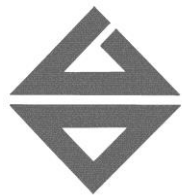


Stock Code: 1802



**台灣玻璃工業公司**  
**TAIWAN GLASS IND. CORP.**

## **Handbook for 2019 Annual Meeting of Stockholders**

June 19, 2019

玻 璃 工 業 貢 獻 社 會



(This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there is any inconsistency between the Chinese original and this translation, the Chinese version shall prevail.)

**TAIWAN GLASS IND. CORP.**  
**2019 Annual Meeting of Stockholders**

Table of Content	Page
1. Meeting Procedure	
2. Meeting Agenda	
Report Items	
1. 2018 Business Report	3
2. 2018 Audit Committee's Review Report and Independent Auditors' Report	7
3. 2018 Directors' and Employees' Remuneration Distribution Report	19
Ratification Item	
1. 2018 Annual Final Accounting Report	20
Approval Items	
1. 2018 Earning Distribution	29
2. Amendment to the Regulations Governing Acquisition and Disposal of Assets	30
3. Amendment to the Regulations Governing Financial Derivatives Transactions	39
4. Amendment to the Regulations Governing Making of Endorsements/Guarantees	41
5. Amendment to the Regulations Governing Loaning of Funds	43
Motions	
3. Appendix	
1. Number of Shares for All Directors	46
2. Earnings Distribution Approved by the Board of Directors	47
3. The Impact of Stock dividend Issuance on Business Performance and EPS	48
4. Articles of Incorporation of Taiwan Glass Industry Corporation	49

# **TAIWAN GLASS IND. CORP.**

## **Procedure for 2019 Annual Meeting of Stockholders**

1. Call the Meeting to Order
2. Chairman's Address
3. Report Items
4. Ratification Item
5. Approval Items
6. Motions
7. Adjournment

# **TAIWAN GLASS IND. CORP.**

## **Agenda for 2019 Annual Meeting of Stockholders**

Time: 09:00 a.m. on Wednesday, June 19, 2019

Location: 1F., No.207, Sec. 2, Tiding Blvd., Neihu Dist., Taipei City 114, Taiwan (R.O.C.)

Call the Meeting to Order

Chairman's Address

Report Items

1. 2018 Business Operation
2. 2018 Audit Committee's Review Report and Independent Auditors' Report
3. 2018 Directors' and Employees' Remuneration Distribution Report

Ratification Item

1. 2018 Annual Final Accounting Report

Approval Items

1. 2018 Earnings Distribution
2. Amendment to the Regulations Governing Acquisition and Disposal of Assets
3. Amendment to the Regulations Governing Financial Derivatives Transactions
4. Amendment to the Regulations Governing Making of Endorsements/Guarantees
5. Amendment to the Regulations Governing Loaning of Funds

Motions

Adjournment

## Rules of Procedure for Stockholders' Meeting

TGI Stockholder Meeting June 19, 2019

1. Attendance: Attending stockholders shall present attendance cards with represented shares clearly marked. Stockholders should be issued an official attendance card by the Company, and present original documents to attend the stockholders' meeting.
2. Call the meeting to order: The chairperson shall call the meeting to order at the time scheduled for the meeting. In the event that the meeting is attended by stockholders representing less than half of the total issued shares, the chairperson may announce a postponement of the meeting, however, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour.
3. Agenda : In the event that the stockholder meeting is convened by the Board of Directors, the agenda shall be worked out by the Board of Directors. The stockholder meeting shall be duly convened based on the arranged agenda, which shall not be changed unless duly resolved by the stockholder meeting. In the event that the stockholder meeting is convened by a convener beyond the Board of Directors, the provision set forth under the preceding paragraph may apply, mutatis mutandis. The chairperson shall not announce adjournment of the meeting until the agenda in the two preceding paragraphs is completed (including occasional (extemporaneous) motions) unless duly resolved in the meeting.
4. Speaking: An attending stockholder shall issue and submit a floor note before speaking at the stockholder meeting. The floor note shall expressly describe the subject of his or her opinions, his or her stockholder account number (or the code of the participation certificate), and his or her name so that the chairperson may fix the order of speaking. On the same issue, each stockholder shall not take the floor more than twice and a stockholder shall not speak more than five minutes for each round unless agreed upon by the chairperson. In the event that a juristic (corporate) person is entrusted to participate in a stockholder meeting, that juristic (corporate) person may appoint only one representative to participate in the meeting. In the event that a juristic (corporate) person stockholder appoints two or more representatives to participate in a stockholder meeting, only one representative may speak for the same issue. A stockholder who has submitted a floor note but does not speak is deemed to have not taken the floor. In the event that the actual contents of the stockholder's statement are found inconsistent with the entries of the floor note, the stockholder's spoken statement shall prevail. While an attending stockholder is taking the floor, other stockholder(s) shall not interrupt or interfere with the current floor unless agreed upon by the chairperson and the speaking stockholder. The chairperson shall stop an offender. After a stockholder speaks on the floor, the chairperson may answer either by himself or herself or through a designee.
5. Discussion: Any issue not for the motion shall not be discussed or vote. Chairperson may declare for stopping discussion in appropriate time. Chairperson may declare for stopping discussion to vote when necessary. In order to keep the order of the meeting place and smooth procedure, chairperson may stop discussion of the issue which is discussed enough after consulting other stockholders.
6. Vote: Unless otherwise provided for in law and company's articles of incorporation, decisions at the stockholder meeting shall be resolved by a majority vote of the stockholders attending the meeting. An issue is deemed to have been duly resolved after the chairperson enquires from all participants but no objection is heard. The validity of the decision so resolved is equally valid as a decision duly resolved through the balloting process. One vote right for one share. The recording procedure of issues of stockholder meetings shall be processing publicly in stockholder meetings. In the event that an amendment or a substitute comes out of the same issue, the chairperson shall fix the order of balloting in consolidation with the original issue. When one among them is duly resolved, other issue(s) is (are) deemed to have been vetoed and no voting process is required. The ballot inspector(s) and ballot recorder(s) of issues in stockholder meeting shall be appointed by the chairperson, and the ballot inspector(s) shall be selected from the stockholders.
7. Order of Meeting Place: The rectification (or security) personnel shall wear the "rectification officer" arm-band. The chairperson may instruct the rectification (or security) personnel to help maintain order of the meeting. All present stockholders are obliged to comply with the instruction of chairperson and the rectification (or security) personnel. In the event that a stockholder violates the order of meeting place, chairperson or the rectification (or security) personnel has to take action to stop him or her and ask him or her to leave.
8. Implement: Any matters insufficiently provided for herein shall be subject to the Company Law, Securities Exchange Act, and other laws and regulations concerned. These Rules and any amendments hereof shall be put into enforcement after being resolved at the stockholder meeting.

# Report Item 1.

## 2018 Business Report

Report of Business

TGI Stockholder Meeting June 19, 2019

### Production Report:

Type	Territory	Contents	Yearly Output Thousand MT
Flat Glass	Taiwan	<ul style="list-style-type: none"> <li>1 production line of flat glass in Taichung Factory</li> <li>1 production line of flat glass in Lukang Factory</li> <li>1 production line of ultra-thin glass in Taichung Factory</li> <li>Subtotal 3 production lines of flat glass</li> </ul>	279 (-8.9%)
	China	<ul style="list-style-type: none"> <li>12 production lines of flat glass in Kunshan, Chengdu, Tianjin, Dongguan, Qingdao, Donghai, Xianyang and Anhui Factories</li> <li>1 production line of Photovoltaic glass in Fujian Factory</li> <li>Subtotal 13 production lines of flat glass</li> </ul>	2,916 (+4.0%)
Fiberglass Fabric & Fiberglass Reinforced	Taiwan	<ul style="list-style-type: none"> <li>2 production lines of fiber glass in Taoyuan Factory</li> <li>2 production lines of fabric glass in Lukang Factory</li> <li>Subtotal 4 production lines</li> </ul>	81 (+24.0%)
	China	<ul style="list-style-type: none"> <li>4 production lines of fabric glass in Kunshan Factory</li> <li>1 production line of fabric glass in Chengdu Factory</li> <li>Subtotal 5 production lines</li> </ul>	54 (-2.4%)
Container, Tableware Kitchenware	Taiwan	<ul style="list-style-type: none"> <li>7 production lines of container, tableware and kitchenware glass in Hsinchu Factory</li> </ul>	142 (-1.6%)
Autoglass	Taiwan	<ul style="list-style-type: none"> <li>Production line of automotive glass in Taichung Factory</li> </ul>	8 (-17.2%)
	China	<ul style="list-style-type: none"> <li>Production line of automotive glass in Yancheng Factory</li> </ul>	11 (+17.7%)
Total		-	3,491 (+2.8%)

### Sales Report:

Type	Territory	Sales Volume		Sales Amount	
		Thousand MT	Compared with 2017	NT\$ Million	Compared with 2017
Flat Glass	Taiwan	273	(-6.4%)	4,038	(-5.5%)
	China	3,109	(+3.5%)	29,078	(+9.9%)
	Subtotal	3,382	(+2.6%)	33,116	(+7.8%)
				<b>= US\$ 1,098mil</b>	<b>Percentage of group's turnover 67.8%</b>
Fiberglass Fabric & Fiberglass Reinforced	Taiwan	69	(-0.1%)	4,890	(-8.8%)
	China	70	(-5.9%)	6,286	(-3.3%)
	Subtotal	139	(-3.1%)	11,176	(-5.8%)
				<b>= US\$ 371mil</b>	<b>Percentage of group's turnover 22.9%</b>
Container, Tableware and Kitchenware	Taiwan	145	(+2.1%)	3,468	(+2.5%)
				<b>= US\$ 115mil</b>	<b>Percentage of group's turnover 7.1%</b>
Autoglass	Taiwan	8	(-12.7%)	568	(-11.3%)
	China	11	(+13.8%)	486	(+8.8%)
	Subtotal	19	(+1.1%)	1,054	(-3.0%)
				<b>= US\$ 35mil</b>	<b>Percentage of 2.2%</b>

					<b>group's turnover</b>
Total	3,685	(+2.4%)	48,814	(+3.7%)	
			<b>= US\$ 1,619mil</b>	<b>Domestic 83%</b>	<b>Export 17%</b>
Merge Reversal	-	-	(2,723)		
Total after offset	-	-	46,091	(+2.7%)	
			<b>= US\$ 1,529mil</b>		

#### Financial Report:

1. In the second half of 2018, overproduction of the market and rising raw material prices brought decreased sales volume and product prices and led to slight declines in gross profit. Furthermore, TG's overall profit is lower than it in 2017 because of the US-China trade conflict, exchange rate fluctuations and foreign exchange losses.

2. Unit: NT\$ thousand

Title	2018	2017	Comparison% 2018/2017
Operating Revenue	46,091,494	44,869,581	2.7 %
Operating Income	2,323,574	2,640,535	(12.0)%
Net Income before Tax	1,554,665	2,390,795	(35.0)%
Net Income after Tax	1,031,980	2,175,745	(52.6)%
Net Income after Tax Attributable to Stockholders of the Parent	1,066,286	2,123,773	(49.8)%

Status of Budget implement: Unit: NT\$ thousand

Title	2018 Budget (*)	2018 Amount	Proportion
Operating Revenue	50,000,000	46,091,494	92.2%
Net Income before Tax	3,315,000	1,554,665	46.9%
Net Income after Tax Attributable to Stockholders of the Parent	2,706,000	1,066,286	39.4%

\*Note: it refers to inner budget with unpublished financial projections

#### Analysis of Profitability:

Title	2018	2017
Return on Total Assets (ROA)	1.90 %	3.30 %
Return on Stockholder's Equity (ROE)	2.12 %	4.49 %
Ratio of Operating Income to Paid-in Capital	7.99 %	9.08 %
Ratio of Income before Tax to Paid-in Capital	5.35 %	8.22 %
Profit margin	2.24 %	4.85 %
EPS (adjusted retroactive)	NTD 0.37	NTD 0.73

#### 2019 Annual Business Plan Outline:

#### Strategy of Business Running:

This year is TGI's 55<sup>th</sup> anniversary since establishment. Special thanks to our stockholders, dealers, suppliers, and employee for their long-term support and contribution to TG. We will continue to optimize corporate governance, pay attention to professional managers, innovative technology, and talent cultivation, enhance risk management of industrial safety, invest in environmental equipment, fulfill corporate social responsibilities, and create maximum profits for stockholders and employee.

## Brief of Technology and R&D:

In 2018, TG continued to improve its production technologies to increase the capacity of 0.33mm ultra-thin glass from 36,000m<sup>2</sup>/day of 2017 to 48,000 m<sup>2</sup>/day, an increase of 35%. Our goal in 2019 is to develop medium aluminum ultra-thin glass which is alumina content increased. Compare with sodalime glass, the medium aluminum glass has increased mechanical strength and weather resistance as well as extended ion exchange rate and depth during the chemical strengthening process to meet demand for thinner and higher strength for display devices in the future. The ultra-thin glass is also supplied to manufacturers of automotive electronic equipment. Through combining sensor technology with auto-dimming rearview mirrors, high-grade glass for automatic anti-glare rearview mirror products were developed. Moreover, the manufacturing process and quality inspection ability was improved to achieve clients' demands for higher flatness of glass surface. The manufacturing process and quality have now obtained the certification of clients, and will be widely applied to the major global automotive companies.

In raw flat glass manufacturing, TGI has redoubled efforts to improve quality and cost efficiency by reducing the color-change time, and evaluating to add glass collecting machines to increase the collecting rate of ultra-large flat glass. Meanwhile TGI has invested in Solar Photovoltaic cover glass, solar mirror glass, Double Low-E glass, and actively develops more high-performance Triple Low-E coated glass products.

As the age of 5G is approaching, the demand for high-speed and high-frequency laminate has increased steadily. TGI continues to expand production lines of low dielectric constant fiberglass fabric and develops 4μm ultra-fine fiberglass to extend product applications. To cope with downstream thin FRP products, TGI developed flat CS fiberglass to use in high-fiberglass products for decreasing warps substantially. TGI also makes use of Roving products which are certificated by DNV GL on the application of wind power generation in response to the issues of global environmental protection and energy saving & carbon reduction.

## Prospects of Operating:

In the first half of 2018, the domestic and international demands raised the economy of Taiwan. In the second half of 2018, the rising Fed rate brought the rebound of the USD, and high export base period as well as US-China trade conflict slowed the economy. In addition, Brexit is postponed, and GDP of Mainland China in 2018 hit a record low with 6.6%. With the possibility of an economy downturn in 2019, the International Monetary Fund (IMF) has lowered the global GDP growth prediction to 3.3%. Institutes in Taiwan have also forecasted that the domestic economy growth in this year will be lower than in last year. From this spring, the US-China trade conflict has eased. In addition, the Fed's announcement of stabilizing interest rate, and the homecoming of Taiwanese enterprises could have positive effect for the economy in 2019.

The rise of global economy brought TGI's growth in first and second quarter of 2018. However, excess market capacity and rising raw material prices led to lower operating gross profit. Although the corporate business achievement of whole year is not better than it was in 2017, we still maintained a certain profit performance. TGI's consolidated net income before tax achieved NTD1.55 billion. We make a brief report by product lines as follows.

In flat glass, under the situation of inactive real estate in Taiwan, the quantity of domestic demands only stayed level. Besides continuing to produce high added value products and enhancing after-service by combining clients' demands, we appealed to the Government for pushing adaptation of Low-E energy saving glass to reduce power consumption of air conditioner, responding to the stage of energy transition and adjustment of power supply of Taiwan.



In ultra-thin glass, it continues to be sold to the markets of Europe and America, India and Vietnam. We cooperate with customers to develop new products and ensure the products will comply with quality standard of the industry can be supplied, and increase product sales volume.

The sales volume of flat glass in Mainland China markets was increased. The market faces strict environmental regulations and emission reduction measures, and continues to consolidate supply-wise. However, the overproduction still exists. Since this April, the VAT rate of China enterprises has been adjusted from 16% to 13%, meanwhile, the general industrial oil and gas price and five social insurance and one housing fund are decreased to effectively reduce the production cost of enterprises. All TGI's subsidiaries in Mainland China comply with the environmental standard, carry out the control of risk and industrial safety. TGI fully uses its flexible capacity and inventory to optimize its industrial structure by forbidding adding new capacity strictly, and supervise the backward production capacity.

In fiberglass, the Electronic Fiberglass Fabric suffered a mild correction last year. TGI is self-sufficient on raw material and production, that it, we still have the advantage of competition on cost. Taichia Bengbu Glass Fiber Co., Ltd. in Anhui of China started production this March. It is predicted to reach full capacity in second quarter of this year with yearly capacity of 35 thousand tons. Nowadays, emerging technology applications, IoT, and automotive electronics industry are still under rapid growth. TGI continues to strive for orders to enter the high-end customer supply chain.

For FRP, TG Taoyuan Factory has signed an agreement for technology cooperation, manufacturing and supply with Owens Corning, and obtained the most advanced fiberglass formulation and technology in the world. The equipment is promoted in second quarter of this year to help cut production costs efficiently. Comparing with the traditional steel material, it has more flexibility to be designed, processed and recycled. These advantages meet energy saving and environmental trends.

In container, tableware and kitchenware glass, two tableware production lines of TS-6 in Hsinchu Factory were replaced by IS M/C equipment to produce container glass. Through transferring effect of US-China trade competition, we actively achieved higher priced orders from America. It is expected to start production in July of this year with yearly capacity 8,000 tons.

In our private brand, TGI cooperated with Fukasawa Naoto, who is a Japanese artist of industrial design, to plan and design our private brand "TG". First batch of products is in minimalist and elegant style, injecting new ideas into Taiwan's life aesthetics.

Shihlien Chemical Industrial Jiangsu Co., Ltd. (SCJ) reached full production and sales and the price of soda ash and ammonium chloride were increased in 2018. Its consolidated income before tax was USD13 million, and its predicted yearly capacity of this year could reach 1.1million tons. With regard to Pharmaceutical sodium chloride, we have obtained the GMP certification of China in September, 2018. The medical-grade equipment products have begun to ship, and the medical pharmaceutical grade products are undergoing examination, review and negotiation of OEM cooperation.

#### Important Sales Policy:

- |                          |                        |                           |
|--------------------------|------------------------|---------------------------|
| 1. Innovative Technology | 2. Excellent Quality   | 3. Cost Efficiency        |
| 4. Reasonable Price      | 5. Product Development | 6. Comprehensive Services |

## Report Item 2.

### 2018 Audit Committee's Review Report and Independent Auditors' Report

2018 annual final accounting report has been reviewed by Audit Committee. The audit committee's review report and independent auditors' report are as follows.

#### Audit Committee's Review Report

The 2018 financial report, compiled by the board of directors, had been examined by CPA with issuing auditor's reports. Furthermore, the operation report and profit distribution report had been examined by our Audit Committee without any irregularities. According to Company Law, Article 219, this report is hereby submitted to 2019 Annual Meeting of Stockholders for perusal.

Convener of Audit Committee: Lin, Fong-Cheng  
March 18, 2019

## **Independent Auditors' Report Translated from Chinese**

To Taiwan Glass Industrial Corporation

### **Opinion**

We have audited the accompanying balance sheets of Taiwan Glass Industrial Corporation (the "Company") as of December 31, 2018 and 2017, and the related statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2018 and 2017, and notes to the financial statements, including the summary of significant accounting policies (collectively "the financial statements").

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and their financial performance and cash flows for the years ended December 31, 2018 and 2017, in conformity with the requirements of 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. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the 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 Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

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

### Valuation of Inventories

As of December 31, 2018, the Company's net inventories amounted to NT\$3,143,647 thousand, which is relatively material for the financial statements. The Company is engaged in the manufacturing, processing and sale of various glasses which have a wide range of applications in various sectors such as construction, electronics and consumer products industries. Considering the fact that identification of slow-moving inventories and the assessment of the amount of inventory write-downs require significant management judgement based on market demands, we determined this a key audit matter.

Our audit procedures included, but not limited to, assessing the appropriateness of the accounting policies of evaluating slow-moving and obsolete inventories, including analyzing the ratio of allowance of inventory valuation and obsolescence losses and the net realizable value used; understanding and testing the internal controls established by management with respect to the valuation of inventories, including the calculation of net realizable value; sample testing the accuracy of net realizable value used by management; vouching samples to verify accuracy of inventory aging.

We also assessed the adequacy of disclosures of inventories. Please refer to Notes 5 and 6 to the Company's financial statements.

### Revenue Recognition

The operating revenues recognized by the Company amounted to NT\$12,561,584 thousand for the year ended December 31, 2018. Reflecting different market demands, trade terms of different contracts varied, along with the fact that some of the sales orders included delivery services, management needed to review the sales orders or contracts to determine the performance obligations and the time of their satisfaction, there is a significant risk in revenue recognition. Therefore, we considered this a key audit matter.

Our audit procedures included, but not limited to, assessing the appropriateness of the accounting policy of revenue recognition; evaluating and testing the operating effectiveness of internal controls with respect to revenue recognition; selecting samples to perform tests of details and reviewing significant terms and conditions of contracts to verify reasonableness of the timing of revenue recognition; confirming significant account receivable balance by sending confirmation letters; selecting samples of transactions from either side of balance sheet date, vouching them to supporting evidences and reviewing significant subsequent sales return or discounts transactions to ensure the reasonableness of the timing of revenue recognition.



We also assessed the adequacy of disclosures of operating revenues. Please refer to Notes 4 and 6 to the Company's financial statements.

### **Emphasis of Matter – Applying for New Accounting Standards**

As stated in Note 3 of the Company's financial statements, the Company adopted the International Financial Reporting Standard 9, "Financial Instruments" and 15, "Revenue from Contracts with Customers" on January 1, 2018 and elected not to restate the Company's financial statements for prior periods.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the requirements of 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the ability to continue as a going concern of the Company, 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 audit committee, are responsible for overseeing the financial reporting process of the Company.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

1. Identify and assess the risks of material misstatement of the 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 internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 auditor's 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 financial statements, including the accompanying notes, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the 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 2018 financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Hsiao, Tsui-Hui  
Fuh, Wen-Fang

Ernst & Young, Taiwan  
March 18, 2019

Notice to Readers

*The accompanying financial statements are intended only to present the financial position, results of operations 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 accepted and applied in the Republic of China.*

*Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.*



## **Independent Auditors' Report Translated from Chinese**

To Taiwan Glass Industrial Corporation

### **Opinion**

We have audited the accompanying consolidated balance sheets of Taiwan Glass Industrial Corporation (the “Company”) and its subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2018 and 2017, and notes to the consolidated financial statements, including the summary of significant accounting policies (collectively “the consolidated financial statements”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2018 and 2017, and their consolidated financial performance and cash flows for the years ended December 31, 2018 and 2017, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

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



## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2018 consolidated financial statements. 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.

### Impairment Valuation of Non-financial assets

As of December 31, 2018, the Company and its subsidiaries' property, plant and equipment amounted to NT\$50,832,520 thousand, which is relatively material for the consolidated financial statements. Due to the market and economic outlook fluctuations in recent years, some operating units operated in losses which indicated that assets may be impaired. Therefore, the management performed impairment test on related cash-generating units and recognized impairment losses of NT\$376,672 thousand based on test results. As the estimation of the recoverable amount of the related cash-generating unit requires significant management judgment, we determined this a key audit matter.

Our audit procedures included, but not limited to, obtaining underlying data of the recoverable amount provided by management (including real estate and equipment valuation report) and related assumptions; assessing the appraiser's professional competency, experience and reputation in the related field; using the internal expert's work to assist us in considering and reviewing the method used by the appraiser's valuation and its estimation process; assessing whether the reasonable value in the current real estate market were evaluated based on reasonable and supported assumptions; verifying that the source of the assessment report is relevant and reliable.

We also assessed the adequacy of disclosures of property, plant and equipment. Please refer to Notes 5 and 6 to the Company's consolidated financial statements.

### Valuation of Inventories

As of December 31, 2018, the Company and its subsidiaries net inventories amounted to NT\$8,851,263 thousand, which is relatively material for the consolidated financial statements. The Company and its subsidiaries are engaged in the manufacturing, processing and sale of various glasses which have a wide range of applications in various sectors such as construction, electronics and consumer products industries. Considering the fact that identification of slow-moving inventories and the assessment of the amount of inventory write-downs require significant management judgement based on market demands, we determined this a key audit matter.

Our audit procedures included, but not limited to, assessing the appropriateness of the accounting policies of evaluating slow-moving and obsolete inventories, understanding and testing the internal controls established by management with respect to the valuation of inventories, including the calculation of net realizable value; sample testing the accuracy of the net realizable values used by management; vouching samples to verify accuracy of inventory aging.

We also assessed the adequacy of disclosures of inventories. Please refer to Notes 5 and 6 to the Company's consolidated financial statements.

#### Revenue Recognition

Operating revenues recognized by the Company and its subsidiaries amounted to NT\$46,091,494 thousand for the year ended December 31, 2018. Reflecting different market demands, trade terms of different contracts varied, along with the fact that some of the sales orders included delivery services, management needed to review the sales orders or contracts to determine the performance obligations and the time of their satisfaction, there is a significant risk in revenue recognition. Therefore, we considered this a key audit matter.

Our audit procedures included, but not limited to, assessing the appropriateness of the accounting policy of revenue recognition; evaluating and testing the operating effectiveness of internal controls with respect to revenue recognition; selecting samples to perform tests of details and reviewing significant terms and conditions of contracts to verify reasonableness of the timing of revenue recognition; confirming significant account receivable balance by sending confirmation letters; selecting samples of transactions from either side of balance sheet date, vouching them to supporting evidences and reviewing significant subsequent sales return or discounts transactions to ensure the reasonableness of the timing of revenue recognition.

We also assessed the adequacy of disclosures of operating revenues. Please refer to Notes 4 and 6 to the Company's consolidated financial statements.

#### **Emphasis of Matter – Applying for New Accounting Standards**

As stated in Note 3 of the Company's consolidated financial statements, the Company and its subsidiaries adopted the International Financial Reporting Standard 9, "Financial Instruments" and 15, "Revenue from Contracts with Customers" on January 1, 2018 and elected not to restate the Company's consolidated financial statements for prior periods.



## **Other Matter**

We have audited and expressed an unqualified opinion with emphasis of matter on the parent company only financial statements of the Company as of and for the years ended December 31, 2018 and 2017.

## **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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

## **Auditor's 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 auditor's 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.
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 ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries 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 2018 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Hsiao, Tsui-Hui  
Fuh, Wen-Fang

Ernst & Young, Taiwan  
March 18, 2019

Notice to Readers

*The accompanying consolidated financial statements are intended only to present the financial position, results of operations 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 accepted and applied in the Republic of China.*

*Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.*

## Report Items 3.

### 2018 Directors' and Employees' Remuneration Distribution Report

According to Articles of Incorporation, Article 26, TGI's net income before tax of 2018 is NT\$1,111,899,062. The remunerations of directors and employees are as follows:

Remuneration of Directors = NT\$17,194,315 for 14 points. Each point is NT\$1,228,165.

Remuneration of Employees = NT\$17,194,315 by cash.

## Ratification Item

( Motion from TGI Board of Directors )

### 2018 Annual Final Accounting Report

Business Operation Report please refers to Report Item 1. The Consolidated and Parent Company Only Income Statements, Balance Sheet, Statement of Changes in Equity and Cash Flow Statement are as follows.

#### **Resolution:**

English Translation of Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION  
PARENT COMPANY ONLY BALANCE SHEETS  
December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars)

	As of December 31,		As of December 31,	
	2018	2017	2018	2017
ASSETS	LIABILITIES AND EQUITY			
<b>Current assets</b>	<b>Current liabilities</b>			
Cash and cash equivalents	\$584,331	\$1,087,997	\$1,900,000	\$300,000
Notes receivable, net	167,377	205,728	3,294,570	2,196,039
Accounts receivable, net	1,145,522	1,363,733	722,780	-
Other receivables, net	204,986	321,556	803,267	803,993
Current income tax assets	8,371	8,371	705,131	756,533
Inventories, net	3,143,647	2,393,525	65,043	-
Prepayments	631,172	687,563	1,453	846,625
Other current assets	4,559	796	5,251,607	1,866,027
<b>Total current assets</b>	<b>5,889,965</b>	<b>6,069,269</b>	<b>17,837</b>	<b>82,443</b>
			<b>12,762,688</b>	<b>6,851,660</b>
<b>Non-current assets</b>	<b>Non-current liabilities</b>			
Financial assets at fair value through other comprehensive income - non-current	263,332	-	6,233,333	9,092,273
Available-for-sale financial assets - non-current	-	264,232	294,147	280,653
Investments accounted for using the equity method	42,340,992	40,606,960	413,265	40,577
Property, plant and equipment	15,072,246	15,129,080	791	803
Deferred tax assets	344,928	204,869	6,941,536	9,414,306
Other non-current assets	38,241	30,816	19,704,224	16,265,966
<b>Total non-current assets</b>	<b>58,059,739</b>	<b>56,235,957</b>		
			<b>29,080,608</b>	<b>29,080,608</b>
			<b>1,925,218</b>	<b>1,921,575</b>
			<b>5,829,135</b>	<b>5,616,758</b>
			<b>5,102,550</b>	<b>5,102,550</b>
			<b>4,973,947</b>	<b>6,046,802</b>
			<b>15,905,632</b>	<b>16,766,110</b>
			<b>(2,551,354)</b>	<b>(1,615,309)</b>
			<b>(114,624)</b>	<b>-</b>
			<b>-</b>	<b>(113,724)</b>
			<b>(2,665,978)</b>	<b>(1,729,033)</b>
			<b>44,245,480</b>	<b>46,039,260</b>
			<b>\$63,949,704</b>	<b>\$62,305,226</b>
<b>Total assets</b>	<b>\$63,949,704</b>	<b>\$62,305,226</b>		
			<b>Total liabilities and equity</b>	

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



English Translation of Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
For the years ended December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars Except Earnings Per Share Information)

	For the years ended December 31,	
	2018	2017
<b>Operating revenues</b>	\$12,561,584	\$13,173,276
<b>Operating costs</b>	(10,811,575)	(10,780,253)
<b>Gross profit</b>	1,750,009	2,393,023
Unrealized intercompany profit	24,547	(7,913)
Realized intercompany profit	7,913	10,410
<b>Net gross profit</b>	1,782,469	2,395,520
<b>Operating expenses</b>		
Selling and marketing expenses	(1,684,256)	(1,715,112)
General and administrative expenses	(273,636)	(250,769)
Research and development expenses	(92,818)	(90,601)
Expected credit losses and gain	292	-
Subtotal	(2,050,418)	(2,056,482)
Net amount of other revenues and gains and expenses and losses	25,417	36,960
<b>Operating (losses) income</b>	(242,532)	375,998
<b>Non-operating income and expenses</b>		
Other income	226,266	221,102
Other gains and losses	(14,110)	(210,412)
Financial costs	(241,207)	(228,907)
Share of income of subsidiaries, associates and joint ventures for under equity method	1,383,482	2,015,335
Subtotal	1,354,431	1,797,118
<b>Income from continuing operations before income tax</b>	1,111,899	2,173,116
<b>Income tax expenses</b>	(45,613)	(49,343)
<b>Net income from continuing operations</b>	1,066,286	2,123,773
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified subsequently to profit or loss:</b>		
Remeasurement of defined benefit obligation	(390,304)	220,241
Unrealized gain on valuation of investments in equity instruments measured at fair value through other comprehensive income	(900)	-
Share of other comprehensive loss of subsidiaries, associates and joint ventures for under equity method	(3,358)	(3,928)
Income tax related to items that will not be reclassified subsequently to profit or loss	101,650	(37,441)
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Unrealized gain on available-for-sale financial assets	-	54,855
Share of other comprehensive loss of subsidiaries, associates and joint ventures for under equity method	(932,623)	(369,060)
Income tax related to items that may be reclassified subsequently to profit or loss	-	-
<b>Total other comprehensive income, net of tax</b>	(1,225,535)	(135,333)
<b>Total comprehensive income</b>	<u><u>\$(159,249)</u></u>	<u><u>\$1,988,440</u></u>
<b>Earnings per share( NT\$)</b>		
Earnings per share-basic	<u><u>\$0.37</u></u>	<u><u>\$0.73</u></u>
Diluted earnings per share	<u><u>\$0.37</u></u>	<u><u>\$0.73</u></u>

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

English Translation of Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
For the years ended December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars)

	Capital	Additional Paid-in Capital	Legal Reserve	Special Reserve	Unappropriated Retained Earnings	Exchange Differences on Translation of Foreign Operations	Unrealized Gains and Losses on Financial Assets at Fair Value through Other Comprehensive Income	Unrealized Gains or Losses on Available-for-sale Financial Assets	Total Equity
Balance as of January 1, 2017	\$29,080,608	\$1,918,910	\$5,616,758	\$5,102,550	\$3,787,706	\$(1,241,289)	\$-	\$(168,579)	\$44,096,664
Net income in 2017					2,123,773				2,123,773
Other comprehensive income, net of tax in 2017					178,872	(369,060)		54,855	(135,333)
Total comprehensive income	-	-	-	-	2,302,645	(369,060)		54,855	1,988,440
Increase (decrease) through changes in ownership interests in subsidiaries		2,665				(4,960)			(2,295)
Decrease through changes in associates accounted for using equity method					(43,549)				(43,549)
Balance as of December 31, 2017	29,080,608	1,921,575	5,616,758	5,102,550	6,046,802	(1,615,309)	(113,724)	(113,724)	46,039,260
Effects of retrospective application and retrospective restatement							(113,724)	113,724	
Adjusted balance as of January 1, 2018	29,080,608	1,921,575	5,616,758	5,102,550	6,046,802	(1,615,309)	(113,724)	-	46,039,260
Appropriations and distributions of 2017 earnings:									
Legal reserve			212,377		(212,377)				-
Cash dividends					(1,454,030)				(1,454,030)
Net income in 2018					1,066,286				1,066,286
Other comprehensive income, net of tax in 2018					(292,012)	(932,623)	(900)		(1,225,535)
Total comprehensive income	-	-	-	-	774,274	(932,623)	(900)	-	(159,249)
Increase (decrease) through changes in ownership interests in subsidiaries		3,643				(3,422)			221
Decrease through changes in associates accounted for using equity method					(180,722)				(180,722)
Balance as of December 31, 2018	\$29,080,608	\$1,925,218	\$5,829,135	\$5,102,550	\$4,973,947	\$(2,551,354)	\$(114,624)	\$-	\$44,245,480

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

English Translation of Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
For the years ended December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2018	2017
Cash flows from operating activities:		
Net income before tax	\$1,111,899	\$2,173,116
Adjustments to reconcile net income before tax to net cash provided by operating activities:		
Depreciation (including investment property)	1,188,429	1,178,256
Amortization	3,391	157
Expected credit losses and gains	(292)	-
Interest expenses	241,207	228,907
Interest income	(2,594)	(11,874)
Dividend income	(13,998)	(11,829)
Share of income of subsidiaries, associates and joint ventures	(1,383,482)	(2,015,335)
Gains on disposal of property, plant and equipment	(25,417)	(36,960)
Loss on disposal of investment	86	-
Loss on impairment of financial assets	-	8,250
Unrealized intercompany (losses) profit	(24,547)	7,913
Realized intercompany profit	(7,913)	(10,410)
Changes in assets and liabilities:		
Notes receivable	38,351	(13,264)
Accounts receivable	218,503	(161,737)
Other receivable	116,570	916,622
Inventories	(750,122)	31,909
Prepayments	56,391	(347,337)
Other current assets	(3,763)	1,563
Contract liabilities	(188,352)	-
Accounts payable	(726)	(147,693)
Other payables	(54,110)	66,669
Advanced receipts	(1,343)	225,143
Other current liabilities	2,697	5,550
Net defined benefit liability	(17,616)	(12,597)
Cash generated from operations	503,249	2,075,019
Interests received	2,594	16,889
Dividends received	21,998	15,829
Interests paid	(241,258)	(229,657)
Income tax paid	(5,485)	(17,225)
Net cash provided by operating activities	281,098	1,860,855
Cash flows from investing activities:		
Proceeds from disposal of available-for-sale financial assets	-	1,381
Acquisition of investments accounted for using the equity method	(1,434,796)	(2,068,072)
Proceeds from disposal of subsidiaries	18,172	-
Acquisition of property, plant and equipment, excluding capitalized borrowing costs	(1,136,432)	(863,470)
Capitalized borrowing costs from self-constructed assets	(12,388)	(6,941)
Proceeds from disposal of property, plant and equipment	13,569	3,587
Increase in refundable deposits	(2,274)	(1,143)
Acquisition of intangible assets	(3,276)	(500)
Net cash used in investing activities	(2,557,425)	(2,935,158)
Cash flows from financing activities:		
Increase in short-term loans	1,600,000	-
Decrease in short-term loans	-	(300,000)
Increase in short-term bills payable	11,250,000	11,200,000
Decrease in short-term bills payable	(10,150,000)	(10,350,000)
Proceeds from long-term loans	3,810,000	3,850,000
Repayments of long-term loans	(3,283,360)	(3,243,360)
Decrease in deposits-in	(12)	(642)
Cash dividends	(1,453,967)	(817)
Net cash provided by financing activities	1,772,661	1,155,181
Net (decrease) increase in cash and cash equivalents	(503,666)	80,878
Cash and cash equivalents, at beginning of the year	1,087,997	1,007,119
Cash and cash equivalents, at end of the year	\$584,331	\$1,087,997

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars)

ASSETS	As of December 31,		LIABILITIES AND EQUITY	
	2018	2017	2018	2017
<b>Current assets</b>			<b>Current liabilities</b>	
Cash and cash equivalents	\$4,707,247	\$5,115,837	Short-term loans	\$7,040,660
Financial assets at fair value through profit or loss - current	478,859	683,936	Short-term bills payable	3,295,570
Financial assets at amortized cost - current			Contract liabilities - current	960,526
Contract assets - current	30,714	-	Notes payable	69,429
Debt instrument investment for which no active market exists	395,754	-	Accounts payable	3,024,749
Notes receivable, net	-	59,208	Other payables	3,070,769
Accounts receivable, net	4,955,530	3,663,328	Current income tax liabilities	169,938
Other receivables, net	4,521,147	6,060,099	Advanced receipts	1,148
Current income tax assets	214,602	144,653	Current portion of long-term loans	5,594,435
Inventories, net	28,840	22,312	Other current liabilities	24,736
Prepayments	8,851,263	7,386,190	<b>Total current liabilities</b>	<b>23,251,960</b>
Other current financial assets	1,869,832	1,791,249		
Other current assets	165,766	220,284	<b>Non-current liabilities</b>	
<b>Total current assets</b>	<b>26,225,853</b>	<b>25,148,319</b>	Long-term loans	11,547,246
			Deferred tax liabilities	631,973
<b>Non-current assets</b>			Long-term deferred revenue	1,249,590
Financial assets at fair value through other comprehensive income - non-current	263,332	-	Accrued pension liabilities	467,262
Available-for-sale financial assets - non-current	-	264,232	Deposits-in	187,999
Investments accounted for using the equity method	4,136,312	3,031,338	<b>Total non-current liabilities</b>	<b>14,084,070</b>
Property, plant and equipment	50,832,520	51,931,352	<b>Total liabilities</b>	<b>37,336,030</b>
Intangible assets	69,657	91,080	<b>Capital</b>	
Deferred tax assets	412,224	341,029	Common stock	29,080,608
Refundable deposits	197,392	231,158	<b>Additional paid-in capital</b>	1,925,218
Long-term prepaid rent	2,887,765	2,944,870	<b>Retained earnings</b>	
Other non-current assets	43,340	43,183	Legal reserve	5,829,135
			Special reserve	5,102,550
<b>Total non-current assets</b>	<b>58,842,542</b>	<b>58,878,242</b>	Unappropriated retained earnings	4,973,947
			<b>Total retained earnings</b>	<b>15,905,632</b>
			<b>Other components of equity</b>	
			Exchange differences on translation of foreign operations	(2,551,354)
			Unrealized gains and losses on financial assets at fair value through other comprehensive income	(114,624)
			Unrealized gains or losses on available-for-sale financial assets	-
			<b>Total other components of equity</b>	<b>(2,665,978)</b>
			<b>Total equity attributable to stockholders of the parent</b>	<b>44,245,480</b>
			<b>Non-controlling interests</b>	<b>3,486,885</b>
			<b>Total equity</b>	<b>47,732,365</b>
<b>Total assets</b>	<b>\$85,068,395</b>	<b>\$84,026,561</b>	<b>Total liabilities and equity</b>	<b>\$85,068,395</b>

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
For the years ended December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars Except Earnings Per Share Information)

	For the years ended December 31,	
	2018	2017
<b>Operating revenues</b>	\$46,091,494	\$44,869,581
<b>Operating costs</b>	(38,755,048)	(37,231,578)
<b>Gross profit</b>	7,336,446	7,638,003
<b>Operating expenses</b>		
Selling and marketing expenses	(3,113,459)	(3,217,445)
General and administrative expenses	(1,515,355)	(1,410,887)
Research and development expenses	(425,245)	(370,143)
Expected credit losses and gain	41,113	-
Subtotal	(5,012,946)	(4,998,475)
Net amount of other revenues and gains and expenses and losses	74	1,007
<b>Operating income</b>	2,323,574	2,640,535
<b>Non-operating income and expenses</b>		
Other income	673,663	361,550
Other gains and losses	(921,323)	165,935
Financial costs	(716,330)	(756,504)
Share of income (losses) of associates and joint ventures	195,081	(20,721)
Subtotal	(768,909)	(249,740)
<b>Income from continuing operations before income tax</b>	1,554,665	2,390,795
<b>Income tax expenses</b>	(522,685)	(215,050)
<b>Net income from continuing operations</b>	1,031,980	2,175,745
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified subsequently to profit or loss:</b>		
Remeasurement of defined benefit obligation	(395,128)	214,802
Unrealized losses on equity instruments investment at fair value	(900)	-
• through other comprehensive income		
Income tax related to items that will not be reclassified subsequently	102,614	(36,516)
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Exchange differences on translation of foreign operations	(688,092)	(619,486)
Unrealized gains on available-for-sale financial assets	-	54,855
Share of other comprehensive income of associates and joint ventures	(317,817)	222,371
Income tax related to items that may be reclassified subsequently	-	-
<b>Total other comprehensive income, net of tax</b>	(1,299,323)	(163,974)
<b>Total comprehensive income</b>	<u>\$ (267,343)</u>	<u>\$ 2,011,771</u>
<b>Net income attributable to :</b>		
Stockholders of the parent	\$1,066,286	\$2,123,773
Non-controlling interests	(34,306)	51,972
	<u>\$1,031,980</u>	<u>\$2,175,745</u>
<b>Comprehensive income attributable to:</b>		
Stockholders of the parent	\$ (159,249)	\$1,988,440
Non-controlling interests	(108,094)	23,331
	<u>\$ (267,343)</u>	<u>\$ 2,011,771</u>
<b>Earnings per share (NT\$)</b>		
Earnings per share-basic	\$0.37	\$0.73
Diluted earning per share	<u>\$0.37</u>	<u>\$0.73</u>

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

For the years ended December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars)

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

English Translation of Consolidated Financial Statements Originally Issued in Chinese  
TAIWAN GLASS INDUSTRIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the years ended December 31, 2018 and 2017  
(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2018	2017
Cash flows from operating activities:		
Net income before tax	\$1,554,665	\$2,390,795
Adjustments to reconcile net income before tax to net cash provided by operating activities:		
Depreciation (including investment property)	5,142,696	5,274,513
Amortization	29,307	33,459
Expected credit losses and gains	(41,113)	-
Gains on financial liabilities at fair value through profit or loss	-	(4,247)
Interest expenses	716,330	756,504
Interest income	(50,625)	(27,660)
Dividend income	(13,998)	(11,829)
Share of (gains) losses of associates and joint ventures	(195,081)	20,721
Gain on disposal of property, plant and equipment	(74)	(1,007)
Loss on disposal of investment	86	-
Loss on impairment of financial assets	-	8,250
Loss on impairment of non-financial assets	376,672	-
Financial asset held for trading	-	(435,532)
Financial assets mandatorily measured at fair value through profit or loss	205,077	-
Contract assets	251,091	-
Notes receivable	(1,292,202)	(1,053,238)
Accounts receivable	933,157	(309,708)
Other receivable	(69,390)	515,844
Inventories	(1,465,073)	15,224
Prepayments	120,434	369,189
Other current assets	(5,076)	1,517
Other financial assets - current	54,518	(84,512)
Other operating assets	(357)	1,860
Contract liabilities	(239,064)	-
Notes payable	(173,246)	79,844
Accounts payable	(260,232)	(725,562)
Other payables	(180,497)	255,412
Advanced receipts	55	(28,760)
Other current liabilities	5,634	5,626
Long-term deferred revenue	(61,229)	(51,593)
Net defined benefit liability	(26,948)	(33,327)
• Cash generated from operations	5,315,517	6,961,783
Interests received	50,625	27,660
Dividends received	13,998	11,829
Interests paid	(667,956)	(813,281)
Income tax paid	(467,415)	(165,671)
• Net cash provided by operating activities	4,244,769	6,022,320
Cash flows from investing activities:		
Acquisition of financial assets at amortized cost	28,494	-
Proceeds from disposal of available-for-sale financial assets	-	1,381
Debt instrument investment for which no active market exists	-	(59,208)
Acquisition of investments accounted for using the equity method	(1,434,797)	(398,827)
Disposal of subsidiaries	(15,426)	-
Capital reduction from investments accounted for using the equity method	14,788	-
Acquisition of property, plant and equipment, excluding capitalized borrowing costs	(4,902,999)	(2,518,933)
Capitalized borrowing costs of self-constructed assets	(21,040)	(6,941)
Proceeds from disposal of property, plant and equipment	182,498	35,542
Increase in refundable deposits	-	(147,078)
Decrease in refundable deposits	33,757	-
Acquisition of intangible assets	(3,418)	(628)
Net cash used in investing activities	(6,118,143)	(3,094,692)
Cash flows from financing activities:		
Increase in short-term loans	5,321,683	-
Decrease in short-term loans	(4,421,779)	(861,015)
Increase in short-term bills payable	11,250,000	11,200,000
Decrease in short-term bills payable	(10,150,000)	(10,350,000)
Proceeds from long-term loans	8,310,521	4,534,480
Repayments of long-term loans	(5,935,167)	(7,521,691)
Increase deposits-in	-	30,240
Decrease in deposits-in	(10,635)	-
Increase in other payables - related parties	14,592	-
Decrease in other payables - related parties	(1,622,016)	(131,272)
Decrease in lease obligations payable - non-current	(9,357)	(35,882)
Cash dividends	(1,461,966)	(4,817)
Changes in non-controlling interests	58,332	395,303
Net cash provided by (used in) financing activities	1,344,208	(2,744,654)
Effects of exchange rate changes on cash and cash equivalents	120,576	99,065
Net (decrease) increase in cash and cash equivalents	(408,590)	282,039
Cash and cash equivalents, at beginning of the year	5,115,837	4,833,798
Cash and cash equivalents, at end of the year	\$4,707,247	\$5,115,837

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

## Approval Item 1.

( Motion from TGI Board of Directors )

### 2018 Earnings Distribution

Explanation: The Earnings Distribution List is as follows.

Resolution:

TGI Stockholder Meeting June 19, 2019

### TGI 2018 Earnings Distribution List

Unit: NT\$

Item	Amount	
	Subtotal	Total
Un-appropriated retained earnings at beginning		4,380,393,806
Add: Consolidated Income and Loss (the actuarial income and loss after determining welfare plan (2018))	(292,011,514)	
Change Amount of Associates & Joint Ventures Accounted for Using Equity Method	(180,722,502)	
2018 Net Income after Tax	1,066,286,120	593,552,104
Allowance Items:		
Legal Reserve 10%	(106,628,612)	(106,628,612)
Subtotal of Distributable Net Profit		4,867,317,298
Dividends Distribution 2,908,060,800 shares NT\$ 0.3/@ share		
Bonus of Stockholders – Stock NT\$ 0/@ share	0	
–Cash NT\$ 0.3/@ share	(872,418,240)	(872,418,240)
Un-appropriated retained earnings		3,994,899,058



## Approval Item 2.

( Motion from TGI Board of Directors )

### Amendment to the Regulations Governing the Acquisition and Disposal of Assets

2.1. According to Regulation amendment, portions of the Regulations Governing the Acquisition and Disposal of Assets were amended.

2.2. The comparison table before and after amendment is as follows.

Resolution:

### Comparison table of Amendment of Regulations Governing the Acquisition and Disposal of Assets

TGI Stockholder Meeting June 19, 2019

Before the Amendment	After the Amendment	Remarks
<p>Article 2</p> <p>The term "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> <li>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.</li> <li>2. Real property (including land, houses and buildings, investment property, <u>land use rights</u>) and equipment.</li> <li>3. Memberships.</li> <li>4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.</li> <li>5. Derivatives: forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from assets, interest rate, foreign exchange rate, index or other benefits products, and hybrid contracts combining the above contracts.</li> <li>6. Assets acquired or disposed of in connection with 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 <u>Paragraph 8</u> of Article 156 of the Company Act.</li> <li>7. Other major assets.</li> </ol> <p>"The Regulations Governing Financial Derivatives Transactions of TGI" shall be complied with as the Company deals with derivatives transactions.</p>	<p>Article 2</p> <p>The term "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> <li>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.</li> <li>2. Real property (including land, houses and buildings, investment property) and equipment.</li> <li>3. Memberships.</li> <li>4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.</li> <li>5. <u>Right-of-use assets.</u></li> <li>6. Derivatives: forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a <u>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></li> <li>7. Assets acquired or disposed of in connection with 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.</li> <li>8. Other major assets.</li> </ol> <p>"The Regulations Governing Financial Derivatives Transactions of TGI" shall be complied with as the Company deals with derivatives transactions.</p>	<ol style="list-style-type: none"> <li>1. Cooperate with the International Financial Reporting Standard No. 16 Lease to amend</li> <li>2. Cooperate with the International Financial Reporting Standard No 9 to define the scope of derivative goods clearly.</li> <li>3. Enhance the quality of disclosing acquisition and disposal of assets information and clarify external expert responsibilities.</li> <li>4. Portion of text revised.</li> </ol>
<p>Article 3</p> <p>Appraisal procedures:</p> <ol style="list-style-type: none"> <li>1. The Company acquiring or disposing of securities investment shall analyze related benefit and appraise possible risk by managed departments. In acquiring or disposing of real property and other assets shall draft capital expenditure plan by each unit to make feasibility assessment for</li> </ol>	<p>Article 3</p> <p>Appraisal procedures:</p> <ol style="list-style-type: none"> <li>1. The Company acquiring or disposing of securities investment shall analyze related benefit and appraise possible risk by managed departments. In acquiring or disposing of real property <u>or right-of-use assets thereof</u> and other assets shall draft capital expenditure plan by each unit to make</li> </ol>	

Before the Amendment	After the Amendment	Remarks
<p>acquiring or disposing purposes and expected benefits. In engaging in any related party transaction shall comply with Chapter II of this Regulation.</p> <p>2. The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant or other information, for reference in appraising the transaction price, and if the dollar amount of the transaction for acquisition and disposal of securities, membership and intangible assets is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>3. In acquiring or disposing of real property <u>or</u> equipment 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 equipment held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and comply with the appraisal procedure. (The rest omitted)</p> <p>6. The company's determination and reference of Assets acquired or disposed price shall refer to a professional appraiser and CPA's opinions mentioned above, and shall be made in accordance with the followings:. (The rest omitted)</p> <p>D. In acquiring or disposing of real property and equipment shall refer to the publicly announced current value, assessed current value, actual transaction price or book value of neighboring real estate, and supplier quote to determine.</p> <p>E. Conducting a merger, demerger, acquisition, or transfer of shares shall take into full consideration business nature, net value per share, asset value, technology and profitability, capacity and future growth potential.</p>	<p>feasibility assessment for acquiring or disposing purposes and expected benefits. In engaging in any related party transaction shall comply with Chapter Two of this Regulation.</p> <p>2. The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant or other information, for reference in appraising the transaction price, and if the dollar amount of the transaction for acquisition and disposal of securities, intangible assets <u>or right-of-use assets thereof or membership</u> is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>3. In acquiring or disposing of real property, equipment, <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 equipment <u>or right-of-use assets thereof</u> held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and comply with the appraisal procedure. (The rest omitted)</p> <p>6. The company's determination and reference of Assets acquired or disposed price shall refer to a professional appraiser and CPA's opinions mentioned above, and shall be made in accordance with the followings:. (The rest omitted)</p> <p>D. In acquiring or disposing of real property and equipment <u>or right-of-use assets thereof</u> shall refer to the publicly announced current value, assessed current value, actual transaction price or book value of neighboring real estate, and supplier quote to determine.</p> <p>E. Conducting a merger, demerger, acquisition, or transfer of shares shall take into full consideration business nature, net value per share, asset value, technology and profitability, capacity and future growth potential.</p>	

Before the Amendment	After the Amendment	Remarks
<p>Article 4</p> <p>Operating procedures</p> <p>1. Degree and levels of authority delegated</p> <p>A. Securities: authorize the chairman or the designated personnel to conduct exchange within the degree adopted in Article 7 of this Regulation. If it complies with the publicly announced and reported standard of Article 5, it shall report to the next meeting of the Board of Directors for ratification. Stocks, corporate bonds, private placement of securities acquire or dispose not from a Stock Exchange Market or Taipei Exchange and the amount reaches the publicly announced and reported standards shall be submitted for approval in advance by the Board of Directors. Investments in the mainland China area shall be submitted for approval by Stockholder Meeting or authorized to the Board of Directors to conduct investments by Stockholder Meeting, and shall be approved by the Ministry of Economic Affairs Investment Commission.</p> <p>B. Related party transaction: to sign a transaction contract and payment, the related information complied with Article 2 of this Regulation shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution in advance. In acquiring or disposing of equipment for business use <u>between</u> the Company and its subsidiaries, whenever necessary, the chairman may decide and have the decisions subsequently submitted to and ratified by the next Board of Directors Meeting.</p> <p>C. Merger, demerger, acquisition, or transfer of another company's shares: the related procedures and information shall be conducted to comply with Article 3 of this Regulation. Merger, demerger, and acquisition shall be approved by the Stockholder Meeting, where a provision of another act exempts a company from convening a shareholders meeting, this restriction shall not apply. Transfer of another company's shares shall be approved by the Board of Directors.</p> <p>D. Other: shall comply with Internal Control Systems and Level Of Authority Regulations. Where the transaction amount reaches the publicly announced and reported standards of Article 5, the transaction shall be submitted for approval in advance by the Board of Directors. In acquiring or disposing of equipment for business use may be reported to the next Board of Directors Meeting for ratification. When an event complies with Article 185 of Company Law, it shall be approved by Stockholder Meeting in advance.</p> <p>2. Units responsible for implementation</p> <p>The unit responsible to implement securities</p>	<p>Article 4</p> <p>Operating procedures</p> <p>1. Degree and levels of authority delegated</p> <p>A. Securities: authorize the chairman or the designated personnel to conduct exchange within the degree adopted in Article 7 of this Regulation. If it complies with the publicly announced and reported standard of Article 5, it shall report to the next meeting of the Board of Directors for ratification. Stocks, corporate bonds, private placement of securities acquire or dispose not from a Stock Exchange Market or Taipei Exchange and the amount reaches the publicly announced and reported standard s shall be submitted for approval in advance by the Board of Directors. Investments in the mainland China area shall be submitted for approval by Stockholder Meeting or authorized to the Board of Directors to conduct investments by Stockholder Meeting, and shall be approved by the Ministry of Economic Affairs Investment Commission.</p> <p>B. Related party transaction: to sign a transaction contract and payment, the related information complied with Article 2 of this Regulation shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution in advance. In acquiring or disposing of equipment <u>or right-of-use assets thereof and real property right-of-use assets thereof</u> for business use <u>between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital</u>, whenever necessary, the chairman may decide and have the decisions subsequently submitted to and ratified by the next Board of Directors Meeting.</p> <p>C. Merger, demerger, acquisition, or transfer of another company's shares: the related procedures and information shall be conducted to comply with Article 3 of this Regulation. Merger, demerger, and acquisition shall be approved by the Stockholder Meeting, where a provision of another act exempts a company from convening a shareholders meeting, this restriction shall not apply. Transfer of another company's shares shall be approved by the Board of Directors.</p> <p>D. Other: shall comply with Internal Control Systems and Level Of Authority Regulations. Where the transaction amount reaches the publicly announced and reported standards of Article 5, the transaction shall be submitted for approval in advance by the Board of Directors. In acquiring or disposing of equipment <u>or right-of-use assets thereof and real property right-of-use assets thereof</u> for business use may be reported to the next Board of Directors Meeting for ratification.</p>	

Before the Amendment	After the Amendment	Remarks
<p>investment of the Company is Treasury Dept. The unit responsible to implement real property and other assets investment is the application department and related authority units. The unit responsible to implement merger, demerger, acquisition, or transfer of another company's shares shall be designated by the chairman. (The rest omitted)</p>	<p>When an event complies with Article 185 of Company Law, it shall be approved by Stockholder Meeting in advance.</p> <p>2. Units responsible for implementation The unit responsible to implement securities investment of the Company is Treasury Dept. The unit responsible to implement real property <u>or right-of-use assets thereof</u> and other assets investment is the application department and related authority units. The unit responsible to implement merger, demerger, acquisition, or transfer of another company's shares shall be designated by the chairman. (The rest omitted)</p>	
<p>Article 5 Public announcement and regulatory filing procedures</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>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 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more.</p> <p>B. Merger, demerger, acquisition, or transfer of shares.</p> <p>C. Where <u>the assets classification of</u> equipment for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.</p> <p>D. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>E. Where an asset transaction other than any of those referred to in the preceding four subparagraphs, 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:</p> <p>(a) Trading of government bonds.</p> <p>(b) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. The amount of transactions above shall be calculated as follows:</p>	<p>Article 5 Public announcement and regulatory filing procedures</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A. Acquisition or disposal of real property <u>or right-of-use assets thereof</u> from or to a related party, or acquisition or disposal of assets other than real property <u>or right-of-use assets thereof</u> 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.</p> <p>B. Merger, demerger, acquisition, or transfer of shares.</p> <p>C. Where equipment <u>or right-of-use assets thereof</u> for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$1 billion or more.</p> <p>D. 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, <u>and furthermore the transaction counterparty is not a related party</u>, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>E. Where an asset transaction other than any of those referred to in the preceding four subparagraphs, 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:</p> <p>(a) Trading of <u>domestic</u> government bonds.</p> <p>(b) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued</p>	

Before the Amendment	After the Amendment	Remarks
<p>A. The amount of any individual transaction.</p> <p>B. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property within the same development project within the preceding year.</p> <p>D. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>"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 these Regulations need not be counted toward the transaction amount.</p> <p>(The rest omitted)</p>	<p>by domestic securities investment trust enterprises.</p> <p>2. The amount of transactions above shall be calculated as follows:</p> <p>A. The amount of any individual transaction.</p> <p>B. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property <u>or right-of-use assets thereof</u> within the same development project within the preceding year.</p> <p>D. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>"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 these Regulations need not be counted toward the transaction amount</p> <p>(The rest omitted)</p>	
<p>Article 6</p> <p>Assets appraisal procedures</p> <p>In acquiring or disposing of real property <u>or</u> equipment 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 equipment held 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. 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.</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; the same procedure shall also be followed <u>in the future</u> there is any subsequent change to the terms and conditions of the transaction.</p> <p>(The rest omitted)</p>	<p>Article 6</p> <p>Assets appraisal procedures</p> <p>In acquiring or disposing of real property, equipment, <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 equipment <u>or right-of-use assets thereof</u> held 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. 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.</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; the same procedure shall also be followed <u>whenever</u> there is any subsequent change to the terms and conditions of the transaction.</p> <p>(The rest omitted)</p>	
<p>Article 7</p> <p>The scope and amount of investment</p> <p>The amount limitations of real property and securities acquired by the company and each subsidiary for non-business use are as following:</p> <p>1. The total amount of real property for non-business use shall not be more than 50 percent of the net value of the most recent parent company</p>	<p>Article 7</p> <p>The scope and amount of investment</p> <p>The amount limitations of real property <u>and right-of-use assets thereof</u> or securities acquired by the company and each subsidiary for non-business use are as following:</p> <p>1. The total amount of real property <u>and right-of-use assets thereof</u> for non-business use shall not be</p>	



Before the Amendment	After the Amendment	Remarks
only financial report, and a subsidiary shall not be more than 30 percent of the net value of the most recent financial report. (The rest omitted)	more than 50 percent of the net value of the most recent parent company only financial report, and a subsidiary shall not be more than 30 percent of the net value of the most recent financial report. (The rest omitted)	
Article 8 Control procedures for the acquisition and disposal of assets by subsidiaries 1. The subsidiaries of the Company shall adopt the “Regulations Governing Acquisition and Disposal of Assets” and submit to Stockholder Meeting for approval after approved by the Board of Directors; the same applies when the procedures are amended. (The rest omitted)	Article 8 Control procedures for the acquisition and disposal of assets by subsidiaries 1. The subsidiaries of the Company shall adopt the “Regulations Governing Acquisition and Disposal of Assets” and submit to Stockholder Meeting <u>of the subsidiaries</u> for approval after approved by the Board of Directors <u>of the subsidiaries</u> ; the same applies when the procedures are amended. (The rest omitted)	
Article 10 Resolution procedure When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by half of all Audit Committee members and submitted to the Board of Directors for a resolution. 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 11 and Article 12. (The rest omitted)	Article 10 Resolution procedure When the Company intends to acquire or dispose of real property <u>or 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 <u>or right-of-use assets thereof</u> 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, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by half of all Audit Committee members and submitted to the Board of Directors for a resolution. 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property <u>or right-of-use assets thereof</u> from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 11 and Article 12. (The rest omitted)	
Article 11 Appraisal of the reasonableness of the transaction terms The Company that acquires real property or right-of-use assets thereof from a related party, except the <u>three</u> circumstances: the related party acquired the real property through inheritance or as a gift, or 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, or 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, shall evaluate the reasonableness of the transaction costs by the following means, and engage a CPA to check the appraisal and render a specific opinion. 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	Article 11 Appraisal of the reasonableness of the transaction terms The Company that acquires real property <u>or right-of-use assets thereof</u> from a related party, except the <u>four</u> circumstances: the related party acquired the real property <u>or right-of-use assets thereof</u> through inheritance or as a gift, or 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, or 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, <u>or when Acquisition or disposal of real property right-of-use assets held for business use to be conducted between the Company and subsidiaries, in which it directly or indirectly holds 100 percent of the issued shares or authorized capital</u> , shall evaluate the reasonableness of the transaction costs by the following means, and <u>shall</u>	

Before the Amendment	After the Amendment	Remarks
<p>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.</p> <p>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 transaction counterparties.</p> <p>3. Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in Paragraph 1 and 2.</p>	<p>engage a CPA to check the appraisal and render a specific opinion.</p> <p>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.</p> <p>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 transaction counterparties.</p> <p>3. Where land and structures thereupon are combined as a single property purchased <u>or leased</u> 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 Paragraph 1 and 2.</p>	
<p>Article 12 Required items of calculated transaction price lower than transaction price: When the results of the Company's appraisal conducted in accordance with the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Paragraph 3. 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 have been obtained, this restriction shall not apply.</p> <p>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:</p> <p>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.</p> <p>B. <u>Concluded transactions</u> 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</p>	<p>Article 12 Required items of calculated transaction price lower than transaction price: When the results of the Company's appraisal conducted in accordance with the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Paragraph 3. 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 have been obtained, this restriction shall not apply.</p> <p>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:</p> <p>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.</p> <p>B. <u>Completed transactions</u> 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</p>	

Before the Amendment	After the Amendment	Remarks
<p>area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale practices.</p> <p>C. Lease by unrelated parties within the preceding year involving other floors of the same property, 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 sale practices.</p> <p>2. Where the Company acquiring real property from a related party provides evidence that the terms of the transaction are similar to the terms of <u>concluded transactions</u> involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p><u>Concluded transactions</u> involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to <u>transactions concluded</u> by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property. The Company acquires real property from a related party and the results of appraisals conducted in accordance with the preceding articles are uniformly lower than the transaction price, and without the situation of Paragraph 1 of this Article, the following steps shall be taken:</p> <p>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. A special reserve 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.</p> <p>2. <u>Independent Directors of Audit Committee shall comply with Article 218 of the Company Act.</u></p> <p>3. Actions taken pursuant to the preceding Subparagraph A and B 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>	<p>area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale <u>or leasing</u> practices.</p> <p>2. Where the Company acquiring real property, <u>or obtaining real property right-of-use assets through leasing</u>, from a related party provides evidence that the terms of the transaction are similar to the terms of <u>completed transactions</u> involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p><u>Completed transactions</u> involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to <u>completed transactions</u> by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property <u>or right-of-use assets thereof</u>.</p> <p>The Company acquires real property <u>or right-of-use assets thereof</u> from a related party and the results of appraisals conducted in accordance with the preceding articles are uniformly lower than the transaction price, and without the situation of Paragraph 1 of this Article, the following steps shall be taken:</p> <p>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 or right-of-use assets thereof transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. A special reserve may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>or leased</u> at a premium, or they have been disposed of, <u>or the leasing contract has been terminated</u>, 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>2. <u>Where an Audit Committee has been established in accordance with the provisions of the Act, the Independent Directors of Audit Committee shall comply with Article 218 of the Company Act.</u></p> <p>3. Actions taken pursuant to the preceding Subparagraph A and B 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>	
<p>Article 20</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's</p>	<p>Article 20</p> <p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's</p>	

Before the Amendment	After the Amendment	Remarks
<p>opinions, attorney's opinions, or underwriter's opinions <u>may not be a related party to the transaction.</u></p>	<p>opinions, attorney's opinions, or underwriter's opinions <u>shall meet the following requirements:</u></p> <ol style="list-style-type: none"> <li><u>1. May not have previously received a final and unappealable 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></li> <li><u>2. May not be a related party or de facto related party of any party to the transaction.</u></li> <li><u>3. 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></li> </ol> <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"> <li><u>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></li> <li><u>2. 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></li> <li><u>3. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u></li> <li><u>4. 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></li> </ol>	
<p>Article 24 This Regulation was adopted on April 28, 1989. (The rest omitted) <u>The 14<sup>th</sup> amendment was on June 8, 2017.</u></p>	<p>Article 24 This Regulation was adopted on April 28, 1989. (The rest omitted) <u>The 15<sup>th</sup> amendment was on June 19, 2019.</u></p>	<p>The 15<sup>th</sup> amendment.</p>

## Approval Item 3.

( Motion from TGI Board of Directors )

### Amendment to the Regulations Governing Financial Derivatives Transactions

3.1. According to Regulation amendment, portions of the Regulations Governing Financial Derivatives Transactions were amended.

3.2. The comparison table before and after amendment is as follows.

Resolution:

### Comparison Table of Amendment of Regulations Governing Financial Derivatives Transactions

TGI Stockholder Meeting June 19, 2019

Before the Amendment	After the Amendment	Remarks
<p>Article 2</p> <p>The scope used in these Regulations: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from <u>assets, interest rate, foreign exchange rate, index or other, or hybrid contracts combining the above contracts.</u></p>	<p>Article 2</p> <p>The scope used in these Regulations: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from <u>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></p>	1. Cooperate with the International Financial Reporting Standard No 9 to amend the scope of derivative goods.
<p>Article 4</p> <p>Risk management measures: (Omitted)</p> <p>9. The position held in the trading of derivative products shall be evaluated at least once a week, but the hedging transaction made for business purposes shall be evaluated at least twice a month, and the evaluation reports shall be <u>given</u> to high-level managers authorized by the Board of Directors.</p>	<p>Article 4</p> <p>Risk management measures: (Omitted)</p> <p>9. The position held in the trading of derivative products shall be evaluated at least once a week, but the hedging transaction made for business purposes shall be evaluated at least twice a month, and the evaluation reports shall be <u>sent to</u> high-level managers authorized by the Board of Directors.</p>	2. Portion of text revised.
<p>Article 6</p> <p>Regular evaluation methods and the handling of irregular circumstances: (Omitted)</p> <p>2. The high-level manager authorized by Board of Directors shall observe the following principles to manage the transaction of derivative products:</p> <p>A. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” and this Regulation.</p> <p>B. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors.</p> <p>(The rest omitted)</p>	<p>Article 6</p> <p>Regular evaluation methods and the handling of irregular circumstances: (Omitted)</p> <p>2. The high-level manager authorized by Board of Directors shall observe the following principles to manage the transaction of derivative products:</p> <p>A. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” and this Regulation.</p> <p>B. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors; <u>an independent director shall be present at the meeting and express an opinion.</u></p> <p>(The rest omitted)</p>	
<p>Article 7</p> <p>Public announcement and regulatory filing (Omitted)</p> <p>2. The Company shall compile monthly reports on the status of derivatives trading engaged in up to</p>	<p>Article 7</p> <p>Public announcement and regulatory filing (Omitted)</p> <p>2. The Company shall compile monthly reports on the status of derivatives trading engaged in up to</p>	



Before the Amendment	After the Amendment	Remarks
<p>the end of the preceding month by <u>the Company</u> 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>3. 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.</p> <p>(The rest omitted)</p>	<p>the end of the preceding month by the Company and <u>its</u> 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>3. 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 <u>in their entirety within two days counting inclusively from the date of knowing of such error or omission.</u></p> <p>(The rest omitted)</p>	
<p>Article 9</p> <p>This Regulation was adopted on June 5, 2012.</p> <p>The 1<sup>st</sup> amendment was on June 9, 2015.</p>	<p>Article 24</p> <p>This Regulation was adopted on June 5, 2012.</p> <p>The 1<sup>st</sup> amendment was on June 9, 2015.</p> <p><u>The 2<sup>nd</sup> amendment was on June 19, 2019.</u></p>	<p>The 2<sup>nd</sup> amendment.</p>

## Approval Item 4.

( Motion from TGI Board of Directors )

### Amendment to the Regulations Governing Making of Endorsements/ Guarantees

4.1. According to Regulation amendment, portions of the Regulations Governing Making of Endorsements/ Guarantees were amended.

4.2. The comparison table before and after amendment is as follows.

Resolution:

### Comparison Table of Regulations Governing Making of Endorsements/ Guarantees

TGI Stockholder Meeting June 19, 2019

Before the Amendment	After the Amendment	Remarks
<p>Article 5</p> <p>Procedures for making endorsements/guarantees: The entity for which the endorsement/guarantee is made shall submit guarantee amount, deadline and conditions for application, and be reviewed by Treasury Department of the Company and shall be approved by the Board of Directors. A pre-determined limit may be delegated to the Chairperson by the Board of Directors to facilitate execution under the limited amount, and such endorsement /guarantee shall be reported to the next meeting of the Board of Directors for ratification.</p>	<p>Article 5</p> <p>Procedures for making endorsements/guarantees: The entity for which the endorsement/guarantee is made shall submit guarantee amount, deadline and conditions for application, and be reviewed by Treasury Department of the Company and shall be approved by the Board of Directors. A pre-determined limit may be delegated to the Chairperson by the Board of Directors to facilitate execution under the limited amount, and such endorsement /guarantee shall be reported to the next meeting of the Board of Directors for ratification. <u>When it submits 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.</u></p>	<p>Cooperate with the amendment of the Regulation to amend and portion of text revised.</p>
<p>Article 10</p> <p>10.1. When endorsement / guarantee extended to other parties is contemplated by the Company's subsidiaries, <del>the subsidiaries</del> shall adopt the Regulations Governing Making of Endorsements/ Guarantees to comply with. (Omitted)</p>	<p>Article 10</p> <p>10.1. When endorsement / guarantee extended to other parties is contemplated by the Company's subsidiary, <del>the Company</del> shall adopt the Regulations Governing Making of Endorsements/ Guarantees <u>of subsidiaries</u>, and <u>command subsidiaries</u> to comply with. (Omitted)</p>	
<p>Article 11</p> <p>Public announcement and regulatory filing procedures (Omitted)</p> <p>11.2.3. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements/guarantees for, investment <u>of a long-term nature in</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.</p>	<p>Article 11</p> <p>Public announcement and regulatory filing procedures (Omitted)</p> <p>11.2.3. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements/guarantees for, <u>carrying amount of investment accounted for using 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. <u>“Date of occurrence” in this Regulation means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the endorsements/guarantees, whichever date is earlier.</u></p>	

Before the Amendment	After the Amendment	Remarks
<p>Article 13</p> <p>This Regulation is approved by more than half of entire membership of Audit Committee and submitted to the Board of Directors for a resolution, and to the Stockholder Meeting for approval. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to Audit Committee and Stockholder Meeting for discussion ; the same applies when the Regulation is amended. When it submits for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. <u>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.</u></p> <p>If approval of more than half of entire membership of Audit Committee as required <u>in the preceding paragraph</u> is not obtained, the procedures may be implemented if approved by more than two-thirds of entire membership of Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors Meeting. The term “entire membership of Audit Committee” and “entire membership of Directors” as used <u>in the preceding paragraph</u> shall be calculated as the number of members actually in office.</p>	<p>Article 13</p> <p>This Regulation is approved by more than half of entire membership of Audit Committee and submitted to the Board of Directors for a resolution, and to the Stockholder Meeting for approval. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to Audit Committee and Stockholder Meeting for discussion ; the same applies when the Regulation is amended. When it submits for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. <u>When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board of Directors Meeting.</u></p> <p>If approval of more than half of entire membership of Audit Committee as required <u>in the 1<sup>st</sup> paragraph</u> is not obtained, the procedures may be implemented if approved by more than two-thirds of entire membership of Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors Meeting.</p> <p>The term “entire membership of Audit Committee” as used <u>in the 1<sup>st</sup> paragraph</u> and “entire membership of Directors” <u>as used in the preceding paragraph</u> shall be calculated as the number of members actually in office.</p>	
<p>Article 14</p> <p>This Regulation was adopted on March 28, 1997. (The rest omitted)</p> <p><u>The 10<sup>th</sup> amendment was on June 9, 2015.</u></p>	<p>Article 14</p> <p>This Regulation was adopted on March 28, 1997. (The rest omitted)</p> <p><u>The 11<sup>th</sup> amendment was on June 19, 2019.</u></p>	<p>The 11<sup>th</sup> amendment.</p>

## Approval Item 5.

( Motion from TGI Board of Directors )

### Amendment to the Regulations Governing Loaning of Funds

5.1. According to Regulation amendment, portions of the Regulations Governing Loaning of Funds were amended.

5.2. The comparison table before and after amendment is as follows.

Resolution:

### Comparison Table of Regulations Governing Loaning of Funds

TGI Stockholder Meeting June 19, 2019

Before the Amendment	After the Amendment	Remarks
Article 2 Subject of loaning of funds: where short-term financing is needed for the Company to its subsidiaries, and among its subsidiaries.	Article 2 Subject of loaning of funds: where short-term financing is needed <u>between</u> the Company <u>and</u> its subsidiaries, and among its subsidiaries.	Cooperate with the amendment of the Regulation to amend and portion of text revised.
Article 3 The ceiling amount of loans: The total amount of loaning of funds shall not be more than 20 percent of the net value of the most recent parent company only financial report, and a single borrower shall not be more than 10 percent of the net value of the most recent financial report. "Net worth" in this Regulation of the Company means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The restriction of amount in preceding paragraph shall not apply to inter-company loans of funds for financing between overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares. The company shall specify the ceiling amount and durations of loans.	Article 3 The ceiling amount of loans: <u>3.1.</u> The total amount of loaning of funds shall not be more than 20 percent of the net value of the most recent parent company only financial report, and a single borrower shall not be more than 10 percent of the net value of the most recent financial report. "Net worth" in this Regulation of the Company means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers. <u>3.2.</u> The restriction of amount in preceding paragraph shall not apply to inter-company loans of funds for financing between overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares, <u>or overseas companies to the Company in which the Company holds, directly or indirectly, 100% of the voting shares.</u> The company shall specify the maximum amount and durations of loans. <u>3.3.</u> <u>The responsible person of a company who has violated the ceiling amount of loaning of funds regulation shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to company resulted there-from.</u>	
Article 4 Financing maturity: the term shall not exceed 1 year, however, the inter-company loans of funds between overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares may extend the term to 5 years.	Article 4 Financing maturity: the term shall not exceed 1 year, however, the inter-company loans of funds between overseas subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares, <u>or overseas companies to the Company in which the Company holds, directly or indirectly, 100% of the voting shares</u> may extend the term to 5 years.	
Article 6 Procedure of loans of funds: (Omitted) 6.2. Loans of funds between the Company and its subsidiaries, or between its subsidiaries, shall be submitted for a resolution by the Board of Directors pursuant to the preceding paragraph, and the chairperson may be authorized, for a	Article 6 Procedure of loans of funds: (Omitted) 6.2. Loans of funds between the Company and its subsidiaries, or between its subsidiaries, shall be submitted for a resolution by the Board of Directors pursuant to the preceding paragraph, and the chairperson may be authorized, for a	

Before the Amendment	After the Amendment	Remarks
<p>specific borrowing counterparty, within 10 percent of the Company's net worth as stated in its latest financial statement, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.</p>	<p>specific borrowing counterparty, within 10 percent of the Company's net worth as stated in its latest financial statement, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.  <u>6.3. When the issue of loans of funds submits 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.</u></p>	
<p>Article 9 Public announcement and regulatory filing procedures: (Omitted)</p>	<p>Article 9 Public announcement and regulatory filing procedures: (Omitted)  <u>“Date of occurrence” in this Regulation means the date of contract signing, date of payment, dates of Boards of Directors resolutions, or other date that can confirm the counterparty and monetary amount of the loans of funds, whichever date is earlier.</u></p>	
<p>Article 10 Controlling and managing loans of funds to others by subsidiaries: When a loan of funds extended to other parties is contemplated by the Company's subsidiary, the Company <u>shall command subsidiaries to</u> adopt the Regulations Governing Loaning of Funds to comply with.</p>	<p>Article 10 Controlling and managing loans of funds to others by subsidiaries: When a loan of funds extended to other parties is contemplated by the Company's subsidiary, the Company adopts the Regulations Governing Loaning of Funds <u>of subsidiaries and command subsidiaries to</u> comply with.</p>	
<p>Article 13 (Omitted) When this Regulation submits for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. <u>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.</u> If approval of more than half of entire membership of Audit Committee as required <u>in the preceding paragraph</u> is not obtained, the procedures may be implemented if approved by more than two-thirds of entire membership of Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors Meeting. The term “entire membership of Audit Committee” and “entire membership of Directors” as used <u>in the preceding paragraph</u> shall be calculated as the number of members actually in office.</p>	<p>Article 13 (Omitted) When this Regulation submits for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. <u>When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board of Directors Meeting.</u> If approval of more than half of entire membership of Audit Committee as required <u>in the 1<sup>st</sup> paragraph</u> is not obtained, the procedures may be implemented if approved by more than two-thirds of entire membership of Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors Meeting. The term “entire membership of Audit Committee” as used <u>in the 1<sup>st</sup> paragraph</u> and “entire membership of Directors” <u>as used in the preceding paragraph</u> shall be calculated as the number of members actually in office.</p>	
<p>Article 14 This Regulation was adopted on March 17, 1989. (The rest omitted) The 11<sup>th</sup> amendment was on June 17, 2016.</p>	<p>Article 14 This Regulation was adopted on March 17, 1989. (The rest omitted) The 12<sup>th</sup> amendment was on June 19, 2019.</p>	<p>The 12<sup>th</sup> amendment.</p>



Motions:

# Appendix I:

## Number of Shares for All Directors up to the Date of Book Closure :

TGI Stockholder Meeting June 19, 2019

Title	Corporate Representative	Appointment Date	Term	Shares of Appointment Date		Shares of the date of Book closure	
				Shares	Rate %	Shares	Rate %
Chairman	Lin, P. F.	Jun. 13, 2018 to Jun. 12, 2021	3 years	20,603,512	0.71%	20,603,512	0.71%
Directors	Lin, P. S.			14,897,934	0.51%	14,897,934	0.51%
	Lin, P. C.			6,181,002	0.21%	6,181,002	0.21%
	Lim, H. T.			10,337,628	0.36%	10,337,628	0.36%
	Lim Ken Seng Kah Kih Corp. Hsu, L. L.			136,904,500	4.70%	136,904,500	4.70%
	Peng, C. H.			10,000	0.00034%	10,000	0.00034%
	Tai Hong Investment Corp. Lin, C. H.			420,137,922	14.45%	420,137,922	14.45%
	Tai Hong Investment Corp. Su, Y. T.						
	Tai Hong Investment Corp. Lin, C. Y.						
	Tai Chien Investment Corp. Lin, C. M.			249,002,246	8.56%	249,002,246	8.56%
	Ho Ho Investment Corp. Chen, C. C.			402,748,231	13.85%	402,748,231	13.85%
	Ho Ho Investment Corp. Tsai, T. M.						
Independent Directors	Lin, F. C.			0	0%	0	0%
	Chen, C. C.			0	0%	0	0%
	Hwang, T. Y.			0	0%	0	0%
Total Shares Number of 15 Directors				1,260,822,975	43.36%	1,260,822,975	43.36%

Note: 1. Total Issued Shares:

2,908,060,800 shares (100.0%)

2. Legal Shares of Directors:

87,241,824 shares (3.0%)

Appendix II:  
Earning Distribution Approved by the Board of Directors

Dividend distribution: NT\$ 0.3/@ share by cash.

### Appendix III:

#### The Impact of Stock dividend Issuance on Business Performance and EPS

TGI 2018 Financial Forecast is still not necessary to be disclosed up to the date of Stockholder Meeting.

## Appendix IV:

### Articles of Incorporation of Taiwan Glass Industry Corporation

Amended on June 17, 2016

#### Chapter I. General Provisions

- Article 1           The Company is named Taiwan Glass Industry Corporation and is incorporated under the provisions on joint stock company limited set forth in the Republic of China (ROC) Company Law.
- Article 2           The business scope of the Company is as follows:
1. Mining, processing, and sale of glass materials.
  2. Manufacturing and sale of flat glass.
  3. Manufacturing and sale of rolled glass.
  4. Manufacturing and sale of wire glass.
  5. Processing and sale of reflective glass.
  6. Processing and sale of tempered and laminated glass.
  7. Processing and sale of mirror glass.
  8. Processing and sale of laminated glass.
  9. Processing and sale of insulating glass.
  10. Processing and sale of table and edge grinding glass.
  11. Manufacturing and sale of glass containers.
  12. Manufacturing, processing and sale of tableware glass.
  13. Manufacturing, processing and sale of heat strengthened glass.
  14. Manufacturing, processing and sale of fiberglass yarn and fabric.
  15. Output of machinery and technology of glass manufacturing.
  16. Import and export business related to glass raw materials and machinery.
  17. Contracting business related to glass installation engineering.
  18. ZZ99999 -- besides permitted business, the Company is allowed to operate business that is not prohibited by any laws.
- Article 2-1        The Company may provide endorsement and guarantee and act as a guarantor.
- Article 3           The Company's overseas investment is not subject to the limitation stipulated in Article 13 of R.O.C Company Law.
- Article 4           The Company is located in Taipei City and sets its factory in Hsinchu City, Taichung City, Taoyuan City and Changhua County, and sets its sand quarry and sand washing factory in Miaoli County, and may form either domestic or foreign branches if necessary.
- Article 5           (Delete)

#### Chapter II. Shares

- Article 6           The total capital of the Company amounts to NT\$30 billion, which is represented by 3 billion shares of NT\$10 par value per share. The shares are to be issued in several times authorized by the Board of Directors.
- Article 7           For the share certificates of the Company to be issued, they must each bear the name of the owner, must be signed by not less than three directors, and must be duly certified in accordance with relevant regulations. The registered shares of the Company under previous way may be without printing certificates, but shall register in centralized securities depository enterprise agency.



- Article 8            The stockholders shall inform the Company about their true names and addresses, and submit their signature cards to the Company for recordation. All claims for dividends and bonuses, exercising of stockholders rights or contacts in writing with the Company shall be authenticated by the said seals.
- Article 9            All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, and similar stock transaction conducted by stockholders of the Company shall follow the “Guidelines for Stock Operations for Public Companies” unless specified otherwise by law and securities regulations.
- Article 10           (Delete)
- Article 11           Stock transfer registrations shall be suspended sixty days preceding each regular stockholders’ meeting, thirty days preceding a temporary stockholders’ meeting, or five days preceding the base day for distribution to stockholders of dividends, bonuses, or other privileges as determined by the Company.

### **Chapter III. Stockholders’ Meetings**

- Article 12           The regular meeting is to be called once every year and summoned by the Board of Directors in the Company within six months of the close of each fiscal year. If necessary, a temporary meeting may be summoned in accordance with the laws.
- Article 13           The chairman of the Board of Directors in the Company shall be the chairperson of a stockholders' meeting. In case that the chairman of the Board asks for leave or fails to perform his duty due to certain reason, the chairperson may designate one of the directors to represent him; in the event he has not designated any representative, the directors shall elect one from among themselves to represent him.
- Article 14           Stockholders shall have one vote for each share they hold. The Company owns shares held by law, but no voting rights. When a stockholder is unable to attend a stockholders’ meeting, he/she may delegate a proxy to attend it on behalf of him by completing a power-of-attorney, specifying the scope of authorization.
- Article 15           The meeting of the stockholders may be held if attended by more than one-half of total stockholders. Unless otherwise provided by law, resolutions of stockholders’ meeting require the presence of stockholders who represent more than one-half of the totals issued shares of the Company and shall be adopted by a majority vote of the stockholders present.

## **Chapter IV. Directors**

- Article 16            The Company shall have fifteen directors, including three independent directors to be elected by the stockholders' meeting from among stockholders with disposing capacity.  
However, the total ratio of the name-bearing shares held by all directors shall not be less than five percentage of paid-in capital of the Company.  
Directors shall be elected by adopting candidates' nomination system, the nomination of directors and related announcement shall comply with the relevant regulations of the law  
The stockholders who held more than one percent of the total number of issued shares could submit the nomination of the candidates and necessary documents comply with relevant regulations in writing during the public announcement of the Company, and the number of the director nomination shall not exceed the number of directors to be elected; likewise, the number of candidates nominated by the Board of Directors shall not exceed the number of directors to be elected.
- Article 17            The term of office for directors shall be three years, and all directors shall be eligible for re-election.
- Article 18            The chairman shall be elected among the directors and on behalf of the Company presided over all the business.
- Article 19            The Board of Directors shall be established at least quarterly and convened by the chairman of the Board of Directors. The convened notice of the Board of Directors shall be in the written notice, fax, or e-mail. When a director is unable to attend the meeting of the Board of Directors, he may appoint another director to attend on his behalf of the meeting of the Board of Directors. The chairman shall have the right to execute documents in accordance with the resolutions of the Board of Directors when the Board is not in session. Except as provided in Article 185 of the Company Law, other matters related to the sale, setting, creation of mortgage, and cancellation of real estates shall be decided by the Board of Directors.
- Article 20            In compliance with laws and regulations, the Company shall establish an Audit Committee, which shall consist of all independent directors.
- Article 21            (Delete)
- Article 22            (Delete)
- Article 23            The Board of Directors is authorized to prescribe remuneration to chairman and directors according to the extent of their contribution and participation to the Company.

## **Chapter V. Managers**

- Article 24            The Company shall have one president and several vice presidents according to the organization and the need of business of the Company. The appointment, dismissal and remuneration of president and vice presidents shall be authorized by the Board of Directors.

## **Chapter VI. Final accounts of revenue and earnings distribution**

- Article 25 At the end of a fiscal year, the Board of Directors shall prepare and deliver the following statements and reports to Audit Committee for auditing purposes and submit to the general stockholder meeting for recognition.
1. The business report.
  2. The financial statements.
  3. Motions relating to the earnings distribution or appropriation to cover loss.
- Article 26 If there is any profit of annual revenue, the Company shall allocate one point five percent (1.5%) of net profit to the employees as remuneration, and less than one point five percent (1.5%) of net profit to the directors as remuneration. If there is any accumulated deficit, the amount of restitution shall be remained first.
- Article 26-1 If there is any profit after annual accounting, it shall be allocated with the following order.
1. To reconstitute deficits.
  2. To allocate ten percent (10%) of net profits to a legal reserve. if the legal reserve has reached the amount of Capital, it is no limitation.
  3. To allocate special reserve.
  4. After allocation of Item 1~3 above mentioned, If there is any net profit remaining, the Board of Directors shall prepare a distribution proposal and submit to the stockholders' meeting for resolution.
- For sound financial planning, appropriate dividend strategies shall be made according to the annual actual operating situation, Capital budget of next annual, and the necessary of supporting capital by profits for sustainable operation and development. After deducted Item 1 to 3 above from Income, the dividends and bonuses above mentioned shall not be lower than 50% of the earnings. Only when the dividends and bonuses is lower than 1% of capital, it can be resolved to transfer all of them to retained earnings and not to be distributed. The rate of distributing cash dividends shall not be lower than 20% of total dividends.
- Article 27 Until the accumulated legal capital reserve has equaled the total share of capital, may stop appropriating by the resolution in the stockholders' meeting.

## **Chapter VII. Appendix**

- Article 28 The internal organization of the Company and the detailed procedures of business operation were adopted separately.
- Article 28-1 The rules of stockholders' meeting in the Company comply with regulations of Financial Supervisory Commission, Executive Yuan, R.O.C.
- Article 29 In regard to all matters not provided for in these Articles of Incorporation, the Company Law of the Republic of China shall govern.
- Article 30 The present Articles of Incorporation was adopted on August 25, 1964.  
The first Amendment was on August 25, 1966.  
The second Amendment was on October 29, 1966.  
The third Amendment was on September 16, 1967.  
The fourth Amendment was on February 29, 1968.  
The fifth Amendment was on July 5, 1968.  
The sixth Amendment was on April 5, 1969.  
The seventh Amendment was on April 14, 1970.  
The eighth Amendment was on May 8, 1971.  
The ninth Amendment was on March 31, 1973.  
The tenth Amendment was on April 27, 1974.  
The eleventh Amendment was on February 1, 1975.

The twelfth Amendment was on April 30, 1975.  
The thirteenth Amendment was on April 21, 1976.  
The fourteenth Amendment was on March 31, 1977.  
The fifth Amendment was on March 18, 1978.  
The sixteenth Amendment was on March 28, 1979.  
The seventeenth Amendment was on March 1, 1980.  
The eighteenth Amendment was on August 15, 1980.  
The nineteenth Amendment was on March 28, 1981.  
The twentieth Amendment was on March 27, 1982.  
The twenty-first Amendment was on March 19, 1983.  
The twenty-second Amendment was on March 17, 1984.  
The twenty-third Amendment was on March 28, 1985.  
The twenty-fourth Amendment was on September 7, 1985.  
The twenty-fifth Amendment was on March 21, 1986.  
The twenty-sixth Amendment was on March 14, 1987.  
The twenty-seventh Amendment was on July 6, 1987.  
The twenty-eighth Amendment was on March 19, 1988.  
The twenty-ninth Amendment was on March 18, 1989.  
The thirtieth Amendment was on March 17, 1990.  
The thirty-first Amendment was on March 12, 1991.  
The thirty-second Amendment was on March 25, 1992.  
The thirty-third Amendment was on March 26, 1993.  
The thirty-fourth Amendment was on April 1, 1994.  
The thirty-fifth Amendment was on March 31, 1995.  
The thirty-sixth Amendment was on March 28, 1996.  
The thirty-seventh Amendment was on March 28, 1997.  
The thirty-eighth Amendment was on May 8, 1998.  
The thirty-ninth Amendment was on April 28, 2000.  
The fortieth Amendment was on March 30, 2001.  
The forty-first Amendment was on May 31, 2002.  
The forty-second Amendment was on May 28, 2003.  
The forty-third Amendment was on May 13, 2004.  
The forty-fourth Amendment was on April 29, 2005.  
The forty-fifth Amendment was on June 9, 2006.  
The forty-sixth Amendment was on June 8, 2007.  
The forty-seventh Amendment was on June 11, 2008.  
The forty-eighth Amendment was on June 10, 2009.  
The forty-ninth Amendment was on May 26, 2010.  
The fiftieth Amendment was on May 25, 2011.  
The fifty-first Amendment was on June 5, 2012.  
The fifty-second Amendment was on June 10, 2013.  
The fifty-third Amendment was on June 9, 2014.  
The fifty-fourth Amendment was on June 9, 2015.  
The fifty-fifth Amendment was on June 17, 2016.