

Minutes of the Extraordinary Meeting in 2015 of Yuanta Futures Co., Ltd.

Meeting time: 9:00am on May 21 (Thursday), 2015

Meeting place: 13F., No.27, Sec. 1, Anhe Rd., Da'an Dist., Taipei City, (The Chinese National Futures Association Business Center)

Shareholding of the attending shareholders: 187,961,510 shares of the attending shareholders and by proxy (of which 159,694,270 votes were exercised electronically and were deemed present), representing 80.92% of the total issuance of 232,276,288 shares.

Chairman: Mr. Lin, Tien-Fu Clerk: Lin, Wan-Hsin

Attendees: Chairman Lin, Tien-Fu, President (and Director) Chou, Hsiao-Ling, Independent Director Lay ; CPA Sekai Lin of PricewaterhouseCoopers, and Attorney Wenpeng Lin of Giant Era International Law Firm

I. Meeting commencement: Omitted.

II. Statement by the Chairman: Omitted

III. Matters to be Reported:

1. Presenting the Company's 2014 Business Report. (Attachment One) -- Acknowledged by all present shareholders.
2. Audit Committee has the audit report for the Company's 2014 business report, financial statements, and statement of retained earnings presented for approval. (Attachment Two) -- Acknowledged by all present shareholders.

IV. Acknowledgments

Proposal 1:

Subject: Acknowledging the Company's 2014 Business Report and Financial Statements. (The proposal was submitted by the Board of Directors)

- Details:
- (1) The Company's 2014 financial statements and the consolidated financial statements were audited by CPA Sekai Lin and CPA Xiou-Ling Li of PricewaterhouseCoopers and were resolved for acceptance on the 38th Meeting of the 8th Board of Directors (March 25, 2015). The audited financial statements and the business report were reviewed by the Audit Committee without any nonconformity identified and with a review report issued.
 - (2) For details on the Business Report, Independent Auditor's Report, the financial statements and consolidated financial statements, please refer to Attachment One and Attachment Three.
 - (3) The agenda has been proposed for acknowledgment.

Resolution: The poll results of this case are 182,772,856 voting rights in favor (of which, 159,691,349 voting rights were cast electronically), accounting for 97.24% of the total number of voting rights of the attending shareholders; 2,846 voting rights against (of which, 2,846 voting rights were cast electronically); also, 75 electronic voting rights were waived and 0 voting right was invalid.

This case is passed according to the resolution reached by voting in the board meeting.

Proposal 2:

Subject: Acknowledging the Company's 2014 Earnings Appropriation. (The proposal was submitted by the Board of Directors)

- Details:
- (1) The 2014 annual earnings distribution proposal was in compliance with the Company Law and the Company's Memorandum of Association; also, it was resolved for acceptance on the 38th Meeting of the 8th Board of Directors (March 25, 2015). The annual earnings distribution proposal was reviewed by the Audit Committee without any nonconformity identified and with a review report issued.
 - (2) The beginning unappropriated earnings of the Company of NT\$716,601 (the same currency used in the financial reports) together with the defined benefit plan actuarial gains and losses of NT\$4,596,396 included in the retained earnings and the 2014 net income of NT\$870,604,709 for a grand total of NT\$875,917,706 is available for distribution.
 - (3) The earnings of this year are appropriated for legal reserve of NT\$87,060,471 and special reserve of NT\$174,120,942. The cash dividend this year is NT\$2.64 per share and for a grand total of NT\$613,209,400. The unappropriated earnings amounted to NT\$1,526,893 afterwards. Please refer to Attachment Four for further details regarding the earnings appropriation.
 - (4) The 2014 earnings shall be distributed in cash dividends equivalent to NT\$2.64 per share (calculated based on 232,276,288 ordinary shares issued, truncated to the nearest dollar; the Chairman will make arrangements to take up amounts less than \$1; postage and remittance charges are borne by shareholders). Once the proposal is passed during the annual general meeting, the Board of Directors will be authorized to set the base date for dividends and distribute proportionally according to the shareholders registry.
 - (5) Should The Company buyback its shares, transfer treasury stocks to employees, encounter conversions of corporate bonds or engage in any transactions that affect the number of outstanding shares before the dividend base date, the Board of Directors shall be authorized to make the necessary changes with regards to dividend payout per shareholder.

(6) The agenda has been proposed for acknowledgment.

Resolution: The poll results of this case are 182,772,855 voting rights in favor (of which, 159,691,348 voting rights were cast electronically), accounting for 97.24% of the total number of voting rights of the attending shareholders; 2,847 voting rights against (of which, 2,847 voting rights were cast electronically); also, 75 electronic voting rights were waived and 0 voting right was invalid.

This case is passed according to the resolution reached by voting in the board meeting.

V. Issues to be discussed

Proposal 1:

Subject: Distribution of cash dividend from the additional paid-in capital is proposed for discussion. (The proposal was submitted by the Board of Directors)

- Details:
1. It is processed in accordance with Article 241 of the Company Law and the Jin-Guan-Cheng-Chi-1010036548 Letter dated August 14, 2012.
 2. With the consent of the competent authorities, the Company had \$1,000,000,000 appropriated for distribution from the remaining additional paid-in capital – stock premium of \$1,542,074,828 after deducting the 2013 net income of \$58,069,072 distributed before merger from the additional paid-in capital – stock premium of \$1,600,143,900 from the former Yuanta Futures on the merger base date of April 1, 2012. The distribution is calculated in accordance with the outstanding 232,276,288 shares on March 22, 2015. Earnings per share of \$4.305 are distributed and it is rounded up to the dollar. The odd share for less than \$1 is to be absorbed by the specific individual designated by the Chairman. In addition, postage and remittance fee is to be paid by the shareholders themselves. Once it is resolved in the shareholders' meeting, the board of directors is authorized to schedule the base date for distribution proportionally to the shareholding ratio documented in the shareholder's registry.
 3. If the outstanding stock shares are affected that have caused changes to shareholder's payout ratio due to the Company's repurchasing shares, transferring treasury shares to employees, converting domestic convertible bonds into shares, and other factors before the payment date of cash dividend distribution from the additional paid-in capital, the board of directors is authorized to deal with the correction needed.
 4. The topic is ready for discussion.

Resolution: The poll results of this case are 182,771,511 voting rights in favor (of which, 159,690,004 voting rights were cast electronically), accounting for 97.24% of the total number of voting rights of the attending shareholders; 2,847 voting rights against (of which, 2,847 voting rights were cast electronically); also, 1,419 electronic voting rights were waived and 0 voting right was invalid. This case is passed according to the resolution reached by voting in the board meeting.

Proposal 2:

Subject: Partial amendments to the Memorandum of Association. (The proposal was submitted by the Board of Directors)

- Details:
1. The Company's Article of Incorporation is subject to amendment as follows in response to the Company's name change, expanded scope of business, and adjustment of dividend distribution policy:
 - (1) The Company's name is to be changed as planned accordingly.
 - (2) Add the new business of "leverage transaction merchant" and expand the scope of "leverage transaction merchant operation" in accordance with Jin-Guan-Cheng-Chi-1040000356 Letter dated January 28, 2015 by the Financial Supervisory Commission.
 - (3) The dividend distribution policy will be amended due to the replacement of the system of supervisor by the Audit Committee, the expectation of sustainable operation, and the enforcement of corporate governance.
 2. Please refer to Attachment Five for the "Memorandum of Association" amendment outlines and the updated text enclosed.
 3. The topic is ready for discussion.

Resolution: The poll results of this case are 182,771,507 voting rights in favor (of which, 159,690,000 voting rights were cast electronically), accounting for 97.24% of the total number of voting rights of the attending shareholders; 2,851 voting rights against (of which, 2,851 voting rights were cast electronically); also, 1,419 electronic voting rights were waived and 0 voting right was invalid. This case is passed according to the resolution reached by voting in the board meeting.

Proposal 3:

Subject: Partial amendments to the "Rules of Procedure for Shareholders Meetings" (The proposal was submitted by the board of directors.)

- Details:
1. The Company's "Rules of Procedure for Shareholders' Meeting" clauses will be amended for strengthening the operation of the Shareholders' Meeting and protecting shareholder's equity in accordance with Jheng-Guei-Jian-10400020852 Letter dated February 4, 2015 by the GTSM.

2. Please refer to Attachment Six for the “Rules of Procedure for Shareholders Meetings” amendment outlines and the updated text enclosed.
3. The topic is ready for discussion.

Resolution: The poll results of this case are 182,771,507 voting rights in favor (of which, 159,690,000 voting rights were cast electronically), accounting for 97.24% of the total number of voting rights of the attending shareholders; 2,851 voting rights against (of which, 2,851 voting rights were cast electronically); also, 1,419 electronic voting rights were waived and 0 voting right was invalid. This case is passed according to the revolution reached by voting in the board meeting.

Proposal 4:

Subject: Partial amendments to the “Procedures for Election of Directors”. (The proposal was submitted by the Board of Directors)

- Details:
1. The Company’s “Rules Governing the Election of Directors” clauses will be amended for the smooth election of directors in accordance with Jheng-Guei-Jian-10400020852 Letter dated February 4, 2015 by the GTSM.
 2. Please refer to Attachment Seven for the “Procedures for Election of Directors” amendment outlines and the updated text enclosed.
 3. The topic is ready for discussion.

Resolution: The poll results of this case are 182,770,506 voting rights in favor (of which, 159,688,999 voting rights were cast electronically), accounting for 97.24% of the total number of voting rights of the attending shareholders; 3,853 voting rights against (of which, 3,853 voting rights were cast electronically); also, 1,418 electronic voting rights were waived and 0 voting right was invalid.
This case is passed according to the revolution reached by voting in the board meeting.

VI. Elections

Proposal 1:

Subject: Please proceed with the election of the Company’s directors (including independent directors) for the 9th term. (The proposal was submitted by the Board of Directors)

- Details:
1. The current term (8th) of the Company’s directors (including independent directors) will be ended on May 22, 2015 with an election to be held in the current shareholders’ meeting. There are 9 directors (including 3 independent directors) to be elected currently in accordance with Article 19 of the Articles of Incorporation.
 2. The current (the 8th term) directors (including independent directors) of the Company will be dismissed after the reelection held in the shareholders’ meeting. The directors for the 9th term are elected for a 3-year term from May 21, 2015 to May 20, 2018, and the directors can be reelected thereafter.
 3. The list of the candidates for current board directors (including independent directors) approved by the board of directors on March 25, 2015 is as follows:

| Name of the candidates for directors | Number of shares held | Education Background | Work Experience |
|--|--|--|--|
| Yuanta Financial Holdings Co., Ltd. Representative: Mr. Lin, Tien-Fu | Shareholding of Yuanta Financial Holdings: 159,467,282 shares. | Yu Da High School of Commerce and Home Economics | <ol style="list-style-type: none"> 1. Chairman, Yuanta Futures Co., Ltd. 2. General Manager, Yuanta Securities Co., Ltd. 3. Vice Chairman, Yuanta Securities Finance Co., Ltd. 4. Director and General Manager, Fuh Hwa Securities Investment Trust Co., Ltd. 5. Director and Executive Vice President, Yuanta Core Pacific Securities Co., Ltd. 6. Chairman, Ding Fu Securities Co., Ltd. 7. Director, Yuanta Financial Holdings Co., Ltd. |
| Yuanta Financial Holdings Co., Ltd. Representative: Ms. Chou, Hsiao-Ling | | MBA in Finance, National Taiwan University | <ol style="list-style-type: none"> 1. Director and General Manager, Yuanta Futures Co., Ltd. 2. Director and General Manager, Polaris Futures Co., Ltd. 3. Director and Vice President, Overseas Chinese Bank 4. General Manager of Brokerage Department, Polaris Securities Co., Ltd. |
| Yuanta Financial Holdings Co., Ltd. Representative: Mr. Ho, Ming-Hong | | Master of Business Administration, University of Washington, USA Department of Finance, National Chengchi University; | <ol style="list-style-type: none"> 1. Chairman, Yuanta Securities Co., Ltd. 2. Chairman, Yuanta Futures Co., Ltd. 3. Director, Yuanta Commercial Bank Co., Ltd. 4. Director, Polaris Securities Co., Ltd. 5. Director and Supervisor, Taiwan Futures Exchange 6. The 2nd chairman, Chinese National Futures Association 7. Director, Waterland Financial Holding Co., Ltd. 8. Director, International Bills Finance Corp. |
| Yuanta Financial Holdings Co., Ltd. Representative: Ms. Sung, Shiao-Chin | | MBA, Ming Chuan University | <ol style="list-style-type: none"> 1. Vice President, Treasury Dept, Yuanta Financial Holdings Co., Ltd. 2. Vice President, Yuanta Securities Co., Ltd. 3. Executive Vice President, Yuanta Futures Co., Ltd. |
| Yuanta Financial Holdings Co., Ltd. Representative: Mr. Kung, Shao-Hsing | | Department of Cooperative Economics, Tamkang University | <ol style="list-style-type: none"> 1. Executive Vice President, Yuanta Securities Co., Ltd. 2. Vice President, Yuanta Securities Co., Ltd. |
| Yuanta Financial Holdings Co., Ltd. Representative: Mr. Wang, Chun-Chien | | Institute of System Engineering and Management, National Taipei University of Technology | <ol style="list-style-type: none"> 1. Chief Executive Officer, E-commerce Dept, Yuanta Financial Holdings Co., Ltd. 2. Senior Asst VP, China UnionPay 3. Product Manager and Business Director of MasterCard International Co. 4. Customer Management Manager of Hewlett-Packard Company |

| Independent Director Name of the candidates | Number of shares held | Education Background | Work Experience |
|---|-----------------------|--|--|
| Mr. Lay, Kuen-Horn | 0 | MBA, National Taipei University | 1. Senior Secretary, Financial Supervisory Commission, Executive Yuan 2. Clerk, Team Leader, Deputy Section Chief of the Securities and Futures Bureau, Ministry of Finance |
| Mr. Huang, Jung-Hsien | 0 | 1. Department of Public Finance, National Chengchi University; 2. Certified Finance/Banking Personnel in the National Civil Service Senior Examination; 3. Certified in the “Pacific Rim Bankers Program (PRBP) – Course for Promoting Economic Development” hosted by the University of Washington (in Seattle); 4. Certified in the “Advanced Course for Business Management for International Finance/Banking Professionals” hosted by the Wharton School of Business, University of Pennsylvania. | 1. Independent Director, Yuanta Securities Co., Ltd. 2. Independent Director, Yuanta Commercial Bank; 3. Independent Director, Yuanta Securities Co., Ltd.; 4. Director, Chairman of the Board, President of the Central Trust of China |
| Mr. Kuo, Tu-Mu | 0 | Doctor of Laws, National Chengchi University | 1. Independent Director, FX Hotels Group 2. Academic Vice Dean of Law School and Head of Finance & Law Department, Fu Jen Catholic University 3. Independent Director, First Securities Inc. 4. Director of Legal Affair, Financial Supervisory Commission, Executive Yuan 5. Director of Legal Affair, Securities and Futures Commission, Ministry of Finance |

Result of election: As illustrated below:

| Title | Account No. (ID No.) | Name of the elected | Elected shareholding (including number of electronic voting rights) |
|----------------------|----------------------|---|---|
| Director | 12169 | Yuanta Financial Holdings Co., Ltd. Representative: Mr. Lin, Tien-Fu | 271,932,918 |
| Director | 12169 | Yuanta Financial Holdings Co., Ltd. Representative: Mr. Ho, Ming-Hong | 230,425,792 |
| Director | 12169 | Yuanta Financial Holdings Co., Ltd. Representative: Ms. Chou, Hsiao-Ling | 158,248,951 |
| Director | 12169 | Yuanta Financial Holdings Co., Ltd. Representative: Ms. Sung, Shiao-Chin | 155,089,793 |
| Director | 12169 | Yuanta Financial Holdings Co., Ltd. Representative: Mr. Kung, Shao-Hsing | 153,067,312 |
| Director | 12169 | Yuanta Financial Holdings Co., Ltd. Representative: Mr. Wang, Chun-Chien | 151,068,637 |
| Independent Director | Y10*****21 | Mr. Huang, Jung-Hsien | 188,290,399 |
| Independent Director | Q12*****68 | Mr. Lay, Kuen-Horn | 169,100,045 |
| Independent Director | P12*****97 | Mr. Kuo, Tu-Mu | 167,090,494 |

VII. Other matters

Proposal 1:

Subject: Please discuss the proposal to release the Company’s newly-elected directors from the “Non-competition Restrictions for Directors” prescribed in Article 209 of the Company Act. (The proposal was submitted by the board of directors.)

- Details:
1. Pursuant to Article 209 of the Company Act “If a director is engaged in activities which are within the business scope of the company, either for his/her own sake or on behalf of others, the director should explain to the shareholders’ meeting the major contents of such activities and obtain approval accordingly.”
 2. For the newly elected directors (independent directors) who are subject to the non-compete clause of the Company Law Article 209, under the precondition of not-jeopardizing the interests of the Company, a proposal may be made in the shareholders’ meeting to have the said non-compete clause against the newly elected directors (independent directors) lifted.
 3. The directors (independent directors) on the list of the non-compete clause lifted are as follows.
 - (1) The directors on the list of the non-compete clause lifted are as follows.

| | Name | Adjunct to the company | Current additional positions |
|----------|--|-------------------------------------|------------------------------|
| Director | Yuanta Financial Holding Co., Ltd. Representative: Mr. Ho, Ming-Hong | Yuanta Polaris Securities Co., Ltd. | Chairman |
| Director | Yuanta Financial Holding Co., Ltd. Representative: Ms. Sung, Shiao-Chin | Yuanta Polaris Securities Co., Ltd. | Manager |
| Director | Yuanta Financial Holding Co., Ltd. Representative: Ms. Kung, Shao-Hsing | Yuanta Polaris Securities Co., Ltd. | Manager |

- (2) The independent directors on the list of the non-compete clause lifted are as follows:

| | Name | Adjunct to the company | Current additional positions |
|----------------------|--------------------|-------------------------------------|------------------------------|
| Independent Director | Mr. Lay, Kuen-Horn | Yuanta Polaris Securities Co., Ltd. | Independent Director |

Resolution: The poll result of the case for lifting the restriction on the non-compete clause against directors:

| | Name | Number and ratio of voting rights for the proposal | Number and ratio of voting rights against the proposal | Number of electronic voting right waived | Invalid voting right | Poll result |
|----------------------|--|---|--|--|----------------------|---|
| Director | Yuanta Financial Holding Co., Ltd. Representative: Mr. Ho, Ming-Hong | 182,759,537 voting rights in favor (of which, 159,678,030 voting rights were cast electronically), accounting for 97.23% of the total number of voting rights of the attending shareholders | 10,725 voting rights against (of which, 10,725 voting rights were cast electronically) | 5,515 voting rights | 0 voting rights | This case is passed according to the resolution reached by voting in the board meeting. |
| Director | Yuanta Financial Holding Co., Ltd. Representative: Ms. Sung, Shiao-Chin | 182,759,539 voting rights in favor (of which, 159,678,032 voting rights were cast electronically), accounting for 97.23% of the total number of voting rights of the attending shareholders | 10,723 voting rights against (of which, 10,723 voting rights were cast electronically) | 5,515 voting rights | 0 voting rights | This case is passed according to the resolution reached by voting in the board meeting. |
| Director | Yuanta Financial Holding Co., Ltd. Representative: Ms. Kung, Shao-Hsing | 182,758,367 voting rights in favor (of which, 159,676,860 voting rights were cast electronically), accounting for 97.23% of the total number of voting rights of the attending shareholders | 11,895 voting rights against (of which, 11,895 voting rights were cast electronically) | 5,515 voting rights | 0 voting rights | This case is passed according to the resolution reached by voting in the board meeting. |
| Independent Director | Mr. Lay, Kuen-Horn | 182,758,369 voting rights in favor (of which, 159,676,862 voting rights were cast electronically), accounting for 97.23% of the total number of voting rights of the attending shareholders | 11,893 voting rights against (of which, 11,893 voting rights were cast electronically) | 5,515 voting rights | 0 voting rights | This case is passed according to the resolution reached by voting in the board meeting. |

VIII. Motion: None

IX. Meeting adjourned (10:00am)

Chairman: Mr. Lin, Tien-Fu



Clerk: Lin, Wan-Hsin



* The purpose of the meeting is documented in the minutes of the general shareholders' meeting. The agenda and procedures of the meeting are taped in video and audio form.

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures)
2014 Business Report

I. Market Overview

Looking back the global economy in 2014 driven by the US economic recovery, Europe and USA futures index soared to a new record high price, on the other hand, commodity futures price dropped after US Dollar index reached the record high in the recent years, of which, eight categories of futures commodities, including energy, precious metals, home metals, agricultural products, etc. are subject to commodity futures price adjustment. Apparently, the year of 2014 was indeed a year of volatility. Regarding the futures market in Taiwan, the Volatility Index (VIX) hit a historical low price (8.27) on June 24, 2014, followed by a rebound in the following months that was the highest point on October 16 and hit a new historical high price (16) on October 16. This feature caused the trading volume of Taiwan futures in the second half of 2014 higher than the first half of 2014.

In addition, there were several new products launched at Taiwan Futures Exchange in 2014, such as, Eurex/TAIFEX Link listed on EUREX for the first time on May 15 to make up the inadequate after-hour trade of Taiwan futures market and to help with the risk control of the domestic futures participants (either proprietary accounts or institution investor accounts) that was clearly helpful to market integrity. In addition, ETF proprietary futures was listed on Taiwan Futures Exchange on October 6 with the issuance subjects of Taiwan 50, NZF, and FB SSE that helped investors trade Taiwan stock and China stock through these commodities; also, China stock driven by the SH-HK connect provided the investors of Taiwan futures with more channels to enter the market. Therefore, Taiwan futures market performed brilliantly in 2014. Taiwan futures market trading volume was 202,410,000 transactions in 2014 with a daily volume of 816,000 transactions, representing a growth of 31.04% from the year of 2013. In terms of foreign commodities futures, the US Stock 6,431,400 transactions accounted for 45.69% ranks highest, followed by the Singapore Commodity 6,084,100 transactions accounted for 43.22%, other foreign commodities 1,560,900 transactions accounted for 11.09% for a grand total of 14,076,500 transactions, representing a growth of 9.49% from the year before.

Taiwan Futures Exchange for the purpose of increasing market efficiency had introduced two new trade systems in 2014 – “before-hour information disclosure” and “defined market order” that was officially online on May 12 to make trade information more transparent, offer more diversified orders, and provide traders with a better web browsing and quality service. In addition, the competent authorities had given permissions to banks in November 2014 to trade futures for the purpose of long-hedge; the Eurex/TAIFEX Link commodities were opened for trade in December, and insurance industry was included for foreign futures trade and exempted from applying for approval of subject in order to improve capital utilization efficiency and operating performance of banks and insurance companies, while improving the trading volume of institution investors in market.

II. Corporate governance

- The Company is the one and only future company in Taiwan to receive the highest “A++” rating in the 11th listed and over the counter company information disclosure assessment by the Securities and Futures Institute as the year before. It evidences the importance of realizing corporate governance to the Company in addition to deploying new business and promoting business.
- After the merger of Yuan Futures and Polaris Futures in April 2012, the Board of Directors had the “Audit Committee” setup to replace the functions of supervisors, to supervise the Company’s financial operations, internal control, regulatory compliance, and risk control for emphasizing an open and transparent management philosophy. The Audit Committee had convened 14 meetings in 2014.
- Through the “corporate governance system assessment” held by Taiwan Corporate Governance Association, examine the Company with the corporate governance assessment in response to the considerations of listing commitments and the Company’s long-term operation so to make the Company’s operating information more transparent, the internal controls better, and shareholder’s benefit maximized. The Company was, as well, officially accredited by the Taiwan Corporate Governance Association for both “CG6004” and “CG6006”,

III. Operating results

In 2014, the Company continued intensifying a variety of business management, including the efforts to boost the profitability of the shareholders’ equity, put into implementation thoroughly risk management, implement the targets of proprietary dealing and brokerage businesses which have been embodied through various business targets below:

- In terms of financial performance, the Company’s 2014 net income was NT\$871 million, the highest of the futures brokerage; also, the net EPS was NT\$3.75 and ROE after tax was 12.04%.
- Business performance: Futures brokerage market share is 18.51% with a turnover of more than 18,520,000 transactions; option brokerage market share is 10.15% with a turnover of more than 30,910,000 transactions; foreign futures market share is 24.11% with a turnover of 3,390,000 transactions; the market shares referred to above are ranked number one in market and significantly ahead of the industry.
- Awards: The Company was committed to provide high quality, branding, and excellent services to customers persistently with high transparent operation, sound financial performance, innovation and R&D capabilities, comprehensive risk control mechanism, strict corporate governance, and internal control. The Company’s performance had been well recognized in market in 2014:
 - (1) The Securities and Futures Institute – the 11th listed and over the counter company information disclosure assessment “A++” rating
 - (2) China Credit Information Service Ltd. - No. 1 in futures companies amongst the Top 5000 large corporations in Taiwan
 - (3) The ROC Outstanding Enterprise Manager Association – the 16th Jinfeng Award Top-Ten Outstanding Enterprise
 - (4) ROC National Enterprise Competitiveness Development Association – the 11th National Brand Yushan Award Outstanding Enterprise
 - (5) General Chamber of Commerce of the Republic of China – the 68th ROC Excellent Businessmen

(6) The Asset- 2014 The Asset Triple A Awards--Industry Leadership Award-- - Carolyn Chou, General Manager, Yuanta Futures

- The Company concluded a pre-tax net profit of NT\$999,491 thousand for 2014. A summary breakdown of revenues, expenses, and profitability is as follows:

(1) Changes in a variety of business lines (Expressed in Thousand NT Dollars)

| Item | 2014 | 2013 | Difference | Variation |
|--------------------------------|-----------|-----------|------------|-----------|
| Operating gains | 2,269,734 | 2,393,399 | -123,665 | -5.17% |
| Operating expenses | 1,113,394 | 1,154,906 | -41,512 | -3.59% |
| Operating expenses | 906,977 | 998,104 | -91,127 | -9.13% |
| Other profits and losses | 750,128 | 535,811 | 214,317 | 40.00% |
| Earnings before tax | 999,491 | 776,200 | 223,291 | 28.77% |
| Current period net profit | 870,605 | 653,867 | 216,738 | 33.15% |
| Pre-tax EPS (NTD) | 4.30 | 3.34 | 0.96 | 28.74% |
| Return on shareholders' equity | 12.04% | 9.59% | 2.45% | 25.55% |

(2) Operating revenues and expenses: The Company's annual income in 2014 amounted to NT\$2,269,734 thousand, representing a decrease of NT\$123,665 thousand (5.17%) from the NT\$2,393,399 thousand of the year before, mainly due to the decrease in handling charge income as a result of price competition in the market and the decrease in trade as a result of low volatility. The Company's annual expenses amounted to NT\$2,020,371 thousand, representing a decrease of NT\$132,639 thousand (6.16%) from the NT\$2,153,010 thousand of the year before, mainly due to the decrease in revenue causing the respective operating expenses to go down. The 2014 net income before tax amounted to NT\$999,491 thousand, representing an increase of NT\$223,291 thousand (28.77%) from the NT\$776,200 thousand of the year before. The net income amounted to NT\$870,605 thousand, representing an increase of NT\$216,738 thousand (33.15%) from the NT\$653,867 thousand of the year before.

(3) Profitability: Return on net worth: the 2014 after-tax earnings of NT\$870,605 thousand and shareholders' equity of NT\$7,452,433 thousand represented a 12.04 % return on shareholders' equity. Compared to last year's after-tax earnings NT\$653,867 thousand, shareholders' equity NT\$7,005,065 thousand, and 9.59% return on shareholders' equity, returns had improved by 25.55%.

Net profit margin: the 2014 after-tax earnings of NT\$870,605 thousand and revenues totaling NT\$2,269,734 thousand represented a 38.36% net profit margin. Compared to last year's after-tax earnings NT\$653,867 thousand, revenues NT\$2,393,399 thousand, and 27.32% net profit margin, increased by 40.41%.

Pre-tax EPS: The Company concluded its 2014 pre-tax EPS at \$4.30, representing a 28.74 % increase from last year's \$3.34.

IV. Research and development:

The Company focuses on the optimization of asset allocation, the deployment of diversified strategy, and the establishment of metrics program. The deployment of diversified strategy is focusing on providing diversified products; also, providing domestic and foreign popular futures trading strategies to meet customers' demand for spot and futures; also, to increase business contribution. Looking forward to the future, the Company will work with the professionals of futures, consultation, and research; also, continue to link the world's eight major categories of assets and development strategy to provide diversified services for corporate and brokerage needs and to create R&D core value.

- (1) Strategic trading and development: The Research Department of Yuanta Futures will utilize the big data of the futures market to perform data quantification, in addition to the original focuses on optimal asset allocation, diversified and strategic deployment, and quantitative program setup. The deployment of diversified strategy is focusing on providing diversified products; also, providing domestic and foreign popular futures trading strategies to meet customers' demand for spot and futures. In addition, the focus in 2015 will be on the development of the option strategic trading modules, of which, in addition to focusing on single buyer, seller, or spread, the option strategy will be reviewed comprehensively; also, different risk-return module will be recommended to each customer.
- (2) Diversified research reports: The Research Department of Yuanta Futures will continue to provide information of mobile phone APP integrated with commodity prices in 2015 as that of in 2014; also, to provide the respective research reports in response to market demand (Singapore A50 Futures Daily \ Weekly; S&P500 options prices bi-weekly; foreign futures - eight categories quarterly report). The Company will continue to link the eight categories of assets and development strategy globally in 2015 in order to provide diversified services for the needs of institution investors and brokers and to assume a leading role in the industrial research.

V. Future operating plans and development strategies

Looking forward to 2015, the Company will, as always, try to render best investors-friendly services with development toward an omnifarious and comprehensive futures house. Meanwhile, we shall try to expand market shares and boost proprietary dealing performances. For 2015, we shall put forth maximum possible efforts toward the focuses below:

- (1) Secure market share of brokerage business: Create market differentiation services and enhance globalized operational capacity. Develop foreign futures 8-category commodities research report and 24hr APP message broadcasting service and marketing activities in various forms by creating international affairs issues; also, inject futures consulting and futures economic resources to construct a complete business value chain and to develop value-added services.
- (2) Actively expand IB foreign futures trading volume: Assist the IB locations to develop foreign futures business along with the lifting of regulations by the competent authorities. Provide excellent service of global boundary-free investment and no-time-different finance to investors around the clock based on the unity of securities and futures "24hr global operations center" concept.
- (3) Strengthen trade personnel management: Continue to strengthen trade risk

- management mechanisms, develop diversified global quantitative strategy, increase low-risk and high-return market strategy deployment, and recruit talents from campus for short-swing day trade and quantitative R&D based on an innovative trade personnel recruitment model.
- (4) Increase customer's AUM (asset under management) margin: Continue to expand the scale of customer's margin, enhance financial management efficiency comprehensively, improve customer margin spread profit, and provide foreign institution investors, domestic financial institution investors, and large-scale institution investors with a friendly investment environment with a stable and profound financial image.
 - (5) Continue to launch new products in compliance with the policy of Taiwan Futures Exchange: Fully support Taiwan Futures Exchange to promote new products, such as, "Taiwan Futures Exchange authorizes Eurex Exchange to trade Taiwan futures and the 1-day futures contract of Taiwan stock option" and "ETF stock and futures" business for a win-win situation.
 - (6) Continue to improve the Company's operation and management system: Integrate and optimize regulatory compliance, internal control and audit, corporate governance, and risk management structure in order to reduce operational risk.
 - (7) Apply for leveraged trading to expand business territory: Expect to have leveraged trading setup in the second half of the year in order to add the relevant business services of long-term contracts, option contracts, swap contracts, and spread contracts; also, to provide general customers and professional institution investors with diversified profits and hedging channels by offering a structured contract combined with fixed-income products.
 - (8) Promote Asian Cup deployment and plan: Support the Asian Cup development strategy to seek and invest securities companies in Asia that are with economies of scale and niche, at the same time, the Company will exercise the competitive advantage of experience in futures brokerage and through the IT R&D advantage to construct a profound security and future unity trading platform and aim to become the best futures company in Asia.

Looking forward toward future, we at the Company shall continually without interruption boost our competitive edge in the brokerage channels, IT platforms, IB services, juristic (corporate) person businesses and risk control through faithful, prominent, steadfast and innovative strategies. We shall richly cultivate Taiwan, take firm command of the niche to integrate both sides of Taiwan Strait, i.e., Taiwan and China plus Hong Kong and reach out to all markets, both at home and the world over, in the futures horizons. Within the progress scheduled and the scope of laws and ordinances concerned permitted by the competent authorities of the government, we shall strike for new fountainheads of profits and growth and fulfill the long-programmed Greater Region of China blueprints through our consistent powers of enforcement.

Chairman:

General Manager:

Accounting Supervisor:

Yuanta Futures Co., Ltd.

Audit Committees' Review Report

For the Company's 2014 consolidated financial statements, financial statements and the 2014 business report and statement of retained earnings presented by the board of directors, in which, the financial statements were audited by CPA Sekai Lin and CPA Xiou-Ling Li of PricewaterhouseCoopers with an adjusted unqualified opinion stated in the independent auditor's report.

The statements referred to above were audited by the Audit Committee without any nonconformity found and a report was issued with the unanimous agreement of the committee members in accordance with Article 219 of the Company Law. Please bring attention to the presentation.

Best regards

The 2015 Annual General Meeting of Yuanta Futures Co., Ltd.

The Audit Committee of Yuanta Futures Co., Ltd.

Convener Kuen-Horn Lay

March 25, 2015

Chairman:

General Manager:

Accounting Supervisor:

Attachment Three

Audit Committees' Review Report

(2015) Cai-Shen-Bao-Zi No. 14003074

To the Board of Directors and Stockholders of Yuanta Futures Co., Ltd.

We have audited the accompanying proprietary balance sheet of Yuanta Futures Co., Ltd. (formerly, Polaris Futures Co.) as of December 31, 2014 and 2013 and the related proprietary statements of income, retained earnings, 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 audit.

We conducted our audit in accordance with the "Rules Governing the Examination of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those 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 provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Yuanta Futures Co., Ltd. as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with the Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants.

PwC Taiwan

Ms. Lin, Sekai

CPA

Ms. Li, Xiou-Ling

Securities and Futures Bureau, Financial Supervisory
Commission, Executive Yuan

Approval Document No.:

Jin-Guan-Cheng-6-0960072936

Jin-Guan-Cheng-6-0960038033

March 25, 2015

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures Co., Ltd.)
Individual Balance Sheet
December 31, 2014 and 2013

Unit: NTD thousand

| | Assets | Additional notes | December 31, 2014 | | December 31, 2013 | |
|---------------------------|--|------------------|----------------------|------------|----------------------|------------|
| | | | Amount | % | Amount | % |
| Current assets | | | | | | |
| 111100 | Cash and cash equivalents | 6(1) and 7 | \$ 5,474,176 | 15 | \$ 5,041,864 | 14 |
| 112000 | Financial assets at fair value through profit or loss- current | 6(2) and 11 | 123,052 | - | 10,059 | - |
| 113400 | Available-for-sale financial assets - current | 6 (4) | 52,151 | - | 28,440 | - |
| 114070 | Customers' margin accounts | 6(3) and 7 | 30,083,366 | 80 | 29,912,214 | 81 |
| 114080 | Futures trading margin receivable | | 16 | - | - | - |
| 114110 | Notes receivables | | - | - | 162 | - |
| 114130 | Accounts receivable | | 9,735 | - | 2,923 | - |
| 114140 | Accounts receivable - related parties | 7 | 4,982 | - | 2,944 | - |
| 114150 | Prepayments | | 4,125 | - | 7,680 | - |
| 114170 | Other receivable | | 37,207 | - | 30,566 | - |
| 114180 | Other receivables - related parties | 7 | 7,775 | - | 65,484 | - |
| 114600 | Current Income Tax Asset | | 453 | - | 366 | - |
| 119000 | Other current assets | | 5 | - | 16 | - |
| 110000 | Total of Current Assets | | <u>35,797,043</u> | <u>95</u> | <u>35,102,718</u> | <u>95</u> |
| Non-Current assets | | | | | | |
| 123400 | Available-for-sale financial assets - non-current | 6 (4) | 899,218 | 2 | 911,235 | 2 |
| 124100 | Investments accounted for by the equity method | 6 (5) | 219,949 | 1 | 232,320 | 1 |
| 125000 | Property and equipment | 6 (8) | 79,803 | - | 116,594 | - |
| 127000 | Intangible assets | 6 (9) | 34,522 | - | 40,694 | - |
| 128000 | Deferred income tax assets | 6 (25) | 7,461 | - | 8,436 | - |
| 129010 | Business guaranty bond | 6(6) and 7 | 185,000 | 1 | 185,000 | 1 |
| 129020 | Settlement / clearance fund | 6 (7) | 479,669 | 1 | 490,030 | 1 |
| 129030 | Guarantee deposits paid | 7 | 9,768 | - | 12,147 | - |
| 129040 | Deferred expenses | | - | - | 1,199 | - |
| 129130 | Prepayment for equipment purchase | | 7,919 | - | 3,891 | - |
| 120000 | Total of Non-Current Assets | | <u>1,923,309</u> | <u>5</u> | <u>2,001,546</u> | <u>5</u> |
| 906001 | Total assets | | <u>\$ 37,720,352</u> | <u>100</u> | <u>\$ 37,104,264</u> | <u>100</u> |

(Continued next page)

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures Co., Ltd.)
Individual Balance Sheet
December 31, 2014 and 2013

Unit: NTD thousand

| Liabilities and equity | Additional notes | December 31, 2014 | | December 31, 2013 | | |
|--------------------------------|---|-------------------|----------------------|-------------------|----------------------|------------|
| | | Amount | % | Amount | % | |
| Current liabilities | | | | | | |
| 212000 | Financial liabilities at fair value through profit or loss- current | 11 | \$ 5,989 | - | \$ 1,178 | - |
| 214080 | Futures traders' equity | 6(3) and 7 | 29,930,972 | 79 | 29,823,326 | 80 |
| 214130 | Accounts payable | | 92,968 | - | 47,771 | - |
| 214140 | Accounts payable - related parties | 7 | 25,285 | - | 16,750 | - |
| 214160 | Agency Receipts | | 4,950 | - | 3,496 | - |
| 214170 | Other payable | | 143,007 | 1 | 143,602 | 1 |
| 214180 | Other payables - related parties | 7 | 466 | - | 183 | - |
| 214600 | Current Income Tax Liability | | 17,493 | - | 14,331 | - |
| 219000 | Other current liabilities | | 7,948 | - | 5,774 | - |
| 210000 | Total of current liabilities | | <u>30,229,078</u> | <u>80</u> | <u>30,056,411</u> | <u>81</u> |
| Non-current liabilities | | | | | | |
| 225100 | Liabilities reserve- non-current | 6 (10) | 34,133 | - | 40,830 | - |
| 228000 | Deferred income tax liabilities | 6 (25) | 4,708 | - | 1,958 | - |
| 220000 | Total of non-current liabilities | | <u>38,841</u> | <u>-</u> | <u>42,788</u> | <u>-</u> |
| 906003 | Total liabilities | | <u>30,267,919</u> | <u>80</u> | <u>30,099,199</u> | <u>81</u> |
| Share capital | | | | | | |
| | | 6 (11) | | | | |
| 301010 | Ordinary shares capital | | 2,322,763 | 6 | 2,322,763 | 6 |
| Capital reserve | | | | | | |
| | | 6 (12) | | | | |
| 302000 | Capital reserve | | 1,940,976 | 5 | 1,940,976 | 5 |
| Retained earnings | | | | | | |
| 304010 | Legal earnings reserve | 6 (14) | 474,475 | 1 | 409,088 | 1 |
| 304020 | Special earnings reserve | 6 (13) | 1,200,965 | 3 | 1,090,016 | 3 |
| 304040 | Undistributed earnings | 6 (14) | 875,919 | 3 | 657,865 | 2 |
| Other equity | | | | | | |
| | | 6 (15) | | | | |
| 305000 | Other equity | | 637,335 | 2 | 584,357 | 2 |
| 906004 | Total equity | | <u>7,452,433</u> | <u>20</u> | <u>7,005,065</u> | <u>19</u> |
| 906002 | Total liabilities and equity | | <u>\$ 37,720,352</u> | <u>100</u> | <u>\$ 37,104,264</u> | <u>100</u> |

Please refer to the notes enclosed in the proprietary financial reports that are an integral part of the proprietary financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures Co., Ltd.)
Individual comprehensive income statements
January 1 to December 31 2014 and 2013

Unit: NTD thousand
(except EPS in NTD)

| Item | Additional notes | 2014 | | 2013 | | |
|---|--|-------------|---------------------|--------------|---------------------|--------------|
| | | Amount | % | Amount | % | |
| Revenue | | | | | | |
| 401000 | Brokerage commission | 6(16) and 7 | \$ 2,049,079 | 90 | \$ 2,173,606 | 91 |
| 410000 | Net loss on disposal of operating securities | 6(17) | (13,051) | - | - | - |
| 421300 | Dividend income | | 10,137 | 1 | - | - |
| 421500 | Net profit of securities trade measured at the fair value through profit or loss | | 4,076 | - | - | - |
| 424200 | security commission earned | 7 | 3,588 | - | 2,679 | - |
| 424300 | Settlement and clearance fees | 6(18) and 7 | 97,032 | 4 | 77,220 | 3 |
| 424400 | Net gains in the derivative financial instruments | 6(2) (19) | 111,567 | 5 | 125,584 | 5 |
| 424800 | Management fee income | | 52 | - | 445 | - |
| 424900 | Consultancy fee income | | 7,077 | - | 11,458 | 1 |
| 428000 | Other operating revenue | | 177 | - | 2,407 | - |
| 400000 | Total revenues | | <u>2,269,734</u> | <u>100</u> | <u>2,393,399</u> | <u>100</u> |
| Expense | | | | | | |
| 501000 | Brokerage commission expenses | 6(20) | (351,358) | (15) | (344,115) | (14) |
| 502000 | Proprietary trade service charge | 6(20) | (11,153) | (1) | (18,524) | (1) |
| 521200 | Financial costs | | (15,158) | (1) | (21,467) | (1) |
| 524100 | Futures commission expenses | 6(21) and 7 | (412,989) | (18) | (462,230) | (19) |
| 524300 | Clearance and settlement service expenses | | (322,736) | (14) | (308,570) | (13) |
| 531000 | Employee Benefit expenses | 6(23) | (481,387) | (21) | (507,238) | (21) |
| 532000 | Depreciation and amortization expenses | 6(22) | (68,678) | (3) | (86,508) | (4) |
| 533000 | Other operating expenses | 6(22) and 7 | (356,912) | (16) | (404,358) | (17) |
| 500000 | Total Expense | | <u>(2,020,371)</u> | <u>(89)</u> | <u>(2,153,010)</u> | <u>(90)</u> |
| Operating profit | | | | | | |
| 601100 | Share of profit of subsidiaries, associates and joint ventures accounted for under equity method | 6(5) | (23,400) | (1) | (11,155) | (1) |
| 602000 | Other profits and losses | 6(24) | 773,528 | 34 | 546,966 | 23 |
| 902001 | Earnings before tax | | 999,491 | 44 | 776,200 | 32 |
| 701000 | Income tax expense | 6(25) | (128,886) | (6) | (122,333) | (5) |
| 902005 | Current period net profit | | <u>870,605</u> | <u>38</u> | <u>653,867</u> | <u>27</u> |
| Other general gains and losses | | | | | | |
| 805120 | Exchange differences arising from translating the financial statements of foreign operations | 6(15) | 11,029 | 1 | 5,670 | - |
| 805150 | Unrealized gain of available-for-sale financial assets | 6(4) (15) | 41,949 | 2 | 132,949 | 6 |
| 805180 | Actuarial net gains on defined benefits | 6(10) | 5,538 | - | 2,402 | - |
| 805300 | Income tax relating to the composition of other general gains and losses expenses | 6(25) | (941) | - | (408) | - |
| Other comprehensive income (post-tax profit or loss) | | | | | | |
| Total comprehensive income for the period | | | | | | |
| | | | <u>\$ 928,180</u> | <u>41</u> | <u>\$ 794,480</u> | <u>33</u> |
| Earnings per ordinary share | | | | | | |
| Base earnings per share | | 6(26) | \$ 3.75 | | \$ 2.82 | |
| Diluted earnings per share | | | \$ 3.75 | | \$ 2.81 | |

Please refer to the notes enclosed in the proprietary financial reports that are an integral part of the proprietary financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures Co., Ltd.)
Individual statement of changes in equity
January 1 to December 31 2014 and 2013

Unit: NTD thousand

| | Additional notes | Capital reserve | | | Retained earnings | | | Other equity | | Total equity |
|---|------------------|-------------------------|---------------------|-------------------------------------|---------------------------|--------------------------------|---------------------------|---|--|---------------------|
| | | Ordinary shares capital | Share Premium | Consolidated P premium Amount | Legal earnings reserve | Special earnings reserve | Undistributed earnings | Exchange differences arising from translating the financial statements of foreign operations | Unrealized gains or losses on financial asset available for sale | |
| 2013 | | | | | | | | | | |
| Balance at January 1, 2013 | 6 (11) | \$ 2,322,763 | \$ 1,952,712 | \$ 46,333 | \$ 356,697 | \$ 977,083 | \$ 525,033 | (\$ 17,984) | \$ 463,722 | \$ 6,626,359 |
| Dividend allocation and distribution for 2012 (Note 6 (14) 1) | | | | | | | | | | |
| Legal earnings reserve | | - | - | - | 52,391 | - | (52,391) | - | - | - |
| Special earnings reserve | | - | - | - | - | 112,933 | (112,933) | - | - | - |
| Cash dividend to shareholders | | - | - | - | - | - | (357,705) | - | - | (357,705) |
| Other capital | | | | | | | | | | |
| Cash dividend from capital surplus | | - | (58,069) | - | - | - | - | - | - | (58,069) |
| 2013 net profit | | - | - | - | - | - | 653,867 | - | - | 653,867 |
| 2013 Other comprehensive profit | 6 (4) (15) | - | - | - | - | - | 1,994 | 5,670 | 132,949 | 140,613 |
| Balance at December 31, 2013 | | <u>\$ 2,322,763</u> | <u>\$ 1,894,643</u> | <u>\$ 46,333</u> | <u>\$ 409,088</u> | <u>\$ 1,090,016</u> | <u>\$ 657,865</u> | <u>(\$ 12,314)</u> | <u>\$ 596,671</u> | <u>\$ 7,005,065</u> |
| 2014 | | | | | | | | | | |
| Balance at January 1, 2014 | 6 (11) | \$ 2,322,763 | \$ 1,894,643 | \$ 46,333 | \$ 409,088 | \$ 1,090,016 | \$ 657,865 | (\$ 12,314) | \$ 596,671 | \$ 7,005,065 |
| Dividend allocation and distribution for 2013 (Note 6 (14) 2) | | | | | | | | | | |
| Legal earnings reserve | | - | - | - | 65,387 | - | (65,387) | - | - | - |
| Special earnings reserve | | - | - | - | - | 130,774 | (130,774) | - | - | - |
| Reversal of Special earnings reserve | | - | - | - | - | (19,825) | 19,825 | - | - | - |
| Cash dividend to shareholders | | - | - | - | - | - | (480,812) | - | - | (480,812) |
| 2014 net profit | | - | - | - | - | - | 870,605 | - | - | 870,605 |
| 2014 Other comprehensive profit | 6 (4) (15) | - | - | - | - | - | 4,597 | 11,029 | 41,949 | 57,575 |
| Balance at December 31, 2014 | | <u>\$ 2,322,763</u> | <u>\$ 1,894,643</u> | <u>\$ 46,333</u> | <u>\$ 474,475</u> | <u>\$ 1,200,965</u> | <u>\$ 875,919</u> | <u>(\$ 1,285)</u> | <u>\$ 638,620</u> | <u>\$ 7,452,433</u> |

Note 1: Employee bonus of NT\$3,035 and remuneration for directors and supervisors of NT\$500 has been deducted from the comprehensive income statements of 2012.

Note 2: Employee bonus of NT\$2,935 and remuneration for directors and supervisors of NT\$500 has been deducted from the comprehensive income statements of 2013.

Please refer to the notes enclosed in the proprietary financial reports that are an integral part of the proprietary financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou,
Yu-Cheng

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures Co., Ltd.)
Individual Cash Flow Statement
January 1 to December 31 2014 and 2013

| | Additional notes | 2014 | Unit: NTD thousand 2013 |
|--|------------------|---------------------|----------------------------|
| <u>Cash flow from operating activities</u> | | | |
| Pre-tax profit for the current period | | \$ 999,491 | \$ 776,200 |
| Adjustments | | | |
| Income and expenses having no effect on cash flows | | | |
| Depreciation | 6 (22) | 57,827 | 67,214 |
| Amortizations | 6 (22) | 10,851 | 19,294 |
| Interest income | 6 (24) | (411,576) | (397,823) |
| Interest expenses | | 15,158 | 21,467 |
| Gains from disposal of financial assets available for sale | 6 (24) | (278,912) | 3,421 |
| Share of profit of subsidiaries, associates and joint ventures accounted for under equity method | 6 (5) | 23,400 | 11,155 |
| Gains from disposal of property or equipment | | (85) | - |
| Prepaid equipment amount recognized as expense | | 96 | - |
| Dividend income | | (38,548) | (58,959) |
| <u>Changes in assets/liabilities relating to operating activities</u> | | | |
| <u>Net changes in assets relating to operating activities</u> | | | |
| Financial assets at fair value through profit or loss- current | | (112,993) | 21,561 |
| Customers' margin accounts | | (171,152) | 2,310,389 |
| Futures trading margin receivable | | (16) | 25 |
| Notes receivables | | 162 | (162) |
| Accounts receivable | | (6,812) | 971 |
| Accounts receivable - related parties | | (2,038) | 9,558 |
| Prepayments | | 3,555 | 170 |
| Other receivable | | (269) | 24,851 |
| Other receivables - related parties | | 59,859 | (55,680) |
| Other current assets | | 11 | 4 |
| <u>Net changes in liabilities relating to operating activities</u> | | | |
| Financial liabilities at fair value through profit or loss- current | | 4,811 | (9,134) |
| Futures traders' equity | | 107,646 | (2,283,072) |
| Accounts payable | | 45,197 | (18,688) |
| Accounts payable - related parties | | 8,535 | (7,673) |
| Agency Receipts | | 1,454 | (1,919) |
| Other payable | | 3,523 | 40,768 |
| Other payables - related parties | | 86 | 183 |
| Other current liabilities | | 2,174 | 774 |
| Liabilities reserve- non-current | | (1,159) | 2,307 |
| <u>Net cash provided by operating activities</u> | | | |
| Interest received | | 320,276 | 477,202 |
| Income tax paid | | 403,054 | 395,052 |
| Dividends received | | (123,027) | (121,255) |
| Interest paid | | 38,548 | 58,959 |
| | | (19,079) | (23,506) |
| Net cash inflow from operating activities | | <u>619,772</u> | <u>786,452</u> |
| <u>Cash flow from investing activities</u> | | | |
| Acquisition of available-for-sale financial assets | | (50,362) | (40,116) |
| Proceeds from disposal of financial assets available for sale | | 359,529 | 116,955 |
| Decrease in investments accounted for by the equity method | | - | 58,243 |
| Purchase of property and equipment | 6 (8) | (12,235) | (27,382) |
| Proceeds from disposal of property or equipment | | 450 | - |
| Increase in intangible assets | 6 (9) | (1,400) | (1,184) |
| Decrease in business guaranty bond | | - | 10,000 |
| Decrease (Increase) in settlement / clearance fund | | 10,361 | (162,932) |
| Decrease in Guarantee deposits paid | | 2,379 | 3,464 |
| Increase in installment on equipment | | (13,865) | (11,128) |
| Net cash inflow (outflow) from investing activities | | <u>294,857</u> | <u>(54,080)</u> |
| <u>Cash flow from financing activities</u> | | | |
| Cash dividend distribution | 6 (14) | (480,812) | (470,979) |
| Net cash outflow from financing activities | | (480,812) | (470,979) |
| Impact of change in exchange rate on cash and cash equivalent | | (1,505) | (624) |
| Increase in cash and cash equivalents for the current period | | 432,312 | 260,769 |
| Opening balance of cash and cash equivalents | | 5,041,864 | 4,781,095 |
| Closing balance of cash and cash equivalents | | <u>\$ 5,474,176</u> | <u>\$ 5,041,864</u> |

Please refer to the notes enclosed in the proprietary financial reports that are an integral part of the proprietary financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Auditor's Report

(2015) Cai-Shen-Bao-Zi No. 14003076

To the Board of Directors and Stockholders of Yuanta Futures Co., Ltd.

We have audited the accompanying consolidated balance sheets of Yuanta Futures Co., Ltd. and its subsidiaries (formerly Polaris Futures Co., Ltd. and subsidiaries) as of December 31, 2014 and 2013, and the related consolidated statements of income, of changes in shareholders' equity and of cash flows for the year 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 audit.

We conducted our audit in accordance with the "Rules Governing the Examination of Financial Statements by Certified Public Accountants" and generally accepted auditing standards in the Republic of China. Those 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 provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Yuanta Futures Co. Ltd. and subsidiaries as of December 31, 2014 and 2013, the financial performance and their cash flows for the January 1 to December 31, 2014 and 2013, in conformity with the "Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants" and "International Financial Reporting Standards", "International Accounting Standards", interpretations and public announcements of interpretations endorsed by the Financial Supervisory Commission of the Republic of China.

Yuanta Futures Co., Ltd. has compiled its 2014 and 2013 individual financial statements, for which we issued unqualified opinion.

PwC Taiwan

Ms. Lin, Sekai

CPA

Ms. Li, Xiou-Ling

Securities and Futures Bureau, Financial Supervisory
Commission, Executive Yuan

Approval Document No.:

Jin-Guan-Cheng-6-0960072936

Jin-Guan-Cheng-6-0960038033

March 25, 2015

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated Balance Sheet
December 31, 2014 and 2013

| | | December 31, 2014 | | Unit: NTD thousand December 31, 2013 | | |
|---------------------------|--|-------------------|----------------------|---|----------------------|------------|
| Assets | Additional notes | Amount | % | Amount | % | |
| Current assets | | | | | | |
| 111100 | Cash and cash equivalents | 6(1) and 7 | \$ 5,644,233 | 15 | \$ 5,222,284 | 14 |
| 112000 | Financial assets at fair value through profit or loss- current | 6(2) and 11 | 123,052 | - | 10,059 | - |
| 113400 | Available-for-sale financial assets - current | 6 (4) | 52,151 | - | 28,440 | - |
| 113500 | Held-to-maturity financial assets-current | 6 (5) | 30,614 | - | 29,644 | - |
| 114070 | Customers' margin accounts | 6(3) and 7 | 30,087,385 | 80 | 29,973,105 | 81 |
| 114080 | Futures trading margin receivable | | 16 | - | - | - |
| 114110 | Notes receivables | | - | - | 162 | - |
| 114130 | Accounts receivable | | 9,735 | - | 2,923 | - |
| 114140 | Accounts receivable - related parties | 7 | 4,982 | - | 2,944 | - |
| 114150 | Prepayments | | 4,642 | - | 10,880 | - |
| 114170 | Other receivable | | 38,838 | - | 31,762 | - |
| 114180 | Other receivables - related parties | 7 | 7,776 | - | 65,486 | - |
| 114600 | Current Income Tax Asset | | 453 | - | 366 | - |
| 119000 | Other current assets | | 5 | - | 16 | - |
| 110000 | Total of Current Assets | | <u>36,003,882</u> | <u>95</u> | <u>35,378,071</u> | <u>95</u> |
| Non-Current assets | | | | | | |
| 123400 | Available-for-sale financial assets - non-current | 6 (4) | 899,218 | 3 | 911,235 | 3 |
| 124100 | Investments accounted for by the equity method | 6 (6) | 9,326 | - | 10,564 | - |
| 125000 | Property and equipment | 6 (9) | 80,954 | - | 120,415 | - |
| 127000 | Intangible assets | 6 (10) | 41,599 | - | 40,694 | - |
| 128000 | Deferred income tax assets | 6 (26) | 7,461 | - | 8,436 | - |
| 129010 | Business guaranty bond | 6(7) and 7 | 185,000 | 1 | 185,000 | 1 |
| 129020 | Settlement / clearance fund | 6 (8) | 479,669 | 1 | 490,030 | 1 |
| 129030 | Guarantee deposits paid | 7 | 10,961 | - | 13,065 | - |
| 129040 | Deferred expenses | | - | - | 1,199 | - |
| 129130 | Prepayment for equipment purchase | | 7,919 | - | 7,811 | - |
| 120000 | Total of Non-Current Assets | | <u>1,722,107</u> | <u>5</u> | <u>1,788,449</u> | <u>5</u> |
| 906001 | Total assets | | <u>\$ 37,725,989</u> | <u>100</u> | <u>\$ 37,166,520</u> | <u>100</u> |

(Continued next page)

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated Balance Sheet
December 31, 2014 and 2013

| Liabilities and equity | | Additional notes | December 31, 2014 | | Unit: NTD thousand December 31, 2013 | |
|---|--|------------------|----------------------|------------|---|------------|
| | | | Amount | % | Amount | % |
| Current liabilities | | | | | | |
| 212000 | Financial liabilities at fair value through profit or loss-current | 11 | \$ 5,989 | - | \$ 1,178 | - |
| 214080 | Futures traders' equity | 6(3) and 7 | 29,934,989 | 79 | 29,884,112 | 81 |
| 214130 | Accounts payable | | 92,968 | - | 47,771 | - |
| 214140 | Accounts payable - related parties | 7 | 25,285 | - | 16,750 | - |
| 214160 | Agency Receipts | | 4,974 | - | 3,529 | - |
| 214170 | Other payable | | 144,603 | 1 | 145,039 | - |
| 214180 | Other payables - related parties | 7 | 466 | - | 183 | - |
| 214600 | Current Income Tax Liability | | 17,493 | - | 14,331 | - |
| 219000 | Other current liabilities | | 7,948 | - | 5,774 | - |
| 210000 | Total of current liabilities | | <u>30,234,715</u> | <u>80</u> | <u>30,118,667</u> | <u>81</u> |
| Non-current liabilities | | | | | | |
| 225100 | Liabilities reserve-non-current | 6 (11) | 34,133 | - | 40,830 | - |
| 228000 | Deferred income tax liabilities | 6 (26) | 4,708 | - | 1,958 | - |
| 220000 | Total of non-current liabilities | | <u>38,841</u> | <u>-</u> | <u>42,788</u> | <u>-</u> |
| 906003 | Total liabilities | | <u>30,273,556</u> | <u>80</u> | <u>30,161,455</u> | <u>81</u> |
| Attributable to owners of the parent company | | | | | | |
| Share capital | | | | | | |
| 301010 | Ordinary shares capital | 6 (12) | 2,322,763 | 6 | 2,322,763 | 6 |
| Capital reserve | | | | | | |
| 302000 | Capital reserve | 6 (13) | 1,940,976 | 5 | 1,940,976 | 5 |
| Retained earnings | | | | | | |
| 304010 | Legal earnings reserve | 6 (15) | 474,475 | 1 | 409,088 | 1 |
| 304020 | Special earnings reserve | 6 (14) | 1,200,965 | 3 | 1,090,016 | 3 |
| 304040 | Undistributed earnings | 6 (15) | 875,919 | 3 | 657,865 | 2 |
| Other equity | | | | | | |
| 305000 | Other equity | 6 (16) | 637,335 | 2 | 584,357 | 2 |
| 906004 | Total equity | | <u>7,452,433</u> | <u>20</u> | <u>7,005,065</u> | <u>19</u> |
| 906002 | Total liabilities and equity | | <u>\$ 37,725,989</u> | <u>100</u> | <u>\$ 37,166,520</u> | <u>100</u> |

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated comprehensive income statements
January 1 to December 31 2014 and 2013

Unit: NTD thousand
(except EPS in NTD)

| Item | Additional notes | 2014 | | 2013 | | |
|-------------------------|--|-------------|---------------------|--------------|---------------------|--------------|
| | | Amount | % | Amount | % | |
| Revenue | | | | | | |
| 401000 | Brokerage commission | 6(17) and 7 | \$ 2,052,421 | 90 | \$ 2,176,024 | 91 |
| 410000 | Net loss on disposal of operating securities | 6 (18) | (13,051) | - | - | - |
| 421300 | Dividend income | | 10,137 | 1 | - | - |
| 421500 | Net loss of securities trade measured at the fair value through profit or loss | | 4,076 | - | - | - |
| 424200 | security commission earned | 7 | 3,588 | - | 2,679 | - |
| 424300 | Settlement and clearance fees | 6(19) and 7 | 97,032 | 4 | 77,220 | 3 |
| 424400 | Net gains in the derivative financial instruments | 6 (2) (20) | 111,567 | 5 | 125,584 | 5 |
| 424800 | Management fee income | | 52 | - | 445 | - |
| 424900 | Consultancy fee income | | 7,077 | - | 11,458 | 1 |
| 428000 | Other operating revenue | | 1,135 | - | 3,349 | - |
| 400000 | Total revenues | | <u>2,274,034</u> | <u>100</u> | <u>2,396,759</u> | <u>100</u> |
| Expense | | | | | | |
| 501000 | Brokerage commission expenses | 6 (21) | (351,358) | (15) | (344,115) | (14) |
| 502000 | Proprietary trade service charge | 6 (21) | (11,153) | (1) | (18,524) | (1) |
| 521200 | Financial costs | | (15,158) | (1) | (21,467) | (1) |
| 524100 | Futures commission expenses | 6(22) and 7 | (413,141) | (18) | (462,377) | (19) |
| 524300 | Clearance and settlement service expenses | | (322,736) | (14) | (308,570) | (13) |
| 531000 | Employee Benefit expenses | 6 (24) | (492,176) | (22) | (515,608) | (22) |
| 532000 | Depreciation and amortization expenses | 6 (23) | (72,903) | (3) | (87,306) | (4) |
| 533000 | Other operating expenses | 6 (23) | (368,086) | (16) | (412,813) | (17) |
| 500000 | Total Expense | | <u>(2,046,711)</u> | <u>(90)</u> | <u>(2,170,780)</u> | <u>(91)</u> |
| Operating profit | | | | | | |
| 601000 | Share of profit of associates and joint ventures accounted for under equity method | 6 (6) | (1,238) | - | (4,150) | - |
| 602000 | Other profits and losses | 6 (25) | <u>773,406</u> | <u>34</u> | <u>554,371</u> | <u>23</u> |
| 902001 | Earnings before tax | | <u>999,491</u> | <u>44</u> | <u>776,200</u> | <u>32</u> |
| 701000 | Income tax expense | 6 (26) | (128,886) | (6) | (122,333) | (5) |
| 902005 | Current period net profit | | <u>870,605</u> | <u>38</u> | <u>653,867</u> | <u>27</u> |

(Continued next page)

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated comprehensive income statements
January 1 to December 31 2014 and 2013

Unit: NTD thousand
(except EPS in NTD)

| Item | Additional notes | 2014 | | 2013 | |
|---|--|------------|------|------------|------|
| | | Amount | % | Amount | % |
| Other general gains and losses | | | | | |
| 805120 | Exchange differences arising from translating the financial statements of foreign operations | 6 (16) | | | |
| | | \$ 11,029 | 1 | \$ 5,670 | - |
| 805150 | Unrealized gain of available-for-sale financial assets | 6 (4) (16) | | | |
| | | 41,949 | 2 | 132,949 | 6 |
| 805180 | Actuarial net gains on defined benefits | 6 (11) | | | |
| | | 5,538 | - | 2,402 | - |
| 805300 | Income tax relating to the composition of other general gains and losses expenses | 6 (26) | | | |
| | | (941) | - | (408) | - |
| Other comprehensive income (post-tax profit or loss) | | | | | |
| | | 57,575 | 3 | 140,613 | 6 |
| Total comprehensive income for the period | | | | | |
| | | \$ 928,180 | 41 | \$ 794,480 | 33 |
| Profit attributable to: | | | | | |
| | Owners of parent | \$ 870,605 | 38 | \$ 653,867 | 27 |
| Total comprehensive income attributable to: | | | | | |
| | Owners of parent | \$ 928,180 | 41 | \$ 794,480 | 33 |
| Earnings per ordinary share 6 (27) | | | | | |
| | Base earnings per share | \$ | 3.75 | \$ | 2.82 |
| | Diluted earnings per share | \$ | 3.75 | \$ | 2.81 |

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated statement of changes in equity
January 1 to December 31 2014 and 2013

Unit: NTD thousand

| | Additional notes | Attributable to owners of the parent company | | | | | | | | Total equity |
|--|------------------|--|----------------------------------|---|------------------------|--------------------------|------------------------|--|--|---------------------|
| | | Capital reserve | | | Retained earnings | | | Other equity | | |
| | | Ordinary shares capital | Capital reserves - share premium | Capital reserves - gains on consolidation | Legal earnings reserve | Special earnings reserve | Undistributed earnings | Exchange differences arising from translating the financial statements of foreign operations | Unrealized gains or losses on financial asset available for sale | |
| <u>2013</u> | | | | | | | | | | |
| Balance at January 1, 2013 | 6 (12) | \$ 2,322,763 | \$ 1,952,712 | \$ 46,333 | \$ 356,697 | \$ 977,083 | \$ 525,033 | (\$ 17,984) | \$ 463,722 | \$ 6,626,359 |
| Dividend allocation and distribution for 2012 (Note 1) | 6 (15) | | | | | | | | | |
| Legal earnings reserve | | - | - | - | 52,391 | - | (52,391) | - | - | - |
| Special earnings reserve | | - | - | - | - | 112,933 | (112,933) | - | - | - |
| Cash dividend to shareholders | | - | - | - | - | - | (357,705) | - | - | (357,705) |
| Other capital | | | | | | | | | | |
| Cash dividend from capital surplus | | - | (58,069) | - | - | - | - | - | - | (58,069) |
| 2013 net profit | | - | - | - | - | - | 653,867 | - | - | 653,867 |
| 2014 Other comprehensive profit | 6 (4) (16) | - | - | - | - | - | 1,994 | 5,670 | 132,949 | 140,613 |
| Balance at December 31, 2013 | | <u>\$ 2,322,763</u> | <u>\$ 1,894,643</u> | <u>\$ 46,333</u> | <u>\$ 409,088</u> | <u>\$ 1,090,016</u> | <u>\$ 657,865</u> | <u>(\$ 12,314)</u> | <u>\$ 596,671</u> | <u>\$ 7,005,065</u> |
| <u>2014</u> | | | | | | | | | | |
| Balance at January 1, 2014 | 6 (12) | \$ 2,322,763 | \$ 1,894,643 | \$ 46,333 | \$ 409,088 | \$ 1,090,016 | \$ 657,865 | (\$ 12,314) | \$ 596,671 | \$ 7,005,065 |
| Dividend allocation and distribution for 2013 (Note 2) | 6 (15) | | | | | | | | | |
| Legal earnings reserve | | - | - | - | 65,387 | - | (65,387) | - | - | - |
| Special earnings reserve | | - | - | - | - | 130,774 | (130,774) | - | - | - |
| Reversal of Special earnings reserve | | - | - | - | - | (19,825) | 19,825 | - | - | - |
| Cash dividend to shareholders | | - | - | - | - | - | (480,812) | - | - | (480,812) |
| 2014 net profit | | - | - | - | - | - | 870,605 | - | - | 870,605 |
| 2014 Other comprehensive profit | 6 (4) (16) | - | - | - | - | - | 4,597 | 11,029 | 41,949 | 57,575 |
| Balance at December 31, 2014 | | <u>\$ 2,322,763</u> | <u>\$ 1,894,643</u> | <u>\$ 46,333</u> | <u>\$ 474,475</u> | <u>\$ 1,200,965</u> | <u>\$ 875,919</u> | <u>(\$ 1,285)</u> | <u>\$ 638,620</u> | <u>\$ 7,452,433</u> |

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated cash flow statement
January 1 to December 31 2014 and 2013

Unit: NTD thousand

| | <u>Additional notes</u> | <u>2014</u> | <u>2013</u> |
|--|-------------------------|----------------|----------------|
| <u>Cash flow from operating activities</u> | | | |
| Consolidated pre-tax net profit | | \$ 999,491 | \$ 776,200 |
| Adjustments | | | |
| Income and expenses having no effect on cash flows | | | |
| Depreciation | 6 (23) | 59,330 | 68,012 |
| Amortizations | 6 (23) | 13,573 | 19,294 |
| Interest income | 6 (25) | (416,406) | (402,550) |
| Interest expenses | | 15,158 | 21,467 |
| Losses (gains) from disposal of financial assets available for sale | 6 (25) | (278,912) | 3,421 |
| Share of profit of associates and joint ventures accounted for under equity method | | 1,238 | 4,150 |
| Losses from disposal of property or equipment | | 1,618 | - |
| Prepaid equipment amount recognized as expense | | 96 | - |
| Dividend income | | (38,548) | (58,959) |
| Changes in assets/liabilities relating to operating activities | | | |
| Net changes in assets relating to operating activities | | | |
| Financial assets at fair value through profit or loss- current | | (112,993) | 21,561 |
| Customers' margin accounts | | (114,280) | 2,249,644 |
| Futures trading margin receivable | | (16) | 25 |
| Notes receivables | | 162 | (162) |
| Accounts receivable | | (6,812) | 991 |
| Accounts receivable - related parties | | (2,038) | 9,558 |
| Prepayments | | 6,238 | (2,983) |
| Other receivable | | (271) | 24,833 |
| Other receivables - related parties | | 59,859 | (55,682) |
| Other current assets | | 11 | 4 |
| Net changes in liabilities relating to operating activities | | | |
| Financial liabilities at fair value through profit or loss- current | | 4,811 | (9,134) |
| Futures traders' equity | | 50,877 | (2,222,432) |
| Accounts payable | | 45,197 | (18,688) |
| Accounts payable - related parties | | 8,535 | (7,673) |
| Agency Receipts | | 1,445 | (1,886) |
| Other payable | | 3,682 | 41,921 |
| Other payables - related parties | | 86 | 183 |
| Other current liabilities | | 2,174 | 774 |
| Liabilities reserve- non-current | | (1,159) | 2,307 |
| Net cash provided by operating activities | | 302,146 | 464,196 |
| Interest received | | 407,398 | 399,237 |
| Income tax paid | | (123,027) | (121,255) |
| Dividends received | | 38,548 | 58,959 |
| Interest paid | | (19,079) | (23,506) |
| Net cash inflow from operating activities | | <u>605,986</u> | <u>777,631</u> |

(Continued next page)

Yuanta Futures Co., Ltd. and its subsidiaries
(Originally: Polaris Futures Co., Ltd. and Its Subsidiaries)
Consolidated cash flow statement
January 1 to December 31 2014 and 2013

Unit: NTD thousand

| | <u>Additional notes</u> | <u>2014</u> | <u>2013</u> |
|---|-------------------------|---------------------|---------------------|
| <u>Cash flow from investing activities</u> | | | |
| Acquisition of available-for-sale financial assets | | (\$ 50,362) | (\$ 40,116) |
| Proceeds from disposal of financial assets available for sale | | 359,529 | 116,955 |
| Decrease (increase) in held-to-maturity financial assets | | 162 | (29,215) |
| Decrease (increase) in investments accounted for by the equity method | | - | 58,243 |
| Purchase of property and equipment | 6 (9) | (12,674) | (31,278) |
| Proceeds from disposal of property or equipment | | 450 | - |
| Increase in intangible assets | 6 (10) | (1,400) | (1,184) |
| Decrease in business guaranty bond | | - | 10,000 |
| Decrease (Increase) in settlement / clearance fund | | 10,361 | (162,932) |
| Decrease in Guarantee deposits paid | | 2,104 | 2,705 |
| Increase in installment on equipment | | (19,744) | (15,048) |
| Net cash inflow (outflow) from investing activities | | <u>288,426</u> | <u>(91,870)</u> |
| <u>Cash flow from financing activities</u> | | | |
| Cash dividend distribution | 6 (15) | (480,812) | (470,979) |
| Net cash outflow from financing activities | | <u>(480,812)</u> | <u>(470,979)</u> |
| Impact of change in exchange rate on cash and cash equivalent | | <u>8,349</u> | <u>4,587</u> |
| Increase in cash and cash equivalents for the current period | | 421,949 | 219,369 |
| Opening balance of cash and cash equivalents | | <u>5,222,284</u> | <u>5,002,915</u> |
| Closing balance of cash and cash equivalents | | <u>\$ 5,644,233</u> | <u>\$ 5,222,284</u> |

Please refer to the notes enclosed in the consolidated financial reports that are an integral part of the consolidated financial statements.

Chairman: Mr. Lin, Tien-Fu

General Manager: Ms. Chou, Hsiao-Ling

Accounting Supervisor: Mr. Chou, Yu-Cheng

Attachment Four

**Yuanta Futures Co., Ltd.
The 2014 Statement of Retained Earnings**

Unit: NTD

| Item | Amount |
|--|-----------------------|
| I. Amount available for distribution: | |
| Opening undistributed earnings | \$ 716,601 |
| Add: The 2014 Net income | 870,604,709 |
| Add: Defined benefit actuarial gains and recognized as retained earnings | 4,596,396 |
| Distributable earnings for the year | \$ 875,917,706 |
| II. Distribution within the year: | |
| Legal earnings reserve (10%) | \$ 87,060,471 |
| Special earnings reserve (20%) | 174,120,942 |
| Cash dividend to shareholders (\$2.64 per share) | 613,209,400 |
| Closing undistributed earnings | \$ 1,526,893 |
| Additional notes: | |
| Employees' bonuses | \$ 2,889,803 |
| Directors' and Supervisors' remuneration | 700,000 |

Chairman:

General Manager:

Accounting Supervisor:

Attachment Five

**Yuanta Futures Co., Ltd.
(Originally: Polaris Futures)**

Amendments to the Memorandum of Association

| Name change | Current name | Description |
|--|---|---|
| Memorandum of Association for Yuanta Futures Co., Ltd. | Memorandum of Association for Yuanta <u>Polaris</u> Futures Co., Ltd. | In response to the name change of the Company, “Yuanta Polaris Futures Co., Ltd.” is renamed as “Yuanta Futures Co. Ltd.” accordingly. |
| Amendments | Current existing clauses | Description |
| One The company is incorporated according to The Company Act, and is named Yuanta Futures Co., Ltd. | One The company is incorporated according to The Company Act, and is named Yuanta <u>Polaris</u> Futures Co., Ltd. | The Company’s name has been changed accordingly in response to the name change. |
| Section 2 The Company's industry classifications are: H401011 Futures Merchant. H405011 Futures Consultation Services. H304011 Security-investing Advices. H407011 Futures Management. H301011 Securities Brokerage. H310011 Futures Introducing Broker. <u>H404011 Leverage Transaction Merchants.</u> | Section 2 The Company's industry classifications are: H401011 Futures Merchant. H405011 Futures Consultation Services. H304011 Security-investing Advices. H407011 Futures Management. H301011 Securities Brokerage. H310011 Futures Introducing Broker. | The Company has new businesses added and current business scope expanded in accordance with FSC.S&F.Tzi No. 1040000356 Letter dated January 28, 2015 by the Financial Supervisory Commission. |
| Article 2-1 The Company's business activities are: 1. Securities brokerage. 2. Proprietary futures trading. 3. Futures consultation services. 4. Securities investment advice. 5. Futures management. 6. Proprietary trading of securities listed on Taiwan Stock Exchange. 7. Proprietary trading of securities within business premise. 8. Futures introducing agency. 9. <u>Leverage Transaction Merchants.</u> 10. Other business functions | Article 2-1 The Company's business activities are: 1. Securities brokerage. 2. Proprietary futures trading. 3. Futures consultation services. 4. Securities investment advice. 5. Futures management. 6. Proprietary trading of securities listed on Taiwan Stock Exchange. 7. Proprietary trading of securities within business premise. 8. Futures introducing agency. 9. Other business functions approved by the competent authority. | The cause for amendment is same as the explanation given in Article 2; therefore, additional business is regulated as Article 9 with the original Article 9 prioritized as Article 10. |

| approved by the competent authority. | | |
|--|--|---|
| Amendments | Current existing clauses | Description |
| <p>Article 29 The Company's annual surpluses are first subject to taxation and reimbursement of losses made in previous years; the remainder is then subject to a 10% provision for legal earnings reserve, and a 20% provision for special earnings reserves. The remaining balance, plus any undistributed earnings carried from previous years, shall be distributed as follows unless retained for business needs:</p> <ol style="list-style-type: none"> 1. Employees' bonuses totaling 0.01% ~ 5%. 2. The remaining balance to be distributed to ordinary shareholders as cash dividends. <p>(Omitted)</p> | <p>Article 29 The Company's annual surpluses are first subject to taxation and reimbursement of losses made in previous years; the remainder is then subject to a 10% provision for legal earnings reserve, and a 20% provision for special earnings reserves. The remaining balance, plus any undistributed earnings carried from previous years, shall be distributed as follows unless retained for business needs:</p> <ol style="list-style-type: none"> 1. <u>Directors' and Supervisors' remuneration totaling 0.1% ~ 1%.</u> 2. Employees' bonuses totaling 0.01% ~ 5%. 3. The remaining balance to be distributed to ordinary shareholders as cash dividends. <p>(Omitted)</p> | <p>Since the Audit Committee now replaces the Company's supervisor system; also, for the considerations of sustainable operation and enhancing corporate governance, no remuneration to directors and supervisors is appropriated; therefore, Article 1 Section 1 is deleted accordingly.</p> |
| <p>Article 32 The Company's Memorandum of Association was stipulated on January 14, 1997. The 22nd amendment was completed on May 17, 2013; the 23rd amendment was completed on May 20, 2014; <u>the 24th amendment was completed on , 2015</u> and implemented with the resolutions reached in the shareholders' meeting, same as the amendment.</p> | <p>Article 32 The Company's Memorandum of Association was stipulated on January 14, 1997. The 22nd amendment was completed on May 17, 2013; the 23rd amendment was completed on May 20, 2014 and implemented with the resolutions reached in the shareholders' meeting, same as the amendment.</p> | <p>The current amendment and date is detailed.</p> |

Attachment Six

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures)
The “Rules of Procedure for Shareholders Meetings” amendment
outlines

| Amendments | Current existing clauses | Description |
|--|---|---|
| <p>Article 1 For the purpose of establishing the Company’s shareholder’s meeting governance system, developing monitoring functions, and enhancing the management mechanism, the Rules are stipulated in accordance with Article 5 of the Company’s “Corporate Governance Best-Practice Principles” for compliance.</p> | <p>Article 1 For the purpose of establishing the Company’s shareholder’s meeting governance system, developing monitoring functions, and enhancing the management mechanism, the Rules are stipulated in accordance with Article <u>12</u> of the Company’s “Corporate Governance Best-Practice Principles” for compliance.</p> | <p>In response to the “Corporate Governance Best-Practice Principles for Futures Commission Merchants,” the sequence of the article is hereby re-prioritized.</p> |
| <p>Article 3 Section 1 ~ Section 3 (omitted)</p> <p>Director appointment or dismissal, Memorandum of Association amendment, company dissolution, merger, spins-off, or the matters stated in Article 185 Sections 1 of the Company Law and Article 26-1 and Article 43-6 of the Securities and Exchange Act, and <u>Article 56-1 and Article 60-2 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers”</u> should be cited in the reason for convening the meeting instead of in the motion.</p> <p>Omitted hereinafter</p> | <p>Article 3 Section 1 ~ Section 3 (omitted)</p> <p>Director appointment or dismissal, Memorandum of Association amendment, company dissolution, merger, spins-off, or the matters stated in Article 185 Sections 1 of the Company Law and Article 26-1 and Article 43-6 of the Securities and Exchange Act should be cited in the reason for convening the meeting instead of in the motion.</p> <p>Omitted hereinafter</p> | <p>Section 4 of this Article is hereby amended in accordance with Article 56-1 and Article 60-2 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers.”</p> |
| <p>Article 6 Section 1, Section 2 (omitted)</p> <p>The shareholders or their representatives (hereinafter referred to as the "shareholders") shall attend the shareholders’ meeting with the evidence of the attendance card, attendance register, or other attendance documents. <u>The Company may not demand the attending shareholders to present any additional identification documents</u>; the proxy solicitors should bring proof of identity with them for</p> | <p>Article 6 Section 1, Section 2 (omitted)</p> <p>The shareholders or their representatives (hereinafter referred to as the "shareholders") shall attend the shareholders’ meeting with the evidence of the attendance card, attendance register, or other attendance documents; the proxy solicitors should bring proof of identity with them for examination.</p> | <p>Section 3 of this Article is hereby amended in accordance with Article 6 Section 1 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies.”</p> |

| Amendments | Current existing clauses | Description |
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| <p>examination.</p> <p>Omitted hereinafter</p> | <p>Omitted hereinafter</p> | |
| <p>Article 7 Section 1, Section 2 (omitted)</p> <p><u>The Chairman shall personally preside the Shareholders’ meeting that is convened by the Board of Directors; also, a majority of the Board of Directors and at least one member of each functional committee should attend the meeting with the attendance recorded in the minutes of meeting.</u></p> <p>Omitted hereinafter</p> | <p>Article 7 Section 1, Section 2 (omitted)</p> <p>It is preferable if there is a majority of the board directors <u>attending</u> the shareholders’ meeting that is convened by the board of directors.</p> <p>Omitted hereinafter</p> | <p>Section 3 of this Article is hereby amended in accordance with Article 6 Section 2 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies.”</p> |
| <p>Article 13 Section 1 ~ Section 4 (omitted)</p> <p>Unless otherwise provided in the Company Law and the Company’s Memorandum of Association, the proposal is passed in the meeting by the shareholders represented a majority of the balloting rights. The Chairman or the designated personnel are to announce the total number of balloting rights of the shareholders presented at the time of balloting. <u>The result of the votes of approval, objection, or waiver casted by shareholders will be posted on the MOPS (Market Observation Post System) at the end of the shareholders’ meeting.</u></p> <p>Omitted hereinafter</p> | <p>Article 13 Section 1 ~ Section 4 (omitted)</p> <p>Unless otherwise provided in the Company Law and the Company’s Memorandum of Association, the proposal is passed in the meeting by the shareholders represented a majority of the balloting rights. The Chairman or the designated personnel are to announce the total number of balloting rights of the shareholders presented at the time of balloting <u>and the ballots will be casted on a case-by-case basis.</u></p> <p>Omitted hereinafter</p> | <p>Section 5 of this Article is hereby amended in accordance with Article 7 Section 3 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies”_in order to have the result of the votes of approval, objection, or waiver casted by shareholders posted on the MOPS (Market Observation Post System) at the end of the shareholders’ meeting.</p> |

Yuanta Futures Co., Ltd.
(Originally: Polaris Futures)

Procedures for Election of Directors amendment outlines

| Amendments | Current existing clauses | Description |
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| <p>Article 2 The election of the Company’s directors (including independent directors) should be held with the considerations of the overall configuration of the Board <u>and the diversification of the Board members; also, diversified guidelines should be formulated in accordance with the operation, business patterns, and development needs, which should include but not limited to the standards with the following two aspects:</u></p> <p>1. <u>Basic conditions and values: Gender, age, nationality, and culture.</u></p> <p>2. <u>Professional knowledge and skills: Professional background (such as, law, accounting, industry, finance, marketing, or technology), professional skills, and industrial experience.</u></p> <p><u>Board members should possess the necessary knowledge, skills, and literacy for performing duties, which include:</u></p> <p>1. <u>Operating judgment</u></p> <p>2. <u>Accounting and financial analysis</u></p> <p>3. <u>Management capability</u></p> <p>4. <u>Crisis management capabilities</u></p> <p>5. <u>Industry knowledge</u></p> <p>6. <u>International market viewpoint</u></p> <p>7. <u>Leadership</u></p> <p>8. <u>Decision-making ability</u></p> <p><u>The majority of the board directors may not be with a relationship of spouse or second cousin.</u></p> <p><u>The Board of Directors shall</u></p> | <p>Article 2 The election of the Company’s directors (including independent directors) should be held with the considerations of the overall configuration of the Board <u>and should be processed in accordance with the candidate nomination system and procedure defined in Article 192-1 of the Company Law.</u></p> <p><u>Newly added Section</u></p> <p><u>Newly added Section</u></p> <p><u>Newly added Section</u></p> <p><u>Newly added Section</u></p> | <p>1. Section 1 of this Article is hereby amended; also, the last section of Section 1 is included in Section 5 in accordance with Article 20 Section 3 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies” regarding the diversified culture of the Board. Section 2 and Section 3 are added additionally.</p> <p>2. Section 4 of this Article is hereby added in accordance with Article 37 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies” regarding the performance evaluation of the Board.</p> <p>3. Section 5 of this Article is hereby added and the amendment is added in the last section of Section 1 in accordance with Article 22 and Article 42 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies” regarding the candidate nomination system for the election of directors.</p> <p>4. Section 6 and Section 7 are added in accordance with the election for the vacancy of directors and independent directors defined in Article 21 and Article 24 of the “Corporate Governance Best-Practice Principles for Listed and OTC Companies” and by</p> |

| Amendments | Current existing clauses | Description |
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| <p><u>Section 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM</u>” Section 8, an election of directors should be held in the most recent shareholders’ meeting. When all independent directors were dismissed, the Company shall have an extraordinary shareholders’ meeting held within 60 days from the date of the event occurred.</p> | | |
| <p>Article 3 The Company’s election of directors should be handled in accordance with the single name cumulative suffrage <u>system</u>. The voter’s name can be replaced with the attendance card number printed on the ballot. Unless otherwise provided by law, each stock share contains the suffrage equivalent to the number of directors to be elected, which can be <u>distributed</u> to one or more than one candidate.</p> | <p>Article 3 The Company’s election of directors should be handled in accordance with the single name cumulative suffrage <u>method</u>. The voter’s name can be replaced with the attendance card number printed on the ballot. Unless otherwise provided by law, each stock share contains the suffrage equivalent to the number of directors to be elected, which can be <u>casted</u> to one or more than one candidate.</p> | Text is adjusted for clarification. |
| <p>Article 7 Ballot boxes should be prepared for the election of directors by the board of directors; also, the ballot boxes are to be inspected by the ballot inspectors in public before voting. The results of the vote should be announced in the meeting immediately.</p> | <p>Article 7 Ballot boxes should be prepared <u>separately</u> for the election of directors by the board of directors; also, the ballot boxes are to be inspected by the ballot inspectors in public before voting. The results of the vote should be announced in the meeting immediately.</p> | Text is adjusted for clarification in response to the need of the process. |
| <p>Article 10 The ballot inspectors are to monitor the vote count and the Chairman is to announce the results of the vote in the meeting immediately, <u>including the list of the elected directors and the respective number of voting rights</u>. <u>The ballots of the election referred to above should be sealed, signed, and reserved by</u></p> | <p>Article 10 The ballot inspectors are to monitor the vote count and the Chairman is to announce the results of the vote in the meeting immediately and to announce the list of the elected directors.</p> | Amend the text of this Article and add Section 2 regarding the reservation of ballots for circumspection by referring to the Sample Template for ○○ Company “Rules of Procedure for Shareholders’ Meetings” Article 14. |

| Amendments | Current existing clauses | Description |
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| <p>the controller of ballot for safekeeping for at least one year. However, if a shareholder makes a litigious claim against The Company according to Article 189 of The Company Act, the above mentioned documents must be retained until the end of the litigation.</p> | | |