Stock No.:1565

ST.SHINE OPTICAL CO., LTD

2019 Annual General Shareholders' Meeting

Meeting Agenda Handbook

(Translation)

June 13, 2019

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The translation is for reference only. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

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St.Shine Optical Co., Ltd.
2019 Annual General Shareholders' Meeting Procedure

Time : 9:00 a.m., June 13, 2019 (Thursday)

Place : R2 Building, No. 196, Section 3, Da Tong Road, Xizhi District, New Taipei City
(Conference Room of the Taipei World Trade Center)

1. Announce Representing Shares Attendance
2. Call Meeting to Order
3. Chairman's Address
4. Report Items
5. Proposals
6. Discussions
7. Elections
8. Extemporary Motions
9. Meeting Adjourned

St.Shine Optical Co., Ltd.
2019 Annual General Shareholders' Meeting Agenda

1. Chairman's Address

2. Report Items
   （1）The 2018 Business Report
   （2）The 2018 Supervisors' Review Report
   （3）The 2018 Employee, Director and Supervisor Compensation Report

3. Proposals
   （1）2018 Business Report and Financial Statements
   （2）2018 Earnings Distribution

4. Discussions
   Amendment to the "Procedures for the Acquisition or Disposal of Assets"

5. Elections
   Election of Directors

6. Extemporary Motions

7. Meeting Adjourned

Report Items

Proposal 1

The 2018 Business Report.

The Business Report is enclosed (please refer to Attachment 1).

Proposal 2

The 2018 Supervisors' Review Report.

The Supervisors' Review Report is enclosed (please refer to Attachment 2).

Proposal 3

The 2018 Employee, Director and Supervisor Compensation Report.

The Company's 2018 Employee Compensation is NT$140,000,000, and the Director and Supervisor Compensation is NT$10,000,000.

Proposals

Proposal 1 (Proposed by the Board of Directors)

Adoption of 2018 Business Report and Financial Statements

Explanation: The Company's 2018 Financial Statements (including Consolidated Financial Statements) were audited by CPA A-shen Liao and CPA Sheng-wei Teng of PwC Taiwan, and together with the Business Report were resolved by the Board of Directors and reviewed by the supervisors, and are hereby submitted for adoption (please refer to Attachment 3).

Resolutions:

Proposal 2 (Proposed by the Board of Directors)

Adoption of 2018 Earnings Distribution

Explanation:

1. The 2018 Earnings Distribution Proposal was resolved by the Board of Directors and reviewed by the supervisors. The Earnings Distribution Proposal is based on the earnings of 2018. If there is insufficient amount, the cumulative earnings available for distribution can be allocated in the order of last-in-first-out.
2. Cash dividends are distributed and rounded up to NT$1; also, dividends for odd lots to each shareholder will be booked as non-operating income of the Company.
3. After the Earnings Distribution proposal approved by the general shareholders' meeting, the Board of Directors is authorized to determine the record date for distribution.
4. If the outstanding shares are affected by changes in law or regulations, requests of the competent authorities, or other factors causing changes in the dividend ratio of

shareholders before the record date for distribution of the dividends from the earnings, it is proposed to the shareholders' meeting that the Board of Directors be authorized to make such adjustments at its full discretion. (please refer to Attachment 4 for the 2018 Earnings Distribution Table).

Resolutions:

Discussions

(Proposed by the Board of Directors)

Amendments to the “Procedures for the Acquisition or Disposal of Assets”

Explanation: In accordance with the amendments to the law and regulations by the competent authorities, it is proposed to have the “Procedures for the Acquisition or Disposition of Assets” amended (see Attachment 5).

Resolutions:

Elections

(Proposed by the Board of Directors)

Cause of Action: Election of Directors

Explanation:

1. ST.SHINE's Articles of Incorporation state that the Corporation's Board of Directors shall have five to nine Directors. Unfortunately Director Mr. Chita Chen has passed away during the term, The Board of Directors approved to elect a new director to fill such vacancy at this Annual General Shareholders' Meeting. One more director is to be elected to adapt to ST.SHINE's business operation Requirement. It is proposed to elect two directors in this Annual General Shareholders Meeting. The Board of Directors shall have total 8 directors after the election.
2. According to the provisions of the Company's Articles of Incorporation, the candidate nomination system is adopted and handled in accordance with the relevant regulations of the competent authorities.
3. The term of office of the directors to be elected shall from June 13, 2019 to June 13, 2021.
4. According to the Company's Articles of Incorporation, Article 192-1 of the Company Act, the Securities Exchange Act, and other relevant law and regulations, the candidates list is provided below:

List of Candidates for Directors

Name	Main Education (Experience) and Current Position	Shareholding (Note)
Su-Mei Ku	Education: Yu Da High School of Commerce and Home Economics Experience:	597,356

	Accounting Staff of CONTAMAX Finance Manager and Purchasing Manager of St. Shine Optical Co., Ltd. Director of St. Shine Optical Co., Ltd. Current Position: None	
Yu-Yan Hsieh	Education: Business Division of Shi-Fu Commercial Vocational High School Experience: Accounting Officer of Hongxin Overseas Real Estate Company Director of St. Shine Optical Co., Ltd. Current Position: None	852,729

Note: The number of shares listed above includes the “Shares Under Trust with Discretion Reserved”

5. Proposed for election.

Elections Results:

Extemporary Motions

Meeting Adjourned

Attachment 1

St.Shine Optical Co., Ltd.

The 2018 Business Report

Ladies and Gentlemen:

Thank you to all shareholders for participating the General Shareholders Meeting. I would like to express our deepest gratitude to you all and would like to report the business performance of 2018.

Consolidated revenue for the year of 2018 was NT$6,675,912 thousand, an increase of 4% from the NT$6,417,887 thousand of 2017. The 2018 operating results and the business plan for this year are as follows:

(I) 2018 Consolidated Revenue and Loss

Unit : NT$ thousands

Item	Amount
Operating Income	6,675,912
Gross Profit	2,496,398
Operating Expenses	487,824
Net Operating Income	2,008,574
Net Income Before Taxes	2,092,454
Net Income	1,667,501

(II) 2018 Consolidated Financial Status and Profitability Analysis

Item		2018
Ratio of Liability to Assets (%)		33.62
Current Ratio (%)		216.37
Ratio of Return on Total Assets (%)		19.37
Ratio of Return on Shareholders' Equity (%)		29.78
Ratio to Issued Capital Stock	Operating Income (%)	398.39
	Net Income Before Taxes (%)	415.03
Profit Ratio (%)		24.97
Earnings per Share (NTD)		33.07

(III) Research and Development

1. Initiate process development and improvement to upgrade quality and reduce costs.
2. Implement diversified product design and meet the needs of different customers to increase market share.
3. Master the movement of market and product development, continue to develop new products, and meet the needs of all markets.

4. Strive to outsource raw materials in order to provide more comfortable products to consumers.

(IV) Current (2019) Annual Business Plan Outline

1. Operating Strategies

Actively obtain licenses for new markets, expand export markets, and develop new products to meet the needs of consumers.

2. Expected Sales Quantity and Basis

Prepare the 2019 sales forecast in volume according to data compilation and analysis, including industrial environment, market supply and demand, the Company’s sales and production capacity, and marketing capabilities and prospects.

Main Products	Expected Sales Volume (Thousand Pieces)
Contact Lenses	834,738

3. Major Production and Marketing Policy

(1) Master market development and provide consumers with a varied product selection.

(2) Develop new materials, provide more comfortable products to serve customers, and increase the market competitiveness of products.

(3) Improve the production process and increase the automation production ratio.

Chairman Ming-Hsien Chen President Johnson Chou Chief Accountant Shu-Fen Chang

Attachment 2

St.Shine Optical Co., Ltd.

Supervisor’s Review Report

The Company’s Board of Directors has prepared and presented the 2018 Financial Statements that were audited by PwC Taiwan with an independent auditor’s report issued, which together with the Business Report and Earnings Distribution Proposal were reviewed by the supervisor and concluded to be in compliance with the Company Act and relevant laws and regulations. The Supervisor’s Review Report is prepared and presented in accordance with the provisions of Article 219 of the Company Act.

Sincerely yours,

The Company’s 2019 General Shareholders Meeting

Supervisor: Chin-Lung Chen

March 20, 2019

St. Shine Optical Co., Ltd.

Supervisor’s Review Report

The Company’s Board of Directors has prepared and presented the 2018 Financial Statements that were audited by PwC Taiwan with an independent auditor’s report issued, which together with the Business Report and Earnings Distribution Proposal were reviewed by the supervisor and concluded to be in compliance with the Company Act and relevant laws and regulations. The Supervisor’s Review Report is prepared and presented in accordance with the provisions of Article 219 of the Company Act.

Sincerely yours,

The Company’s 2019 General Shareholders Meeting

Supervisor: Peter Ho

March 20, 2019

St. Shine Optical Co., Ltd.

Supervisor’s Review Report

The Company’s Board of Directors has prepared and presented the 2018 Financial Statements that were audited by PwC Taiwan with an independent auditor’s report issued, which together with the Business Report and Earnings Distribution Proposal were reviewed by the supervisor and concluded to be in compliance with the Company Act and relevant laws and regulations. The Supervisor’s Review Report is prepared and presented in accordance with the provisions of Article 219 of the Company Act.

Sincerely yours,

The Company’s 2019 General Shareholders Meeting

Supervisor: Chih-Long Chou

March 20, 2019

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of St.Shine Optical Co., Ltd.

Opinion

We have audited the accompanying separate balance sheets of St. Shine Optical Co., Ltd. (the "Company") as of December 31, 2018 and 2017, and the related separate statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the separate financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

Key audit matters

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

Key audit matters for the Company's separate financial statements of the current period are stated as follows:

Key audit matter - Appropriateness of sales revenue recognition timing

Description

Refer to Note 4(22) for accounting policy on revenue recognition, and Note 6(15) for the details of sales revenue.

The Company's revenue is primarily from export of goods. Sales revenue is recognised when the control of the products has transferred to the customers based on the information listed in the export declaration. As the procedures for revenue recognition involves checking of sales situation and relevant documents manually, this may lead to some errors in the timing of revenue recognition near the end of the financial reporting date. Thus, we consider the appropriateness of sales revenue recognition timing as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Obtained an understanding of, assessed and tested management's internal control procedures on revenue recognition, and confirmed whether the related internal controls were reasonable and operating effectively.

2. Performed cut off test on sales revenue transactions, including checking the order terms, export declaration and delivery information in order to confirm whether the accounting treatment of revenue recognition timing was appropriate.

Key audit matter - Assessment of allowance for inventory valuation losses

Description

Refer to Note 4(9) for the accounting policy on inventory valuation, Note 5 for accounting estimates and assumption uncertainty in relation to inventory valuation, and Note 6(3) for the details of allowance for inventory valuation losses.

The Company is primarily engaged in manufacturing and trading of contact lenses. As the contact lenses market is competitive, frequent releases of new products result in potential price fluctuations and product marginalization in the market. These may affect the estimation of the net realisable values of inventories.

The Company's inventories are measured at the lower of cost and net realisable value, which involves subjective judgment resulting in a high degree of estimation uncertainty. Thus, we considered the assessment of allowance for inventory valuation losses as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Assessed the reasonableness of provision policies and procedures on allowance for inventory valuation losses, including inventory clearance, the reasonableness of obsolete inventory, and the consistency of accounting estimates.
2. Tested the statements prepared by the Company to verify whether the information that the Company used to calculate inventory valuation loss is consistent with its policy, sampled individual part numbers to verify whether its selling price and net realisable value are calculated correctly, and assessed the reasonableness of allowance for inventory valuation losses.

Responsibilities of management and those charged with governance for the separate financial statements

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

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

Those charged with governance, including supervisors, are responsible for overseeing the Company's financial reporting process.

Independent accountant's responsibilities for the audit of the separate financial statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an accountant's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

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

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our accountant's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our accountant's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the separate financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our accountant's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Liao, A-shen | Teng, sheng-wei

For and on behalf of PricewaterhouseCoopers, Taiwan
March 14, 2019

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying separate financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.
As the separate financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ST. SHINE OPTICAL CO., LTD.
SEPARATE BALANCE SHEETS
DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2018 Amount	%	December 31, 2017 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 2,320,442	27	$ 2,897,900	34
1150	Notes receivable, net	6(2)	8,334	-	10,387	-
1170	Accounts receivable, net	6(2)	883,886	10	823,968	10
1180	Accounts receivable due from related parties, net	7	9,279	-	24,042	-
130X	Inventories	6(3)	1,032,873	12	698,952	8
1410	Prepayments		87,805	1	48,732	1
1470	Other current assets	6(1), 7 and 8	14,492	-	37,903	-
11XX	**Total current assets**		4,357,111	50	4,541,884	53
	Non-current assets					
1550	Investments accounted for using equity method	6(4)	107,918	1	104,762	1
1600	Property, plant and equipment	6(5) and 8	3,909,404	45	3,708,116	43
1780	Intangible assets		4,946	-	228	-
1840	Deferred income tax assets	6(21)	74,252	1	66,833	1
1900	Other non-current assets	6(6)(11)	295,381	3	184,008	2
15XX	**Total non-current assets**		4,391,901	50	4,063,947	47
1XXX	**Total assets**		$ 8,749,012	100	$ 8,605,831	100
	Liabilities and Equity					
	Current liabilities					
2100	Short-term borrowings	6(7)	$ 150,000	2	$ 350,000	4
2130	Contract liabilities - current	6(15)	11,816	-	-	-
2150	Notes payable		279,118	3	367,628	4
2170	Accounts payable		88,334	1	75,500	1
2200	Other payables	6(8)	1,090,936	13	1,027,229	12
2220	Other payables to related parties	7	3,415	-	3,723	-
2230	Current income tax liabilities		267,366	3	163,106	2
2300	Other current liabilities	6(9)(10)	173,272	2	191,501	2
21XX	**Total current liabilities**		2,064,257	24	2,178,687	25
	Non-current liabilities					
2540	Long-term borrowings	6(9)(10)	869,769	10	1,025,496	12
2570	Deferred income tax liabilities	6(21)	9,185	-	9,959	-
25XX	**Total non-current liabilities**		878,954	10	1,035,455	12
2XXX	**Total liabilities**		2,943,211	34	3,214,142	37
	Equity					
	Share capital	6(12)				
3110	Ordinary share		504,165	6	504,165	6
	Capital surplus	6(13)				
3200	Capital surplus		526,000	6	526,000	6
	Retained earnings	6(14)				
3310	Legal reserve		1,385,502	16	1,226,581	14
3320	Special reserve		1,236	-	-	-
3350	Unappropriated retained earnings		3,387,299	38	3,136,179	37
	Other equity interest					
3400	Other equity interest		1,599	-	(1,236)	-
3XXX	**Total equity**		5,805,801	66	5,391,689	63
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	**Total liabilities and equity**		$ 8,749,012	100	$ 8,605,831	100

The accompanying notes are an integral part of these separate financial statements.

ST. SHINE OPTICAL CO., LTD.
SEPARATE STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars, except earnings per share amount)

			For the years ended December 31,			
			2018		2017	
	Items	Notes	Amount	%	Amount	%
4000	**Operating revenue**	6(15) and 7	$ 6,675,912	100	$ 6,416,031	100
5000	**Operating costs**	6(3) (11) (19) (20)	(4,178,879)	(63)	(3,872,759)	(61)
5900	**Gross profit**		2,497,033	37	2,543,272	39
	Operating expenses	6 (11) (19) (20)				
6100	Selling expenses	7	(261,728)	(4)	(281,727)	(4)
6200	General and administrative expenses		(160,310)	(2)	(147,569)	(2)
6300	Research and development expenses		(42,712)	(1)	(42,164)	(1)
6450	Expected credit impairment losses		(22,570)	-	-	-
6000	**Total operating expenses**		(487,320)	(7)	(471,460)	(7)
6900	**Operating profit**		2,009,713	30	2,071,812	32
	Non-operating income and expenses					
7010	Other income	6(16)	21,624	-	38,216	1
7020	Other gains and losses	6(17)	76,880	1	(136,218)	(2)
7050	Finance costs	6(9) (10) (18)	(16,084)	-	(10,458)	-
7070	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(4)	321	-	1,684	-
7000	**Total non-operating income and expenses**		82,741	1	(106,776)	(1)
7900	**Profit before income tax**		2,092,454	31	1,965,036	31
7950	Income tax expense	6(21)	(424,953)	(6)	(375,822)	(6)
8200	**Profit for the year**		$ 1,667,501	25	$ 1,589,214	25
	Other comprehensive income, net					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plan	6(11)	$ 5,237	-	($ 7,813)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(21)	(1,048)	-	1,328	-
	Components of other comprehensive income that will be subsequently reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		2,835	-	(7,216)	-
8300	**Other comprehensive income, net**		$ 7,024	-	($ 13,701)	-
8500	**Total comprehensive income for the year**		$ 1,674,525	25	$ 1,575,513	25
	Basic earnings per share					
9750	**Profit for the year**	6(22)	$ 33.07		$ 31.52	
	Diluted earnings per share					
9850	**Profit for the year**	6(22)	$ 32.88		$ 31.40	

The accompanying notes are an integral part of these separate financial statements.

ST. SHINE OPTICAL CO., LTD.
SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars)

	Notes	Ordinary share	Capital surplus – share premium	Retained earnings: Legal reserve	Retained earnings: Special reserve	Retained earnings: Unappropriated retained earnings	Other Equity Interest: Exchange differences on translation of foreign financial statements	Total equity
For the year ended December 31, 2017								
Balance at January 1, 2017		$ 504,165	$ 526,000	$ 1,048,812	$ -	$ 3,092,465	$ 5,980	$ 5,177,422
Profit for the year		-	-	-	-	1,589,214	-	1,589,214
Other comprehensive loss for the year		-	-	-	-	(6,485)	(7,216)	(13,701)
Total comprehensive income for the year		-	-	-	-	1,582,729	(7,216)	1,575,513
Appropriation and distribution of 2016 retained earnings	6(14)							
Legal reserve		-	-	177,769	-	(177,769)	-	-
Cash dividends		-	-	-	-	(1,361,246)	-	(1,361,246)
Balance at December 31, 2017		$ 504,165	$ 526,000	$ 1,226,581	$ -	$ 3,136,179	($ 1,236)	$ 5,391,689
For the year ended December 31, 2018								
Balance at January 1, 2018		$ 504,165	$ 526,000	$ 1,226,581	$ -	$ 3,136,179	($ 1,236)	$ 5,391,689
Profit for the year		-	-	-	-	1,667,501	-	1,667,501
Other comprehensive income for the year		-	-	-	-	4,189	2,835	7,024
Total comprehensive income for the year		-	-	-	-	1,671,690	2,835	1,674,525
Appropriation and distribution of 2017 retained earnings	6(14)							
Legal reserve		-	-	158,921	-	(158,921)	-	-
Special reserve		-	-	-	1,236	(1,236)	-	-
Cash dividends		-	-	-	-	(1,260,413)	-	(1,260,413)
Balance at December 31, 2018		$ 504,165	$ 526,000	$ 1,385,502	$ 1,236	$ 3,387,299	$ 1,599	$ 5,805,801

The accompanying notes are an integral part of these separate financial statements.

ST. SHINE OPTICAL CO., LTD.
SEPARATE STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31, 2018	For the years ended December 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax		$ 2,092,454	$ 1,965,036
Reconciling items			
Adjustments to reconcile profit (loss)			
Depreciation	6(5) (19)	244,893	228,825
Amortisation	6(19)	31,763	21,547
Expected credit impairment loss		22,570	-
Interest expense	6(18)	16,084	10,458
Interest income	6(16)	(18,024)	(19,392)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(4)	(321)	(1,684)
Gains on disposals of property, plant and equipment	6(17)	(266)	(30)
Property, plant and equipment transferred to expenses		836	-
Changes in assets and liabilities relating to operating activities			
Changes in assets relating to operating activities			
Notes receivable due from non-related parties		2,053	(2,352)
Accounts receivable due from non-related parties		(82,488)	(21,700)
Accounts receivable due from related parties		14,763	7,753
Inventories		(333,921)	(46,316)
Prepayments		(48,335)	(24,532)
Other current assets		23,484	(21,739)
Changes in liabilities relating to operating activities			
Contract liabilities		(7,627)	-
Notes payable		(88,510)	154,997
Accounts payable		12,834	20,740
Other payables		130,099	(20,797)
Other payables to related parties		(308)	197
Other current liabilities		751	(18,241)
Cash inflow generated from operations		2,012,784	2,232,770
Receipt of interest		17,950	19,437
Payment of interest		(16,275)	(10,006)
Payment of income tax		(329,934)	(478,235)
Net cash provided by operating activities		1,684,525	1,763,966
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of property, plant and equipment	6(23)	(472,648)	(1,595,370)
Proceeds from disposal of property, plant and equipment		606	30
Acquisition of intangible assets		(5,095)	-
Increase in other non-current assets		(169,169)	(146,465)
Net cash used in investing activities		(646,306)	(1,741,805)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term borrowings		150,000	350,000
Decrease in short-term borrowings		(350,000)	-
Proceeds from long-term borrowings		-	691,000
Redemption of long-term borrowings		(155,264)	(103,732)
Payment of cash dividends	6(14)	(1,260,413)	(1,361,246)
Net cash provided by financing activities		(1,615,677)	(423,978)
Decrease in cash and cash equivalents		(577,458)	(401,817)
Cash and cash equivalents at beginning of year	6(1)	2,897,900	3,299,717
Cash and cash equivalents at end of year	6(1)	$ 2,320,442	$ 2,897,900

The accompanying notes are an integral part of these separate financial statements.

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of St. Shine Optical Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of St. Shine Optical Co., Ltd. and its subsidiaries (the "Group") as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flow for the years then ended, in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

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

Key audit matters

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

Key audit matters for the Group's consolidated financial statements of the current period are stated as follows:

Key audit matter - Appropriateness of sales revenue recognition timing

Description

Refer to Note 4(22) for accounting policy on revenue recognition, and Note 6(14) for the details of sales revenue.

The Group's revenue is primarily from export of goods. Sales revenue is recognised when the control of the products has transferred to the customers based on the information listed in the export declaration. As the procedures for the timing of revenue recognition involves checking of sales situation and relevant documents manually, this may lead to some errors in the timing of revenue recognition near the end of the financial reporting date. Thus, we consider the appropriateness of sales revenue recognition timing as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Obtained an understanding of, assessed and tested management's internal control procedures on revenue recognition, and confirmed whether the related internal controls were reasonable and operating effectively.

2. Performed cut off test on sales revenue transactions, including checking the order terms, export declaration and delivery information in order to confirm whether the accounting treatment of revenue recognition timing was appropriate.

Key audit matter - Assessment of allowance for inventory valuation losses

Description

Refer to Note 4(10) for the accounting policy on inventory valuation, Note 5 for accounting estimates and assumption uncertainty in relation to inventory valuation, and Note 6(3) for the details of allowance for inventory valuation losses.

The Group is primarily engaged in manufacturing and trading of contact lenses. As the contact lenses market is competitive, frequent releases of new products result in potential price fluctuations and product marginalization in the market. These may affect the estimation of the net realisable values of inventories.

The Group’s inventories are measured at the lower of cost and net realisable value, which involves subjective judgment resulting in a high degree of estimation uncertainty. Thus, we considered the assessment of allowance for inventory valuation losses as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Assessed the reasonableness of provision policies and procedures on allowance for inventory valuation losses, including inventory clearance, the reasonableness of obsolete inventory, and the consistency of accounting estimates.
2. Tested the statements prepared by the Group to verify whether the information that the Group used to calculate inventory valuation loss is consistent with its policy, sampled individual part numbers to verify whether its selling price and net realisable value are calculated correctly, and assessed the reasonableness of allowance for inventory valuation losses.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion on the parent company only financial statements of St. Shine Optical Co., Ltd. as at and for the years ended December 31, 2018 and 2017.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including supervisors, are responsible for overseeing the Group’s financial reporting process.

Independent accountant's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an accountant's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

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

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our accountant's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our accountant's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit.

We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our accountant's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Liao, A-shen	Teng, Sheng-wei

For and on behalf of PricewaterhouseCoopers, Taiwan
March 14, 2019

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such consolidated financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.
As the consolidated financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ST. SHINE OPTICAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

WITH INDEPENDENT ACCOUNTANTS' REPORT THEREON

DECEMBER 31, 2018 AND 2017

For the convenience of readers and for information purpose only, the independent accountants' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language accountants' report and financial statements shall prevail.

ST. SHINE OPTICAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2018 Amount	%	December 31, 2017 Amount	%
	Current assets					
1100	Cash and cash equivalents	6(1)	$ 2,425,530	28	$ 3,004,900	35
1150	Notes receivable, net	6(2)	8,334	-	10,387	-
1170	Accounts receivable, net	6(2)	883,886	10	825,819	10
1180	Accounts receivable due from related parties, net	7	9,279	-	22,667	-
130X	Inventories	6(3)	1,032,873	12	698,952	8
1410	Prepayments		88,263	1	49,403	1
1470	Other current assets	6(1) and 8	14,052	-	30,581	-
11XX	**Total current assets**		4,462,217	51	4,642,709	54
	Non-current assets					
1600	Property, plant and equipment	6(4) and 8	3,910,074	45	3,709,007	43
1780	Intangible assets		4,946	-	228	-
1840	Deferred income tax assets	6(20)	74,252	1	66,833	1
1900	Other non-current assets	6(5)(10)	295,481	3	184,169	2
15XX	**Total non-current assets**		4,284,753	49	3,960,237	46
1XXX	**Total assets**		$ 8,746,970	100	$ 8,602,946	100
	Liabilities and Equity					
	Current liabilities					
2100	Short-term borrowings	6(6)	$ 150,000	2	$ 350,000	4
2130	Contract liabilities - current	6(14)	11,816	-	-	-
2150	Notes payable		279,118	3	367,628	4
2170	Accounts payable		88,334	1	75,097	1
2200	Other payables	6(7)	1,092,289	13	1,028,780	12
2230	Current income tax liabilities	6(20)	267,366	3	163,106	2
2300	Other current liabilities	6(8)(9)	173,292	2	191,191	2
21XX	**Total current liabilities**		2,062,215	24	2,175,802	25
	Non-current liabilities					
2540	Long-term borrowings	6(8)(9)	869,769	10	1,025,496	12
2570	Deferred income tax liabilities	6(20)	9,185	-	9,959	-
25XX	**Total non-current liabilities**		878,954	10	1,035,455	12
2XXX	**Total liabilities**		2,941,169	34	3,211,257	37
	Equity attributable to shareholders of the parent					
	Equity					
	Share capital	6(11)				
3110	Ordinary share		504,165	6	504,165	6
	Capital surplus	6(12)				
3200	Capital surplus		526,000	6	526,000	6
	Retained earnings	6(13)				
3310	Legal reserve		1,385,502	16	1,226,581	14
3320	Special reserve		1,236	-	-	-
3350	Unappropriated retained earnings		3,387,299	38	3,136,179	37
	Other equity interest					
3400	Other equity interest		1,599	-	(1,236)	-
3XXX	**Total equity**		5,805,801	66	5,391,689	63
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	**Total liabilities and equity**		$ 8,746,970	100	$ 8,602,946	100

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

ST. SHINE OPTICAL CO., LTD. AND SUBSIDIARIES
CONOLIDATEDSTATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars, except earnings per share amount)

			For the years ended December 31,			
			2018		2017	
	Items	Notes	Amount	%	Amount	%
4000	**Operating revenue**	6(14) and 7	$ 6,675,912	100	$ 6,417,887	100
5000	**Operating costs**	6(3) (10) (18) (19)	(4,179,514)	(63)	(3,873,296)	(60)
5900	**Gross profit**		2,496,398	37	2,544,591	40
	Operating expenses	6 (10) (18) (19)				
6100	Selling expenses		(253,690)	(4)	(272,640)	(4)
6200	General and administrative expenses		(168,852)	(2)	(158,484)	(3)
6300	Research and development expenses		(42,712)	(1)	(42,164)	(1)
6450	Expected credit impairment losses		(22,570)	-	-	-
6000	**Total operating expenses**		(487,824)	(7)	(473,288)	(8)
6900	**Operating profit**		2,008,574	30	2,071,303	32
	Non-operating income and expenses					
7010	Other income	6(15)	23,080	-	40,829	1
7020	Other gains and losses	6(16)	76,884	1	(136,638)	(2)
7050	Finance costs	6(17)	(16,084)	-	(10,458)	-
7000	**Total non-operating income and expenses**		83,880	1	(106,267)	(1)
7900	**Profit before income tax**		2,092,454	31	1,965,036	31
7950	Income tax expenses	6(20)	(424,953)	(6)	(375,822)	(6)
8200	**Profit for the year**		$ 1,667,501	25	$ 1,589,214	25
	Other comprehensive income, net					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plans	6(10)	$ 5,237	-	($ 7,813)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(20)	(1,048)	-	1,328	-
	Components of other comprehensive income that will be subsequently reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations		2,835	-	(7,216)	-
8300	**Other comprehensive income (loss), net**		$ 7,024	-	($ 13,701)	-
8500	**Total comprehensive income for the year**		$ 1,674,525	25	$ 1,575,513	25
8610	**Profit attributable to:**					
	Owners of the parent		$ 1,667,501	25	$ 1,589,214	25
8710	**Comprehensive income attributable to:**					
	Owners of the parent		$ 1,674,525	25	$ 1,575,513	25
	Basic earnings per share					
9750	**Profit for the year**	6(21)	$	33.07	$	31.52
	Diluted earnings per share					
9850	**Profit for the year**	6(21)	$	32.88	$	31.40

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

ST. SHINE OPTICAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent						
				Retained earnings			Other Equity Interest	
	Notes	Ordinary share	Capital surplus-share premium	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Total equity
For the year ended December 31, 2017								
Balance at January 1, 2017		$ 504,165	$ 526,000	$ 1,048,812	$ -	$ 3,092,465	$ 5,980	$ 5,177,422
Profit for the year		-	-	-	-	1,589,214	-	1,589,214
Other comprehensive loss for the year		-	-	-	-	(6,485)	(7,216)	(13,701)
Total comprehensive income for the year		-	-	-	-	1,582,729	(7,216)	1,575,513
Appropriation and distribution of 2016 retained earnings	6(13)							
Legal reserve		-	-	177,769	-	(177,769)	-	-
Cash dividends		-	-	-	-	(1,361,246)	-	(1,361,246)
Balance at December 31, 2017		$ 504,165	$ 526,000	$ 1,226,581	$ -	$ 3,136,179	($ 1,236)	$ 5,391,689
For the year ended December 31, 2018								
Balance at January 1, 2018		$ 504,165	$ 526,000	$ 1,226,581	$ -	$ 3,136,179	($ 1,236)	$ 5,391,689
Profit for the year		-	-	-	-	1,667,501	-	1,667,501
Other comprehensive income for the year		-	-	-	-	4,189	2,835	7,024
Total comprehensive income for the year		-	-	-	-	1,671,690	2,835	1,674,525
Appropriation and distribution of 2017 retained earnings	6(13)							
Legal reserve		-	-	158,921	-	(158,921)	-	-
Special reserve		-	-	-	1,236	(1,236)	-	-
Cash dividends		-	-	-	-	(1,260,413)	-	(1,260,413)
Balance at December 31, 2018		$ 504,165	$ 526,000	$ 1,385,502	$ 1,236	$ 3,387,299	$ 1,599	$ 5,805,801

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

ST. SHINE OPTICAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(Expressed in thousands of New Taiwan dollars)

	Notes	For the years ended December 31, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax		$ 2,092,454	$ 1,965,036
Reconciling items			
Adjustments to reconcile profit (loss)			
Depreciation	6(4) (18)	245,109	229,016
Amortisation	6(18)	31,836	21,632
Expected credit impairment loss		22,570	-
Provision for bad debts expense		-	84
Interest expense	6(17)	16,084	10,458
Interest income	6(15)	(19,363)	(19,873)
Share of (profit) loss of subsidiaries, associates and joint ventures accounted for using equity method	6(16)	(265)	92
Property, plant and equipment transferred to expenses		836	-
Changes in assets and liabilities relating to operating activities			
Changes in assets relating to operating activities			
Decrease (increase) in notes receivable		2,053	(2,352)
Increase in accounts receivable		(80,705)	(21,893)
Decrease in accounts receivable due from related parties		13,388	8,729
Increase in inventories		(333,921)	(46,316)
Increase in prepayments		(48,128)	(24,627)
Decrease (increase) in other current assets		16,366	(20,200)
Changes in liabilities relating to operating activities			
Decrease in contract liabilities		(7,627)	-
(Decrease) increase in notes payable		(88,510)	154,997
Increase in accounts payable		13,237	20,532
Increase (decrease) in other payables		129,930	(21,751)
Increase (decrease) in other current liabilities		1,081	(18,551)
Cash inflow generated from operations		2,006,425	2,235,013
Receipt of interest		19,290	19,919
Payment of interest		(16,275)	(10,006)
Payment of income tax		(329,934)	(478,235)
Net cash provided by operating activities		1,679,506	1,766,691
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of property, plant and equipment	6(22)	(472,660)	(1,595,512)
Proceeds from disposal of property, plant and equipment		606	30
Acquisition of intangible assets		(5,107)	-
Increase in other non-current assets		(169,109)	(146,602)
Net cash used in investing activities		(646,270)	(1,742,084)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in short-term borrowings		150,000	350,000
Decrease in short-term borrowings		(350,000)	-
Proceeds from long-term borrowings		-	691,000
Redemption of long-term borrowings		(155,264)	(103,732)
Payment of cash dividends	6(13)	(1,260,413)	(1,361,246)
Net cash provided by financing activities		(1,615,677)	(423,978)
Effects of foreign currency exchange		3,071	(7,590)
Decrease in cash and cash equivalents		(579,370)	(406,961)
Cash and cash equivalents at beginning of year	6(1)	3,004,900	3,411,861
Cash and cash equivalents at end of year	6(1)	$ 2,425,530	$ 3,004,900

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

St.Shine Optical Co., Ltd.

2018 Earnings Distribution Statement

Unit：NT$

Item	Amount
Unappropriated Earnings - Beginning	1,715,608,064
Add (Minus): 2018 Retained Earnings Adjustment Amount – Defined Benefit Plan Actuarial Profit and Loss	4,190,032
Adjusted Unappropriated Earnings	1,719,798,096
Add (Minus): Net Income - 2018	1,667,501,063
Minus: Appropriated Legal Reserve	(166,750,106)
Add: Reversed Special Reserve	1,236,006
Distributable Earnings	3,221,785,059
Appropriation:	
Shareholders Bonus – Cash (NT$26.5 per Share)	(1,336,037,674)
Unappropriated Earnings - Ending	1,885,747,385

Chairman Ming-Hsien Chen President Johnson Chou Chief Accountant Shu-Fen Chang

St.Shine Optical Co., Ltd.

"Procedures for the Acquisition or Disposal of Assets" Amendment Before and After Comparison Table

No.	After Amendment	Before Amendment	Note
Article 3	Scope of Assets The scope of the assets referred to in the Procedures: I. Investment in stocks, government bonds, corporate bonds, financial bonds, securities presenting interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities; II. Real property (including land, houses and buildings, and investment property) and equipment; III. Memberships; IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets; V. Right-of-use assets; VI. Financial derivatives; VII. Acquisition or disposal of assets in accordance with mergers, demergers, acquisitions, and transfer of shares; VIII. Other major assets.	Scope of Assets The scope of the assets referred to in the Procedures: I. Investment in stocks, government bonds, corporate bonds, financial bonds, securities presenting interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities; II. Real property (including land, houses and buildings, investment property, and right-of-use land) and equipment; III. Memberships; IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets; V. Financial derivatives; VI. Acquisition or disposal of assets in accordance with mergers, demergers, acquisitions, and transfer of shares; VII. Other major assets.	Amended according to laws and regulations.
Article 4	Terms used in these Regulations are defined as follows: I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts. II. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act, and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.	Terms used in these Regulations are defined as follows: I. Derivatives: Refer to a transaction contract whose value is derived from products, such as, assets, interest rates, exchange rates, indexes, or other interests. Trading of Financial Derivatives includes combinations of various financial contracts, such as, forward contracts, futures contracts, forward interest rate agreements, options, and synthetic products, such as, futures options, exchange options, combined derivatives, etc. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts. II. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act, and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under	Amended according to laws and regulations.

No.	After Amendment	Before Amendment	Note
	III. Related Party or Subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. IV. Professional Appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment. V. Date of Occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Board of Directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply. VI. Mainland China Area Investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area. VII. Investment Professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located. VIII. Securities Exchange: “Domestic Securities Exchange” refers to the Taiwan Stock Exchange Corporation; “Foreign Securities Exchange” refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located. IX. Over-the-counter Venue (“OTC Venue,” “OTC”): “Domestic OTC Venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading; “Foreign OTC Venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.	Paragraph 8 of Article 156 of the Company Act. III. Related Party or Subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. IV. Professional Appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment. V. Date of Occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Board of Directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply. VI. Mainland China Area Investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.	

No.	After Amendment	Before Amendment	Note
Article 5	Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant’s opinions, attorney’s opinions, or underwriter’s opinions shall meet the following requirements: I. May not have previously received a final and non-appealable sentence to imprisonment for 1 year or longer for a violation of this Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. II. May not be a related party or de facto related party of any party to the transaction. III. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following: I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. II. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. III. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.	Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant’s opinions, attorney’s opinions, or underwriter’s opinions shall not be a related party of the Company.	Amended according to laws and regulations.

No.	After Amendment	Before Amendment	Note
Article 9	Acquisition and Disposal of Real Property or Equipment Assessment and Operating Procedure I. Price Determination Method and Reference The acquisition or disposal of real property, equipment, or right-of-use assets shall be reported by the original application unit or relevant competent authority, and the asset management unit shall refer to the present value of the announcement, the assessed value, the actual transaction price of the adjacent real estate, and the recent transaction price of similar assets to complete the process with price comparison, bargaining, or tender. II. Appraisal Reports Issued by Experts In acquiring or disposing of real property, equipment, or <u>right-of-use assets</u> thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more, the Company, unless transacting with a <u>domestic</u> government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or its right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction. (II) Where the transaction amount is NT$1 billion or more, appraisal service provided by two or more professional appraisers shall be obtained. (III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development	Acquisition and Disposal of Real Property or Equipment Assessment and Operating Procedure I. Price Determination Method and Reference The acquisition or disposal of real property shall be reported by the original application unit or relevant competent authority, and the asset management unit shall refer to the present value of the announcement, the assessed value, the actual transaction price of the adjacent real estate, and the recent transaction price of similar assets to complete the process with price comparison, bargaining, or tender. II. Appraisal Reports Issued by Experts In acquiring or disposing of real property or equipment thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction. (II) Where the transaction amount is NT$1 billion or more, appraisal service provided by two or more professional appraisers shall be obtained. (III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction	Amended according to laws and regulations.

No.	After Amendment	Before Amendment	Note
	Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 1. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. 2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. (IV) No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. Provided, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report. III. Authorized Amount and Authorization Level For the acquisition or disposal of real property or equipment for an amount of NT$20 million or less, it is to be presented for approval according to the authorization level; however, the transaction for an amount more than NT$20 million must have the approval of the Board of Directors. IV. Execution Unit The Company's acquisition and disposal of real property, equipment, or right-of-use assets is implemented by the using department and the relevant responsible unit. V. Transaction Process The transaction process for the Company's acquisition and disposal of real property or equipment is implemented in accordance with the provisions of the Company's internal control system "Fixed Assets Cycle."	price: 1. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. 2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. (IV) No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. Provided, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report. III. Authorized Amount and Authorization Level For the acquisition or disposal of real property or equipment for an amount of NT$20 million or less, it is to be presented for approval according to the authorization level; however, the transaction for an amount more than NT$20 million must have the approval of the Board of Directors. IV. Execution Unit The Company's acquisition and disposal of real property or equipment is implemented by the using department and the relevant responsible unit. V. Transaction Process The transaction process for the Company's acquisition and disposal of real property or equipment is implemented in accordance with the provisions of the Company's internal control system "Fixed Assets Cycle."	

No.	After Amendment	Before Amendment	Note
Article 10	Related Party Transaction Assessment and Operating Procedure When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to complying with the regulations of the preceding paragraph, it will ensure that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with the following requirements. If the transaction amount reaches 10% or more of the total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provision of the preceding paragraph. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered. I. When a public company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been resolved by the Board of Directors and recognized by the supervisors: (I) The purpose, necessity, and anticipated benefit of the acquisition or disposal of assets. (II) The reason for choosing the related party as a transaction counterparty. (III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Subparagraph 2 and Subparagraph 3 of Paragraph 1. (IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party. (V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the	Related Party Transaction Assessment and Operating Procedure When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to complying with the regulations of the preceding paragraph, it will ensure that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with the following requirements. If the transaction amount reaches 10% or more of the total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provision of the preceding paragraph. When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered. I. When a public company intends to acquire or dispose of real property thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been resolved by the Board of Directors and recognized by the supervisors: (I) The purpose, necessity, and anticipated benefit of the acquisition or disposal of assets. (II) The reason for choosing the related party as a transaction counterparty. (III) With respect to the acquisition of real property thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Subparagraph 2 and Subparagraph 3 of Paragraph 1. (IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party. (V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the	Amended according to laws and regulations.

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	necessity of the transaction, and reasonableness of the funds' utility. (VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. (VII) Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 15 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been recognized by the Board of Directors and recognized by the supervisors need not be counted toward the transaction amount. Where the position of independent director has been created, when a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, it is necessary to take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board Meeting. II. Assessment of Transaction Cost Reasonableness (I) A company that acquires real property <u>or right-of-use assets</u> thereof from a related party shall evaluate the reasonableness of the transaction costs through the following means: 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "necessary interest on funding" is input as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one	necessity of the transaction, and reasonableness of the funds' utility. (VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. (VII) Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 15 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been resolved by the Board of Directors and recognized by the supervisors need not be counted toward the transaction amount. Where the position of independent director has been created, when a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, it is necessary to take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board Meeting. II. Assessment of Transaction Cost Reasonableness (I) A company that acquires real property thereof from a related party shall evaluate the reasonableness of the transaction costs through the following means: 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "necessary interest on funding" is input as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one	

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	of the transaction counterparties. (II) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in Paragraph (I). (III) A company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with Paragraphs (I) and (II) shall also engage a CPA to check the appraisal and render a specific opinion. (IV) Where a company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Subparagraph 1, Paragraph 1 of this Article, and Paragraphs (I) - (III) do not apply. 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land. 4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital. III. When the results of a company’s appraisal conducted in accordance with preceding Subparagraph (I) and Subparagraph (II) are uniformly lower than the transaction price, it shall be handled in compliance with Subparagraph 4, Paragraph 1 of this Article. However, if it can be evidenced that the real property or right-of-use assets obtained by leasing from the related party similar to the transaction of the unrelated parties	of the transaction counterparties. (II) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in Paragraph (I). (III) A company that acquires real property thereof from a related party and appraises the cost of the real property thereof in accordance with Paragraphs (I) and (II) shall also engage a CPA to check the appraisal and render a specific opinion. (IV) Where a company acquires real property thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Subparagraph 1, Paragraph 1 of this Article, and Paragraphs (I) - (III) do not apply. 1. The related party acquired the real property thereof through inheritance or as a gift. 2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property thereof to the signing date for the current transaction. 3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land. III. When the results of a company’s appraisal conducted in accordance with preceding Subparagraph (I) and Subparagraph (II) are uniformly lower than the transaction price, it shall be handled in compliance with Subparagraph 4, Paragraph 1 of this Article. However, if it can be evidenced that the real property similar to the transaction of the unrelated parties within the preceding year involved neighboring or closely valued parcels of land, where the land area and transaction terms are similar; also, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply. Completed transactions involving neighboring or closely valued parcels of land in principle refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in	

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	within the preceding year involved neighboring or closely valued parcels of land, where the land area and transaction terms are similar; also, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply. Transactions involving neighboring or closely valued parcels of land in principle refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refer to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or right-of-use assets. IV. Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with Subparagraph 2 and Subparagraph 3 are uniformly lower than the transaction price, the following matters shall be processed: (I) A special reserve shall be set aside against the difference between the real property or right-of-use assets transaction price and the appraised cost in accordance with Paragraph 1 of Article 41 of the Securities Exchange Act, and may not be distributed or used for dividend distribution or capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another public company, then the special reserve shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company in accordance with Paragraph 1 of Article 41 of the Securities Exchange Act. (II) The supervisors shall comply with Article 218 of the Company Act. (III) Actions taken pursuant to Subparagraphs (I) and (II) shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the Annual Report and any investment prospectus. A company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased, or they have been disposed of or the lease has been terminated, or	principle refer to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property. IV. Where the Company acquires real property thereof from a related party and the results of appraisals conducted in accordance with Subparagraph 2 and Subparagraph 3 are uniformly lower than the transaction price, the following matters shall be processed: (I) A special reserve shall be set aside against the difference between the real property transaction price and the appraised cost in accordance with Paragraph 1 of Article 41 of the Securities Exchange Act, and may not be distributed or used for dividend distribution or capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another public company, then the special reserve shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company in accordance with Paragraph 1 of Article 41 of the Securities Exchange Act. (II) The supervisors shall comply with Article 218 of the Company Act. (III) Actions taken pursuant to Subparagraphs (I) and (II) shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the Annual Report and any investment prospectus. A company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent. V. When the Company obtains real property thereof from a related party, it shall also comply with Subparagraph 4 if there is other evidence indicating that the acquisition was not an arm's length transaction.	

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	adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent. V. When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with Subparagraph 4 if there is other evidence indicating that the acquisition was not an arm's length transaction.		
Article 11	Acquisition and Disposal of Assets Assessment and Operating Procedure I. Price Determination Method and Reference The acquisition and disposal of assets shall have the potential benefits and market value of the said assets considered, expert opinions referred to, if necessary, and negotiation with the counterparty. II. Opinions of an Expert In acquiring or disposing of intangible assets, right-of-use assets, or memberships thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more, unless transacting with a domestic government agency, an accountant shall be engaged to render a specific opinion on the appropriateness of the transaction price on the date of occurrence in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). III. Authorized Amount and Authorization Level Acquisition or disposal of intangible assets for an amount of NT$30 million or less is to be presented for approval according to the authorization level and reported in the most recent Board Meeting; also, the transaction for an amount; however, transaction for an amount more than NT$30 million must have the approval of the Board of Directors. IV. Execution Unit The Company's acquisition and disposal of intangible assets is implemented by the using department and the relevant responsible unit. V. Transaction Process The transaction process for the Company's acquisition and disposal of	Acquisition and Disposal of Assets Assessment and Operating Procedure I. Price Determination Method and Reference The acquisition and disposal of assets shall have the potential benefits and market value of the said assets considered, expert opinions referred to, if necessary, and negotiation with the counterparty. II. Opinions of an Expert In acquiring or disposing of intangible assets thereof where the transaction amount reaches 20% of the Company's paid-in capital or NT$300 million or more, unless transacting with a government agency, an accountant shall be engaged to render a specific opinion on the appropriateness of the transaction price on the date of occurrence in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). 7III. Authorized Amount and Authorization Level Acquisition or disposal of intangible assets for an amount of NT$30 million or less is to be presented for approval according to the authorization level and reported in the most recent Board Meeting; also, the transaction for an amount; however, transaction for an amount more than NT$30 million must have the approval of the Board of Directors. IV. Execution Unit The Company's acquisition and disposal of intangible assets is implemented by the Finance Department and management units and relevant responsible unit. V. Transaction Process	Amended according to laws and regulations.

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	intangible assets is implemented in accordance with the provisions of the Company's internal control system "Procurement and Payment Cycle."	The transaction process for the Company's acquisition and disposal of intangible assets is implemented in accordance with the provisions of the Company's internal control system "Procurement and Payment Cycle."	
Article 15	Public Announcement and Filing Procedures I. Under any of the following circumstances, a company acquiring or disposing of assets shall publicly announce and file the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days counting inclusively from the date of occurrence of the event: (I) Acquisition or disposal of real property <u>or right-of-use assets</u> thereof from or to a related party, or acquisition or disposal of assets other than real property <u>or</u> <u>right-of-use assets</u> thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT$300 million or more. Provided, this shall not apply to trading of <u>domestic</u> government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. (II) Conducting mergers, demergers, acquisitions, and transfer of shares. (III) Losses from the trading of financial derivatives reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. (IV) Where an asset transaction other than any of those referred to in the preceding Paragraphs (I) - (III) or Mainland China area investment is for an amount exceeding 20% of the paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: 1. Trading of <u>domestic</u> government bonds. 2. Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription that are offered and issued in the primary market, or subscription of securities that are offered and issued in the primary market.	Public Announcement and Filing Procedures I. Under any of the following circumstances, a company acquiring or disposing of assets shall publicly announce and file the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days counting inclusively from the date of occurrence of the event: (I) Acquisition or disposal of real property thereof from or to a related party, or acquisition or disposal of assets other than real property thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT$300 million or more. Provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. (II) Conducting mergers, demergers, acquisitions, and transfer of shares. (III) Losses from the trading of financial derivatives reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. (IV) Where an asset transaction other than any of those referred to in the preceding Paragraphs (I) - (III) or Mainland China area investment is for an amount exceeding 20% of the paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: 1. Trading of government bonds. 2. Where done by professional investors-securities trading on <u>domestic and international</u> securities exchanges or OTC markets, or subscription that are offered and issued in the primary market, or subscription of securities that are offered	Amended according to laws and regulations,

No.	After Amendment	Before Amendment	Note
	3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises 4. Acquisition or disposal of assets that are equipment intended for business use, and furthermore the transaction counterparty is not a related party, and the transaction amount does not exceed NT$500 million; The aforementioned transactions amount shall be calculated as follows: (I) The amount of any individual transaction; (II) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year; (III) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property <u>or right-of-use assets</u> thereof within the same development project within the preceding year; (IV) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year; "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount. II. The Company shall compile monthly reports on the status of the trading of financial derivatives engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC before the 10th day of each month. III. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and filed in their entirety within two days counting inclusively	and issued in the primary market. 3.Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises 4. Acquisition or disposal of assets that are equipment intended for business use, and furthermore the transaction counterparty is not a related party, and the transaction amount does not exceed NT$500 million; The aforementioned transactions amount shall be calculated as follows: (I) The amount of any individual transaction; (II) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year; (III) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property thereof within the same development project within the preceding year; (IV) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year; "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount. II. The Company shall compile monthly reports on the status of the trading of financial derivatives engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC before the 10th day of each month. III. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly	

No.	After Amendment	Before Amendment	Note
	from the date of learning of such error or omission. IV. The Company's acquisition and disposal of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports, and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise. V. The Company after announcing and filing transactions in accordance with the provisions of the preceding article with one of the following circumstances shall report the relevant information on the designated website of the FSC within two days from the date of occurrence: (I) The relevant contracts signed for the original transaction have been changed, terminated, or cancelled. (II) The mergers, demergers, acquisitions, and transfer of shares are not completed according to the contractual schedule. (III) The originally announced and filed contents have been changed. VI. If the subsidiary of the Company is not a domestic public offering company, the subsidiary's public announcement and fling for the matters stipulated in this Article should be implemented by the Company. The amount of paid-in capital or total assets met the public announcement and filing standards applicable to subsidiaries shall be based on the paid-in capital or total assets of the Company. VII. The calculation of the "10% of the total assets" is based on the amount of the total assets in the most recent subsidiary or individual financial reports as stipulated in the "Regulations Governing the Preparation of Financial Reports by Securities Firms."	announced and filed in their entirety within two days counting inclusively from the date of learning of such error or omission. IV. The Company's acquisition and disposal of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports, and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise. V. The Company after announcing and filing transactions in accordance with the provisions of the preceding article with one of the following circumstances shall report the relevant information on the designated website of the FSC within two days from the date of occurrence: (I) The relevant contracts signed for the original transaction have been changed, terminated, or cancelled. (II) The mergers, demergers, acquisitions, and transfer of shares are not completed according to the contractual schedule. (III) The originally announced and filed contents have been changed. VI. If the subsidiary of the Company is not a domestic public offering company, the subsidiary's public announcement and fling for the matters stipulated in this Article should be implemented by the Company. The amount of 20% of the paid-in capital or 10% of the total assets met the public announcement and filing standards applicable to subsidiaries shall be based on the paid-in capital or total assets of the Company. VII. The calculation of the "10% of the total assets" is based on the amount of the total assets in the most recent subsidiary or individual financial reports as stipulated in the "Regulations Governing the Preparation of Financial Reports by Securities Firms."	

Appendix 1

St.Shine Optical Co., Ltd.
Articles of Incorporation

Chapter 1 General Rules

Article 1: The Company is named “St.Shine Optical Co., Ltd.” according to the organization stipulated in the Company Act.

Article 2: The Company’s business operation is as follows:

I. CF01011 Medical Equipment Manufacturing Business
II. F401010International Trade
III. F113050 Computer and Office Machinery Equipment Wholesale Business
IV. F213030 Computer and Office Machinery Equipment Retail Business
V. F108031 Medical Equipment Wholesale Business
VI. F208031 Medical Equipment Retail Business
VII. JZ99060 Optometry Service Industry
VIII. ZZ99999 Except for the chartered business, including businesses not prohibited or restricted by law;

Article 3: The Company may make guarantees externally for business needs, but guarantee related matters shall be implemented in accordance with the Company’s “Procedures for Loaning of Funds and Making of Endorsements and Guarantees.”

Article 4: The Company shall not be an unlimited liability shareholder of a company or a partner of a partnership; if it is a limited liability shareholder of a company, the total investment amount is not subject to the limit of total investment as stipulated in the Company Act, only the investment in long-term equity shall be determined by the competent authority within the scope of authorization in accordance with the Company’s “Procedures for the Acquisition or Disposal of Assets.”

Article 5: The total investment amount of the Company is not subject to the restriction of Article 13 of the Company Act.

Article 6: The Company has a head office in New Taipei City and may establish branches domestically or internationally as necessary with the establishment, revocation, or changes implemented by the resolution of the Board of Directors.

Chapter 2 Shares

Article 7: The Company's authorized capital amount is NT$880 million, divided into 88 million shares at NT$10 par, and the Board of Directors is authorized to have the unissued shares issued by installation, of which, 3,610,000 shares are reserved for the application of employee warrants.

Article 8: The Company's stocks are all ordered and signed or sealed by more than three directors; also, certified by the competent authority or its approved issuing and registration agency in advance. The shares issued by the Company are exempted from printing stocks, and should be registered with the centralized securities depository institutions.

Article 9: The Company's stock matters should be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" that is announced by the competent authorities.

Article 10: The registration for share transfer shall be suspended within 60 days before the General Shareholders Meeting, within 30 days before an Extraordinary Shareholders Meeting, or within five days before the date of the Company's decision made to distribute dividends and bonuses or other benefits.

Chapter 3 Shareholders Meeting

Article 11: Shareholders Meetings include General Shareholders Meeting and Extraordinary Shareholders Meeting.

1. A General Shareholders Meeting is held once a year and it shall be convened by the Board of Directors within six months after the end of each fiscal year.
2. An Extraordinary Shareholders Meeting is convened when it is necessary.

Article 12: The resolutions of the Shareholders Meeting, unless otherwise regulated by law and regulations, shall be reached with the attendance of the shareholders who have been issued with the majority of the shares, and with the consent of the attending shareholders who have the majority of the voting rights. The following matters should be resolved with the attendance of the shareholders or proxies who have had been issued with two-thirds of the shares and with the consent of the attending shareholders who have the majority of the voting rights.

1. Purchase or merger with other domestic or international companies.
2. Dissolution, liquidation, or segmentation;

Article 13: Each shareholder of the Company has one vote for each share, except as otherwise provided by relevant laws and regulations.

Article 14: When a shareholder is unable to attend the Shareholders Meetings for any reason, he/she may issue a proxy stating the scope of authorization with the seals or signatures of the shareholder affixed to attend the meeting by proxy. The use of the proxy is in accordance with Article 177 of the Company Act and Article 25-1 of the “Regulations Governing the Use of Proxies for the Attendance at Shareholders Meeting of Public Companies” issued by the competent authorities.

Article 15: When a Shareholders Meeting is held, the Chairman is to chair the meeting. When the Chairman is on leave, the Chairman shall appoint one of the directors to act as Chairman. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as Chairman. If a Shareholders Meeting is convened by a party with the power to convene but not the Board of Directors, the convening party shall chair the Meeting, and if there are more than two conveners, one of the conveners shall chair the Shareholders Meeting.

Article 16: The resolutions of the Shareholders Meeting shall be made into a minutes of the Meeting to be signed or sealed by the Chairman of the Shareholders Meeting, and the minutes of the Meeting shall be distributed to the shareholders within 20 days after the Meeting.

The production and distribution of the minutes of the Meeting in the preceding paragraph can be made electronically.

The distribution of the minutes of the Meeting as stated in Paragraph 1 can be announced.

Chapter 4 Directors, Supervisors, and Managers

Article 17: The Company has five to nine directors and three supervisors designated. The candidate nomination system is adopted to have directors and supervisors elected from the candidate list in the Shareholders Meeting for a three-year term, and they can be re-elected.

For the number of directors stated in the preceding paragraph, there must not be less than two independent directors designated, which is not less than one-fifth of the total number of directors.

The professional qualifications, shareholdings, part-time restrictions, nomination and election methods, and other matters to be complied with by independent directors shall be handled in accordance with the relevant provisions of the securities authorities.

The total shareholding ratio of all directors and supervisors of the Company shall be in accordance with the provisions of the securities authorities.

Article 17-1: The manner in which the Company accepts the nomination and election of directors and supervisors is handled in accordance with the relevant laws and regulations. The election of independent directors and non-independent directors shall be held together with the number of elected seats counted separately.

The cumulative voting method shall be used for election of the directors and supervisors of the Company. Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates. The candidates with the highest number of votes are elected.

Article 17-2: More than half of the directors of the Company, at least one supervisor position must be held by a person having neither of the following relationships with any other supervisor or with any director:

1. Spouses.
2. A relationship within the second degree of kinship.

Article 18: Directors organize the Board of Directors to exercise the powers of directors.

Article 19: The Board Meeting shall be attended by more than two-thirds of the directors, and more than half of the attending directors will give consent on the election of the Chairman. One Chairman shall be elected and the Chairman shall represent the Company externally.

Article 20: The first Board Meeting is to be convened by the director who receives the highest voting rights. Starting from the second meeting, the Board Meeting is to be convened and chaired by the Chairman. When the Chairman asks for leave or fails to exercise his/her powers for any reason, his/her proxy shall handle matters in accordance with the provisions of Article 208 of the Company Act.

Article 20-1: The reasons for calling a Board Meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a Meeting may be called on shorter notice.

The notice set forth in the preceding paragraph may be enforced by means of writing, fax, or electronic transmission to all director and supervisors.

Article 21: The resolutions of the Board of Directors, unless otherwise regulated by the Company Law and Securities Exchange Act, shall be reached with the attendance of the majority of directors and with the consent of the majority of the attending directors.

When the directors have a conflict of interest in the matters of the Meeting, they shall explain the important contents of their conflict of interest in the Board Meeting.

All Board Directors shall attend Board Meetings in person; if attendance in person is not possible, they may appoint another director to attend in their place with a written proxy stating the scope of authorization with respect to the reasons for meeting, but there is a limit of one proxy for one director only. In addition, directors attending the Board Meeting via video-conference are deemed to have attended in person.

Article 22: The Company may have one general manager and several vice general managers appointed in accordance with the resolutions of the Board of Directors and with their appointment, dismissal, and remuneration handled in accordance with the provisions of Article 29 of the Company Act.

Article 22-1: In order to reduce and diversify the risk of directors' and supervisors' causing significant damage to the Company and shareholders due to illegal activities during their term of office, the Chairman is authorized to handle matters relating to the acquisition of liability insurance for the directors and supervisors during their term of office.

Article 22-2: For the remuneration of the Chairman, directors, and supervisors, the Board of Directors is authorized to determine it according to their participation in and contribution to the Company's operations and by referring to the standards of the industry.

Chapter 5 Accounting

Article 23: At the end of each fiscal year the Board of Directors has the following reports prepared and presented to the supervisors for review 30 days before the convening of the General Shareholders Meeting and presented in the

Shareholders Meeting for recognition:

1. Business Report.
2. Inancial Statements.
3. Earnings Distribution or Loss Compensation Statement.

Article 24: If the Company makes a profit in the year, it should appropriate not less than 3% of the earnings as remuneration to employees. The Board of Directors decides the distribution of stock dividends or cash dividends. Employees of the subordinate companies who have met certain conditions are also entitled to said remuneration. The Company's Board of Directors may resolve to appropriate not more than 3% of the aforementioned earnings as remuneration to directors and supervisors, in cash only.

However, when the Company has accumulated losses, it should retain an amount to make up for the loss in advance, and then appropriate remuneration to employees and directors and supervisors according to the ratio stated in the preceding paragraph.

Remuneration to employees and directors and supervisors shall be reported in the Shareholders Meeting.

Article 24-1: The Company's earnings, if any, should be applied to pay taxes and make up for losses, and then 10% of the earnings shall be appropriated as legal reserve. However, when the legal reserve is equivalent to the paid-in capital, the appropriation of legal reserve can be ceased. In addition, the special reserve will be appropriated or reversed according to laws and regulations or depending on business needs. The remaining amount, if any, plus the accumulated undistributed earnings will be available for distribution according to the proposal of the Board of Directors. The distribution of dividends and bonuses to the shareholders should be presented in the Shareholders Meeting for resolutions.

Article 25: The Company will consider the surrounding environment and growth stage of the Company, in response to future capital needs and long-term financial planning, and meet the shareholders' demand for cash inflow, for the distribution of dividends by the Company, wherein the cash dividends shall not be less than 10% of the total dividends.

Chapter 6 Supplementary Clauses

Article 26: The charter and work rules of the Company are to be stipulated separately in accordance with the resolution of the Board of Directors.

Article 27: Matters not covered in the Articles of Association will be handled in accordance with the provisions of the Company Act and relevant laws and regulations.

Article 28: These Articles of Association were enacted on August 14, 1986.

The 1st amendment was made on December 5, 1986.
The 2nd amendment was made on December 20, 1991.
The 3rd amendment was made on July 20, 1994.
The 4th amendment was made on March 3, 1995.
The 5th amendment was made on October 24, 1996.
The 6th amendment was made on December 2, 1996.
The 7th amendment was made on December 24, 1998.
The 8th amendment was made on May 6, 1999.
The 9th amendment was made on December 4, 1999.
The 10th amendment was made on December 4, 1999.
The 11th amendment was made on February 15, 2000.
The 12th amendment was made on July 14, 2000.
The 13th amendment was made on June 26, 2002.
The 14th amendment was made on June 12, 2003.
The 15th amendment was made on May 25, 2004.
The 16th amendment was made on May 25, 2004.
The 17th amendment was made on June 27, 2005.
The 18th amendment was made on June 14, 2006.
The 19th amendment was made on June 13, 2007.
The 20th amendment was made on June 15, 2010.
The 21st amendment was made on June 12, 2012.
The 22nd amendment was made on June 9, 2015.
The 23rd amendment was made on June 17, 2016.

Appendix 2

St.Shine Optical Co., Ltd.

Rules and Procedures of Shareholders' Meeting

I. The Company's Shareholders Meetings, except as otherwise provided by laws and regulations, shall be handled in accordance with these Rules.

II. The Shareholders Meeting shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.

III. Attendance and voting at a shareholders meeting shall be calculated based on the numbers of shares.

IV. The venue for a Shareholders Meeting shall be where the Company is located, or a place easily accessible to shareholders and suitable for a Shareholders Meeting. The Meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

V. If a Shareholders Meeting is convened by the Board of Directors, the Meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman. If there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the general directors to act as Chairman. If there is no general director, one of the directors should be appointed as the proxy. Where the Chairman does not make such a designation, the general directors or directors shall select from among themselves one person to serve as Chairman.

If a Shareholders Meeting is convened by a party with the power to convene but not the Board of Directors, the convening party shall chair the Meeting, and if there are more than two conveners, one of the conveners shall chair the Shareholders Meeting.

VI. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a Shareholders Meeting.

Staff handling administrative affairs of a Shareholders Meeting shall wear identification cards or arm bands.

VII. The proceedings of the Shareholders Meeting shall have an uninterrupted audio and video recording made and the recorded materials shall be retained for at least 1 year.

VIII. The Chairman shall call the meeting to order at the scheduled meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1 of Article 175 of the Company Act.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the Chairman may resubmit the tentative resolution for a vote by the Shareholders Meeting pursuant to Article 174 of the Company Act.

IX. If a Shareholders Meeting is convened by the Board of Directors, the Meeting agenda shall be set by the Board of Directors. The Meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Shareholders Meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a Shareholders Meeting convened by a party with the power to convene that is not the Board of Directors.

The Chairman may not declare the Meeting adjourned prior to completion of deliberation on the Meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Shareholders Meeting.

After the Meeting is adjourned, the shareholders may not elect another Chairman to continue the meeting at the original site or another place. However, if the Chairman declares the meeting adjourned in violation of the rules of procedure, the other Board Directors shall promptly assist the attending shareholders in electing a new Chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

X. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the Chairman.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When a shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chairman and the shareholder that has the floor; the Chairman shall stop any violation.

XI. Except with the consent of the Chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item or disturbs the order of the proceedings, the Chairman may stop such act or terminate the speech discretionally

XII. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a Shareholders Meeting, only one of the representatives so appointed may speak on the same proposal.

XIII. After an attending shareholder has spoken, the Chairman may respond in person or direct relevant personnel to respond.

XIV. When the Chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chairman may announce the discussion closed and call for a vote.

XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chairman, provided that all monitoring personnel shall be shareholders of the Company.

The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

XVI. When a Meeting is in progress, the Chairman may announce a break based on time considerations.

XVII. Except as otherwise provided in the Company Act and in the Company's Articles of Association, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

At the time of voting, if the Chairman has consulted the attending shareholders without any objection raised, the proposal shall be deemed as passed and its validity shall be the same as the voting.

XVIII. When there is an amendment or an alternative to a proposal; the Chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed as rejected, and no further voting shall be required.

XIX. The Chairman may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

XX. These Rules and any amendments hereto shall be implemented after adoption by Shareholders Meetings.

Appendix 3

St. Shine Optical Co., Ltd.

Rules for Election of Directors and Supervisors

Article 1: Except as otherwise provided by the Company Act and the Company's Articles of Association, the elections of directors and supervisors shall be conducted in accordance with these Rules.

Article 2: The election of the directors and supervisors of the Company is conducted at the Shareholders Meeting.

Article 3: Anyone with capacity to act may be elected as a director or supervisor of the Company.

Article 4: The number of directors and supervisors of the Company is as the number of directors and supervisors set out in the Articles of Association of the Company.

Article 5: The cumulative voting method shall be used for election of the directors and supervisors of the Company. The name of the elector shall be replaced by the shareholder's attendance certificate number on the ballot. The election of a supervisor shall be handled in accordance with the provisions of the preceding paragraph.

Article 6: The number of directors and supervisors will be as specified in the Article of Association of the Company. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When a person is elected as a director and supervisor at the same time, he or she shall decide to act as a director or supervisor, and the vacancy shall be replenished by the candidate who received the second highest number of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.

Article 6-1: More than half of the directors of the Company, and at least one supervisor position must be held by a person having neither of the following relationship with any other supervisor or with any director:

1. Spouses.

2. A relationship within the second degree of kinship.

Article 6-2: If the directors and supervisors of the Company are not in compliance with the provisions of Article 6-1 of these Rules, the elected directors or supervisors shall be determined in accordance with the following provisions.

1. If the directors do not meet the requirements, and if the votes of the directors who do not meet the requirements are lower, the election will be invalid.
2. The supervisors who do not comply with the regulations are also subject to the provisions of the preceding paragraph.
3. If the directors and supervisors do not meet the requirements, and if the votes of the supervisors who do not meet the requirements are lower, the election will be invalid.

Article 7: The Board of Directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected.

Article 8: Before the election begins, the Chairman shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel.

Article 9: The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10: If the candidate is a shareholder, the elector must include the account name of the candidate and the shareholder account number in the “Candidate” column of the election. If the candidate is not a shareholder, the name and Corporate Tax ID No. of the candidate should be filled out. If the government or incorporated shareholder is the candidate, the “candidate” column on the ballot should be filled in with the name of the government or incorporated shareholders, or the name of the government or legal person and the name of its representative.

Article 10-1: The directors and supervisors will be elected with voting rights separately calculated for independent and non-independent director positions.

Article 11: A ballot is invalid under any of the following circumstances:

1. The ballot has not been cast into the ballot box.
2. The ballot is not prepared by the Board of Directors of the Company and does not have the seal of the Company or the Board of Directors affixed, or, the shareholder’s attendance certificate number and number of voting rights are not specified on the ballot.
3. A blank ballot that is not filled out by the elector.

4. The same ballot is filled in with two or more candidate's names.
5. Other words or marks are entered in addition to the candidate's account name (name) or shareholder account number (Corporate Tax ID No.) and the number of voting rights allotted.
6. The writing is unclear and indecipherable or has been altered.
7. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder registry; or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's Corporate ID Tax No. and name do not match.

Article 12: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation shall be announced by the Chairman on the site under the supervision of the vote monitoring personnel.

Article 13: The Board of Directors of the Company shall issue notifications to the persons elected as directors or supervisors.

Article 14: These Rules and any amendments hereto shall be implemented after approval by a Shareholders Meeting.

Appendix 4

St. Shine Optical Co., Ltd.
Shareholdings of Directors and Supervisors

Note: (1) The paid-in capital of the Company is NTD 504,165,160, with a total 50,416,516 outstanding shares.

(2) As the Company has three independent directors designated, according to the laws and regulations, the number of shares held by directors and supervisors has dropped to 80%. The minimum number of shares to be held by the entire directors is 4,033,321 shares, and the minimum number of shares to be held by the entire supervisors is 403,332 shares.

(3) As of the date of April 15, 2019 for suspending the share transfer for this shareholders meeting, the shareholding of each individual and entire directors and supervisors stipulated in the shareholders roster is as follows:

April 15, 2019

		Shareholding (Notes)	Percentage of Shareholding
Chairman	WIN LIGHT INVESTMENTS LIMITED Representative: Ming-Hsien Chen	1,751,000	3.47
Director	Johnson Chou	1,388,612	2.75
Director	Ying-Chieh Chu	401,976	0.80
Independent Director	Jasmine Wang	0	0.00
Independent Director	Frankie Hsieh	0	0.00
Independent Director	Ju-Yang Liao	0	0.00
Total of Directors		3,541,588	7.02
Supervisor	Chin- Lung Chen	62,912	0.12
Supervisor	Chih- Long Chou	0	0.00
Supervisor	Peter Ho	403,749	0.80
Total of Supervisors		466,661	0.92
Total		4,008,249	7.94

Note: The number of shares listed above includes the “Shares Under Trust with Discretion Reserved”