

# Notice of Annual General Shareholders' Meeting of Far Eastern New Century Corporation (formerly Far Eastern Textile Limited)

**Date:** Tuesday, 22 June 2010  
**Time:** 9:00 a.m. Taipei time  
**Place:** Auditorium in the Taipei Hero House  
No. 20, Changsha Street, Section 1, Taipei, Taiwan

**Purpose:**

1. To accept 2009 business report and financial statements
2. To approve proposed resolutions

**Proposed resolutions:**

1. To accept 2009 business report and financial statements
2. To approve the proposal for distribution of 2009 profits
3. To approve the revisions to the Articles of Incorporation
4. To approve the capitalization of 2009 stock dividends
5. To approve amending the company bylaws

**Attachments:**

- I. 2009 business report
- II. Independent auditors' audit report by Deloitte & Touche
- III. Supervisors' report
- IV. 2009 financial statements
- V. 2009 profit allocation proposal
- VI. Overview of Articles of Incorporation amendments
- VII. Overview of "Procedures for Endorsements and Guarantees" amendments
- VIII. Overview of "Procedures for Lending of Capital to Others" amendments
- IX. Information about the issuance of corporate bonds in year 2009
- X. Current shareholding of Directors and Supervisors
- XI. Information about the bonus of employees and compensation of Directors and Supervisors

**General Information**

- I. Articles of Incorporation of Far Eastern New Century Corporation; also available for viewing on the internet at [http://www.fenc.com/en/company/company\\_process.aspx](http://www.fenc.com/en/company/company_process.aspx)
- II. Meeting rules of stockholders for Far Eastern New Century Corporation; also available for viewing on the internet at [http://www.fenc.com/en/adm/download/download/shmr\\_EN\\_200703.pdf](http://www.fenc.com/en/adm/download/download/shmr_EN_200703.pdf)
- III. The full English-version audited report on 2009 financial statements, translated and prepared by the independent auditor Deloitte & Touche is available for viewing on the

internet at [http://www.fenc.com/en/investor/finance\\_data.aspx?DC\\_ID=8](http://www.fenc.com/en/investor/finance_data.aspx?DC_ID=8)

IV. The notice, agenda, and the handbook for the upcoming 2010 annual general shareholders' meeting will be available for viewing on the internet at [http://www.fenc.com/en/investor/finance\\_data.aspx?DC\\_ID=17](http://www.fenc.com/en/investor/finance_data.aspx?DC_ID=17) on or about 21 May 2010.

If you do not have access to the internet and would like to obtain a hard copy of the meeting notice, the meeting agenda, and 2009 financial report, please write to:

Attention: IR team, 2010 AGM agenda  
Far Eastern New Century Corporation  
34Fl, No. 207, Tun-Hwa South Road, Section 2  
Taipei 106, Taiwan

Or, you may also request for a hardcopy of the meeting notice, the meeting agenda, and 2009 financial report by contacting the following:

Joe Pai + 886-2-2737-8725; [joepai@fenc.com](mailto:joepai@fenc.com)  
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**Far Eastern New Century Corporation**

**Meeting Agenda  
for  
Annual General Shareholders' Meeting  
of  
Far Eastern New Century Corporation  
(formerly Far Eastern Textile Limited)**

- 1. Call the meeting to order**
- 2. Chairperson takes chair**
- 3. Chairperson remarks**
- 4. To report:**
  - a. 2009 business operations
  - b. 2009 financial statements
  - c. Supervisors' review report of 2009 business operations and financial statements
  - d. Information of the issuance of corporate bonds in 2009
- 5. To discuss and approve proposed resolutions**
  - e. To accept 2009 business report and financial statements
  - f. To approve the proposal for distribution of 2009 profits
  - g. To approve the revisions to the Articles of Incorporation
  - h. To approve the capitalization of 2009 stock dividends
  - i. To approve amending the company bylaws on "Procedures for Lending of Capital to Others" and "Procedures for Endorsements and Guarantees"
- 6. Extemporary motion**
- 7. Meeting adjourned**

# Proposed resolutions

## 1. To accept 2009 business report and financial statements

The Board of Directors proposes and recommends that each shareholder vote FOR the acceptance of 2009 business report and financial statements.

Explanatory Notes:

- i. FENC's 2009 business report and financial statements, including balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, have been audited by independent auditors, Mr. Shih Ching-Pin and Mr. Huang Shu-Chieh of Deloitte & Touche, and have been examined by and determined to be correct and accurate by Supervisors of FENC. We thereby submit this report.
- ii. The 2009 business report, independent auditors' audit report, Supervisors' report, and the aforesaid financial statements are attached as Attachments I, II, III, and IV.
- iii. Please accept the aforesaid business report and financial statements.

## 2. To approve the proposal for distribution of 2009 profits

The Board of Directors proposes and recommends that each shareholder vote FOR the distribution of 2009 profits.

Explanatory Notes:

- i. Cash dividends to common share holders: Totaling NT\$6,059,758,772. Each common share holder will be entitled to receive a cash dividend of NT\$1.3 per share.
- ii. Stock dividends to common share holders: Totaling NT\$932,270,580. Each common share holder will be entitled to receive a stock dividend of 20 common shares for each 1,000 common shares held by such shareholder.
- iii. After being approved at the Annual General Shareholders' Meeting, the cash and stock dividends to common share holders will be distributed on a record date to be determined by the Board of Directors.
- iv. Should FENC subsequently repurchase its common shares or issue new common shares according to Article 28-2 of the ROC Securities and Exchange Law and other relevant regulations, the total number of common shares outstanding may change, and the ultimate cash and stock to be distributed to each common share may need to be adjusted accordingly. It is proposed that the Board of Directors of FENC be authorized to adjust the cash and stock to be distributed to each common share based on the total amount of profits resolved to be distributed, the amount of earnings resolved to be capitalized, and the number of actual common shares outstanding on the record date for distribution.
- v. The 2009 profit allocation proposal is attached as Attachment V.
- vi. Please approve the aforesaid proposal for the distribution of 2009 profits.

### **3. To approve the revisions to the Articles of Incorporation of Far Eastern New Century Corporation**

The Board of Directors proposes and recommends that each shareholder vote FOR the amendments of the Articles of Incorporation.

Explanatory Notes:

- i. It is proposed that Article 2, Article 19, and Article 29 of the Far Eastern New Century Corporation Articles of Incorporation be amended.
- ii. The overview table for the Articles of Incorporation Before and After amendments is attached as Attachment VI.
- iii. Please approve the proposal for the amendments of the Articles of Incorporation.

### **4. To approve the capitalization of 2009 stock dividends**

The Board of Directors proposes and recommends that each shareholder vote FOR the capitalization of 2009 stock dividends.

Explanatory Notes:

- i. For the purpose of improving the financial and capital structure, it is proposed that FENC's paid-in capital be increased by capitalizing the stock dividends to common share holders of NT\$932,270,580.
- ii. A total number of 93,227,058 common shares, at par value of NT\$10 each share, shall be issued for such capital increase. Each common share holder will be entitled to receive a stock dividend of 20 common shares for each 1,000 common shares held by such shareholder.
- iii. If the stock dividends include any fractional shares which are less than one full share, the distribution will be made in the form of cash rounded to the nearest dollar amount calculated at par value. Such fractional shares will be purchased by Far Eastern Recreation Center Employee's Welfare Committee of FENC.
- iv. After being approved at the Annual General Shareholders' Meeting and accepted by the regulatory authority in charge, the new shares will be distributed on a record date to be determined by the Board of Directors.
- v. The shareholders' rights and obligations of the new shares are the same as those of the existing shares.
- vi. After the capitalization of 2009 stock dividends, the total number of issued common shares will be 4,754,579,959 shares, at par value of NT\$10 each share. The paid-in capital will amount to NT\$47,545,799,590.
- vii. Please approve the proposal for the capitalization of 2009 stock dividends.

### **5. To approve amending the Far Eastern New Century Corporation Bylaws on "Procedures for Endorsements and Guarantees" and "Procedures for Lending of Capital to Others"**

The Board of Directors proposes and recommends that each shareholder vote FOR the

amendments.

Explanatory Notes:

- i. Pursuant to the newly promulgated regulations (Letter No. FSC-0990011375) by the ROC Financial Supervisory Commission announced on 19 March 2010, it is proposed to amend Article 2, Article 3, Article 4 of the company bylaw on “Procedures for Endorsements and Guarantees”, and to amend the Article 4 of the company bylaw on “Procedures for Lending of Capital to Others”.
- ii. Within the amendments, it is proposed that an additional term be added to the Article 3 of the “Procedures for Endorsements and Guarantees”. This term specifies the ceiling on the amount the Company is permitted to make in endorsements/guarantees, and the said term is “the aggregate amount of endorsements and guarantees issued by the Company and its subsidiaries shall be no more than the Company’s net worth at the time the endorsements and guarantees are issued.” As the ceiling set at this term exceeds 50% of the Company’s net worth, pursuant to the Article 12-3 in the aforesaid newly promulgated regulations, it is required to report in the shareholders’ meeting the necessity and rationale of the endorsements/guarantees.
- iii. The ceiling specifies in the additional term is reasonable and necessary, as it allows FENC and its subsidiaries to receive higher credit lines, negotiate better commercial terms, and lower financing costs. Besides, the total amount for FENC alone to make in endorsements and guarantees is set at the Company’s net worth, in accordance with the Company’s original bylaw. The ceiling set in the said additional term, therefore, is in compliance with the Company’s original procedure and the aforesaid newly promulgated regulations.
- iv. The overview table for the “Procedures for Endorsements and Guarantees” Before and After amendments is attached as Attachment VII.
- v. The overview table for the “Procedures for Lending of Capital to Others” Before and After amendments is attached as Attachment VIII.
- vi. Please approve the proposal for the amendments of the aforesaid bylaws.

# Attachment I

## 2009 Business report

### Business environment

The vicissitudes of the global economic situation after September 2008 were unprecedented. A severe economic slowdown caused by the worldwide credit shortage and confidence crisis was followed by an uneven recovery, which occurred much earlier than many economists and commentators had protested, with the developing countries leading the strong economic upturn, while the developed ones still striving to fight recessions. Several major economic trends, in our opinion, had affected and will continue to affect the performance of the company, and those are discussed below:

Collective efforts from major governments, either adopting aggressive fiscal policies to stimulate economies or bailing out financial institutions on the verge of bankruptcy, injected substantial amount of capital into the financial system. Several central banks, by choosing quantitative easing monetary policy, also provided ample liquidity. The consequences are: 1) interest rates of major currencies fell to historical low or even zero; 2) prices of several commodities, including crude oil and cotton, both of which have material impact on the operating performance of the company, rebounded quickly. It cannot be denied that much of the additional demand for commodity was the result of actual consumption supported by the economic stimulus measures. However, some of it, in our opinion, was based on speculation and inventory re-accumulation in response to greater availability of credit and little carrying cost.

In the last four months before we published this business report, another serious test of confidence took place. The vexing problems of over indebted countries like Greece and Dubai led to speculations that some European countries, with a high sovereign debt over GDP ratio, may become insolvent. In addition, policy exits by other countries were concerned as premature, causing anxieties of the likely renewing of the confidence crisis, and a double-dip recession in the global economy is worried by many as inevitable.

The moves made by China also undoubtedly had significant impact on the global economy, as well as the company's performance in 2009. The hyper-stimulative policy adopted by the Beijing authority in late 2008 fulfilled its mission to achieve a GDP growth of 8% during 2009 in the worst of the global recession. The strong domestic demand in China counterbalance the negative effect from reduced imports by the US and EU countries in 2009, and the tremendous potential of China domestic market was viewed as light at the end of the tunnel by enterprises everywhere else. The value of the Renminbi currency becomes a main topic of debate over trade imbalance, a target of being speculated on by financial professionals, and a benchmark of several other currencies in the Asian emerging markets including Taiwan.

Exertions by the Taiwanese authority to rescue the economy from recession, to some extent, had influences. These exertions included the free purchasing vouchers distributed to its citizens in

order to encourage domestic consumption, restrictions on the interactions with China were selectively lifted, and conversations between Taipei and Beijing began to increase. A financial MOU was signed between Taipei and Beijing, allowing Taiwanese financial institutions to establish outlets in China, and in the meantime, the Taiwan financial authority opened the Taiwan equity and debt markets to the QDII funds raised in China under certain provisos. ECFA (Economic Cooperative Framework Agreement), a free trade agreement framework now being under negotiation with Beijing, is another effort made by Taiwanese authority to cope with the likely challenges from the FTAs (Free Trade Agreements) between Asean countries.

### **Operating results**

Year 2009 was the company's sixtieth anniversary after its inception in Taiwan. With relentless efforts, the company has successfully grown and migrated from a small cotton yarn mill, into a sizable entity with a vertical polyester production facility, meanwhile controlling substantial holdings in real estate, and a diversified portfolio of equity investments. On 20 October 2009, the company decided to rename itself from Far Eastern Textile Limited (FETL) to Far Eastern New Century Corporation (FENC), to properly represent its current business scope. A new company mission was announced to guide the future path of this company: "Having innovative thinking, superior technology, and excellent managerial skills, we aim to lead the polyester industry and maximize the value of our holdings in estates and equities, and that shall bring happiness and prosperity to the community where we ourselves belong."

The financial results of the company in 2009 improved substantially compared to 2008. The operating revenue reached NT\$41.9 billion and NT\$167 billion on the parent-alone basis and consolidated basis, respectively. The net income rose to NT\$8.1 billion, an increase of 76% YoY, translating into an EPS of NT\$1.74. Reasons of this improvement in financial results are: 1) lower raw material costs for one of the company's main products, Purified Terephthalic Acid (PTA), turned the severe loss of this business into positive territory; 2) aggressive re-financing lowered the costs of borrowing, reducing the interest expenses by 51%, or NT\$600 million.

The Board has proposed to pay a cash dividend of NT\$1.3 per share and a stock dividend of NT\$0.2 per share, representing a combined payout ratio of 86.4%. The Board also recommends each shareholder vote FOR the proposal of dividend payout.

In addition to the achievements in delivering financial results, FENC also improved several non-financial value drivers, which we believe would lead to the further growth in the future, and those are recapped below:

#### ***Continual upgrade of product mix at the polyester business***

We believe continual upgrade of the product mix is a must to maintain the company's leading position in the polyester industry. In 2009, several new production lines were being constructed, and new applications were being launched. Amorphous PET sheets represented the most prominent result in this regard. The capacity of such product was increased by 97% in Taiwan to 22,000 tons/year, and commercial operations were commenced in 4Q09, giving the company the



number one position in Taiwan in terms of market share. Two additional lines are being constructed in Wuhan, Hubei Province in China, and expected to be completed in 2010. More importantly, new characteristics, such as anti-static to prevent electrical interferences, are developed for such sheets. As a result, PET sheets now are well accepted by electronics producers for the wrapping and packaging purposes of mobile phones, LCD panels, hard drives of computers, memory cards, and so forth, replacing their conventional packaging materials of polyvinyl chloride and Styrofoam.

The launch of PET-made beer bottles was another achievement. The company constructed a PET-made beer bottle plant in Suzhou, for the purpose of producing PET bottle chips, bottle pre-forms, filling, and bottling of beer. The first launch was in October 2008, licensed by Martens Beer, a prestigious beer brand in Belgium for two hundred years, targeting Shanghai as the primary market. This bottle, named as CoolerPak™, is the first one of the PET-made beer bottle in China, with characteristics of recyclable and light-weighted. In 2009, the company has secured other beer companies, including but not limited to Japanese Asahi and Suntory, as new customers, providing them services of filling and bottling of beer. The geographical market has also been expanding from only Shanghai area to the whole east coast area, the southern area of China, as well as Taiwan.

#### ***Resources re-allocation at the textile business***

We believe resources of each company are limited, and should be re-allocated from lower return business to higher return one. In 2009, some aged and less efficient cotton yarn spindles at the Neli site in Taiwan were phased out. The main business target now focuses on the designs and inventions of new raw materials for international sportswear brand names – Nike and Adidas, and the newly emerging China brands – Li Ning, Anta, and Kappa. Part of the company's original production processes, such as fabricating, dyeing and finishing, now are sub-contracted with co-operative firms, reducing the company's capital expenditures and labor costs, in hopes of raising the return on the invested capital in the textile business with a new asset-light business model.

#### ***Aggressive expansions at core investments***

Major investment holdings of the company are property development, cement, retail, and telecommunication businesses. The construction of Taipei Far Eastern Telecom Park (Tpark), located at the outskirts of Taipei City, has been implemented for two years, and the pre-sale of the first residential product and the pre-rent of the first commercial office building were both launched at the end of 2009. Regarding the cement business, Asia Cement (China) had increased its capacity in China by 50% in 2009 to 12 million tons/year. In spite of the falling prices of cement in China, the aggressive expansion in output volume by Asia Cement (China) successfully compensated the weakness of falling prices, providing the parent company with stable investment income. The retail business achieved an outstanding growth of 570% at its earnings in 2009, thanks to the return of the consumers' confidence. Three new stores were opened in 2009 – SOGO at Tienmu in Taipei, Far Eastern Department Store in Hualian, and a high-end Far Eastern Store at Wukesong area, the 2008 Olympics Game Stadium, in Beijing.

Despite of the high penetration rate and the intensive competition of the mobile business in Taiwan,

Far EasTone Telecom continued to achieve stable earnings performance. In 2009, Far EasTone was the first mobile company to launch the 4G WiMAX service among Taiwan peers, providing household and enterprise customers an alternative choice for connection to Internet. This service started in the Taichung City, and then its network is being expanding gradually to cover the whole Taiwan Island. Last mile connection by fiber optical since then was no longer an obstacle for Far EasTone to acquire household and enterprise customers.

#### ***Honors and awards***

FENC was awarded by the CommonWealth Magazine the “Year 2009 Taiwan’s Most Admired Company”, and this is the fourth consecutive year that the company receives this honorable recognition from the local society. Its subsidiary, Far EasTone Telecom, was awarded the “The Best Corporate Social Responsibility” and the “The Best Investor Relations” based on the voting polls conducted by the FinanceAsia Magazine in 2009.

#### **Plans and prospects**

Guided by the new company mission mentioned above, the business plan of the company in 2010 will focus on the followings:

##### ***Upgrade production lines to expand margin***

Two major projects now are under planning. First, a new PTA production line is planned at the Guanyiin site in Taiwan, with a capacity of 1.2 million tons/year. The purpose of this new production line, built by the company’s subsidiary, Oriental Petrochemical (Taiwan), is to replace its existing old facilities at the adjacent area. Once completed, better efficiency of the new line can lower the production cost per unit; meanwhile, the production volume would rise by 20%. Second, a single PET production line, with a capacity of 700,000 tons/year, is planned at the Pudong site in Shanghai, provided relevant licenses can be granted. This is the largest single PET production line in the world, with the most advanced production technology. Such new line is expected to double the PET capacity of the company in China, and the production cost will be much more competitive for its mass scale relative to peers.

##### ***Create green products to meet customers’ demand***

The climate change has already attracted worldwide attentions; environmental sustainability and reduction of carbon emission have gradually become a requirement, not only from the investment professionals but also from product end users. In order to meet customers’ demand and fulfill our social responsibility, the company has already launched several projects, by co-operating with our customers or partners. Two major ones of these projects in 2010 are:

First, sportswear made of recycled fibers. More and more international sportswear brand names, for instance, Nike and Adidas, now require its suppliers to mix at least 10% of the recycled fibers in the raw materials used for their products. In order to promote the awareness of conserving the environment, Nike, as one of the major sponsors of the 2010 FIFA World Cup™ in South Africa, has decided to “GO GREEN”, requiring all jerseys of the football teams sponsored by Nike being made of 100% recyclable materials. FENC successfully meets this requirement, and is responsible for

the design and manufacturing of the jerseys for national teams of Brazil, Australia, and New Zealand. Each of the shirts has been fabricated with up to eight PET bottles, amounting to a reduction of a 30% in energy consumption, as against the energy used in the process of manufacturing jerseys from virgin polyester. The all new jerseys for these teams have been termed, according to Nike, as the most environmentally friendly and technologically advanced kits in football history.

Second, a “bottle to bottle” re-generation technology. FENC has worked with one of our largest customers, Coca Cola, to mix recycled PET chips with virgin bottle chips to produce bottles for soda drinks. Starting from this year, FENC accepts the challenges from the Plantbottle™ Project initiated by Coca Cola, to produce technologically innovative bottles. The said innovative PET bottles are made of bio-MEG, and thus result in less carbon dioxide emission than petroleum-based MEG, helping resolve the waste issues faced by beverage producers and promoting the awareness of conserving the environment.

***Increase the return from the core investments***

The development of Tpark project mentioned above has been executed for four years, and we expect this year to be the first year for the company to reap results. The pre-sale of its first residential product “California Dream” turned out to be satisfactory. We estimate the total sales of this product can reach roughly NT\$8 billion. Construction is slated for completion by the end of 2010. Based on the percentage-of-completion-method, we believe a substantial amount of the profit from this residential product can be booked in this year. Soon followed by this accomplishment, the ground breaking of the second residential product is also planned for this year. The rental income from the first commercial office building will also occur from this year and beyond.

The next development target of the company’s land holdings will be the piece located in I-Lan, and that is planned to be developed into a hotel resort combined with a shopping center. The project plan had already received the permit from the Ministry of Interior in 2009, and the development and construction will begin soon in 2010.

Subsidiaries in other investment area are also expected to have positive expectations in 2010. Asia Cement (China) will continue its aggressive expansion in China to strengthen its market position. Another four production lines will be commenced in 2010, located in Hubei, Jiangxi, and Sichuan Provinces, respectively, increasing its China capacity by additional 67%, from 12 million tons/year in 2009 to 20 million tons/year by the end of 2010. Far Eastern Department Stores will open two new stores, with one in Taichung City, Taiwan, and the other in Wuxi, Jiangsu Province in China.

In order to capture the market share in the non-voice data services, including value-added services and multimedia services, Far EasTone Telecom has built alliances with mobile device providers to launch varieties of smart phones, and provided subscribers several choices of bucket data rate plans to encourage usages. In 2010, Far EasTone Telecom plans to launch “S mart”, the first Taiwan independent mobile application store with full localized experience. Both Far EasTone and non-Far EasTone subscribers can download applications, such as games, news, travel information,

social net-working, music, and multimedia services from the “S mart”, allowing Far EasTone to retain its current subscribers, and in the meantime, penetrate into the territory of its peer companies.

### **Corporate social responsibilities**

To promote the awareness of conserving the environment, FENC has been working with the Taipei City Government in the event of 2010 Taipei International Flora Expo. The company has built the pavilion, named as Far Eastern EcoARK, for the Expo. The pavilion walls are made of PET crystal bricks recycled from PET bottles. Such design can not only reduce the consumption of construction materials, but also save the energy to lighten the building for the natural transparency of PET bricks. The Expo pavilion demonstrates a perfect combination of green, sense of beauty, and modern architecture technology.

Since its inception, FENC has long committed to be a responsible corporate citizen. It has established several non-profit foundations, and continuously sponsored programs dedicated to the promotion of medical, educational, cultural, and scientific activities. While the company decided to commemorate its sixtieth anniversary in 2009, it therefore chose a unique way – “Reward to the society”, to share its achievements with, and to express its gratitude to, the society. On 8 August 2009, shortly after Typhoon Morakot hit Taiwan, the Group synergized swiftly to reconstruct and relocate five primary and junior high schools in Kaohsiung County. In early 2010, the company organizes 12 stations in Taiwan, and mobilizes all employees in the whole Group to donate blood, filling the blood bank in Taiwan. As aforesaid, bringing happiness and prosperity to the community where we ourselves belong is an essential part of the company’s mission.

We sincerely thank the continual supports from our shareholders and dedicated efforts of our employees. Sixtieth anniversary indicates a milestone of significant consequence in the company’s history. The management team is determined to persevere with the company’s great tradition, its founding spirit “Sincerity, Diligence, Thrift, Prudence” and “Innovation”, to deliver excellence as it always does. Moreover, the management is inspired by the new company name and the new company mission to aim higher and to deliver better results, ensuring our shareholders will be better rewarded in the coming years.

## Attachment II

### Independent auditors' audit report



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#### INDEPENDENT AUDITORS' REPORT

The Board of Directors and the Stockholders  
Far Eastern New Century Corporation

We have audited the accompanying balance sheets of Far Eastern New Century Corporation (the "Company") (formerly Far Eastern Textile Ltd.) as of December 31, 2009 and 2008 and the related statements of income, changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. However, we did not audit the financial statements of certain investees as of and for the years ended December 31, 2009 and 2008. The direct and indirect stock investments in these companies were all accounted for by the equity method. The carrying values of these investments, included in the accompanying balance sheets, were 1.41% (NT\$2,063,325 thousand) and 1.38% (NT\$1,941,501 thousand) of the Company's total assets as of December 31, 2009 and 2008, respectively. As shown in the accompanying statements of income, the Company's equity in net gain of NT\$160,792 thousand and gain of NT\$181,150 thousand of the foregoing investees were 1.98% and 3.93%, respectively, of the Company's income before income tax in 2009 and 2008, respectively. The financial statements of these investees were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts pertaining to the above investments, is based solely on the reports of the other auditors.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of other auditors, the Company's financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Far Eastern New Century Corporation as of December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, requirements of the Business Accounting Law and Guidelines Governing Business Accounting relevant to financial accounting standards, and accounting principles generally accepted in the Republic of China.

As disclosed in Note 3 to the financial statements, starting on January 1, 2009, the Company adopted the newly revised ROC Statement of Financial Accounting Standard No. 10 - "Inventories". This accounting change resulted in decreases of NT\$110,756 thousand in net income and a decrease of NT\$0.02 in after income tax basic earnings per share in 2009. In March 2007, the Accounting Research and Development Foundation of the Republic of China issued Interpretation No. 2007-052, which requires companies to recognize bonuses paid to employees and remuneration paid to directors and supervisors as compensation expenses beginning January 1, 2008. These bonuses and remuneration were previously recorded as appropriations from earnings. This accounting change resulted in decreases of NT\$343,975 thousand in net income and in after income tax basic earnings per share of NT\$0.08 in 2008.

Note 23 describes a case related to the Department of Commerce's nullification of Pacific Liu Tung Investment Corporation's registration of capital increase and other relevant registrations and the impact of this case on Far Eastern New Century Corporation's controlling interest and several recapitalizations done by the Company and its subsidiaries, which are the investors of Pacific Liu Tung Investment Corporation ("PLT"), will depend on the final judgment of the court.

We have also audited the consolidated financial statements of Far Eastern New Century Corporation and subsidiaries for the years ended December 31, 2009 and 2008 (not presented herewith) and have expressed a modified unqualified opinion thereon in our report dated March 5, 2010 on the basis of our audits and the reports of the other auditors.

*Deloitte & Touche*

March 5, 2010

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 financial statements are those generally accepted and applied in the Republic of China.*

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

## Attachment III

### Supervisors' report

To the 2010 General Shareholders' Meeting of Far Eastern New Century Corporation,

In accordance with Article 219 of the Company Law, we have examined the Business Report, the Resolution for Allocation of Surplus Profit, and Financial Statements submitted by the Board of Directors for the year ending 2009 which had been audited by Deloitte & Touche, and found them in order.

T. H. Chang



Ching-Ing Hou



Alice Hsu



April 26<sup>th</sup>, 2010

# Attachment IV

## FAR EASTERN NEW CENTURY CORPORATION (Formerly Far Eastern Textile Ltd.)

BALANCE SHEETS  
DECEMBER 31, 2009 AND 2008  
(In Thousands of New Taiwan Dollars, Except Par Value)

ASSETS	2009		2008		LIABILITIES AND STOCKHOLDERS' EQUITY	2009		2008	
	Amount	%	Amount	%		Amount	%	Amount	%
<b>CURRENT ASSETS</b>					<b>CURRENT LIABILITIES</b>				
Cash	\$ 5,928,545	4	\$ 5,275,744	4	Short-term bank loans	\$ 3,422,461	2	\$ 6,608,803	5
Financial assets at fair value through profit or loss - current	53,228	-	79,441	-	Financial liabilities at fair value through profit or loss - current	20,750	-	102,862	-
Notes receivable	505,389	1	426,799	-	Derivative financial liabilities for hedging - current	-	-	7,656	-
Accounts receivable - less allowance for bad debts of \$100,099 thousand, net	6,214,196	4	6,712,735	5	Notes payable	1,871	-	1,767	-
Other financial assets - current	488,030	-	472,777	1	Accounts payable	3,253,585	2	1,973,753	1
Inventories, net	4,436,524	3	5,626,040	4	Accrued expenses	2,578,141	2	2,176,594	2
Prepaid expenses	631,524	1	246,525	-	Receipts in advance	270,576	-	235,226	-
Deferred income taxes assets - current	98,038	-	168,560	-	Current portion of long-term liabilities	5,592,343	4	1,877,320	1
Other current assets	223,278	-	177,729	-	Other current liabilities	599,298	1	802,020	1
Total current assets	18,578,752	13	19,186,350	14	Total current liabilities	15,739,025	11	13,786,001	10
<b>MUTUAL FUNDS AND INVESTMENTS</b>					<b>LONG-TERM LIABILITIES, NET OF CURRENT PORTION</b>				
Financial assets available for sale - noncurrent	722,890	-	-	-	Bonds payable	7,800,000	5	9,884,012	7
Financial assets carried at cost - noncurrent	53,667	-	53,667	-	Long-term debts	28,370,340	19	29,818,170	21
Equity-method investments	112,289,875	77	105,870,248	75	Total long-term liabilities	36,170,340	24	39,702,182	28
Total mutual funds and investments	113,066,432	77	105,923,915	75	<b>RESERVE FOR LAND VALUE INCREMENT TAX</b>	1,018,899	1	1,018,899	1
<b>PROPERTIES</b>					<b>OTHER LIABILITIES</b>				
Cost					Accrued pension cost	1,050,392	1	1,933,915	1
Land	1,076,981	1	1,076,981	1	Deferred income	52,773	-	52,773	-
Buildings and equipment	5,869,427	4	6,015,401	4	Guarantee deposits received	615	-	615	-
Machinery and equipment	40,207,902	27	39,946,885	28	Total other liabilities	1,103,780	1	1,987,303	1
Furniture and miscellaneous equipment	2,568,146	2	2,479,573	2	Total liabilities	54,032,044	37	56,494,385	40
Total cost	49,722,456	34	49,518,840	35	<b>STOCKHOLDERS' EQUITY</b>				
Appreciation	3,016,844	2	3,022,867	2	Capital stock - NT\$10.00 par value				
Total cost and appreciation	52,739,300	36	52,541,707	37	Authorized - 4,950,000 thousand shares				
Less: Accumulated depreciation	40,550,392	28	39,813,686	28	Issued and outstanding - 4,661,353 thousand shares in 2009 and 4,569,954 thousand shares in 2008	46,613,529	32	45,699,538	32
Constructions in progress	12,188,908	8	12,728,021	9	Capital surplus				
Prepayments for equipment	1,006,817	1	1,383,424	1	Additional paid-in capital from share issuance in excess of par	932,814	1	932,814	1
Net properties	165,639	-	173,994	-	From long-term investments	9,240,917	6	9,120,172	6
					Others	7,672	-	7,672	-
					Total capital surplus	10,181,403	7	10,060,658	7
					Retained earnings				
					Legal reserve	8,602,110	6	8,196,285	6
					Special reserve	3,034,766	2	3,034,766	2
					Unappropriated earnings	9,672,105	6	6,535,276	5
					Total retained earnings	21,308,981	14	17,766,327	13
					Other stockholders' equity				
					Unrealized gain on financial instruments	3,276,309	2	(866,020)	(1)
					Cumulative translation adjustments	2,490,010	2	3,696,557	3
					Unrealized revaluation increment	8,721,219	6	8,843,128	6
					Net loss not recognized as pension cost	(80,263)	-	(656,261)	-
					Total other stockholders' equity	14,407,275	10	11,017,404	8
					Net stockholders' equity	92,511,188	63	84,543,927	60
<b>TOTAL</b>	<b>\$ 146,543,232</b>	<b>100</b>	<b>\$ 141,038,312</b>	<b>100</b>	<b>TOTAL</b>	<b>\$ 146,543,232</b>	<b>100</b>	<b>\$ 141,038,312</b>	<b>100</b>

(With Deloitte & Touche audit report dated March 5, 2010)



**FAR EASTERN NEW CENTURY CORPORATION**  
(Formerly Far Eastern Textile Ltd.)

**STATEMENTS OF INCOME**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2009		2008	
	Amount	%	Amount	%
<b>REVENUES</b>				
Sales	\$ 42,509,515	101	\$ 51,298,290	101
Less: Sales returns and allowances	<u>581,061</u>	<u>1</u>	<u>641,427</u>	<u>1</u>
Net sales	41,928,454	100	50,656,863	100
Processing service income	<u>11,624</u>	<u>-</u>	<u>18,032</u>	<u>-</u>
Total revenues	<u>41,940,078</u>	<u>100</u>	<u>50,674,895</u>	<u>100</u>
<b>COSTS OF REVENUES</b>				
Cost of sales	38,479,133	92	45,622,552	90
Cost of processing services	<u>11,277</u>	<u>-</u>	<u>21,409</u>	<u>-</u>
Total costs of revenues	<u>38,490,410</u>	<u>92</u>	<u>45,643,961</u>	<u>90</u>
GROSS PROFIT	<u>3,449,668</u>	<u>8</u>	<u>5,030,934</u>	<u>10</u>
<b>OPERATING EXPENSES</b>				
Marketing	2,538,187	6	3,284,796	7
General and administrative	1,176,875	3	989,483	2
Research and development	<u>567,390</u>	<u>1</u>	<u>568,913</u>	<u>1</u>
Total operating expenses	<u>4,282,452</u>	<u>10</u>	<u>4,843,192</u>	<u>10</u>
OPERATING (LOSS) GAIN	<u>(832,784)</u>	<u>(2)</u>	<u>187,742</u>	<u>-</u>
<b>NONOPERATING INCOME AND GAINS</b>				
Interest	16,019	-	177,137	-
Equity in net income of investees, net	9,211,453	22	5,542,190	11
Cash dividends	-	-	5,432	-
Gain on disposal of properties	1,924	-	19,912	-
Gain on sale of investments, net	854,467	2	9,726	-
Foreign exchange gain, net	-	-	42,796	-
Rental	11,452	-	11,227	-
Valuation gain on financial liabilities, net	93,123	-	465,708	1
Valuation gain on financial assets, net	53,353	-	-	-
Others	<u>154,284</u>	<u>1</u>	<u>233,967</u>	<u>1</u>
Total nonoperating income and gains	<u>10,396,075</u>	<u>25</u>	<u>6,508,095</u>	<u>13</u>

(Continued)

**FAR EASTERN NEW CENTURY CORPORATION**  
(Formerly Far Eastern Textile Ltd.)

**STATEMENTS OF INCOME**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	<b>2009</b>		<b>2008</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>NONOPERATING EXPENSES AND LOSSES</b>				
Interest	599,907	2	1,217,020	2
Exchange loss, net	216,950	1	-	-
Impairment losses on nonoperating properties	131,833	-	29,713	-
Valuation loss on financial assets, net	-	-	32,898	-
Others	<u>478,894</u>	<u>1</u>	<u>801,702</u>	<u>2</u>
Total nonoperating expenses and losses	<u>1,427,584</u>	<u>4</u>	<u>2,081,333</u>	<u>4</u>
INCOME BEFORE INCOME TAX	8,135,707	19	4,614,504	9
INCOME TAX EXPENSE (BENEFIT)	<u>47,011</u>	<u>-</u>	<u>(7,440)</u>	<u>-</u>
NET INCOME	<u>\$ 8,088,696</u>	<u>19</u>	<u>\$ 4,621,944</u>	<u>9</u>
	<b>2009</b>		<b>2008</b>	
	<b>Income Before Income Tax</b>	<b>Net Income</b>	<b>Income Before Income Tax</b>	<b>Net Income</b>
EARNINGS PER SHARE (New Taiwan dollars)				
Basic	<u>\$ 1.75</u>	<u>\$ 1.74</u>	<u>\$ 0.99</u>	<u>\$ 0.99</u>
Diluted	<u>\$ 1.74</u>	<u>\$ 1.73</u>	<u>\$ 0.99</u>	<u>\$ 0.99</u>

(With Deloitte & Touche audit report dated March 5, 2010)

(Concluded)

**FAR EASTERN NEW CENTURY CORPORATION**  
(Formerly Far Eastern Textile Ltd.)

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**  
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)

	Capital Stock Issued and Outstanding		Capital Surplus	Retained Earnings				Other Equity				
	Shares in Thousands	Amount		Legal Reserve	Special Reserve	Unappropriated		Unrealized Valuation Gain (Loss) on Financial Instruments	Cumulative Translation Adjustments	Unrealized Revaluation Increment on Properties	Net Loss not Recognized as Pension Cost	Total Stockholders' Equity
						Earnings	Total					
BALANCE, JANUARY 1, 2008	4,480,347	\$ 44,803,469	\$ 9,327,997	\$ 7,061,162	\$ 3,034,766	\$ 13,247,308	\$ 23,343,236	\$ 4,268,337	\$ 1,706,254	\$ 8,566,640	\$ (69,966)	\$ 91,945,967
Appropriation of the 2007 earnings												
Legal reserve	-	-	-	1,135,123	-	(1,135,123)	-	-	-	-	-	-
Stock dividends - NT\$0.2 per share	89,607	896,069	-	-	-	(896,069)	(896,069)	-	-	-	-	-
Cash dividends - NT\$1.8 per share	-	-	-	-	-	(8,064,624)	(8,064,624)	-	-	-	-	(8,064,624)
Remuneration to directors and supervisors and bonus to employees	-	-	-	-	-	(674,461)	(674,461)	-	-	-	-	(674,461)
Balance after appropriations	4,569,954	45,699,538	9,327,997	8,196,285	3,034,766	2,477,031	13,708,082	4,268,337	1,706,254	8,566,640	(69,966)	83,206,882
Net income in 2008	-	-	-	-	-	4,621,944	4,621,944	-	-	-	-	4,621,944
Adjustments due to changes in investees' equity in long-term investments	-	-	696,871	-	-	(323,039)	(323,039)	(5,191,265)	1,761,305	276,491	(1,086)	(2,780,723)
Adjustment on investees' equity not recognized in percentage of ownership in investees	-	-	(9,971)	-	-	(240,880)	(240,880)	-	-	-	-	(250,851)
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	229,496	-	-	229,496
Change in net loss not recognized as pension cost	-	-	-	-	-	-	-	-	-	-	(585,239)	(585,239)
Unrealized loss on cash flow hedge	-	-	-	-	-	-	-	56,160	-	-	-	56,160
Adjustments on stockholders' equity due to the sale of long-term equity investments	-	-	45,761	-	-	220	220	748	(498)	(3)	30	46,258
BALANCE, DECEMBER 31, 2008	4,569,954	45,699,538	10,060,658	8,196,285	3,034,766	6,535,276	17,766,327	(866,020)	3,696,557	8,843,128	(656,261)	84,543,927
Appropriation of the 2008 earnings (Note)												
Legal reserve	-	-	-	405,825	-	(405,825)	-	-	-	-	-	-
Stock dividends - NT\$0.2 per share	91,399	913,991	-	-	-	(913,991)	(913,991)	-	-	-	-	-
Cash dividends - NT\$0.8 per share	-	-	-	-	-	(3,655,963)	(3,655,963)	-	-	-	-	(3,655,963)
Balance after appropriations	4,661,353	46,613,529	10,060,658	8,602,110	3,034,766	1,559,497	13,196,373	(866,020)	3,696,557	8,843,128	(656,261)	80,887,964
Net income in 2009	-	-	-	-	-	8,088,696	8,088,696	-	-	-	-	8,088,696
Adjustments due to changes in investees' equity in long-term investments	-	-	194,351	-	-	18,862	18,862	4,000,948	(789,566)	(121,909)	(13,090)	3,289,596
Change in unrealized gain (loss) on available-for-sale financial assets	-	-	-	-	-	-	-	146,473	-	-	-	146,473
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	(332,652)	-	-	(332,652)
Reversal of net loss not recognized as pension cost	-	-	-	-	-	-	-	-	-	-	585,239	585,239
Unrealized loss on cash flow hedge	-	-	-	-	-	-	-	7,656	-	-	-	7,656
Adjustments on stockholders' equity due to the sale of long-term equity investments	-	-	(73,606)	-	-	5,050	5,050	(12,748)	(84,329)	-	3,849	(161,784)
BALANCE, DECEMBER 31, 2009	4,661,353	\$ 46,613,529	\$ 10,181,403	\$ 8,602,110	\$ 3,034,766	\$ 9,672,105	\$ 21,308,981	\$ 3,276,309	\$ 2,490,010	\$ 8,721,219	\$ (80,263)	\$ 92,511,188

Note: Remuneration to directors and supervisors NT\$147,418 thousand and bonus to employees NT\$196,557 thousand had been deducted from the income statement of 2008.

(With Deloitte & Touche audit report dated March 5, 2010)

**FAR EASTERN NEW CENTURY CORPORATION**  
**(Formerly Far Eastern Textile Ltd.)**

**STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**  
**(In Thousands of New Taiwan Dollars)**

	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 8,088,696	\$ 4,621,944
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,882,377	1,983,949
Amortization	84,360	66,943
(Reversal of allowance) allowance for losses on inventories	(482,902)	273,094
Amortization on discount of exchangeable bonds	58,332	58,332
Investment net income recognized under the equity method	(9,211,453)	(5,542,190)
Cash dividends received on equity-method investments	5,092,054	10,019,746
Accrued pension costs	(231,998)	14,301
Net gain on disposal of properties	(1,924)	(19,912)
Impairment losses on idle properties	131,833	29,713
Gain on sale of investments, net	(854,467)	(9,726)
Deferred income tax	107,960	-
Net changes in operating assets and liabilities		
Financial assets held for trading	26,213	64,014
Financial liabilities held for trading	(82,112)	(288,919)
Notes receivable	(78,590)	429,206
Accounts receivable	498,539	59,565
Other financial assets - current	(119,878)	25,877
Inventories	1,672,418	559,899
Prepaid expenses	(384,999)	294,152
Other current assets	(45,549)	75,467
Notes payable	104	(7,061)
Accounts payable	1,279,832	(1,491,882)
Accrued expenses	401,547	478,931
Receipts in advance	35,350	(62,715)
Other current liabilities	<u>(81,656)</u>	<u>19,496</u>
Net cash provided by operating activities	<u>7,784,087</u>	<u>11,652,224</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds of the disposal of long-term equity investments	1,581,150	287,739
Increase in long-term equity investments	(703,545)	(6,989,371)
Acquisition of properties	(1,169,063)	(1,600,471)
Proceeds of the disposal of properties	60,421	63,771
Increase in other intangible assets	(9,940)	(1,768)
Increase in other assets	<u>(51,788)</u>	<u>(22,615)</u>
Net cash used in investing activities	<u>(292,765)</u>	<u>(8,262,715)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		

(Continued)

**FAR EASTERN NEW CENTURY CORPORATION**  
**(Formerly Far Eastern Textile Ltd.)**

**STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**  
**(In Thousands of New Taiwan Dollars)**

	<b>2009</b>	<b>2008</b>
(Decrease) increase in short-term bank loans	(3,186,342)	3,753,326
Payments of cash dividends, remuneration to directors and supervisors and bonus to employees	(3,777,029)	(8,596,379)
Decrease in long-term liabilities	(1,375,150)	(1,161,310)
Issuance of bonds	<u>1,500,000</u>	<u>800,000</u>
Net cash used in financing activities	<u>(6,838,521)</u>	<u>(5,204,363)</u>
NET INCREASE (DECREASE) IN CASH	652,801	(1,814,854)
CASH, BEGINNING OF YEAR	<u>5,275,744</u>	<u>7,090,598</u>
CASH, END OF YEAR	<u>\$ 5,928,545</u>	<u>\$ 5,275,744</u>
<b>SUPPLEMENTARY CASH FLOW INFORMATION</b>		
Interest paid	\$ 605,693	\$ 1,157,996
Deduct: Capitalized interest	<u>21,725</u>	<u>54,439</u>
Interest paid (excluding capitalized interest)	<u>\$ 583,968</u>	<u>\$ 1,103,557</u>
Income tax paid	<u>\$ 1,549</u>	<u>\$ 61,981</u>
<b>CASH PAID FOR ACQUISITION OF PROPERTIES</b>		
Increase in properties	\$ 1,522,045	\$ 1,993,770
Add: Payables for acquisition of properties, beginning of year	32,322	38,994
Advances to suppliers of machine and equipment, end of year	165,639	173,994
Constructions in progress, end of year	1,006,817	1,383,424
Deduct: Advances to suppliers of machine and equipment, beginning of year	(173,994)	(87,320)
Constructions in progress, beginning of year	(1,383,424)	(1,870,069)
Payables for acquisition of properties, end of year	<u>(342)</u>	<u>(32,322)</u>
Cash paid for acquisition of properties	<u>\$ 1,169,063</u>	<u>\$ 1,600,471</u>
<b>NONCASH FINANCING ACTIVITIES</b>		
Current portion of long-term liabilities	<u>\$ 5,592,343</u>	<u>\$ 1,877,320</u>

(With Deloitte & Touche audit report dated March 5, 2010)

(Concluded)

## Attachment V

### Far Eastern New Century Corporation Profit Allocation Proposal

Unit: NT dollar

<b>Net income of 2009</b>	<b>8,088,696,621</b>
Less:	
10% legal reserve	811,260,882
Plus:	
Unappropriated retained earnings of previous years	1,559,498,067
Unappropriated retained earnings booked by equity method from affiliates	23,912,194
<b>Earnings available for distribution as of 31 December 2009</b>	<b>8,860,846,000</b>
<b>Distribution items:</b>	
Cash dividends to common share holders (NT\$1.3 per share)	6,059,758,772
Stock dividends to common share holders (NT\$0.2 per share at par value, i.e., 20 shares for each 1,000 shares owned)	932,270,580
<b>Total distribution</b>	<b>6,992,029,352</b>
<b>Unappropriated earnings</b>	<b>1,868,816,648</b>

Note:

Year 2009 profits are distributed according to the Article 26 and Article 27 of the Far Eastern New Century Corporation Articles of Incorporation. Bonus of employees and compensation for Directors and Supervisors are booked as company expenses and excluded from the net income.

# Attachment VI

## Overview of Articles of Incorporation amendments

Section	Current Articles	Proposed Changes	Reasons
Article 2	<p>The Company's businesses are as follows :</p> <ol style="list-style-type: none"> <li>1. C301010 Yarn spinning mills</li> <li>2. C302010 Knit fabric mills</li> <li>3. C303010 Non woven fabric mills</li> <li>4. C305010 Printing dyeing and finishing mills</li> <li>5. C306010 Outerwear knitting mills</li> <li>6. C307010 Apparel, clothing accessories and other textile product manufacturing</li> <li>7. C399990 Other textile products</li> <li>8. C801120 Manmade fiber manufacturing</li> <li>9. C801990 Other chemical material manufacturing</li> <li>10. F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products</li> <li>11. F105050 Wholesale of furniture, bedclothes, kitchen equipment and fixtures</li> <li>12. F106020 Wholesale of articles for daily use</li> <li>13. F107990 Wholesale of other chemical products</li> <li>14. F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products</li> <li>15. F205040 Retail sale of furniture, bedclothes, kitchen equipment and fixtures</li> <li>16. F206020 Retail sale of articles for daily use</li> <li>17. F207990 Retail sale of other chemical products</li> <li>18. F301010 Department stores</li> <li>19. F401010 International trade</li> <li>20. F501060 Restaurants</li> <li>21. J701020 Amusement parks</li> <li>22. J801030 Athletics and recreational sport stadium</li> <li>23. H701010 Residence and buildings lease construction and development</li> <li>24. H701020 Industrial factory buildings lease construction and development</li> </ol>	<p>The Company's businesses are as follows :</p> <ol style="list-style-type: none"> <li>1. C301010 Yarn spinning mills</li> <li>2. C302010 Knit fabric mills</li> <li>3. C303010 Non woven fabric mills</li> <li>4. C305010 Printing dyeing and finishing mills</li> <li>5. C306010 Outerwear knitting mills</li> <li>6. C307010 Apparel, clothing accessories and other textile product manufacturing</li> <li>7. C399990 Other textile products</li> <li>8. C801120 Manmade fiber manufacturing</li> <li>9. C801990 Other chemical material manufacturing</li> <li>10. F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products</li> <li>11. F105050 Wholesale of furniture, bedclothes, kitchen equipment and fixtures</li> <li>12. F106020 Wholesale of articles for daily use</li> <li>13. F107990 Wholesale of other chemical products</li> <li>14. F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products</li> <li>15. F205040 Retail sale of furniture, bedclothes, kitchen equipment and fixtures</li> <li>16. F206020 Retail sale of articles for daily use</li> <li>17. F207990 Retail sale of other chemical products</li> <li>18. F301010 Department stores</li> <li>19. F401010 International trade</li> <li>20. F501060 Restaurants</li> <li>21. J701020 Amusement parks</li> <li>22. J801030 Athletics and recreational sport stadium</li> <li>23. H701010 Residence and buildings lease construction and development</li> <li>24. H701020 Industrial factory buildings lease construction and development</li> </ol>	<p>Delete Item No. 29 J901011 International and general tourist hotels and Item No. 31 G101061 Truck freight transportation, as both are classified by the regulatory authorities as licensed industries, and thus need approvals to enter. The company does not apply for and receive such approvals.</p>

	<p>25. H701040 Specialized field construction and development</p> <p>26. H701050 Public works construction and investment</p> <p>27. G202010 Parking garage business</p> <p>28. G801010 Warehousing and storage</p> <p>29. <u>J901011 International and general tourist hotels</u></p> <p>30. IZ06010 Cargos packaging</p> <p>31. <u>G101061 Truck freight transportation</u></p> <p>32. C802120 Industrial catalyst manufacturing</p> <p>33. F102040 Wholesale of nonalcoholic beverages</p> <p>34. F107030 Wholesale of cleaning preparations</p> <p>35. F113070 Wholesale of telecom instruments</p> <p>36. F213060 Retail sale of telecom instruments</p> <p>37. CC01080 Electronic part and component manufacturing</p> <p>38. CF01011 Medical materials and equipment manufacturing</p> <p>39. F108031 Wholesale of drugs and medical goods</p> <p>40. F208031 Retail sale of medical equipments</p> <p>41. ZZ99999 Except where permits are required, to run operations not forbidden or limited by laws and regulations</p>	<p>25. H701040 Specialized field construction and development</p> <p>26. H701050 Public works construction and investment</p> <p>27. G202010 Parking garage business</p> <p>28. G801010 Warehousing and storage</p> <p>29. IZ06010 Cargos packaging</p> <p>30. C802120 Industrial catalyst manufacturing</p> <p>31. F102040 Wholesale of nonalcoholic beverages</p> <p>32. F107030 Wholesale of cleaning preparations</p> <p>33. F113070 Wholesale of telecom instruments</p> <p>34. F213060 Retail sale of telecom instruments</p> <p>35. CC01080 Electronic part and component manufacturing</p> <p>36. CF01011 Medical materials and equipment manufacturing</p> <p>37. F108031 Wholesale of drugs and medical goods</p> <p>38. F208031 Retail sale of medical equipments</p> <p>39. ZZ99999 Except where permits are required, to run operations not forbidden or limited by laws and regulations</p>	
Article 19	<p>Meetings of the Board of Directors, which shall be held quarterly, shall be convened by the Chairman. Unless otherwise stipulated by the Company Law, a quorum shall be present at the Board of Directors if it is attended by more than half of the Directors, and a resolution passed if approved by a majority of the Directors in attendance. The Chairman may <u>when necessary</u> convene meetings of the Board at any time.</p> <p>When a Director is unable to personally attend the meeting of the Board of Directors, he may entrust another Director to represent him in accordance with law.</p>	<p>Meetings of the Board of Directors, which shall be held quarterly, shall be convened by the Chairman. Unless otherwise stipulated by the Company Law, a quorum shall be present at the Board of Directors if it is attended by more than half of the Directors, and a resolution passed if approved by a majority of the Directors in attendance. The Chairman may <u>when urgent matters occur</u> convene meetings of the Board at any time.</p> <p>When a Director is unable to personally attend the meeting of the Board of Directors, he may entrust another Director to represent him in accordance with law.</p>	Pursuant to the Article 204 of Company Law and opinions of regulatory authorities, wordings are revised.
Article 29	These Articles of Incorporation were drafted	These Articles of Incorporation were drafted	To record the



	<p>on December 15, 1952, and came into effect following its approval by a resolution of the General Shareholders' Meeting and the competent authorities. Amendments shall take effect following their approval at the shareholders' meetings.</p> <p>First amendment on July 1, 1953;  Second amendment on January 22, 1954;  Third amendment on September 1, 1956;  Fourth amendment on January 15, 1957;  Fifth amendment on June 13, 1959;  Sixth amendment on August 25, 1959;  Seventh amendment on March 31, 1960;  Eighth amendment on October 26, 1960;  Ninth amendment on February 25, 1961;  Tenth amendment on May 25, 1961;  Eleventh amendment on May 2, 1962;  Twelfth amendment on August 7, 1964;  Thirteenth amendment on December 19, 1964;  Fourteenth amendment on January 20, 1966;  Fifteenth amendment on June 22, 1966;  Sixteenth amendment on June 24, 1967;  Seventeenth amendment on December 23, 1967;  Eighteenth amendment on June 8, 1968;  Nineteenth amendment on May 31, 1969;  Twentieth amendment on June 17, 1970;  Twenty-first amendment on January 25, 1972;  Twenty-second amendment on June 20, 1972;  Twenty-third amendment on April 30, 1973;  Twenty-fourth amendment on October 17, 1973;  Twenty-fifth amendment on May 8, 1974;  Twenty-sixth amendment on May 19, 1975;  Twenty-seventh amendment on April 14, 1976;  Twenty-eighth amendment on September 15, 1976;  Twenty-ninth amendment on April 6, 1977;  Thirtieth amendment on April 18, 1978;  Thirty-first amendment on February 9, 1979;  Thirty-second amendment on April 14, 1979;  Thirty-third amendment on April 28, 1980;  Thirty-fourth amendment on April 15, 1981;</p>	<p>on December 15, 1952, and came into effect following its approval by a resolution of the General Shareholders' Meeting and the competent authorities. Amendments shall take effect following their approval at the shareholders' meetings.</p> <p>First amendment on July 1, 1953;  Second amendment on January 22, 1954;  Third amendment on September 1, 1956;  Fourth amendment on January 15, 1957;  Fifth amendment on June 13, 1959;  Sixth amendment on August 25, 1959;  Seventh amendment on March 31, 1960;  Eighth amendment on October 26, 1960;  Ninth amendment on February 25, 1961;  Tenth amendment on May 25, 1961;  Eleventh amendment on May 2, 1962;  Twelfth amendment on August 7, 1964;  Thirteenth amendment on December 19, 1964;  Fourteenth amendment on January 20, 1966;  Fifteenth amendment on June 22, 1966;  Sixteenth amendment on June 24, 1967;  Seventeenth amendment on December 23, 1967;  Eighteenth amendment on June 8, 1968;  Nineteenth amendment on May 31, 1969;  Twentieth amendment on June 17, 1970;  Twenty-first amendment on January 25, 1972;  Twenty-second amendment on June 20, 1972;  Twenty-third amendment on April 30, 1973;  Twenty-fourth amendment on October 17, 1973;  Twenty-fifth amendment on May 8, 1974;  Twenty-sixth amendment on May 19, 1975;  Twenty-seventh amendment on April 14, 1976;  Twenty-eighth amendment on September 15, 1976;  Twenty-ninth amendment on April 6, 1977;  Thirtieth amendment on April 18, 1978;  Thirty-first amendment on February 9, 1979;  Thirty-second amendment on April 14, 1979;  Thirty-third amendment on April 28, 1980;  Thirty-fourth amendment on April 15, 1981;</p>	<p>latest amendment.</p>
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	<p>Thirty-fifth amendment on April 21, 1982;  Thirty-sixth amendment on April 21, 1982;  Thirty-seventh amendment on May 5, 1983;  Thirty-eighth amendment on May 2, 1984;  Thirty-ninth amendment on May 10, 1985;  Fortieth amendment on April 23, 1987;  Forty-first amendment on April 20, 1988;  Forty-second amendment on April 20, 1989;  Forty-third amendment on April 23, 1990;  Forty-fourth amendment on April 26, 1991;  Forty-fifth amendment on May 12, 1992;  Forty-sixth amendment on May 14, 1993;  Forty-seventh amendment on May 9, 1994;  Forty-eighth amendment on May 4, 1995;  Forty-ninth amendment on May 27, 1996;  Fiftieth amendment on May 23, 1997;  Fifty-first amendment on May 22, 1998;  Fifty-second amendment on May 21, 1999;  Fifty-third amendment on May 15, 2000;  Fifty-fourth amendment on May 18, 2001;  Fifty-fifth amendment on June 12, 2002;  Fifty-sixth amendment on June 9, 2003;  Fifty-seventh amendment on June 4, 2004;  Fifty-eighth amendment on June 14, 2005,  Fifty-ninth amendment on June 13, 2006,  Sixtieth amendment on October 13, 2009</p>	<p>Thirty-fifth amendment on April 21, 1982;  Thirty-sixth amendment on April 21, 1982;  Thirty-seventh amendment on May 5, 1983;  Thirty-eighth amendment on May 2, 1984;  Thirty-ninth amendment on May 10, 1985;  Fortieth amendment on April 23, 1987;  Forty-first amendment on April 20, 1988;  Forty-second amendment on April 20, 1989;  Forty-third amendment on April 23, 1990;  Forty-fourth amendment on April 26, 1991;  Forty-fifth amendment on May 12, 1992;  Forty-sixth amendment on May 14, 1993;  Forty-seventh amendment on May 9, 1994;  Forty-eighth amendment on May 4, 1995;  Forty-ninth amendment on May 27, 1996;  Fiftieth amendment on May 23, 1997;  Fifty-first amendment on May 22, 1998;  Fifty-second amendment on May 21, 1999;  Fifty-third amendment on May 15, 2000;  Fifty-fourth amendment on May 18, 2001;  Fifty-fifth amendment on June 12, 2002;  Fifty-sixth amendment on June 9, 2003;  Fifty-seventh amendment on June 4, 2004;  Fifty-eighth amendment on June 14, 2005,  Fifty-ninth amendment on June 13, 2006,  Sixtieth amendment on October 13, 2009  <u>Sixty-first amendment on June 22, 2010</u></p>	
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\*In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.

## Attachment VII

### Overview of the Far Eastern New Century Corporation Bylaws on “Procedures for Endorsements and Guarantees” amendments

Section	Current Articles	Proposed Changes	Reasons
Article 2	<p>The Company may make endorsements/guarantees for the following companies:</p> <ol style="list-style-type: none"> <li>1) companies with whom the Company has business relationships;</li> <li>2) a company in which the Company directly and indirectly holds more than 50 percent of the voting shares ; and</li> <li>3) a company that directly and indirectly holds more than 50 percent of the voting shares in the Company.</li> </ol> <p><u>Subsidiaries, whose voting shares are 100% owned, directly or indirectly, by the Company, may make endorsements/guarantees for each other.</u></p> <p>The above restrictions in the preceding two paragraphs shall not apply to the circumstances where the Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry, or for the co-producers of the same project, for the purpose of construction project, or where all shareholders make endorsements/guarantees for their jointly invested companies in proportion to their shareholding percentages.</p> <p>Invested companies said in the preceding paragraph are those invested directly by the Company, or by the subsidiaries of which the Company owns 100% voting shares.</p> <p>Subsidiaries and holding company as</p>	<p>The Company may make endorsements/guarantees for the following companies:</p> <ol style="list-style-type: none"> <li>1) companies with whom the Company has business relationships;</li> <li>2) a company in which the Company directly and indirectly holds more than 50 percent of the voting shares ; and</li> <li>3) a company that directly and indirectly holds more than 50 percent of the voting shares in the Company.</li> </ol> <p><u>Subsidiaries, whose voting shares are 90% owned, directly or indirectly, by the Company, may make endorsements/guarantees for each other, provided that the amount of endorsements and guarantees made by such subsidiaries shall be less than 10% of the Company's net worth. The aforesaid amount ceiling shall not apply to subsidiaries whose voting shares are 100% owned, directly or indirectly, by the Company.</u></p> <p>The above restrictions in the preceding two paragraphs shall not apply to the circumstances where the Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry, or for the co-producers of the same project, for the purpose of construction project, or where all shareholders make endorsements/guarantees for their jointly invested companies in proportion to their shareholding percentages.</p> <p>Invested companies said in the preceding paragraph are those invested directly by the Company, or by the subsidiaries of which the Company owns 100% voting shares.</p> <p>Subsidiaries and holding company as</p>	<p>Paragraph 2 amended, in consideration of the common practices and pursuant to Article 5-2 of the Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies (“Regulations” ).</p>

	referred to in these Procedures shall be those as determined under the Statements of Financial Accounting Standards Nos. 5 and 7 announced by the Accounting Research and Development Foundation of the Republic of China.	referred to in these Procedures shall be those as determined under the Statements of Financial Accounting Standards Nos. 5 and 7 announced by the Accounting Research and Development Foundation of the Republic of China.	
Article 3	The aggregate amount of endorsements and guarantees issued by the Company shall be no more than the Company's net worth at the time the endorsements and guarantees are issued. The total amount of the Company's endorsements and guarantees provided for any individual company shall be limited to 50% of the Company's current net worth.	The aggregate amount of endorsements and guarantees issued by the Company shall be no more than the Company's net worth at the time the endorsements and guarantees are issued. The total amount of the Company's endorsements and guarantees provided for any individual company shall be limited to 50% of the Company's current net worth.  <u>The aggregate amount of endorsements and guarantees issued by the Company and its subsidiaries shall be no more than the Company's net worth at the time the endorsements and guarantees are issued. The total amount of endorsements and guarantees made by the Company and its subsidiaries for any individual company shall be limited to 50% of the Company's current net worth. When the aggregate amount of endorsements and guarantees issued by the Company and its subsidiaries exceeds the 50% of the Company's current net worth, the Company shall report the necessity and rationale of the endorsements/guarantees in the Shareholders' Meeting.</u>	Additional term added pursuant to the Article 12-3 of the Regulations, in order to control the risk of making endorsements and guarantees.
Article 4	Prior to the provision of endorsements or guarantees, the Company's finance department shall carefully evaluate its compliance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies ("Regulations"), these Procedures, including the following items and prepare and submit to the Board of Directors the evaluation report for approval; provided that, due to the time-constraints, the Board of Directors may authorize the Chairman to approve such provision subject to ratification by the Board of Directors in the upcoming meeting:	Prior to the provision of endorsements or guarantees, the Company's finance department shall carefully evaluate its compliance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies ("Regulations"), these Procedures, including the following items and prepare and submit to the Board of Directors the evaluation report for approval; provided that, due to the time-constraints, the Board of Directors may authorize the Chairman to approve such provision subject to ratification by the Board of Directors in the upcoming meeting:	1. Paragraph 2 added pursuant to the Article 17-2 of the Regulations.  2. Paragraph 7 added pursuant to the Article 12-11 of the Regulations.  Both

	<p>1) necessity and rationale of the endorsements/guarantees;  2) credit standing and risk evaluation of the party to be secured under such endorsements/guarantees;  3) impact on the Company's operation, financial condition and shareholders' interests; and  4) whether collaterals are required and appraised values of such collaterals.</p> <p>Where the Company provides endorsement and guarantees as a result of business transactions, it should separately assess whether the amount of endorsement and guarantee is comparable to the value involved in such business transactions. The value involved in the business transactions refers to the value represented by orders placed, sales or transactions contemplated by the parties during the year immediately prior to such provision of endorsements/guarantees.</p> <p>Where the Company proposes to provide an endorsement and/or guarantees as a result of business transactions which is in conformity with the conditions set out herein but exceed the limit as stipulated above as a result of business needs, it shall require the approval of the Board of Directors and the joint guarantee by more than half of the Directors in respect of the possible loss incurred by the excessive guarantee, as well as amendment to these Procedures subject to ratification by the Shareholders' Meeting. In the event that the Shareholders' Meeting</p>	<p>1) necessity and rationale of the endorsements/guarantees;  2) credit standing and risk evaluation of the party to be secured under such endorsements/guarantees;  3) impact on the Company's operation, financial condition and shareholders' interests; and  4) whether collaterals are required and appraised values of such collaterals.</p> <p><u>Subsidiaries, whose voting shares are 90% owned, directly or indirectly, by the Company, shall report to the Board of Directors of the Company for approval, prior to the provision of endorsements or guarantees being issued according to the paragraph 2 of Article 2 in the Procedures. The aforesaid requirement shall not apply to the subsidiaries, whose voting shares are 100% owned, directly or indirectly, by the Company.</u></p> <p>Where the Company provides endorsement and guarantees as a result of business transactions, it should separately assess whether the amount of endorsement and guarantee is comparable to the value involved in such business transactions. The value involved in the business transactions refers to the value represented by orders placed, sales or transactions contemplated by the parties during the year immediately prior to such provision of endorsements/guarantees.</p> <p>Where the Company proposes to provide an endorsement and/or guarantees as a result of business transactions which is in conformity with the conditions set out herein but exceed the limit as stipulated above as a result of business needs, it shall require the approval of the Board of Directors and the joint guarantee by more than half of the Directors in respect of the possible loss incurred by the excessive guarantee, as well as amendment to these Procedures subject to ratification by the Shareholders' Meeting. In the event that the Shareholders' Meeting</p>	<p>paragraphs are added to control the risk of making the endorsements and guarantees.</p>
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	<p>raises objection, the Company shall formulate a proposal to cancel the excess within stipulated time limit.</p> <p>In the event that the Company has independent directors, the Board of Directors shall take into account the opinions of the independent directors and furthermore record in the minutes of such meetings the independent directors' consenting or dissenting opinions and the reasons in holding a meeting discussing the conditions abovementioned, this Procedures or providing endorsements and/or guarantees.</p> <p>Where the parties secured by such endorsements/guarantees fail to comply with these Procedures or the amounts have exceeded the limits as a result of changes in the circumstances, the Company shall prepare improvement plans and forward the same to the Supervisors. Rectification shall be completed within the time frame stipulated in improvement plans.</p>	<p>raises objection, the Company shall formulate a proposal to cancel the excess within stipulated time limit.</p> <p>In the event that the Company has independent directors, the Board of Directors shall take into account the opinions of the independent directors and furthermore record in the minutes of such meetings the independent directors' consenting or dissenting opinions and the reasons in holding a meeting discussing the conditions abovementioned, this Procedures or providing endorsements and/or guarantees.</p> <p>Where the parties secured by such endorsements/guarantees fail to comply with these Procedures or the amounts have exceeded the limits as a result of changes in the circumstances, the Company shall prepare improvement plans and forward the same to the Supervisors. Rectification shall be completed within the time frame stipulated in improvement plans.</p> <p><u>Where endorsements/guarantees are made to the Company's subsidiaries, net worth of those falls below 50% of their paid-in capital, the Company shall closely monitor the financial conditions, operations, and credit standings of such subsidiaries. Should collaterals be provided, the Company shall also monitor the change in the value of the said collaterals. Where any materially adverse event occurs, the Company shall terminate such endorsements/guarantees or take other appropriate actions.</u></p>	
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\*In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.

## Attachment VIII

### Overview of the Far Eastern New Century Corporation Bylaws on “Procedures for Lending of Capital to Others” amendments

Sectio	Current Articles	Proposed Changes	Reasons
Article 4	<p>(Procedure for Lending)</p> <p>When handling a loan by the Company, the Borrowers are required to present requisite financial information and the application to the Company's finance department for limits of loans. The finance department shall evaluate such application in accordance with the Regulations as well as these Procedures including the following items and prepare and submit to the Board of Directors the evaluation report for approval without authorizing any other persons to undertake the abovementioned procedure:</p> <ol style="list-style-type: none"> <li>1) necessity and rationale of the loan;</li> <li>2) the Borrowers' credit standing and risk evaluation;</li> <li>3) impact on the Company's operation, financial condition and shareholders' interests; and</li> <li>4) whether collaterals are required and appraised values of such collaterals.</li> </ol>	<p>(Procedure for Lending)</p> <p>When handling a loan by the Company, the Borrowers are required to present requisite financial information and the application to the Company's finance department for limits of loans. The finance department shall evaluate such application in accordance with the Regulations as well as these Procedures including the following items and prepare and submit to the Board of Directors the evaluation report for approval without authorizing any other persons to undertake the abovementioned procedure:</p> <ol style="list-style-type: none"> <li>1) necessity and rationale of the loan;</li> <li>2) the Borrowers' credit standing and risk evaluation;</li> <li>3) impact on the Company's operation, financial condition and shareholders' interests; and</li> <li>4) whether collaterals are required and appraised values of such collaterals.</li> </ol> <p><u>When handling loans extended by the Company to its subsidiaries, or loans extended by the Company's subsidiaries to one another, the procedure mentioned in paragraph 1 shall apply, and shall be resolved by the Board of Directors. For the same Borrower, the Board of Directors may authorize the Chairman to grant multiple drawdown or revolving credit to the said Borrower within one year, provided the total drawdown does not exceed the limit resolved by the Board of Directors.</u></p> <p><u>When a loan extended by the Company or its subsidiaries to an individual Borrower, the limit on the total amount mentioned in the preceding paragraph shall not exceed 10 percent (10%) of the said Borrower's net worth of the last period financial report audited or reviewed by its accountants.</u></p>	<ol style="list-style-type: none"> <li>1. Paragraphs 2 and 3 added, in consideration of the Company's internal practices, and Pursuant to the Article 14-2 and the Article 14-3 of the Regulations.</li> <li>2. To clarify and condense the procedure, paragraph 4 amended.</li> </ol>

	<p>The Borrower should, upon the loan amount being approved, fill in an application form and apply to the finance department. The loan amount may only be disbursed <u>after the person-in-charge of the Company or a person as designated by the Board of Directors</u> has signed and approved. Subsequent to drawdown, the finance department shall report to the Board of Directors.</p> <p>Borrowers who apply for short-term financing facility in accordance with the aforesaid item shall provide the Company with bills or collaterals or guarantors as the Company approved as security securing such financing.</p> <p>In the event that the Company has independent directors, the Board of Directors shall take into account the opinions of the independent directors and furthermore record in the minutes of such meetings the independent directors' consenting or dissenting opinions and the reasons in holding a meeting discussing these Procedures or extending loans hereunder.</p> <p>Where the balance of loans has exceeded the limits, or the Borrower fails to comply with these Procedures, as a result of changes in the circumstances, the Company shall prepare improvement plans and forward the same to the Supervisors. Rectification shall be completed within the time frame stipulated in improvement plans.</p>	<p><u>Borrowers mentioned in paragraph 4 of the Article 2 are exempted from this restriction.</u></p> <p>The Borrower should, upon the loan amount being approved, fill in an application form and apply to the finance department. The loan amount may only be disbursed <u>after the person as designated by the Board of Directors</u> has signed and approved. Subsequent to drawdown, the finance department shall report to the Board of Directors.</p> <p>Borrowers who apply for short-term financing facility in accordance with the aforesaid item shall provide the Company with bills or collaterals or guarantors as the Company approved as security securing such financing.</p> <p>In the event that the Company has independent directors, the Board of Directors shall take into account the opinions of the independent directors and furthermore record in the minutes of such meetings the independent directors' consenting or dissenting opinions and the reasons in holding a meeting discussing these Procedures or extending loans hereunder.</p> <p>Where the balance of loans has exceeded the limits, or the Borrower fails to comply with these Procedures, as a result of changes in the circumstances, the Company shall prepare improvement plans and forward the same to the Supervisors. Rectification shall be completed within the time frame stipulated in improvement plans.</p>	
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## **Attachment IX**

### **Information about the issuance of corporate bonds in year 2009**

The company issued one corporate bond in year 2009. Pursuant to the Article 246 of Company Law, the information about the issuance of such corporate bond is disclosed below:

#### **Domestic unsecured bonds – 1st of Year 2009 – Far Eastern New Century Corporation**

Five-year domestic unsecured bonds issued at par value on 29 October 2009. The total face value of the bonds is NT\$3,000,000,000. These bonds are repayable in 50% of the face value, respectively, at the end of the fourth and fifth years, with a coupon rate of 1.85% and the interest is calculated and paid annually. The proceeds of the bond are used to payback short-term borrowings and improve the financial structure. The issue of the bonds was approved by the Financial Supervisory Commission on 19 October 2009 (Approval Letter No. FSC-0980054769).

## Attachment X

### Current shareholding of Directors and Supervisors

Book closure date: 24 April 2010

Position	Name of persons or companies	Representatives appointed	Number of shares held	Percentage of shares held
Chairman	Douglas Tong Hsu	--	52,939,865	1.14%
Director	Asia Cement Corporation	Peter Hsu	1,039,915,325	22.31%
		Shaw Y. Wang		
		Champion Lee		
		G. M. Wang		
Director	Yue Ding Industry Company	Johnny Shih	1,642,610	0.04%
		Raymond Hsu		
Director	Far Eastern Department Stores Ltd.	Y. H. Tseng	17,385,234	0.37%
		Richard Yang		
		Kwan-Tao Li		
Director	Pai Yang Investment Corp.	Tonia Katherine Hsu	1,930,176	0.04%
Supervisor	U-Ming Marine Transport Corporation	T. H. Chang	27,153,230	0.58%
		Alice Hsu		
Supervisor	Yuan Ding Corporation	Ching-Ing Hou	678,692	0.01%

**Note:**

1. The total issued and outstanding shares on the book closure date: 4,661,352,901 shares
2. The minimum required combined shareholding of all directors by law: 139,840,587 shares  
The combined shareholding of all directors on the book closure date: 1,113,813,210 shares
3. The minimum required combined shareholding of all supervisors by law: 13,984,059 shares  
The combined shareholding of all supervisors on the book closure date: 27,831,922 shares
4. The shares held by each individual representative appointed are not counted in the calculation of the combined shareholding of all directors and supervisors.

## **Attachment XI**

### **Information about the bonus of employees and compensation of Directors and Supervisors**

The bonus of employees and compensation of Directors and Supervisors were resolved by the Board of Directors on 24 March 2010. Pursuant to the rule issued by Financial Supervisory Commission (Letter No. FSC6-0960013218) on 30 March 2007, the relevant information is disclosed below:

- a. Cash bonus to employees: NT\$300,732,445
- b. Cash compensation to Directors and Supervisors: NT\$225,549,334
- c. Bonus and compensation in shares, options, warranties, and other equity-linked forms: None
- d. Discrepancy between the amount estimated as expense in Year 2009 financial statements and the amount actually paid, and reasons for such discrepancy: Not applicable

# General information

## I. Articles of Incorporation of Far Eastern New Century Corporation

### Chapter 1 General Provisions

Article 1 The Company is duly incorporated under the provisions of the Company Law of the Republic of China, and shall be called: Far Eastern New Century Corporation

Article 2 The Company's businesses are as follows :

1. C301010 Yarn spinning mills
2. C302010 Knit fabric mills
3. C303010 Non woven fabric mills
4. C305010 Printing dyeing and finishing mills
5. C306010 Outerwear knitting mills
6. C307010 Apparel, clothing accessories and other textile product manufacturing
7. C399990 Other textile products
8. C801120 Manmade fiber manufacturing
9. C801990 Other chemical material manufacturing
10. F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products
11. F105050 Wholesale of furniture, bedclothes, kitchen equipment and fixtures
12. F106020 Wholesale of articles for daily use
13. F107990 Wholesale of other chemical products
14. F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products
15. F205040 Retail sale of furniture, bedclothes, kitchen equipment and fixtures
16. F206020 Retail sale of articles for daily use
17. F207990 Retail sale of other chemical products
18. F301010 Department stores
19. F401010 International trade
20. F501060 Restaurants
21. J701020 Amusement parks
22. J801030 Athletics and recreational sport stadium
23. H701010 Residence and buildings lease construction and development
24. H701020 Industrial factory buildings lease construction and development
25. H701040 Specialized field construction and development
26. H701050 Public works construction and investment
27. G202010 Parking garage business
28. G801010 Warehousing and storage
29. J901011 International and general tourist hotels
30. IZ06010 Cargos packaging
31. G101061 Truck freight transportation

32. C802120 Industrial catalyst manufacturing
33. F102040 Wholesale of nonalcoholic beverages.
34. F107030 Wholesale of cleaning preparations.
35. F113070 Wholesale of telecom instruments
36. F213060 Retail sale of telecom instruments
37. CC01080 Electronic part and component manufacturing
38. CF01011 Medical materials and equipment manufacturing
39. F108031 Wholesale of drugs and medical goods
40. F208031 Retail sale of medical equipments
41. ZZ99999 Except where permits are required, to run operations not forbidden or limited by laws and regulations.

Article 3 The Company may, where its businesses require, provide guarantee.

Article 4 Where the Company invests in other companies and becomes a shareholder with limited liability; its total investment may exceed 40% of its paid-up capital as stipulated under Article 13 of the Company Law, subject to approval of the Board of Directors.

Article 5 The Company is incorporated in Taipei, the Republic of China; the Board of Directors may by resolution approve the establishment of domestic and international branches where it deems necessary.

## **Chapter 2 Share Capital**

Article 6 The Company's total capital shall be Forty-Nine Billion and Five Hundred Million New Taiwan Dollar (NT\$49,500,000,000) divided into 4,950,000,000 shares of NT\$10 each. The Board of Directors is authorized to issue the un-issued shares in separate trenches. Out of the above total capital amount, One Hundred Million New Taiwan Dollar (NT\$100,000,000) shall be divided into 10,000,000 shares of NT\$10 each, to be issued as warrants for employees to subscribe.

Article 7 The Company's shares shall be numbered and issued following the signatures or seals by 3 Directors or more and the authentication by the relevant authorities or the registration organizations as approved by the authorities in compliance with law.

Shares issued by the Company are not required to be evidenced by share certificates, provided that they shall be recorded at the Securities Central Depository Enterprises. New shares issued by the Company may also be consolidated for the purposes of production of share certificates, subject to them being deposited at the Securities Central Depository Enterprises.

The Company may issue shares in large denominations upon demand by Securities Central Depository Enterprises.

The Company can issue special shares.

In the event of the Company merging with another company, matters relating to the merger need not be approved by way of a resolution of the special shareholders meeting.

Article 8 Matters relating to the Company's shares shall be dealt with according to the provisions of "Regulations Governing Handling of Stock Affairs by Public Companies" and the relevant laws and regulations.

Article 9 Registration of share transfer shall be closed within 60 days prior to General Shareholders' Meeting, or with 30 days prior to Extraordinary Shareholders' Meeting or within 5 days prior to the record date on which Company distributes the dividends or bonuses.

### **Chapter 3 Shareholders' Meeting**

Article 10 The Shareholders' Meetings shall be General or Extraordinary Shareholders' Meetings:  
General Shareholders' Meeting shall be held once a year within 6 months of the end of the Company's financial year.

Extraordinary Shareholders' Meeting shall be convened by the Board of Directors where it thinks necessary or by way of written request by shareholders who have held continuously the Company's total issued shares for more than 1 year and whose shareholdings are greater than 3% of the Company's issued shares.

Other than where the Board of Directors has not convened or is unable to convene shareholders' meeting, the Supervisor may also convene shareholders' meeting for the benefit of the Company.

Article 11 Notices of General Shareholders' Meeting shall be in writing and delivered to the shareholders along with a public notice 30 days before the General Shareholders' Meeting and 15 days before the Extraordinary Shareholders' Meeting. The said notices shall specify the date, place and reasons for calling the shareholders' meeting.

Article 12 Unless otherwise stipulated by the Company Law, a quorum shall be present at the shareholders' meeting if shareholders representing more than half of the shares issued by the Company are in attendance and resolutions at the said assembly shall be passed if approved by a majority of the shareholders in attendance.

Article 13 Shareholders may by way of power of attorney stamped with the seal of the Company appoint proxies to attend the said shareholders' meeting. Except for trust enterprises or share registration agencies approved by the securities management authorities, when

one shareholder is entrusted by two or more shareholders, the voting right represented by the said shareholder shall not exceed 3% of the voting rights of total shares issued. Where it has so exceeded, the voting right in excess shall not be included.

Unless otherwise stipulated by the Company Law, attendance of shareholder's proxies shall be in accordance with the provisions of "Regulation Governing the Use of Proxies For Attendance of Shareholders' Meeting of Public Companies".

Article 14 Unless otherwise stipulated by the Company Law and the Articles of Incorporation, shareholders' meeting shall be conducted in accordance with the Company's regulations for shareholders' meeting.

Article 15 Minutes and resolutions of shareholders' meeting shall be recorded and signed by or affixed with the seal of the chairman of the meeting. The said minutes and resolutions shall specify the date and place of the shareholders' meeting, number of shares represented by the shareholders (or proxies) present at the meeting; number of voting rights represented; name of the chairman of the shareholders' meeting; resolutions and the manner in which they are passed. The said minutes and resolutions shall be kept, together with the register of shareholders' attendance and the proxies' powers of attorney, in compliance with the law.

#### **Chapter 4 Directors, Supervisors and Managers**

Article 16 There shall be 11 Directors and 3 Supervisors of the Company, who are elected and appointed from the persons with legal capacity at the shareholders' meeting. The total shares number of the registered shares of the Company held by all of the Directors and Supervisors shall be determined according to the provisions of "Rules and Review Procedures for Director and Supervisor Ownership Ratios at Public Companies".

Article 17 The respective appointments of Directors and Supervisors are for a period of 3 years. They may be reappointed following their re-election.

Article 18 The Board of Directors of the Company shall comprise the directors. A Chairman and a Vice Chairman shall be elected from among the Directors to represent the Company. Where the Chairman has taken leave or is unable to perform his duties for any reasons, the Vice Chairman shall act in his place. Where the Vice Chairman is also unavailable, the Chairman shall appoint a Director to act on his behalf, failing which the Board of Directors shall nominate from among them a person to act on behalf of the Chairman of the Company.

Article 19 Meetings of the Board of Directors, which shall be held quarterly, shall be convened by the Chairman. Unless otherwise stipulated by the Company Law, a quorum shall be present at the Board of Directors if it is attended by more than half of the Directors, and

a resolution passed if approved by a majority of the Directors in attendance. The Chairman may where necessary convene meetings of the Board at any time. When a Director is unable to personally attend the meeting of the Board of Directors, he may entrust another Director to represent him in accordance with law.

Article 20 The Supervisors shall perform their supervising duties in accordance with law; furthermore Supervisors may attend meetings of the Board of Directors and present their views, but may not have voting rights. Supervisors may elect from among them a Resident Supervisor to perform the daily supervisory duty.

Article 21 The remuneration of Directors and Supervisors shall be decided by the shareholders' meeting.

Article 22 The Company shall have a General Manager and a number of deputy general managers, a Chief Auditor and a Deputy Chief Auditor, a number of assistant managers, managers and factory managers.

The appointment and dismissal of the above staff shall be by way of a majority at the meetings of the Board of Directors, subject to more than half of the Directors are in attendance of the said meetings.

Article 23 The Chairman, the Vice Chairman and the General Manager shall handle the daily affairs of the Company in compliance with the resolution of the Board of the Directors.

## **Chapter 5 Accounting**

Article 24 The Company's fiscal year shall commence on the First of January of each year, and ends on the Thirty-first of December of the same year. The final accounts are settled at the end of the Company's fiscal year.

Article 25 The Board of Directors shall in accordance with law furnish various documents and statements and forward the same to the Supervisors for review 30 days prior to the General Shareholders' Meeting, following which the said statements reviewed by the Supervisors and their reports shall be submitted for approval at the General Shareholders' Meeting. The appointment, dismissal and remuneration of the accountants auditing and reviewing the above documents and statements shall be resolved at the meeting of the Board of the Directors.

Article 26 The distribution of dividends shall take into consideration the changes in the outlook for the Company's businesses, the lifespan of the various products or services that have an impact on future capital needs and taxation. Dividends shall be distributed at the ratio as set forth in these Articles of Incorporation aimed at maintaining the stability of dividend distributions. Save for the purposes of improving the financial structure,



reinvestments, production expansion or other capital expenditures in which capital is required, when distributing dividends, the cash dividends shall not be less than 10% of the aggregate sum of dividends and bonus distributed in the same year.

Article 27 Apart from paying all its income taxes in the case where there are profits at the end of the year, the Company shall make up for accumulated losses in past years. Where there is still balance, 10% of which shall be set aside by the Company as legal reserve. Subject to certain business conditions under which the Company may retain a portion, the Company may distribute to the shareholders the remainder after deducting special reserve as required by law together with undistributed profits from previous years in the following manner :

1. 60% as share interest, to be distributed based on shareholdings. However in the case of increase in the Company's share capital, unless otherwise stipulated by law, the share interest to be distributed to the shareholders of increased shares for the year shall be decided by the shareholders' meeting;
2. 33% as shareholders' bonuses to be distributed based on shareholdings. However in the case of increase in the Company's share capital, the shareholders' bonus to be distributed to the shareholders of increased shares for the year shall be decided by the shareholders' meeting;
3. 4% as employees' bonuses
4. 3% as remuneration for Directors and Supervisors, the manner in which it is to be distributed shall be decided by the Board of Directors.

In the case of employees' bonuses in the form of stock dividends, the manner in which it is to be distributed shall be decided by the Board of Directors.

Article 28 All matters not covered herein shall be undertaken in accordance with the Company Law of the Republic of China and the other relevant law and regulations.

Article 29 These Articles of Incorporation were drafted on December 15, 1952, and came into effect following its approval by a resolution of the General Shareholders' Meeting and the competent authorities. Amendments shall take effect following their approval at the shareholders' meetings.

First amendment on July 1, 1953;

Second amendment on January 22, 1954;

Third amendment on September 1, 1956;

Fourth amendment on January 15, 1957;

Fifth amendment on June 13, 1959;

Sixth amendment on August 25, 1959;

Seventh amendment on March 31, 1960;

Eighth amendment on October 26, 1960;

Ninth amendment on February 25, 1961;  
Tenth amendment on May 25, 1961;  
Eleventh amendment on May 2, 1962;  
Twelfth amendment on August 7, 1964;  
Thirteenth amendment on December 19, 1964;  
Fourteenth amendment on January 20, 1966;  
Fifteenth amendment on June 22, 1966;  
Sixteenth amendment on June 24, 1967;  
Seventeenth amendment on December 23, 1967;  
Eighteenth amendment on June 8, 1968;  
Nineteenth amendment on May 31, 1969;  
Twentieth amendment on June 17, 1970;  
Twenty-first amendment on January 25, 1972;  
Twenty-second amendment on June 20, 1972;  
Twenty-third amendment on April 30, 1973;  
Twenty-fourth amendment on October 17, 1973;  
Twenty-fifth amendment on May 8, 1974;  
Twenty-sixth amendment on May 19, 1975;  
Twenty-seventh amendment on April 14, 1976;  
Twenty-eighth amendment on September 15, 1976;  
Twenty-ninth amendment on April 6, 1977;  
Thirtieth amendment on April 18, 1978;  
Thirty-first amendment on February 9, 1979;  
Thirty-second amendment on April 14, 1979;  
Thirty-third amendment on April 28, 1980;  
Thirty-fourth amendment on April 15, 1981;  
Thirty-fifth amendment on April 21, 1982;  
Thirty-sixth amendment on April 21, 1982;  
Thirty-seventh amendment on May 5, 1983;  
Thirty-eighth amendment on May 2, 1984;  
Thirty-ninth amendment on May 10, 1985;  
Fortieth amendment on April 23, 1987;  
Forty-first amendment on April 20, 1988;  
Forty-second amendment on April 20, 1989;  
Forty-third amendment on April 23, 1990;  
Forty-fourth amendment on April 26, 1991;  
Forty-fifth amendment on May 12, 1992;  
Forty-sixth amendment on May 14, 1993;  
Forty-seventh amendment on May 9, 1994;  
Forty-eighth amendment on May 4, 1995;  
Forty-ninth amendment on May 27, 1996;  
Fiftieth amendment on May 23, 1997;  
Fifty-first amendment on May 22, 1998;

Fifty-second amendment on May 21, 1999;  
Fifty-third amendment on May 15, 2000;  
Fifty-fourth amendment on May 18, 2001;  
Fifty-fifth amendment on June 12, 2002;  
Fifty-sixth amendment on June 9, 2003;  
Fifty-seventh amendment on June 4, 2004;  
Fifty-eighth amendment on June 14, 2005;  
Fifty-ninth amendment on June 13, 2006;  
Sixtieth amendment on October 13, 2009.

\*In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.

## II. Meeting rules of stockholders for Far Eastern New Century Corporation

As last amended on June 12, 2002

Article 1 The stockholders' meeting of the Company shall be held according to the rules herein.

Article 2 The location for stockholders' meeting shall be the Company's place of business or a place convenient for attendance by stockholders (or by proxies) that is suitable to holding of this meeting. The meeting shall be held between 9:00AM and 3:00PM. The stockholders (or proxies) when attending the meeting shall wear admission badge and hand in signed attendance form to be used to calculate the number of attending shares.

The Company may appoint lawyers, accountants or related personnel to attend the stockholders' meeting.

The personnel in charge of handling the affairs of the meeting shall wear identification badge or armband.

For a stockholders' meeting convened by the board of directors, the chairman of the board of directors shall preside at the meeting. If the chairman of the board of directors is on leave or unable to exert the rights, the vice-chairman of the board of directors shall preside instead. If the position of vice-chairman is vacant or the vice-chairman is on leave or unable to exert the rights, the chairman of the board of directors shall designate a director to preside at the meeting. If no director is so designated, the chairman of the meeting shall be elected by the board of directors from among themselves. For a stockholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting; if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

The complete processes of the meeting shall be recorded by voice or video recorders and all the records shall be kept by the Company for a minimum period of at least one year.

Article 3 The chairperson shall announce starting of the meeting when the attending stockholders (or proxies) represent more than half of the total shares issued in public. The chairperson may announce postponement of meeting if the legal quorum is not present after the designated meeting time. Such postponement is limited to two times and the aggregated postponed time shall not exceed one hour. If quorum is still not present after two postponements but the attending stockholders (or proxies) represent more than one third of the total shares issued in public, tentative resolution/s may be passed with respect to ordinary resolution/s by a majority of those present.

After proceeding with the aforesaid tentative resolutions, the chairperson may put the tentative resolutions for re-voting over the meeting if and when the shares represented by the attending stockholders (or proxies) reached the legal quorum.

Article 4 If the stockholders' meeting is convened by the board of directors, the agenda shall be designated by the board of directors. The meeting shall proceed in accordance with the designated agenda and shall not be amended without resolutions.

If the meeting is convened by person, other than the board of directors, having the convening right, the provision set out in the preceding paragraph shall apply mutatis mutandis.

Except with stockholders' resolution, the chairperson shall not declare adjournment of the meeting before the first two matters set out in the agendas (including extemporary motions) are concluded. During the meeting, if the chairperson declares adjournment of the meeting in violation of the preceding rule, a new chairperson may be elected by a resolution passed by majority of the attending stockholders to continue the meeting.

When the meeting is adjourned by resolution, the stockholders shall not elect another chairperson to continue the meeting at the same location or another venue.

Article 5 The stockholders (or proxies) shall complete statement slip setting out the number of his/her attendance card, name and statement brief before speaking, and the chairperson will designate the order in which each person is to speak during the session.

No statement will be considered to have been made if the stockholder (or proxies) merely completes the statement slip without speaking at the meeting. If there are any discrepancies between the content of the statement slip and the speech made, the statement to be adopted shall be the statement confirmed.

Article 6 Any proposal for the agendas shall be submitted in written form. Except for the proposals set out in the agenda, any proposal by the stockholders (or proxies) to amend, substitute or to initiate extemporary motions with respect to the original proposal shall be seconded by other stockholders (or proxies). The same rule shall apply to any proposal to amend the agenda and motion to adjourn the meeting. The shares represented by the proponents and the seconders shall reach 100,000.

Article 7 The explanation of proposal shall be limited to 5 minutes. The statement of inquiry and reply shall be limited to 3 minutes per person. The time may be extended for 3 minutes with the chairperson's permission.

The chairperson may restrain stockholders (or proxies) from speaking if that stockholders (or proxies) speak overtime, speak beyond the allowed frequency or content of the speech is beyond the scope of the proposal. When a stockholder (or proxy) is speaking, other stockholder (or proxy) shall not interrupt without consent of the chairperson and the speaking stockholder (or proxy). Any disobedient of the preceding rule shall be prohibited by the chairperson. Article 15 of this meeting rule shall apply if the disobedient do not follow the chairperson's instructions.

Article 8 For the same proposal, each person shall not speak more than 2 times.

When a juristic person is a stockholder, only one representative shall be appointed to attend the meeting.

If more than two representatives were appointed to attend the meeting, only one representative is allowed to speak.

Article 9 After speaking by the attending stockholder (or proxy), the chairperson may reply in person or assign relevant officer to reply.

Over the proposal discussion, the chairperson may conclude the discussion in a timely manner and where necessary announce discussion is closed.

Article 10 For proposal in which discussion has been concluded or closed, the chairperson shall submit it for voting.

No discussion or voting shall proceed for matters unrelated to the proposal.

The personnel responsible for overseeing and counting of the votes for resolutions shall be appointed by the chairperson with the consent of the stockholders (or proxies). The person responsible for vote overseeing shall be of the stockholder status.

Article 11 In regards to the resolution of proposals, unless otherwise provided for in the relevant law and regulation or Company's articles of incorporation, resolution shall be passed by a majority of the voting rights represented by the stockholders (or proxies) attending the meeting. The proposal for a resolution shall be deemed approved if the chairperson inquires and receives no objection. The validity of such approval has the same effect as if the resolution has been put to vote.

If there are amendments or substitute proposals for the same proposal, the sequence of which to be put to vote shall be decided by the chairperson. If one of the two proposals has been approved, the other shall be deemed rejected without requirement to put it to vote.

The results of voting shall be reported on the spot and kept for records.

Article 12 During the meeting, the chairperson may at his/her discretion declare time for break.

Article 13 The meeting shall be adjourned if encountering an air-raid alarm during the meeting. The meeting shall resume one hour after the alarm is lifted.

Article 14 The chairperson may maintain the meeting order by instructing the security guards. The security guards shall wear the armband for identification when helping maintaining the venue order.

Article 15 The stockholders (or proxies) shall obey the instructions of the chairperson and security guards in terms of maintaining the order. The chairperson or security guards may exclude the persons disturbing the stockholders' meeting from the meeting.

Article 16 For matters not governed by the rules specified herein, shall be governed according to Company Law, Stock Exchange Law and the other related laws and regulations.

Article 17 The rules herein take effect after approval at the stockholders' meeting, the same apply for any amendments.

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