

Stock code: 1527

BASSO INDUSTRY CORP.

BASSO INDUSTRY CORP.

2019 Annual Meeting of
Shareholders

Handbook

Date: Jun. 27th 2019, at 10 a.m.

Place for the meeting: No. 24, 36th Rd., Taichung Industrial Park,
Taichung, (conference room 4F)

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BASSO INDUSTRY CORP.

The Procedure for the 2019 Annual Meeting of Shareholders

- 一、 Call to Order**
- 二、 Chairperson Remarks**
- 三、 Management Presentation**
(Company Reports)
- 四、 Proposals**
- 五、 Discussion**
- 六、 Questions and Motions**
- 七、 Close the meeting**

BASSO INDUSTRY CORP. Agenda of the 2019 Annual Meeting of Shareholders

Meeting time: On Thursday, Jun. 27th, 2019, at 10 a.m.

Place for the meeting: No. 24, 36th Rd., Taichung Industrial Park, Taichung, (conference room 4F)

1. Call to Order

2. Chairperson Remarks

3. Management Presentation (Company Reports)

(1) Proposal: 2018 Business Report

(2) Supervisor's Review Report in 2018

(3) Employee and director and supervisor remuneration in 2018

4. Proposals

(1) Final statement form and business report in 2018

(2) Distribution of Profits in 2018

5. Discussion

(1) Amendment provisions of the Operational Procedures of acquisition or disposal of assets

6. Questions and Motions

7. Close the meeting

Management Presentation (Company Reports)

First case

Proposal: Business Report in 2018

Description: The Corporate business report in 2018. Please refer to the attachment of this manual on page 5. (Table 1)

Second case

Proposal: Supervisor's Review Report in 2018

Description: The Corporate business report in 2018. Please refer to the attachment of this manual from page 6 to page 8. (Table 2)

Third case

Proposal: Employee and director and supervisor remuneration in 2018

Description : 1. According to Article 26 of incorporation. If the Company has profits in this year, no lower than 0.5% for the employees' compensation, and no more than 3% for the directors and supervisors.

2. The amount of compensation paid by the supervisors is NT\$11,000,000, accounting for 0.855% of the profits, and the employee compensation amount is NT\$40,000,000, accounting for 3.11% of the profits, the proportions set out in the company's articles of incorporation.

3. In addition to the cash paid by the directors and supervisors, the employee compensation \$8,097,000 for cash and issued new shares of \$31,903,000. Calculated by the directors on the day before the issuance of new shares (March 22) closing price of \$52.30 per share. A total of 610,000 new shares are issued. The dispatched object must be our employees. The rights and obligations of employees repay the capital to issue new shares are the same as the original shares.

Proposals

First case Board of directors

Proposal : Final statement form and business report in 2018

Description: 1. The financial statements and business report of the company in 2018 were approved by the board of directors. And sent to the supervisor to review, issued a written review report.

2. For the business report and financial statements mentioned in the preceding paragraph. Please refer to pages 5, 18 to 25. (Table 1, 4, and 5)

3. Please acknowledge

Resolution:

Second case Board of directors

Proposal : Distribution of Profits in 2018

Description: 1. The financial statements and business report of the company in 2018 were approved by the board of directors. And sent to the supervisor to review, issued a written review report. Please refer to pages 26. (Table 6)

2. After the resolution of the shareholders' meeting was passed, it is proposed to authorize the chairman to set a separate benchmark date for ex-dividends.
3. With the discovery of cash dividends, the calculation is up to the NT\$ (below the NT\$), the total number of the zeros is less than one NT\$, and all the returns are accounted for in the company account.
4. If the shareholder's dividend rate changes due to the purchase or return of the treasury shares or the cancellation of the treasury shares. It is proposed to authorize the chairman to handle.
5. Please acknowledge

Resolution:

Discussion

First case Board of directors

Proposal : Amendment provisions of the Operational Procedures of acquisition or disposal of assets

Description: 1. Amendment provisions of the Operational Procedures of acquisition or disposal of assets. (Abolished and re-established)

2. For the comparison table of the revised clause after amendment, Please refer from pages 9 to 17. (Table 3)

Resolution:

Questions and Motions

Close the meeting

【Appendices 1】

BASSO INDUSTRY CORP.

The Corporate Business Report in 107 year

Unit: Thousand N.T.

Subject/Year	106	107	Differences	Growth Rate(%)
NNOR	3,836,257	3,733,320	(102,937)	(2.68)
PRO	1,113,859	1,117,939	4,080	0.37
GPR	29.04%	29.94%	0.90%	3.10
OI	772,701	725,010	(47,691)	(6.17)
BTAX	236,798	1,234,800	998,002	421.46
NI	203,973	1,031,765	827,792	405.83

According to the income report, NNOR is 3,733,320 thousand N.T., 1,117,939 thousand N.T. as PRO, 725, 010 thousand N.T. as OI, 1,234,800 thousand N.T. as NI in 107 year.

Due to the depreciation towards N.T. and exchange retained in 107 year, EBIT and EAIT increased 998,002 thousand N.T. and 827,792 thousand N.T. separately. Diluted EPS is 7.43 N.T. after tax.

【Appendices 2】

The Supervisor Review report BASSO INDUSTRY CORP.

The Board of Directors has sent the business report in 2018. The surplus allocation table and the balance sheet, the profit and loss statement, the change of shareholders' equity, the cash flow statement, etc., which have been checked by the accountant, according to the company's Article 219 report .

Sincerely

BASSO INDUSTRY CORP Shareholders in 2019

Supervisor: Chang Wei Ting

The 108th year of the "Republic Era" on March 25th

The Supervisor Review report BASSO INDUSTRY CORP.

The Board of Directors has sent the business report in 2018. The surplus allocation table and the balance sheet, the profit and loss statement, the change of shareholders' equity, the cash flow statement, etc., which have been checked by the accountant, according to the company's Article 219 report .

Sincerely

BASSO INDUSTRY CORP Shareholders in 2019

Supervisor: Lin Xiao Ling

The 108th year of the "Republic Era" on March 25th

The Supervisor Review report BASSO INDUSTRY CORP.

The Board of Directors has sent the business report in 2018. The surplus allocation table and the balance sheet, the profit and loss statement, the change of shareholders' equity, the cash flow statement, etc., which have been checked by the accountant, according to the company's Article 219 report .

Sincerely

BASSO INDUSTRY CORP Shareholders in 2019

Supervisor: Ye Zig Lin

The 108th year of the "Republic Era" on March 25th

【appendices 3】

BASSO INDUSTRY CORP.

Operational procedures for the Acquisition or disposal of assets

Chapter One : General Provisions

第一條 objective

The company' s acquisition or disposal of assets shall be handled in accordance with the provisions of this procedure. If there are any problem in this processing procedure, it shall be handled in accordance with the relevant rules and regulations.

第二條 The term "assets" as used in these Regulations includes the following :

- 一、Stocks, bonds, company bonds, financial bonds, securities of the commendation fund, depositary receipts, subscription warrants, beneficiary securities and asset-based securities.
- 二、Real property (including land, houses and buildings, investment property and construction enterprise inventory) and equipment.
- 三、Membership card.
- 四、Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- 五、authorized capital
- 六、Derivatives
- 七、Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- 八、Other major assets.

第三條 The terms of this process are defined as follows:

- 一、1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
- 二、Assets acquired or disposed of by legal merger, division, acquisition or transfer of shares:
Refers to assets acquired or disposed of by mergers, divisions or acquisitions in accordance with the law. Or, in accordance with Article 156 of the Company Law, issue new shares to transfer shares of the company.
- 三、Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- 四、Professional appraiser : Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.

- 五、The date of occurrence: refers to the date of the transaction signing date, payment date, entrusted transaction date, transfer date, board resolution date or other date on which the transaction object and transaction amount are fully determined. However, investors who are subject to the approval of the competent authority shall prevail on the date of the above opening or the date of approval by the competent authority.
- 六、Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- 七、Investment as a professional: refers to a financial holding company, a bank, an insurance company, a ticket financing company, a trust industry, a self-operated or underwriting business, which is established in accordance with the law and is managed by the local financial authority. Business futures business, securities investment trust business, securities investment consulting business and fund management company.
- 八、Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
- 九、Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.
- 十、Within one year: based on the date of the fact of the acquisition or disposal of the assets, the retrospective calculation is carried out for one year, and the announced part is exempted from credit.
- 十一、For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

第四條

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, The professional valuer and its appraisers, accountants, lawyers or securities underwriters shall meet the following requirements:

- 一、No violation of company law, banking law, insurance law, financial holding company law, commercial accounting law, or fraud, breach of trust, encroachment, forgery of documents or business crimes, subject to more than one year of imprisonment. However, if the execution is completed, the probation period expires or the pardon has been completed for three years, this is not the limit.

- 二、The situation with the party to the transaction may not be a related person or a person with a substantive relationship.
- 三、If the company should obtain the valuation report of two or more professional valuers, different professional valuers or appraisers may not be related to each other or have a substantive relationship.

When issuing an appraisal report or opinion, the personnel referred to:

- 一、Before undertaking a case, you should carefully assess your professional ability, practical experience and independence.
- 二、When checking cases, appropriate operational procedures should be properly planned and implemented to form conclusions and to produce reports or submissions; and to implement the procedures, collect information and conclusions and detailedly published in the case work paper.
- 三、The source, parameters and information of the materials used shall be evaluated item by item for completeness, correctness and reasonableness as the basis for the issuance of valuation reports or opinions.
- 四、The statement shall include the professionalism and independence of the relevant personnel, the information used for evaluation is reasonable and correct, and the relevant laws and regulations are followed.

Chapter two: Processing Procedures

Section one: Asset acquisition or disposal

第五條 The Company and its subsidiaries have obtained the total amount of real estate and its right to use assets, the total amount of securities and the limits of individual securities for non-business use are as follows:

- 一、Acquiring the total assets of real estate and its right to use for non-business use (book amount)
 - (一)The company: No more than 25 percent of the company's net worth.
 - (二)The company: No more than 15 percent Subsidiary the company's net worth.
- 二、Get the total amount of securities (original investment amount)
 - (一)The company: No more than 125 percent of the company's net worth.
 - (二)The company: No more than 80 percent Subsidiary the company's net worth.
- 三、Get the limit amount of securities (original investment amount)
 - (一)The company: No more 25 percent of the company's net worth.
 - (二)The company: No more than 80 percent Subsidiary the company's net worth.

第六條 Obtain or dispose of real property, equipment or assets of its right to use

- 一、Assessment and operating procedures: The Company obtains or disposes of real estate, equipment or assets of its right to use, and is subject to the relevant internal regulations of the Company.
- 二、Transaction conditions and Authorization quota decision procedure
 - (一)To obtain or dispose of the real property or its right to use assets, the

undertaking unit shall, based on the present value of the announcement, the assessed value, and the actual transaction price of the adjacent real estate, formulate the transaction price for the supervisory authority to use as a reference for evaluating the transaction price. The authorization amount is subject to the approval of the company.

(二) To obtain or dispose of the equipment or its right to use assets, the undertaking unit shall, by means of inquiry, price comparison, bargaining or bidding, formulate the transaction price for the competent authority to use as a reference for evaluating the transaction price. The authorization amount is subject to the approval of the company.

三、 The company obtains or disposes of real estate, equipment or its right to use assets, except for transactions with domestic government agencies, construction of local land, construction of land leases, or acquisition or disposal of equipment for business use or its right to use assets. If the company's paid-in capital is 20% or NT\$300 million or more, the valuation report issued by the professional valuer shall be obtained before the date of the fact, and the following provisions shall be met as:

(一) 1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis; should also transaction price transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any change in future to the terms and conditions of the transaction.

(二) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.

(三) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:

1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.

2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or

(四) The date of the report issued by the professional valuer and the date of the establishment of the contract shall not exceed three months. However, if the present value of the same period announcement is applied and it is less than six months, the original professional valuer may issue a written opinion.

四、Executive: Each department and other related department.

第七條 Acquire or dispose of securities

一、Evaluation and Operation Procedures: The Company obtains or disposes of securities, and is handled in accordance with the relevant internal regulations of the Company.

二、Transaction conditions and Authorization quota decision procedure

(一)For the trading of securities in the centralized trading market or the securities firm's business premises, the financial statements of the company that have been recently audited by the accountant or reviewed should be taken as the reference for evaluating the transaction price, and the responsible department shall decide according to the market conditions.

(二)Non For the trading of securities in the centralized trading market or the securities firm's business premises, the financial statements of the company that have been recently audited by the accountant or reviewed should be taken as the reference for evaluating the transaction price, and the responsible department shall decide according to the market conditions.

(三)The acquisition or disposal of securities must be approved by the board of directors.

三、The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.

Article 10 Where a public company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. However, the marketable securities have an open offer for the active market or the Financial Supervisory Commission. Other provisions are not included.

四、Executive financial department department and other related department.

第八條 Obtain or dispose of real property, equipment or assets of its right to use Membership card

一、Assessment and operating procedures: The Company obtains or disposes of intangible assets or their right to use assets or membership certificates. At the time of application, an evaluation report must be submitted and processed in accordance with the following procedures.

二、Transaction conditions and Authorization quota decision procedure

(一)To obtain or dispose of intangible assets or their right to use assets, reference shall be made to the expert assessment report or the market fair market price, the resolution of the trading conditions and the transaction price, and the analysis report shall be submitted to the general manager and the chairman of the board, and the amount shall be less than NT\$10,000,000. Authorized by the chairman of the board of directors; if the amount exceeds NT\$10,000,000, it must be approved by the board of directors.

(二)To obtain or dispose of intangible assets or their right to use assets, reference shall be made to the expert assessment report or the market fair market price, the resolution of the trading conditions and the transaction price, and the analysis report shall be submitted to the general manager and the chairman of the board, and the amount shall be less than NT\$3,000,000. Authorized by the chairman of the board of directors; if the amount exceeds NT\$3,000,000, it must be approved by the board of directors.

三、The company obtains or disposes of intangible assets or its right-of-use assets or membership card transactions amounting to 20% of the company's paid-up capital or NT\$300 million or more, except for transactions with domestic government agencies, before the factual date The accountant shall be consulted to express an opinion on the reasonableness of the transaction price, and the accountant shall handle it in accordance with the provisions of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation.

四、Executive: Each department and other related department.

第九條 The calculation of the amount of the first three transactions shall be handled in accordance with the second paragraph of Article 26, and the alleged one year shall be based on the date on which the fact of the transaction occurred, and the retrospective calculation shall be carried out one year ahead. It is stipulated that the valuation report or accountant's opinion issued by the professional valuer shall be re-involved.

第十條 The company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Chapter two: Transactions with related parties

第十一條 The Company and its related parties acquire or dispose of assets. In addition to matters such as the relevant resolution procedures and the reasonableness of the

terms of the transaction in accordance with the provisions of the preceding section and this section, the transaction amount of more than 10% of the company's total assets shall also be obtained in accordance with the provisions of the preceding section. Valuation report or accountant's opinion issued by professional valuer. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 9.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

第十二條

Article 14 When the company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:

- 一、The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
- 二、The reason for choosing the related party as a transaction counterpart.
- 三、3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 13 and Article 14.
- 四、The date and price at which the related party originally acquired the real property, the original transaction counter party, and that transaction counterpart's relationship to our company and the related party.
- 五、Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
- 六、An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
- 七、Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amount of the preceding paragraph shall be handled in accordance with the second paragraph of Article 26, and the alleged one year shall be based on the date on which the fact of the transaction occurred, and the retrospective calculation shall be carried out one year ahead, which has been stipulated in this procedure. Submitted to the board of directors and the supervisor acknowledged that part of the exemption is included.

When our company and its subsidiaries acquire or dispose equipment for business use, the board of directors may delegate the board chairperson to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting

一、right-of-use assets thereof for operation purpose (Transaction amount)
二、Where equipment or right-of-use assets thereof for business use (regardless of the amount of money)

第十三條

Our company when acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means :

一、It is based on the related party's transaction price plus the necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

二、Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties. and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and buildings are purchased as a single combined property or leased in one transaction, the transaction costs for the land and the buildings may be separately appraised in accordance with either of the means listed in the preceding paragraph.

When our company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof from a related party in accordance with the first and second paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where a public company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the former Article, and the preceding three paragraphs do not apply :

一、The related party acquired the real property through inheritance or as a gift.
二、More than 5 years have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction.

- 三、The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
- 四、The Company and its subsidiaries, or subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, acquire the real estate use right assets for business use.

第十四條

If the evaluation results of the Company in accordance with the first and second provisions of the preceding article are lower than the transaction price, they shall be handled in accordance with the provisions of Article 15. However, if the following circumstances, and the objective evidence and specific reasonable opinions of the real estate appraisers and accountants are taken, this is not included:

一、If the relationship is acquired by a plain land or a leased land, one of the following conditions must be proved:

(一)According to the method stipulated in the preceding article, the house is calculated according to the construction cost of the related person plus the reasonable construction profit, and the total number exceeds the actual transaction price. The alleged reasonable construction profit shall be based on the average operating gross profit margin of the related party construction department in the last three years or the lower of the latest construction industry gross profit margin announced by the Ministry of Finance.

(二)Other non-relevant transaction cases within one year of other floors or adjacent areas of the same subject site have similar areas, and the trading conditions are equivalent to the reasonable floor or regional spreads as determined by real estate trading or leasing practices.

二、The real estate use right assets obtained from the real estate or lease purchased from the related parties are listed in the same conditions as the other non-relationship transactions in the adjacent area within one year.

The transaction cases in the adjacent areas referred to in the preceding paragraph are based on the same or adjacent street profile and the distance from the object of the transaction is less than 500 meters or the present value of the announcement is similar; if the area is similar, the other non-relevant transaction cases The area is not less than 50% of the area of the subject matter of the transaction.

第十五條

When our company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding article are uniformly lower than the transaction price, the following steps shall be taken:

一、A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference between the real property or transaction price and the appraised cost, and may not be distributed or used for capital

increase or issuance of bonus shares. When our company adopts the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of our company's equity stake in the other company.

二、 Supervisors shall comply with Article 218 of the Company Act.

三、 Actions taken pursuant to the second subparagraph shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

If a special surplus reserve is provided in accordance with the provisions of the preceding paragraph, the assets purchased or leased at a high price shall be recognized as a loss of price or disposition or termination of the lease or may be properly compensated or reinstated, or other evidence may be determined to be unreasonable and After the approval of the competent authority, the special surplus reserve will be used.

When our company acquires real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was "non-arm's-length" transaction.

Chapter three: Losses from derivatives trading reaching the limits
on aggregate losses

第十六條 The Company is engaged in the transaction of derivative commodities and shall be subject to the provisions of the Company's "Processing Procedures for Derivatives Transaction" .

Chapter four: Consolidation, division, acquisition or share
transfer

第十七條 The company conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage.

However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the

respective subsidiaries' issued shares or authorized capital.

第十八條

Our company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

第十九條

A company that participates in a merger, division or acquisition, due to the number of attendees, insufficient voting rights or other legal restrictions, may not be convened, resolved, or the proposal is rejected by the shareholders, and the company participating in the merger, division or acquisition shall immediately explain in public terms the reasons for the occurrence, the subsequent processing operations, and the date on which the shareholders meeting is expected to be convened.

第二十條

The company shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference :

- 一、Basic personnel information: including the person who participated in the merger, division, acquisition or share transfer plan or plan execution before the news is published, its title, name, and identity card number (if it is a foreigner, that will be the passport number).
- 二、Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
- 三、Important documents and minutes : Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

A company that participates in a merger, division, acquisition or transfer of shares or shares in a securities firm's business premises shall, within two days from the date of the resolution of the board of directors, use the first and second

paragraphs of the preceding paragraph in accordance with the prescribed format. The network information system is submitted to the competent authority for reference.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding 3 and 4 paragraphs.

第二十一條 All persons involved in or aware of the company's mergers, divisions, acquisitions or share transfer plans shall issue a written confidentiality undertaking, and the contents of the plan shall not be disclosed to the public before the information is disclosed, nor shall it be sold or sold on its own or in the name of others. Shares of all companies related to mergers, divisions, acquisitions or share transfer cases and other securities of an equity nature.

第二十二條 The company participates in mergers, divisions, acquisitions or share transfers. The conversion ratio or purchase price shall not be arbitrarily changed except in the following cases, and shall be changed in the merger, division, acquisition or share transfer contract:

- 一、 Handling cash capital increase, issuing conversion corporate bonds, unpaid share allotment, issuing warranted corporate bonds, special stocks with warrants, warrants and other securities of equity nature.
- 二、 An action, such as a disposal of major assets, that affects the company's financial operations.
- 三、 An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- 四、 An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back
- 五、 An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
- 六、 Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

第二十三條 the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

- 一、 Handling of breach of contract
- 二、 The company that has been eliminated or divided by the merger has previously issued the principle of dealing with equity securities or treasury shares that have been bought back.
- 三、 After participating in the calculation of the base date of the conversion ratio, the participating companies may legally buy back the number of treasury shares and how to deal with them.
- 四、 The way in which the number of participating entities or households is

increased or decreased.

五、Preliminary progress schedule for plan execution

六、When the plan is not completed within the time limit, the relevant processing procedures such as the scheduled date of the shareholders' meeting shall be convened in accordance with the law.

第二十四條 After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

第二十五條 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, our company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 19, Article 19-1 and the preceding article.

Chapter three: Information Disclosure

第二十六條 If the company obtains or disposes of the assets, the organizer shall immediately know that the financial department shall, in accordance with the nature, in accordance with the prescribed format, report the relevant information to the designated website of the competent authority within two days from the date of the fact:

- 一、When the company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- 二、Consolidation, division, acquisition or share transfer
- 三、Losses from derivative products transactions reaching the loss limits for any individual or all
- 四、Where the asset type is machinery equipment for business use are acquired or disposed of, and furthermore the transaction counter party is not a related party, and the transaction amount has not reached NT\$500 million or more.
- 五、The real estate is obtained from the local construction, land lease construction, joint housing construction, joint construction, and joint

construction, and the transaction object is not related. The company expects to invest NT\$500 million or more.

六、Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area NT\$ 20 percent or more of paid-in capital or NT\$300 million. However, the following situations are not included to this.

(一)Trading of domestic government bonds.

(二)For investment professionals, trading in securities on the stock exchange or securities firm's business premises, or in the primary market, the general corporate bonds issued and the general financial bonds (excluding subordinated bonds) that are not involved in the equity, or subscriptions Or buy back a securities investment trust fund or futures trust fund, or a securities firm that is required by the underwriting business to serve as a securities for the securities company recommended by the securities company of the Republic of China.

(三)Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions in the preceding shall be calculated as follows :

一、The amount of each individual transaction.

二、The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.

三、The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property within the same development project within the same year.

四、The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property within the same development project within the same year.

Our company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

To obtain or dispose of assets, the Finance Department shall place the relevant contract, the proceedings, the examination book, the valuation report, the accountant, the lawyer or the securities underwriter's opinions in writing, and save it for at least five years, unless otherwise stipulated by other laws.

第二十七條 After the Ministry of Finance announces the declared transaction in accordance with the provisions of the preceding article, one of the following circumstances shall be counted

from the date of the fact.

Within 2 days, the relevant information will be announced on the designated website of the competent authority:

- 一、Change, termination, or rescission of a contract signed in regard to the original transaction.
- 二、The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
- 三、Change to the originally publicly announced and reported information.

Chapter four: Supplementary

第二十八條 1. The Company shall supervise and urge the subsidiaries to determine and execute the procedures for obtaining or disposing of assets in accordance with the provisions of this processing procedure.

2. If our subsidiary is not itself a domestic public company, information required to be publicly announced and reported in accordance with Chapter 3 on acquisitions and disposals of assets shall be reported by the parent company

3. The paid-in capital or total assets of the our company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 26, paragraph 1.

第二十九條 The directors and supervisors assigned by the Company to the subsidiaries shall supervise the subsidiaries to obtain or dispose of the asset processing procedures as determined. The Company may assign internal auditors in a timely manner to check the admissibility of the acquisition or disposal of subsidiaries' assets.

第三十條 Relevant personnel of the Company shall, in handling the matters relating to the acquisition or disposal of assets, comply with the provisions of this procedure, so as to protect the company from improper losses. In case of violation of relevant laws or procedures, the punishment shall be handled in accordance with the relevant personnel regulations of the company.

第三十一條 After the process has been approved by the board of directors, it will be sent to the supervisors and submitted to the shareholders' meeting for approval. If a director expresses dissent and has a record or written statement, the company shall send the director's objection information to the supervisors.

If the company has set up independent directors according to the provisions, in accordance with the provisions of the preceding paragraph, the handling procedures and the acquisition or disposal of asset transactions shall be submitted to the board of directors for discussion according to the provisions of the procedures, and the opinions of the independent directors shall be fully considered. Comments or reservations should be stated in the proceedings of the board of directors.

第三十二條 This process is scheduled for March 25, 2019 and will be implemented after discussion at the shareholders' meeting.

【appendices 4】

KPMG

Business Accounting Guidelines

The Board of Directors, BASSO INDUSTRY CORP. :

Check Opinions

Balance Sheet of **BASSO INDUSTRY CORP.** In 2018 and 2017 on December 31. Consolidated income statement in 2018, from January 1 to December 31, 2017, changes in equity Table and cash flow statement, as well as individual financial report notes.

In the opinion of an accountant, the opening of individual financial reports is in all material respects in accordance with the financial issuer's financial reporting standards and the approval of the Financial Supervisory Committee and the publication of the effective international financial reporting standards, international accounting standards, interpretation and interpretation of the announcement, sufficient to allow Expressed the financial status of **BASSO INDUSTRY CORP.** 2018 and 2017 December 31. Financial performance and cash flow from 2018 and 2017 from January 1 to December 31.

The basis for checking opinions

The accountant performs the check in accordance with the accountant's verification of the visa financial statement rules and generally accepted auditing standards. The accountability of the accountants under these standards will be further explained by the accountant's responsibility for checking individual financial reports. The personnel subject to the independence of the accounting firm are in accordance with the professional ethics of the accountant, and remain independent with **BASSO INDUSTRY CORP.** and perform other duties of the specification. The accountant believes that sufficient evidence of the audit has been obtained as a basis for expressing the opinion.

Emphasis

As stated in Note 3 (1) of the individual financial report, **BASSO INDUSTRY CORP.** first applied the International Financial Reporting Standard No. 9 [Financial Instruments] on January 1, 2018, and chose not to rewrite the comparison period. The accountant did not correct the comments as a result.

The keys

The key to the check items refer to this. The professional judgment of the accountant is an important matter for the verification of the respective financial reports of BASSO INDUSTRY CORP. in 2018. These matters have been responded to in the process of checking the individual financial reports as a whole and forming a review opinion. Accountants do not express their opinions on these matters. The accountant judges that the key check on the check report should be communicated.

The matters are as follows:

1. Income recognition

For the accounting policies relating to income recognition, please refer to Note 4 (13) of the individual financial statements for income recognition.

Description

Part of the sales of BASSO INDUSTRY CORP. needs to provide different sales terms, such as discounts, returns, warranty (according to the contract) or consignment nature, based on contractual agreements or business practices, so the sales revenue is recognized. There is a risk of error in the correctness. Therefore, the test of income recognition is one of the important evaluation items for the accountant to perform the audit of the individual financial report of BASSO INDUSTRY CORP.

Procedure:

The principal review procedures for the above-mentioned key audits include: The validity of the design and execution of the internal control system for the test of the sales and collection operations, and whether the recognition of the significant sales contracts or external orders of the relevant customers has been recognized. Relevant bulletins are required to handle; to understand the sales revenue of the top ten sales customers, compare the actual number with the same period of last year to assess whether there are any major abnormalities; select the sales transaction samples for a period of time before and after the deadline, check the relevant documents, In order to assess the correctness of the period of income recognition, and to understand whether there is a major return after the period.

2. Inventory valuation

For the accounting policies of inventories, please refer to Note 4(7) of the individual financial statements; for the accounting estimates and assumptions of inventory evaluation, please refer to Note 5 of individual financial reports; for the description of inventory evaluation, please refer to Note 6(8) of individual financial reports.

Description:

The inventory of BASSO INDUSTRY CORP. is measured by the

lower cost and net realizable value. Because of the fierce competition in the global market, the design and manufacturing technology of nailing machine products are rapidly changing. The introduction of new products may change the demand of European and American brand manufacturers and consumers and make the original products obsolete or no longer meet market demand. The sales of related products may fluctuate drastically, and the cost of inventory may exceed the risk of its net realizable value. Therefore, the inventory evaluation is one of the important evaluation items for the accountant to perform the audit of the individual financial report of BASSO INDUSTRY CORP.

Procedures:

The main procedures of accountants for the above key issues include:

Evaluate the rationality of the inventory evaluation accounting policy; examine the inventory age statement, analyze the inventory age change, and assess whether the inventory evaluation has been handled in accordance with accounting policies; understand and assess the rationality of the net realizable value basis adopted by the management, and then Select the sample, check the relevant documents to test the correctness of the amount, and assess whether the management's disclosure of the relevant inventory evaluation is right.

Responsibility of management for individual financial reporting

The management's responsibility is to prepare the individual financial reports that are permitted to be expressed in accordance with the securities issuer's financial reporting standards and the International Financial Reporting Standards, International Accounting Standards, Interpretations and Interpretations, which are approved by the Financial Supervisory Board and issued, and maintained with individual financial statements. The report prepares the necessary internal controls to ensure that individual financial reports do not contain false representations of fraud or error.

In the preparation of individual financial reports, the management's responsibilities also include an assessment of the ability of BASSO INDUSTRY CORP. to continue its operations, the disclosure of related matters, and the adoption of the continuing accounting basis, unless the management intends to liquidate BASSO INDUSTRY CORP. or Stopping business.

BASSO INDUSTRY CORP. is responsible for supervising the financial reporting process.

Accountant's responsibility for checking individual financial

reports

The purpose of the auditor's audit of individual financial reports is to obtain reasonable assurance about the existence of a major misrepresentation of fraud or error in the individual financial reports as a whole and to issue a check report. Reasonable convictions are highly convincing, but verifications performed in accordance with generally accepted auditing standards do not guarantee that significant misrepresentation of individual financial reports will be detected. False expression may be caused by fraud or error. If the individual amount or summary amount that is not expressed is reasonably expected to affect the economic strategy of the individual financial reporting users, it is considered to be significant.

When an accountant checks in accordance with generally accepted auditing standards, he uses professional judgment and maintains professional suspicion. The accounting performs the following tasks:

1. Identifying and assessing the risk of material misrepresentation of fraudulent or erroneous individual financial reports; designing and implementing appropriate response measures for the assessed risks; and obtaining sufficient and appropriate evidence to check as evidence. Since fraud may involve conspiracy, forgery, intentional omission, false statement or over-internal control, the risk of causing significant misrepresentation due to fraud is not detected as higher than the cause of the error.

- Obtain the necessary understanding of the internal control of the inspection to design an appropriate check procedure under the current situation, but the purpose is not to express an opinion on the effectiveness of the internal control of BASSO INDUSTRY CORP.

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

4. Based on the audit evidence obtained, it is concluded whether the management adopts the appropriateness of the continuing business accounting basis and whether there are significant uncertainties in the events or circumstances that may cause significant doubts about the ability of BASSO INDUSTRY CORP. to continue to operate. If the accountant believes that there is a material uncertainty in the event or situation, it is necessary to remind the individual financial report users to pay attention to the relevant disclosure of the individual financial report in the check report, or to amend the check opinion if the disclosure is inappropriate. The accountant's conclusion is based on the evidence obtained from the date of the audit report. Future events or circumstances may cause BASSO INDUSTRY CORP. to no longer have the ability to continue to operate.

5. Assess the integrity, structure and content of individual financial reports, and whether individual financial reports are permitted to convey relevant transactions and events.

The accountants communicated with the governance department, including the planned scope and time of the review, as well as major check findings. (including the significant lack of internal control identified during the fish check process)

The accountant also provides the governance department with the independent standards of the firm to which the accounting firm is affiliated to comply with the independence statement in the accountant's professional ethics, and communicates with the governance department all relationships and other matters that may be considered to affect the independence of the accountant. . (including related protective measures)

The accountant decided to check the audit of the individual financial report of 2018 of BASSO INDUSTRY CORP. from the matters of communication with the governance department. The accountant clarifies these matters in the audit report, unless the law does not allow public disclosure of specific matters, or in the rare case, the accountant decides not to communicate specific matters in the audit report, as the negative impact of this communication can be reasonably expected Greater than the public interest of the promotion.

KPMG Accounting Firm

Accountant: WU CHUN YUAN / KUO SHIH HUA

Securities authority: No.1040007866

Approved document: No. 0950103298

The **108th year** of the "Republic Era" on March 25th

(English Translation of Financial Statements and Report Originally Issued in Chinese)
BASSO INDUSTRY CORPORATION

Balance Sheets

December 31, 2018 and 2017

(expressed in Thousands of New Taiwan dollars)

	December 31, 2018		December 31, 2017			December 31, 2018		December 31, 2017	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets					Liabilities and Equity				
Current assets:					Current liabilities:				
Cash and cash equivalents (note 6 (a))	\$ 253,364	2	161,550	1	Short-term borrowings (note 6 (l) and 8)	\$ 8,993,000	60	9,111,000	65
Current financial assets at fair value through profit or loss (note 6 (b) and 8)	3,755,830	25	-	-	Notes payable	8,020	-	147,293	1
Current available-for-sale financial assets (note 6 (c) and 8)	-	-	3,624,654	26	Accounts payable	270,802	2	228,912	2
Notes receivable, net (note 6)	9,858	-	10,906	-	Other payables	391,789	3	307,142	2
Accounts receivable, net (note 6 (f))	882,436	6	747,054	6	Contract liabilities	43,253	-	-	-
Other receivables (note 6 (g))	172,003	1	150,804	1	Current income tax liabilities	91,483	1	72,599	1
Inventories (note 6 (h))	547,552	4	434,905	3	Provisions (note 6(r))	6,417	-	6,525	-
Other current financial assets (note 6 (k))	7,575,465	51	6,708,313	48	Advanced receipts	-	-	51,283	-
Other current assets (note 6 (k) and 8)	26,808	-	24,876	-	Long-term borrowings, current portion (note 6 (j) and 8)	769,000	5	190,000	1
	<u>13,223,316</u>	<u>89</u>	<u>11,863,062</u>	<u>85</u>	Other current liabilities	1,261	-	2,136	-
						<u>10,575,024</u>	<u>71</u>	<u>10,116,890</u>	<u>72</u>
Non-current assets:					Non-Current liabilities:				
Non-current financial assets at fair value through other comprehensive income (note 6 (d))	10	-	-	-	Long-term borrowings (note 6 (m) and 8)	420,000	3	769,000	6
Non-current financial assets at cost, net (note 6 (e))	-	-	10	-	Defined benefit liabilities, net (note 6 (n))	38,074	-	49,072	-
Property, plant and equipment (note 6 (e))	889,073	6	890,017	7		<u>458,074</u>	<u>3</u>	<u>818,072</u>	<u>6</u>
Intangible assets (note 6 (f))	22,693	-	27,737	-	Total liabilities	<u>11,033,098</u>	<u>74</u>	<u>10,934,962</u>	<u>78</u>
Deferred tax assets (note 6 (m))	222,963	2	240,867	2	Equity attributable to owners: (note 6 (p))				
Other non-current financial assets (note 6 (k) and 8))	473,011	3	883,574	6	Ordinary share	1,379,606	9	1,379,606	10
Other non-current assets (note 6 (k))	30,616	-	11,531	-	Capital surplus	593	-	305	-
	<u>1,638,366</u>	<u>11</u>	<u>2,053,736</u>	<u>15</u>	Retained earnings	2,486,945	17	2,186,368	16
					Other equity interest	(38,560)	-	(584,443)	(4)
					Total equity	<u>3,828,584</u>	<u>26</u>	<u>2,981,836</u>	<u>22</u>
Total assets	<u>\$ 14,861,682</u>	<u>100</u>	<u>13,916,798</u>	<u>100</u>	Total liabilities and equity	<u>\$ 14,861,682</u>	<u>100</u>	<u>13,916,798</u>	<u>100</u>

(English Translation of Financial Statements and Report Originally Issued in Chinese)

BASSO INDUSTRY CORPORATION

Statements of Comprehensive Income

For the years ended December 31, 2018 and 2017

(expressed in Thousands of New Taiwan dollars , except for earnings per share)

	2018		2017	
	Amount	%	Amount	%
Operating revenues	\$ 3,748,295	100	3,847,649	100
Sales returns	<u>865</u>	-	<u>949</u>	-
Sales allowances	<u>14,110</u>	-	<u>10,443</u>	-
Net operating revenues (note 6 (r) and (s))	3,733,320	100	3,836,257	100
Operating costs (note 6 (h), (n) and (t))	<u>2,615,381</u>	<u>70</u>	<u>2,722,398</u>	<u>71</u>
Gross profit from operations	<u>1,117,939</u>	<u>30</u>	<u>1,113,859</u>	<u>29</u>
Operating expenses (note 6 (j), (n) and (t))				
Selling expenses	154,110	4	160,791	4
Administrative expenses	85,405	2	68,276	2
Research and development expenses	<u>153,414</u>	<u>6</u>	<u>112,091</u>	<u>3</u>
	<u>392,929</u>	<u>12</u>	<u>341,158</u>	<u>9</u>
Net operating income	<u>725,010</u>	<u>18</u>	<u>772,701</u>	<u>20</u>
Non-operating income and expenses (note 6 (u))				
Other income	376,454	10	339,922	9
Other gains and losses, net	235,571	6	(770,001)	(20)
Finance costs	<u>(102,235)</u>	<u>(3)</u>	<u>(105,824)</u>	<u>(3)</u>
	<u>509,790</u>	<u>13</u>	<u>(535,903)</u>	<u>(14)</u>
Profit before income tax	1,234,800	31	236,798	6
Less: income tax expense (note 6 (q))	<u>203,035</u>	<u>6</u>	<u>32,825</u>	<u>1</u>
Profit	<u>1,031,765</u>	<u>25</u>	<u>203,973</u>	<u>5</u>
Other comprehensive income (loss):				
Items that may not be reclassified subsequently to profit or loss:				
Gains (losses) on remeasurements of defined benefit plans	7,840	-	(1,041)	-
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>7,840</u>	<u>-</u>	<u>(1,041)</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Unrealized gains (losses) on valuation of available-for-sale financial assets	-	-	(426,173)	(11)
Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6 (o))	<u>-</u>	<u>-</u>	<u>72,449</u>	<u>2</u>
Other comprehensive income (after tax)	<u>7,840</u>	<u>-</u>	<u>(354,765)</u>	<u>(9)</u>
Comprehensive income	<u>\$ 1,039,605</u>	<u>25</u>	<u>(150,792)</u>	<u>(4)</u>
Basic earnings per share (NT dollars) (note 6(t))	<u>\$ 7.48</u>		<u>1.48</u>	
Diluted earnings per share (NT dollars) (note 6(t))	<u>\$ 7.43</u>		<u>1.48</u>	

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BASSO INDUSTRY CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2018 and 2017

(Expressed in Thousands of New Taiwan dollars)

	Retained earnings					Total other equity interest				Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Unrealized gains (losses) on available-for-sale financial assets	Total other equity interest	
Balance at January 1, 2017	\$ 1,379,606	305	584,357	-	1,964,717	2,549,074	-	(230,719)	(230,719)	3,698,266
Profit for the year ended December 31, 2017	-	-	-	-	203,973	203,973	-	-	-	203,973
Other comprehensive income for the year ended December 31, 2017	-	-	-	-	(1,041)	(1,041)	-	(353,724)	(353,724)	(354,765)
Comprehensive income for the year ended December 31, 2017	-	-	-	-	202,932	202,932	-	(353,724)	(353,724)	(150,792)
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	94,984	-	(94,984)	-	-	-	-	-
Special reserve	-	-	-	230,719	(230,719)	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(565,638)	(565,638)	-	-	-	(565,638)
Balance at December 31, 2017	1,379,606	305	679,341	230,719	1,276,308	2,186,368	-	(584,443)	(584,443)	2,981,836
Balance on January 1, 2018	1,379,606	305	679,341	230,719	1,276,308	2,186,368	-	(584,443)	(584,443)	2,981,836
Effects of retrospective application	-	-	-	-	(545,883)	(545,883)	(38,560)	584,443	545,883	-
Balance on January 1, 2018 after adjustments	2,759,212	610	1,358,682	461,438	2,006,733	3,826,853	(38,560)	(584,443)	(623,003)	5,963,672
Profit for the year ended December 31, 2018	-	-	-	-	994,641	994,641	-	-	-	994,641
Other comprehensive income for the year ended December 31, 2018	-	-	-	-	7,839	7,839	-	-	-	7,839
Comprehensive income for the year ended December 31, 2018	-	-	-	-	1,002,480	1,002,480	-	-	-	1,002,480
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	20,397	-	(20,397)	-	-	-	-	-
Special reserve	-	-	-	353,724	(353,724)	-	-	-	-	-
Cash dividends of ordinary shares	-	-	-	-	(193,145)	(193,145)	-	-	-	(193,145)
Other changes in capital surplus	-	288	-	-	-	-	-	-	-	288
Balance at December 31, 2018	\$ 1,379,606	593	699,738	584,443	1,202,764	2,486,945	(38,560)	-	(38,560)	3,828,584

BASSO INDUSTRY CORPORATION

Statements of Cash Flows

For the years ended December 31, 2018 and 2017

(expressed in Thousands of New Taiwan dollars)

	2018	2017
Cash flows from (used in) operating activities:		
Profit before tax	\$ 1,214,800	236,798
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	85,469	80,441
Amortization expense	11,676	9,324
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	46,055	-
Interest expense	102,235	105,824
Interest revenue	(376,454)	(339,922)
Loss (gain) on disposal of property, plan and equipment	(2,175)	(1,638)
Loss (gain) on disposal of investments	-	73,768
overdue dividends	288	-
Total adjustments to reconcile profit	<u>(132,906)</u>	<u>(72,203)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in notes receivable	1,048	2,651
Decrease(increase) in accounts receivable	(135,382)	13,984
Decrease(increase) in other receivables	517	(4,549)
Decrease(increase) in inventories	(125,214)	136,164
Decrease (increase) in other current assets	(1,932)	18,685
Changes in operating assets	<u>(260,963)</u>	<u>166,935</u>
Changes in operating liabilities:		
Increase in contract liability	(8,031)	-
Increase (decrease) in notes payable	(139,273)	2,641
Increase in accounts payable	41,889	4,545
Increase (decrease) in other payable	105,058	(9,084)
Increase (decrease) in provisions	(108)	1,900
Increase in advanced receipts	-	(22,794)
Increase (decrease) in other current liabilities	(876)	133
Decrease in net defined benefit liability	(3,159)	(2,851)
Changes in operating liabilities	<u>(4,499)</u>	<u>(25,510)</u>
Total changes in operating assets and liabilities	<u>(265,462)</u>	<u>141,425</u>
Total adjustments	<u>(398,368)</u>	<u>69,222</u>
Cash inflow generated from operations	816,432	306,020
Interest received	354,738	320,465
Interest paid	(100,757)	(101,302)
Income taxes paid	(166,246)	(186,322)
Net cash flows from operating activities	<u>904,167</u>	<u>338,861</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through profit or loss	(673,869)	-
Proceeds from disposal of financial assets at fair value through profit or loss	496,638	-
Acquisition of available-for-sale financial assets	-	(30,620)
Proceeds from disposal of available-for-sale financial assets	-	458,923
Acquisition of property, plant and equipment	(19,753)	(14,257)
Proceeds from disposal of property, plant and equipment	2,910	1,870
Acquisition of intangible assets	(6,632)	(28,312)
Decrease (increase) in other financial assets	(456,589)	668,799
Decrease in other non-current assets	275	(43,444)
Increase in prepaid equipment	(74,188)	-
Net cash flows from (used in) investing activities	<u>(731,208)</u>	<u>1,012,959</u>
Cash flows from (used in) financing activities:		
Increase in short-term loans	310,000	360,000
Repayments of short-term borrowings	(428,000)	(1,270,000)
Increase in long-term borrowings	230,000	150,000
Repayments of long-term borrowings	-	(300,000)
Cash dividends paid	(193,145)	(565,638)
Net cash flows from (used in) financing activities	<u>(81,145)</u>	<u>(1,625,638)</u>
Net increase (decrease) in cash and cash equivalents	<u>91,814</u>	<u>(273,818)</u>
Cash and cash equivalents at beginning of period	<u>161,550</u>	<u>435,368</u>
Cash and cash equivalents at end of period	<u>\$ 253,364</u>	<u>161,550</u>

鑽全實業股份有限公司

盈餘分配表

107 年度

項目	金額
期初餘額(106.12.31)	709,041,206
加：確定福利調整	7,839,265
減：備供出售調整	(584,442,901)
加：敬得調整	38,560,000
加：107年1-12月稅後淨利	1,031,765,418
減：10%法定盈餘公積	(103,176,542)
加：迴轉特別盈餘公積(備供出售)	584,442,901
減：提列特別盈餘公積(敬得)	(38,560,000)
本期可分配盈餘	1,645,469,347
本期可分配項目	
1、股東紅利(4元/股)	551,842,560
(4元配發現金)	
期末未分配餘額	1,093,626,787

董事長：



總經理：



製表：



【Appendix 1】

BASSO INDUSTRY CORP.
Regulations of shareholders' meeting

Article 1: Unless otherwise provided by laws and regulations, shareholders' meetings (the Meeting) of the Company shall be conducted in accordance with the Rules and Procedures of Shareholders' Meetings (the Rules and Regulations) herein. This article in accordance with Ministry of Public Finance 86.8.4 (86) Finance (3), No. 04109.

Article 2: Board of director as the gathering of shareholder meeting, the chairman as the principal. Chairman Absent

Chairman could designate a person as representative. Chairman Absent, without designation

The board of director could designate one person as representative.

IF the gathering members are others than the board of director, the gathering members shall designate one person as the representative.

Article 3: Shareholder (or representative) shall sign up or hang out the sign-up card after the meeting when attending the shareholder meeting.

Article 4: The company may assign company appointed lawyer, an accountant or relevant personnel to attend the shareholders' meeting. Staff handling administrative affairs of a shareholders meeting shall wear identification cards for identification.

Article 5: The chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted a majority at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponement shall be limited to two times at the most and the total time of postponement shall not exceed one hour. After the two times postponement, if the amount is still insufficient, and the present is reached one third, the present members shall make the decision towards the issue as the tentative resolutions in accordance with 175 regulation. Before the end of the meeting, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with 174 regulation.

Article 6: The Meeting agenda shall be set by the board of directors if the meeting is convened by the board of directors. The meeting shall follow the agenda. Unless otherwise resolved at the meeting, the Meeting shall proceed in accordance with the agenda.

If the Meeting is convened by any other person(s), the person(s) shall set the agenda.

The chairman cannot announce adjournment of the Meeting before the proceedings on the agenda are resolved. In the event that the chairman adjourns the Meeting in violation of the Rules and Procedures.

When the vote towards a new chairman reached the majority, the meeting shall proceed by the person.

Article 7: After the meeting is adjourned, the shareholders may not elect another chairman to

continue the meeting at the original site or at another location.

Article 8: During the Meeting, the chairman may, at his discretion, set time for intermission.

Article 9: Before the shareholder utter, the chairman shall designate the order towards utterance. If any shareholder present at the Meeting submits a speech request form but

does not speak, no speech shall be deemed to have been made by the shareholder.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders. If there is any, the chairman shall stop such interruption.

Article 10: Towards the same issue, the shareholder shall not explain more than two times, once above five minutes. The time limit could be vary under the approval by the chairman. If a shareholder violates the preceding article or his or her speech exceeds the scope of the motion,

the chairman may stop him or her from doing so.

Article 11: Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If a corporate shareholder designates two or more representatives to attend the

Meeting, only one representative can speak for each discussion item.

Article 12: After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond. The chairman may announce to end the discussion of any resolution and submit the matter to a vote if the chairman deems the matter to have been sufficiently.

Article 13: The person(s) to check and the person(s) to record the ballots or election matter during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s). The result of voting shall be announced at the meeting and placed on record.

Article 14 : The chairman may direct the proctors or security personnel to escort the shareholder to assist the order from violence.

Article 15: Except otherwise specified in the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. In the resolution, if the chairman of the meeting inquires and receives no objection, the motion is deemed passed, with equivalent force. If there is an amendment to or substitute for a proposed resolution, the chairman shall decide the sequence of voting for such proposed resolution . If any one of them has been adopted, others shall be considered as denial, no other votes are needed.

Article 16: The Company shall tape or video record the entire process of the shareholders' meeting, and keep it for at least a year.

Article 17: The unresolved regulations have to follow the related regulations made from the company law. These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

BASSO INDUSTRY CORP.
Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Corporation shall be incorporated, as a company limited by Company Law. BASSO INDUSTRY CORP. in English.

Article 2: The scope of business of the Corporation as left:

1. Towards buying and selling, producing electronic punching machine, electronic nailing machine and other electronic machines.
2. Electronic devices, electronic tools, and the production, processing towards the devices.
3. Processing the building materials, equipment, buying and selling.
4. The product, assembler, processing, buying and selling mentioned above.
5. The business towards the product and assembler mentioned above.
6. The representation towards the general quotation and sells services (futures excluded).
7. CA02020 Manufacture of Aluminum and Copper
8. CA01010 Manufacture of Mold making
9. CB01010 Manufacture of Machinery and Equipment
10. CB01020 Manufacture of Office Machinery and Equipment
11. CC01030 Manufacture of Domestic Appliances
12. CC01050 Manufacture of Data Storage Media Units
13. CD01030 Motor Vehicles and Parts Manufacturing
14. CD01040 Motorcycles and Parts Manufacturing
15. CD01050 Bicycles and Parts Manufacturing
16. CE01010 Precision Instruments Manufacturing
17. CE01030 Photographic and Optical Equipment
18. CP01010 Hand Tool Manufacturing
19. CH01010 Manufacture of Sports Goods
20. CH01040 Manufacture of Toys
21. C805030 Plastic Made Grocery Manufacturing
22. C805050 Manufacture of Industrial Plastic Products
23. CA01100 Aluminum Rolling, Drawing and Extruding
24. CA01990 Other Non-ferrous Metal Basic Industries (producing Magnesium, Magnesium Alloy by pressure, extension, casting)
25. CA03010 Metal Heat Treating

26. CA04010 Metal Surface Treating

27. ZZ99999 Except permitted the business, other legal businesses

Article 3: The Company is located in Taichung City, the future business of setting up branches locally and overseas must be decided by the board of directors.

Article 4: The announcement is followed by the Company Act or the Competent Authority.

Chapter 2 Shares

Article 5: The registered capital is 1,862,196,000 N.T., 186,219,600 shares, one share per 10 N.T., authorized and released per time by the board of director.

Article 6: The shares are under registered securities. Before releasing, it needs 3 members from the board of director's signature legally. The Company implements publish of shares, provided that it shall arrange with a central depository. Other marketable securities are under the same regulation.

Article 7: Towards transferring, losing, defecting, splitting, merger, it has to follow the Company Act. And related regulations.

Article 8: 60 days before the shareholder meeting, 30 days before the assembly or 5 days before the decision of stock dividend, no share transferring is allowed.

Article 9: Shareholders' meetings are classified into two kinds: regular meetings and special meetings. Regular meetings shall be convened by the Board of Directors within 6 months after the close of each fiscal year, and special meetings, , shall be called when necessary.

Article 10: To convene a shareholders' meeting, a notice of the meeting shall be given to each shareholder by 30 days before a regular meeting, or by 15 days before a special meeting.

Article 11: When the shareholder is absent, letter of authorization followed by the related laws could be consider as a legal paper for a substitution.

Article 12: The Chairman of the Board of Directors ("Chairman") shall chair every shareholders' meeting. When the Chairman by reason of leave or otherwise is unable to exercise such power of office, the Vice chairman will chair the meeting. If the Vice Chairman by reason of

leave or otherwise unable to exercise such

power of office, the Chairman shall designate a Director as deputy to chair the meeting, failing which the Directors shall select one from among themselves to chair the meeting. IF the gathering members are others than the board of director, the gathering members shall designate one person as the representative.

Article 13: Except as otherwise provided by other laws or regulations, each share is entitled to one voting right.

Article 14: Unless otherwise provided under the Company Act , the quorum for a Shareholders' Meeting shall be duly adopted by a majority in the meeting attended by Shareholders who represent a majority of the total issued shares.

In the resolution, if the chairman of the meeting inquires and receives no objection, the motion is deemed passed, with equivalent force.

Article 15: The decision made from the shareholder meeting needs to be recorded, takes the memo and send out through E-mail. After releasing the publication, the announcement on the board is acceptable.

Chapter 3 The board of director and Supervisor

Article 16: The board of directors shall be seven to eleven members, independent members shall not be less than two members or less than 20% towards the whole members. The independent members shall be nominated; two to three supervisors, three years per one time, continuity is allowed. The percentage towards the board of directors and supervisor shall not be less than “the principle regarding to the board of directors and supervisor”.

Article 17: After settling the board of directors, the chairman will be elected by more than two third members, and it has to follow the company act.

Article 18: Except the company act., the gathering has to have majority of the members. If the chairman couldn't make the meeting, the representative shall be voted by the members.

In case a meeting of the board of directors is proceed via visual communication network, then the directors taking part in such a visual communication meeting shall be considered attending the

meeting in person.

A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. The gathering shall be called by E-mail.

Article 19 The functions of the Board of Directors:

1. The structure towards the business plan.
2. Deliberation of proposals for the distribution of profits and offsetting of losses.
3. Deliberation of increasing or decreasing capital.
4. The revision towards the chapters and contract.
5. The pass to the first level manager.
6. The recruiting of the consultant.
7. The setting and revising towards the subsidiary.
8. The budget towards the revision.
9. The real estate and other rules to other businesses.
10. Other decision towards the company act.

Article 20 The functions of the supervisor :

1. The investigation towards the record.
2. Reviews of the company's business status
3. The situation towards installment the financial conditions
- 4、 Other the financial conditions

第二十一條 The contents need to be recorded as a routine with a signature from the board of directors. The record will be recorded and saved in the headquarter.

第二十二條 The supervisor shall conduct the rights independently and be listed, no voting right is allowed.

第二十三條 A company may have one or more managerial personnel, appointment or dismissal and the remuneration of the managerial personnel shall be decided in accordance with the related regulations.

第二十四條 The transportation fee shall be under ten thousand N.T. per board of directors and supervisors.

The compensation towards the independent director shall be decided based on the same occupation by authorized board of directors. 但不得參與章程第二十六條董監事酬勞之分配。

董事及監察人之報酬，依其對本公司營運參與之程度及貢獻之價值，授權董事會依業界慣例通常水準議定之。本公司得為董事、監察人於任期內購買責任保險，以降低並分散公司經營風險。

第四章 會計

第二十五條 本公司應於每會計年度終了，由董事會造具下列各項表冊於股東常會開會三十日前，送交監察人查核後，提請股東會承認。

- 一、營業報告書。
- 二、財務報表。
- 三、盈餘分派或虧損彌補之議案。

第二十六條 公司年度如有獲利，應提撥不低於百分之零點五為員工紅利，不高於百分之三為董事、監察人酬勞。但公司尚有累積虧損時，應預先保留彌補數額。前項員工紅利發給股票或現金之對象，包括符合一定條件之從屬公司員工。

第二十六條之一 公司年度總決算如有盈餘，應先依法提繳所得稅款，彌補以往年度虧損，提存百分之十為法定盈餘公積，但法定盈餘公積累積已達本公司資本總額時，不在此限；另視公司營運需要及法令規定，提列或迴轉特別盈餘公積，如尚有盈餘併同期初未分配盈餘，由董事會擬具盈餘分配案提請股東會決議分派之。

第五章 股利政策

第二十七條 本公司之股利政策，係以公司未來擴展營運計劃、資金需求情形為考量，所分配之股東股利，其中現金股利佔百分之十以上。

第六章 附則

第二十八條 本公司組織規則及辦事細則由董事會另定之。

第二十九條 The total amount of the Corporation's reinvestment shall not be subject to the

restriction of not more than forty percent of the Corporation's paid-up capital as

provided in Article 13 of the Company Law. Any matters regarding the reinvestment

shall be resolved in accordance with the resolutions of the Board of Directors

第三十 條 本公司得為對外保證業務。

第三十一條 In regards to all matters not provided for in these Articles of Incorporation, the Company Act shall govern

第三十二條 The chapter is set on 1983.6.18

The 1st revision is on 1984.12.7

The 2nd revision is on 1985.7.24

The 3rd revision is on 1986.3.12

The 4th revision is on 1987.7.2

The 5th revision is on 1991.8.26

The 6th revision is on 1991.10.5

The 7th revision is on 1992.9.7

The 8th revision is on 1993.5.7

The 9th revision is on 1994.2.20

The 10th revision is on 1994.5.9

The 11th revision is on 1994.9.29

The 12th revision is on 1995.4.10

The 13th revision is on 1995.8.7

The 14th revision is on 1997.3.20

The 15th revision is on 1997.5.3

The 16th revision is on 1997.12.6

The 17th revision is on 1998.6.13

The 18th revision is on 1999.6.1

The 19th revision is on 2000.4.14

The 20th revision is on 2000.11.30

The 21st revision is on 2001.5.31
The 22th revision is on 2002.6.17
The 23rd revision is on 2003.5.27
The 24th revision is on 2004.6.28
The 25th revision is on 2005.5.10
The 26th revision is on 2006.6.23
The 27th revision is on 2009.6.19
The 28th revision is on 2010.6.29
The 29th revision is on 2011.6.28
The 30th revision is on 2012.6.18
The 31st revision is on 2014.6.27
The 32nd revision is on 2015.6.22
The 33rd revision is on 2016.6.27

BASSO INDUSTRY CORP.

Chairman Mingda Lai

【Appendix 3】

BASSO INDUSTRY CORP.

The situation towards current shares holding of the directors and supervisors

The supposed share towards board of directors and supervisors

1. According to “the regulation regarding to the board of directors and supervisor shareholding”, article 2-2: the company under 2 billion N.T. As the contributed capital, the share towards the board of directors shall not be under 7.5%, 0.75% regarding to the supervisors. Towards the calculation of the percentage, when the total amount from the board of directors or supervisors are lower than preceding, preceding shall be the standard to the calculation.
2. The contributed capital is 1,379,606,400 N.T., which is 137,960,640 shares, the amount of the shares by the board of directors shall be less than 10,347,048 shares, 1,034,705 shares by the supervisors.
3. Until 108 years of The numbers of shares by the board of directors and supervisors are down below:

Job Title	Name	Number of shares (shares)	Shareholding ratio (%)
Directors	Ba Wei Investment Limited Representative: Mingda Lai	13,507,138	9.79
Directors	Mingda Shing	1,220,313	0.88
Directors	Jungshiung Hung	93,275	0.07
Directors	Boyan Lai	2,097,831	1.52
Directors	Bofeng Lai	2,971,826	2.15
Directors	Chiwen Lin	1,200	0.001
Directors	Hungyi Chen	0	0
Directors	Foluo Huang	0	0
Independent director	Chuenjung Lian	2,203	0.002
Independent director	Jennan Shen	1,524	0.001
The board of directors Total		19,895,310	14.42
Supervisor	Weiting Jang	1,378,100	1.00
Supervisor	Shiaulin Lin	0	0
Supervisor	Tzulin Ye	0	0
Supervisors Total		1,378,100	1.00