>Article 14 <u>The company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:</u></p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41 paragraph 1 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, of the 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. <u>The Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of the company's equity stake in the other company.</u> 2. The Audit Committee shall comply with Article 218 of the Company Act to take necessary supervision and investigation. 3. Actions taken pursuant to the preceding <u>two subparagraphs</u> shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus. <p>The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it</p>	<p>(None)</p>	<ol style="list-style-type: none"> 1. The Paragraph 1 through 3 of this article is moved from paragraph 4 of Article 6-1 with partial wordings revised. 2. Subparagraph 2 of paragraph 4 of Article 6-1 is moved to the last part of subparagraph 1 of the same paragraph, subparagraph 3 is moved to paragraph 2 of this article, subparagraph 4 and 5 are adjusted to subparagraph 2 and 3 of this article. The first part of paragraph 4 of Article 6-1 is adjusted to paragraph 3 of this article. Partial wordings are revised.

<p>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 FSC has given its consent.</p> <p><u>When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arm's length transaction.</u></p>		
<p>Article 15</p> <p>The evaluation and procedures for conducting a merger, demerger, acquisition, or transfer of shares by this Company should be as follows:</p> <ol style="list-style-type: none"> 1. When the Company that conducts a merger, demerger, acquisition, or transfer of shares, <u>prior to convening the board of directors to resolve on the matter, it shall</u> engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. However, if the Company merges it's 100% directly or indirectly owned subsidiary or the merger arises between the Company's 100% directly or indirectly owned subsidiaries, the above opinion obtained from a CPA, attorney, or securities underwriter shall not apply. 2. The company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and <u>matters relevant to the merger, demerger, or acquisition</u> prior to the shareholders meeting 	<p>Article 8</p> <p>The evaluation and procedures for conducting a merger, demerger, acquisition, or transfer of shares by this Company should be as follows:</p> <ol style="list-style-type: none"> 1. When the Company conducts a merger, demerger, acquisition, or transfer of shares, it shall engage an attorney, CPA and securities underwriter to compose an ad-hoc committee to evaluate the reasonableness and the feasibility and plan the statutory procedures and projected schedule. The Company shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. However, if the Company merges it's 100% directly or indirectly owned subsidiary or the merger arises between the Company's 100% directly or indirectly owned subsidiaries, the above opinion obtained from a CPA, attorney, or securities underwriter shall not apply. 2. The Company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and expert opinion referred to in the preceding paragraph prior to the shareholders meeting when 	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. Partial wordings are revised in line with this amendment to the guideline of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by the competent authority.

and include it along with the expert opinion referred to in the preceding paragraph when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

3. Where the shareholders' meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to the proposal being rejected by the shareholders meeting, lack of a quorum, insufficient votes, or other legal restriction, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders' meeting.

The Company shall consider the follow items when conducting the evaluation and procedures in the preceding paragraph:

1. (.....)
2. Undertaking of confidentiality prior to transactions: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
3. Alteration principle of share exchange ratio or acquisition price: the Companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances

sending shareholders notification of the shareholders' meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders' meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

3. Where the shareholders' meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to the proposal being rejected by the shareholders meeting, lack of a quorum, or insufficient votes, the companies participating in the merger, demerger or acquisition shall immediately explain ~~in written to the counterparty~~ the reason, the follow-up measures, and the preliminary date of the next shareholders' meeting.

The Company shall consider the follow items when conducting the evaluation and procedures in the preceding paragraph:

1. (.....)
2. Undertaking of confidentiality prior to transactions: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a undertaking of confidentiality and may not disclose the content of the plan prior to public ~~disclosure of the information~~ and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
3. Alteration principle of share exchange ratio or acquisition price: the Company participating in a merger, demerger, acquisition, or transfer of shares shall ~~engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or~~

permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

4. Content shall be recorded: The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:
5. (.....)
6. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:
 - A. (.....)
 - B. Dates of material events:
Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meetings.
 - C. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.
7. (.....)
8. Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the preceding articles.

~~distribution of cash or other property before each counterparty's Board of Directors meeting and submit to the shareholders' meeting. Share exchange ratio or acquisition price may not be arbitrarily altered unless under the below listed circumstances:~~
(...)

4. Content shall be recorded: The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations ~~in accordance with Article 317 of the Company Act and Article 22 of Business Mergers And Acquisitions Act~~ and shall also record the following:
5. (.....)
6. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:
 - A. (.....)
 - B. Dates of material events:
Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting ~~and shareholders' meetings.~~
 - C. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings ~~and shareholders' meetings.~~
7. (.....)

<p>9. Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is <u>not a public company</u>, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions of paragraphs 1, 2, 5 <u>through 8</u>.</p>	<p>8- 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 shall sign an agreement with such company whereby the latter is required to abide by the provisions of paragraphs 1, 2, 5 and 6.</p>	
<p>Article 16 The Company basically doesn't engage in the acquisition or disposal of loans from financial institutions unless the object of the loan is real property where the Company shall conduct transactions in accordance with Article 5 regarding the procedures of acquiring or disposing of real property. The acquisition or disposal of financial derivative shall be conducted in accordance with Policies and Procedures for Financial Derivative Transactions of the Company.</p>	<p>Article 9 The Company basically doesn't engage in the acquisition or disposal of loans from financial institutions unless the object of the loan is real property where the Company shall conduct transactions in accordance with Article 4 regarding the procedures of acquiring or disposing of real property. The acquisition or disposal of financial derivative shall be conducted in accordance with Policies and Procedures for Financial Derivative Transactions of the Company.</p>	<p>Adjust the sequence of the clause with minor wordings revised.</p>
<p>Article 17 For the acquisition or disposal of assets that shall be effective upon approval by the Audit Committee and then submitted to the Board of Directors for resolution in accordance with this Procedures and other statutory regulations, when submitted for discussion by the board, the opinion of each independent director shall be given a full consideration, and each independent director's explicit assenting or dissenting opinions and reasons for dissent shall be recorded in the board of directors meeting minutes. <u>Any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of paragraphs 2 and 3 of Article 23.</u></p>	<p>Article 10 For the acquisition or disposal of assets that shall be effective upon approval by the Audit Committee and then submitted to the Board of Directors for resolution in accordance with this Procedures and other statutory regulations, when submitted for discussion by the board, the opinion of each independent director shall be given a full consideration, and each independent director's explicit assenting or dissenting opinions and reasons for dissent shall be recorded in the board of directors meeting minutes.</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. Add the regulations regarding to the approval process of material asset deal.
<p>(none)</p>	<p>Article 11 (Cancelled)</p>	<p>Adjust the sequence of the clause.</p>
<p>Article 18 The information disclosure procedures for acquisition or disposal of assets by the Company should be as follows: 1. Items to be publicly announced and the relevant disclosure standards</p>	<p>Article 12 The information disclosure procedures for acquisition or disposal of assets by the Company should be as follows: 1. Items to be publicly announced and the relevant disclosure standards</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. The article are revised in accordance with the practice of IFRS16 Leases,

- A. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- B. Merger, demerger, acquisition, or transfer of shares.
- C. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
- D. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
- i. The transaction amount is NT\$500 million or more, if the Company's paid-in capital is below NT10 billion dollars.
 - ii. The transaction amount is NT\$1 billion or more, if the Company's paid-in capital is NT10 billion dollars or more.
- E. Acquisition or disposal by the 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 or more; among such cases, if the 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

- A. Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements of money market funds issued by domestic securities investing trusts.
- B. Merger, demerger, acquisition, or transfer of shares.
- C. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
- D. ~~Where the type of asset acquired or disposed is equipment/machinery for business use, the trading~~ counterparty is not a related party, and the transaction amount meets the following criteria:
- i. The transaction amount is NT\$500 million or more, if the Company's paid-in capital is below NT10 billion dollars.
 - ii. The transaction amount is NT\$1 billion or more, if the Company's paid-in capital is NT10 billion dollars or more.
- E. Acquisition or disposal by the Company in the construction business of real property for construction use, ~~where the trading~~ counterparty is not a related party, and the transaction amount NT\$500 million or more.

- right-of-use assets thereof is included.
3. Specify that the terms of "government bond" refers to domestic government bond issued by Taiwan government, in accordance with the amendment to the relevant regulations.
 4. Specified the standard of announcement about relaxing the construction industry with the capital NTD 10 billion or more.
 5. Defined the relevant disclosure standards of the transaction by unrelated parties in subparagraph 6 of paragraph 1.
 6. Partial wordings are revised.

shall be a transaction amount reaching NT\$1 billion or more.

- F. Where land is acquired from a third party, 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 is NT\$500 million or more.
- G. 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 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
- i. Trading of domestic government bonds.
 - ii. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- H. The amount of transactions in the preceding seven subparagraphs shall be calculated as follows. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with relevant regulations need not be counted toward the transaction amount.
- i. The amount of any individual transaction.
 - ii. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
 - iii. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real

- F. 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 is NT\$500 million or more.
- G. 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; provided, this shall not apply to the following circumstances:
- i. Trading of government bonds.
 - ii. Trading of bonds under repurchase/~~resale~~ agreements of ~~domestic~~ money market funds
- H. The amount of transactions in the preceding seven subparagraphs shall be calculated as follows. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with relevant regulations need not be counted toward the transaction amount.
- i. The amount of any individual transaction.
 - ii. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.
 - iii. The cumulative transaction amount of real property acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project

<p><u>property or right-of-use assets thereof</u> within the same development project within the preceding year.</p> <p>iv. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year</p> <p>Time limitation of information disclosure If the acquisition or disposal of assets by the Company reaches the standards of information disclosure specified in this Article, the Company shall publicly announce and report the relevant information on the FSC's designated website within 2 days commencing immediately from the date of occurrence of the event</p> <p>Public announcement and regulatory filing procedures</p> <p>A. The Company shall publicly announce and report the relevant information on the FSC's designated website.</p> <p>B. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>C. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days commencing immediately from the date of discovery.</p> <p>D. A public company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company headquarters, where they shall be retained for 5 years except where another act provides otherwise.</p>	<p>within the preceding year.</p> <p>iv. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>Time limitation of information disclosure If the acquisition or disposal of assets by the Company reaches the standards of information disclosure specified in this Article, the Company shall publicly announce and report the relevant information on the FSC's designated website within 2 days commencing immediately from the date of occurrence of the event</p> <p>Public announcement and regulatory filing procedures</p> <p>A. The Company shall publicly announce and report the relevant information on the FSC's designated website.</p> <p>B. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public-companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>C. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days commencing immediately from the date of discovery.</p> <p>D. A public company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company headquarters, where they shall be retained for 5 years except where another act provides otherwise.</p>	
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<p>E. 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 preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days commencing immediately from the date of occurrence of the event:</p> <ol style="list-style-type: none"> I. Change, termination, or rescission of a contract signed in regard to the original transaction. ii. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. iii. Change to the originally publicly announced and reported information. 	<p>E. 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 preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days commencing immediately from the date of occurrence of the event:</p> <ol style="list-style-type: none"> I. Change, termination, or rescission of a contract signed in regard to the original transaction. ii. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract. iii. Change to the originally publicly announced and reported information. 	
<p>Article 19 The limits of total amounts in acquisition real property for non-business use and securities should be as follows:</p> <ol style="list-style-type: none"> 1. The acquisition of real property by the Company for non-business use should not exceed 80% of this Company's total assets in the latest financial statements; the acquisition of real property for non-business use by each Subsidiary of this Company should not exceed 30% of the subsidiary's total assets in the latest financial statements. 2. The total amount of all long/short term security investments by the Company should not exceed 80% of this Company's total assets in the latest financial statements; the total amount of all long/short term security investments by each subsidiary of the Company should not exceed 50% of the subsidiary's total assets in the latest financial statements, however, this limitation does not apply for subsidiaries which engage in investment activities as its main business. 3. The amount of investment by the Company in each respective long-term security should not exceed 30% of this Company's total assets in the latest financial statements while 	<p>Article 14 The limits of total amounts in acquisition real property for non-business use and securities should be as follows:</p> <ol style="list-style-type: none"> 1. The acquisition of real property by the Company for non-business use should not exceed 80% of this Company's total assets in the latest financial statements; the acquisition of real property for non-business use by each Subsidiary of this Company should not exceed 30% of the subsidiary's total assets in the latest financial statements. 2. The total amount of all long/short term security investments by the Company should not exceed 80% of this Company's total assets in the latest financial statements; the total amount of all long/short term security investments by each subsidiary of the Company should not exceed 50% of the subsidiary's total assets in the latest financial statements, however, this limitation does not apply for subsidiaries which engage in investment activities as <u>an investment professional</u>. 3. The amount of investment by the Company in each respective long-term security should not exceed 30% of this Company's total assets in the latest financial statements while 	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause 2. Revise the wording to distinguish from the terms of "investment professional" specified in the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by the competent authority which only applies to financial industry.

<p>the amount of investment in each respective short-term security should not exceed 10% of this Company's total assets in the latest financial statements; the amount of investment by each Subsidiary of this Company in each respective security should not exceed 15% of the subsidiary's total assets in the latest financial statements, however, this limitation does not apply for subsidiaries which engage in investment activities as its main business.</p>	<p>the amount of investment in each respective short-term security should not exceed 10% of this Company's total assets in the latest financial statements; the amount of investment by each Subsidiary of this Company in each respective security should not exceed 15% of the subsidiary's total assets in the latest financial statements, however, this limitation does not apply for subsidiaries which engage in investment activities as <u>an investment professional</u>.</p>	
<p>Article 20 Acquisition or disposal of assets by the Company's Subsidiary should follow the procedures below:</p> <ol style="list-style-type: none"> 1. The Company shall supervise its Subsidiaries to establish relevant procedures for acquisition or disposal of assets in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies". Such procedures shall be approved by the subsidiary's Board of Directors and the Company, and become effective upon the approval of Shareholders' Meeting of the subsidiary. Any amendment is subject to the same procedures. Approval by the Company mentioned above means the approval process from the Company's financial department to the chairman. 2. Acquisition or disposal of assets by the Company's Subsidiary should follow the relevant procedures of the Company. 3. If the acquisition or disposal of assets by this Company's Subsidiary which is not a <u>domestic</u> public company reaches the reporting standard specified in Article 31 of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", the Company shall announce and report on behalf of such Subsidiary. 4. <u>The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing</u> 	<p>Article 15 Acquisition or disposal of assets by the Company's Subsidiary should follow the procedures below:</p> <ol style="list-style-type: none"> 1. The Company shall supervise its Subsidiaries to establish relevant procedures for acquisition or disposal of assets in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies". Such procedures shall be approved by the subsidiary's Board of Directors and the Company, and become effective upon the approval of Shareholders' Meeting of the subsidiary. Any amendment is subject to the same procedures. Approval by the Company mentioned above means the approval process from the Company's financial department to the chairman. 2. Acquisition or disposal of assets by the Company's Subsidiary should follow the relevant procedures of the Company. 3. If the acquisition or disposal of assets by this Company's Subsidiary which is not a public company reaches the reporting standard specified in Article 30 of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", the Company shall announce and report on behalf of such Subsidiary. 4. When referring "reaching 20 percent or more of paid-in capital, or 10 percent or more of the total assets" of the reporting standard of the Company's subsidiaries, paid-in capital and total assets are referred to the Company's amount. 	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. Revised the wordings in accordance with the amendment to the guideline of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by the competent authority.

<u>under Article 18.</u>		
<p>Article 21 The Procedures shall be complied strictly. The Company's persons-in-charge shall follow the Procedures in order to prevent this Company from incurring any losses. Should there be any violation of related regulations or the Procedures when persons-in-charge conducting any acquisition or disposal of assets, subsequent castigation is subject to the related Personnel Articles of this Company. Violations shall be proposed and handled as a special case under significant circumstances.</p>	<p>Article 16 The Procedures shall be complied strictly. The Company's persons-in-charge shall follow the Procedures in order to prevent this Company from incurring any losses. Should there be any violation of related regulations or the Procedures when persons-in-charge conducting any acquisition or disposal of assets, subsequent castigation is subject to the related Personnel Articles of this Company. Violations shall be proposed and handled as a special case under significant circumstances.</p>	Adjust the sequence of the clause.
<p>Article 22 Any matter not provided in these Procedures shall be conducted in accordance with relevant laws and regulations.</p>	<p>Article 17 Any matter not provided in these Procedures shall be conducted in accordance with relevant laws and regulations.</p>	Adjust the sequence of the clause.
<p>Article 23 The Procedures shall <u>be approved by more than half of all</u> audit committee members and then passed by the Board of Directors and the Shareholders' Meeting. <u>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.</u> <u>The terms "all Audit Committee members" in paragraph 1, 2 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u> When a revision of the Procedure matter is submitted for discussion by the board under the preceding rule, the opinion of each independent director shall be given a full consideration, and each independent director's explicit assenting or dissenting opinions and reasons for dissent shall be recorded in the board of directors meeting minutes.</p>	<p>Article 18 The Procedures shall be approved by the Audit Committee, the Board of Directors and the Shareholders' Meeting. Any amendment is subject to the same procedure. When a revision of the Procedure matter is submitted for discussion by the board under the preceding rule, the opinion of each independent director shall be given a full consideration, and each independent director's explicit assenting or dissenting opinions and reasons for dissent shall be recorded in the board of directors meeting minutes.</p>	<ol style="list-style-type: none"> 1. Adjust the sequence of the clause. 2. Revised the wordings in accordance with the amendment to the guideline of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" issued by the competent authority.

Sinyi Realty Inc.
Policies and Procedures for Financial Derivative Transactions
Comparison Table of Amendments

Clause	Amended articles	Original Articles	Description of amendment
Article 2	<p>(Principles and Guidelines)</p> <p>1. Instruments Financial derivatives referred herein are broadly defined as instruments that derive their value from the performance of <u>underlying forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded 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> The Company engaging in deposit trading of bonds shall comply with the Policies but engaging in transactions in bonds with repurchase agreements may not apply to the Policies.</p> <p>(.....)</p> <p>3. Authorization and delegation (.....)</p> <p>(3) Level of approval</p> <p>a. The daily amount of derivative transaction below USD 500 thousand shall be approved by the chief financial officer and the amount more than USD 500 thousand shall be approved by the president.</p> <p>b. The net accumulative contract amount below USD 1,500 thousand shall be approved by</p>	<p>(Principles and Guidelines)</p> <p>1. Instruments Financial derivatives referred herein are broadly defined as instruments that derive their value from the performance of underlying assets, interest or currency exchange rates, or other. Such instruments include swaps, options, futures, forwards, and various combinations thereof. The Company engaging in deposit trading of bonds shall comply with the Policies but engaging in transactions in bonds with repurchase agreements may not apply to the Policies.</p> <p>(.....)</p> <p>3. Authorization and delegation (.....)</p> <p>(3) Level of approval</p> <p>a. The daily amount of derivative transaction below USD 500 thousand shall be approved by the chief financial officer and the amount more than USD 500 thousand shall be approved by the president.</p> <p>b. The net accumulative contract amount below USD 1,500 thousand shall be approved by</p>	<p>1. Revise partial wordings to conform to the amendments to "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" announced by the competent authority.</p>

Clause	Amended articles	Original Articles	Description of amendment
	<p>the chief financial officer and the amount more than USD 1,500 thousand shall be approved by the president. The amount more than USD 10 million shall be approved by <u>more than half of the Audit Committee members</u> and then passed by the Board of Directors. <u>If the proposals would not be obtained approval of more than half of all Audit Committee members as required, 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 preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p> <p>(.....)</p>	<p>the chief financial officer and the amount more than USD 1,500 thousand shall be approved by the president. The amount more than USD 10 million shall be approved by the Audit Committee and then the board of directors.</p> <p>(.....)</p>	
Article 7	<ol style="list-style-type: none"> 1. Penalty Where the employees of the Company violate the Policies set forth, appropriate penalties shall be carried out in accordance with the relevant human resource management procedures and employees handbook of the Company. 2. Implementation and amendments The Policies, and any amendments to it, shall be implemented after the consent of the audit committee and be submitted to the board of directors for a resolution and then to the shareholders' meeting for approval. <u>The same of "Level of approval" applied to regulation listed in the Article 2 item 3(3) (b).</u> When the Company submits the Policies for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions; the independent directors' specific opinions of assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting. 	<ol style="list-style-type: none"> 1. Penalty Where the employees of the Company violate the Policies set forth, appropriate penalties shall be carried out in accordance with the relevant human resource management procedures and employees handbook of the Company. 2. Implementation and amendments The Policies, and any amendments to it, shall be implemented after the consent of the audit committee and be submitted to the board of directors for a resolution and then to the shareholders' meeting for approval. When the Company submits the Policies for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions; the independent directors' specific opinions of assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting. <p>Matters on which the Policies are silent shall be governed by the relevant law.</p>	Revise to conform to the amendments to "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" announced by the competent authority.

Clause	Amended articles	Original Articles	Description of amendment
	Matters on which the Policies are silent shall be governed by the relevant law.		

Attachment 9

Sinyi Realty Inc.

Details of the Background of the Nominated Candidates of Directors

Title	Name	Education	Main Working Experience	Positions at present	Shareholding
Director	Chou Chun-Chi	Bachelor, Dept. of Law, Chinese Culture University	General Manager of the Company	Chairperson of the Company Chairperson of Ke Wei Shanghai Real Estate Management Consulting Inc. Chairperson of An-Sin Real Estate Management Ltd. Director of An-Shin Real Estate Management Ltd. Supervisor of Kun Gee Venture Capital Co., Ltd. Director of Prospect Hospitality Co., Ltd. Executive Director of Commerce Development Research Institute Chairperson of Sinyi Culture Foundation	9,378,622
Director	Sinyi Co., Ltd. Representative: Chueh Chien-Ping	EMBA, Commerce Group, College of Management, National Taiwan University Bachelor, Dept. of Business Administration, National Cheng Kung University	General Manager of the Company	Vice Chairperson the Company CEO of Platform Business of the Company General Manager of the Company Chairperson of Shanghai Zhi Xin allograph Ltd.	210,238,285
Director	Sinyi Co., Ltd. Representative: Chou Wang Mei-Wen	EMBA, National Taiwan University of Science and Technology	Chairperson of the Company	Director of the Company Director of Ke Wei Shanghai Real Estate Management Consulting Inc. Director of An-Sin Real Estate Management Ltd. Director of An-Shin Real Estate Management Ltd. Chairperson of Sinyi Interior Design Co., Ltd. Director of Sinyi Culture Foundation	210,238,285

Title	Name	Education	Main Working Experience	Positions at present	Shareholding
				Director of Sinyi Charity Foundation	
Independent Director	Hong San-Xiong	Bachelor, Dept. of Law, National Taiwan University	Independent Director of Aurora Corporation Independent Director of China Steel Corporation Director of China Airlines Co., LTD. Chairperson of Waterland Financial Holdings Co., Ltd. Chairperson of International Bills Finance Corp. Chairperson of Taiwan Asset Management Corporation Chairperson of Taiwan Financial Asset Service Corporation	Director of Waterland Financial Holdings Co., Ltd. Chairperson of Waterland Securities Co., Ltd. Chairperson of Waterland Futures Co., Ltd.	-
Independent Director	Jan Hong-Tze	Bachelor, Dept. of Economic, National Taiwan University	General Manager and Editor in chief of Yuan-Liou Publishing Co., Ltd. Publisher of Business Weekly Publisher of Cite' Publishing Holding Ltd. PC Home Publisher of PC Home Publications Group. Lecturer, Dept. of Advertising, Chinese Culture University	Chairperson of PChome Online Inc. Chairperson of Eastern Online Co., Ltd Chairperson of Business Next Publishing Corp. Chairperson of iT Home Publications Inc. Chairperson of Site Inc. Chairperson of Linktel Inc. Chairperson of PChome eBay Co., Ltd. Director of Rakuya International Info. Co. Ltd. Chairperson of PChome Store Inc. Chairperson of PChomePay Inc. Chairperson of Pay and Link Inc. Chairperson of Yiabi Inc. Chairperson of Pi Mobile Technology Inc. Chairperson of PChome Japan KK Chairperson of Meet Digital Innovation Co., Ltd. Director of CDIB Innovation Advisors Corporation Limited Chairperson of Yin Te Lian International Info. Co. Ltd." Chairperson of Yun Tong Bao International Info. Co. Ltd."	-

Title	Name	Education	Main Working Experience	Positions at present	Shareholding
				Chairperson of Jhen Jin Lian International Info. Co. Ltd." Chairperson of Ruten Japan KK Chairperson of PChome Travel Inc. Chairperson of PayEasy Ltd. Chairperson of PChome Financial Technology Inc. Director of Neo In Style Corp. Chairperson of PU MA CO, Ltd. Chairperson of PChome Express Co., Ltd. Chairperson of Cornerstone Ventures Co., Ltd. Chairperson of Chunghwa PChome Fund 1 Co., Ltd. Chairperson of EOL social Co., Ltd.	
Independent Director	Yen Lou-Yu	Master, Dept. of Accounting, National Cheng Chi University Bachelor, Dept. of Accounting, National Cheng Kung University	Vice Chairperson and General Manager of Vincera Capital Chief Strategy Officer, Partnership of Customers and Market of Deloitte & Touche (China) Partnership of Deloitte & Touche (Taiwan) General Manager of Deloitte & Touche Management Consulting Accountant of Deloitte & Touche Independent Director of Crown Bioscience Inc.	Independent Director of Chunghwa Telecom Co. Ltd. Independent Director of Eslite Spectrum Corp. Ltd. Independent Director of ANZ (Taiwan) Bank Director of Social Enterprise Insights Corp. Legal Representative Director of Chinese Television Service Corp. Director of Alibaba Entrepreneurs Fund (Taiwan)	-
Independent Director	Lee Yi-Li	Master of Business Administration, Rutgers University BBA in Finance, National Taiwan University Graduated from Taipei Municipal First Girls' Senior High	Senior Vice President of Standard Chartered Bank (Taiwan) Limited, Global Enterprise Division Vice President, Credit Agricole Corporate and Investment Bank Manager of Citibank Taiwan LTD.	Vice Chairperson, Maywufa Co, Ltd. Director, PhytoHealth Corp. Director and CEO, AmCad BioMed Corp. Director, Broadsound Corp. Director of Maywufa Cosmetics (Shanghai) Ltd. Director, Taiwan Incubator SME Development Corporation Director of Lutna Corporation Supervisor, The Taiwan Bio Industry Organization	-

Title	Name	Education	Main Working Experience	Positions at present	Shareholding
		School			

Attachment 10

Sinyi Realty Inc.

1. List of the Companies Released from the Restriction of the Competitive Business

Name of director	Company and title when participating in competitive business	
Chou Chun-Chi	Ke Wei Shanghai Real Estate Management Consulting Inc.	Chairperson
	An-Sin Real Estate Management Ltd.	Chairperson
	An-Shin Real Estate Management Ltd.	Director
	H&B Realty Company	Shareholder
	Prospect Hospitality Co., Ltd.	Director
Sinyi Co., Ltd. Representative: Chou Wang Mei-Wen	Ke Wei Shanghai Real Estate Management Consulting Inc.	Director
	An-Sin Real Estate Management Ltd.	Director
	An-Shin Real Estate Management Ltd.	Director
	Sinyi Interior Design Co., Ltd.	Chairperson
Jan Hong-Tze	PChome Online Inc.	Chairperson
	PChome Japan KK	Chairperson
	PChome eBay Co., Ltd.	Chairperson
	PChome Store Inc.	Chairperson
	Rakuya International Info. Co. Ltd.	Director
	Business Next Publishing Corp.	Chairperson
	iT Home Publications Inc.	Chairperson
	Site Inc.	Chairperson
	Linktel Inc.	Chairperson
	PChomePay Inc.	Chairperson
	Eastern Online Co., Ltd	Chairperson
	Pay and Link Inc.	Chairperson
	EOL social Co., Ltd.	Chairperson
	Yiabi Inc.	Chairperson
	Pi Mobile Technology Inc.	Chairperson
	Meet Digital Innovation Co., Ltd.	Chairperson
	CDIB Innovation Advisors Corporation Limited	Director
	Yin Te Lian International Info. Co. Ltd." "	Chairperson
	Yun Tong Bao International Info. Co. Ltd.	Chairperson
	Jhen Jin Lian International Info. Co. Ltd."	Chairperson
	Ruten Japan KK	Chairperson
	PChome Financial Technology Inc.	Chairperson
	PayEasy Ltd.	Chairperson
	Neo In Style Corp.	Director
	PChome Travel Inc.	Chairperson
	PU MA CO, Ltd.	Chairperson
	PChome Express Co., Ltd	Chairperson
	Cornerstone Ventures Co., Ltd	Chairperson
Chunghwa PChome Fund 1 Co.,Ltd	Chairperson	
Lee Yi-Li	Maywufa Company Ltd.	Vice Chairman
	PhytoHealth Corp.	Director
	AmCad BioMed Corp..	Director and CEO