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2012 Annual Report

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I. Letter to Shareholders

Dear shareholders,

Looking back over 2012, the global economy has been steadily recovered from European debt crisis, however slowly. As a result of the Company repositioning itself as a value-added provider and all employees' efforts, our revenue continues to reach record high in 2012. Here we would like to present a review on our business operations for the past year as well as our future plans to our shareholders.

With regards to the Company's operating performance for 2012, the consolidate revenue was NT\$2,366 million, which represented an increase of 6.1% over the previous year. Net income after tax was NT\$273 million, which was down 10% over the previous year. Basic after-tax earnings per share (EPS) were NT1.75. Look forward to 2013, we expect to have revenue and profit above the average of the industry under a precise performance index set by the company. We hereby briefly report on our 2012 operating results and 2013 business plan as follows.

I. Operation Results in 2012

1. Consolidated financial result

Unit: NT\$ 1,000

	2012		2011		Increase (decrease) amount	Percentage increase (decrease)
	AMT	%	AMT	%		
Net Sales	2,365,885	100%	2,230,000	100%	135,885	6.1%
Gross Profit	748,609	32%	776,138	35%	(27,529)	(3.5%)
Operating Income	368,092	16%	398,548	18%	(30,456)	(7.6%)
Pretax Income	355,994	15%	390,854	17%	(34,860)	(8.9%)
Net Income	273,951	12%	302,908	13%	(28,957)	(9.6%)

2. Budget Implementation

As dictated in current statutory laws and regulations, we didn't release our 2012 financial forecast to the public. However, our overall operating results are generally in line with the internal operation plan.

3. Profitability Analysis

Item	2012	2011
Debt to Asset Ratio (%)	31.53	32.82
Long-term Capital to Fixed Asset Ratio (%)	147.62	144.86
Current Ratio (%)	275.38	244.54
Accounts Receivable Turnover	2.92	2.91
Inventory Turnover	3.71	3.60
Return on Assets (%)	5.25	5.96
Return on Shareholders' Equity (%)	6.95	8.31
Basic after-tax EPS (NT\$)	1.75	2.01

4. Research and Development Status

The company has seen significant results in our efforts to achieve product high performance and low cost goals. We hereby briefly report on our achievements and research plan as follows:

- (1) We are continuously developing high aspect ratio drill series which solve breakage problems as well as improve drilling performance and quality.
- (2) We are continuously developing coating cutting tools to increase their life time.
- (3) We have successfully developed new brazing skill to enhance strength on micro drills.
- (4) In order to meet customers' requirements and market demand, we have been devoted to the research and development of advanced products and technologies. R&D expense amounted to 3.4% of total revenue, reaching NT\$80 million in 2012.
- (5) To secure competitiveness by developing advanced technologies and applying patents, we have successfully applied for 31 patents by the end of 2012.

5. Other Projects Execution Results

- (1) Corporate Social Responsibility: the Company pursues not only competitiveness and

consistent earnings growth but also commits to be in compliance with social and environmental responsibility for individuals, the community and the environment. In 2012, the Company received the “A” ranking in “Information Transparency and Disclosure Ranking System” conducted by Securities and Futures Institute (SFI); provided employee with excellent welfare and a complete training and development system; supported public welfare projects; put in efforts to reduce power consumption and resource recycling in business activities.

- (2) Total Productive Management: TPM is a strategy to continuously improve the production process. The aim is to improve the availability of facilities by eliminating mistakes and wastage. In June 2012, the Company held kick-off meeting in Shanghai and built eight function teams to ensure the implementation of TPM project.

II. Overview of Operation Plan in 2013

1. Operation Principle and Important Policies

- (1) Based on “discipline, insistence and innovation”, our mission is to diminish total operating costs and enhance added-values of our customers.
- (2) To continue developing drills with finer size and better performance so as to catch market trends in the future, as well as proactively partner with customers for product technology development.
- (3) To increase cost competitiveness by enhancing material technology, optimizing production process, and trend management.
- (4) To roll out value-added products and services to increase customers’ value and win market share.
- (5) To continue to buildup integration service platform which including mechanical drilling, laser drilling, and CNC routing services in order to provide best solution to our key customers and build momentum for future growth.

2. Perspectives

The world economic recovery continues after European debt crisis. The US economy is recovering at a tepid pace and the demands of emerging markets are also increasing. In general, it is widely agreed moderate growth for the global economy in 2013. Portable devices (smart phones and tablet PCs) are still the expected drivers for electronics industry’s growth, which accelerates the demand of micro-drill and blind/buried vias of high-end PCBs.

Looking forward, there are still a lot of uncertain factors that could influence the market, the fluctuation of raw material price, exchange rate and labor wage in China should be carefully considered for their influence on the Company’s operation. The Company will continue to improve product R&D and process capability and strive to develop toward advanced products and more miniaturized products with more stringent specifications in order to conform to requirements of international customers and enlarge the technological gap with other competitors. Moreover, the Company will prudently to maintain stable operations and explore every opportunity for growth.

Finally, we would like to thank you for your continued support for Topoint. All of us at Topoint will continue to commit ourselves to make great achievements to benefit all our shareholders. We wish you all good health and good luck.

Sincerely yours,

Chairman / CEO **Xu-ting Lin**

General Manager **Jia-hong Wang**

Financial Manager **Li-Ching Ko**

II. Introduction of Corporation

1. Establishment date :

Established on: April 12, 1996

2. Development history :

- 1) 1996: Topoint Technology Co., Ltd. was established to engage in production and sales of precision drills with NT\$15 million in capital.
- 2) 1997 : In order to meet the market demand, it increased its capital by NT\$17.5 million to purchase new machinery equipment. By then, the total paid-in capital was NT\$32.5 million.
- 3) 1998 : It increased its capital by NT\$66.7 million to enlarge its business scale and purchase new machinery equipment. By then, the total paid-in capital was NT\$99.2 million. The factory was relocated to Beinei Street of Shulin where the factory buildings were enlarged so as to meet future expanding operation
- 4) 1999: It garnered RWTUV ISO9002, a quality assurance accreditation, in April, and had a cash capital increase of NT\$20.8 million on Sep. 20 for the purchase of leading-edge equipment to enhance production capacity. By then, the capital increase by earnings recapitalization was NT\$18.25 million, whereas the paid-in capitalization was NT\$138.25 million.
- 5) 2000: As approved by the competent authorities in May for public offer, it increased NT\$120 million of capital in cash in June to purchase production equipment and advanced inspection instruments to elevate production capacity and assure product quality. By then, the capital increase by earnings recapitalization was NT\$10.56 million, capital increase by capital surplus as stock dividends was NT\$4.19 million and the paid-in capitalization was NT\$273 million.
- 6) 2001: It increased NT\$54.91 million of capital by earnings recapitalization and NT\$12.09 million of capital by capital surplus as stock dividends in August. In December of the same year, it increased NT\$ 50 million of capital in cash to purchase production equipment, repay bank loans and supplement the working capital. By then, the paid-in capitalization was NT\$390 million.
- 7) 2003: It registered for the listing of the emerging stock on January 2, and increased NT20 million of capital in cash in December to purchase equipment and expand production capacity. By then, the paid-in capitalization was NT\$410 million.
- 8) 2004: It increased NT\$16.93 million of capital by earnings recapitalization in June to supplement the working capital. In December, it increased NT\$57 million of capital in cash to repay bank loans. As a total the paid-in capitalization was NT\$483.93 million. In December, its stock went public on the OTC market.
- 9) 2005: It relocated its factory to the present address having larger space so as to meet the demand for future expanding operation, and increased NT\$68,651,250 of capital by earnings recapitalization in July. As a total, the paid-in capitalization was NT\$552,581,250.
- 10) 2006: It issued NT\$40 million of its first local unsecured convertible corporate bonds in February to purchase equipment and repay bank loans, increased NT\$100 million of capital in cash in

March to purchase equipment and expand production capacity, issued 5,520 units of employee stock options in April, and increased NT\$101,706,700 of capital by earnings recapitalization in July. As a total, the paid-in capitalization was NT\$773,881,710.

- 11) 2007: It increased NT\$112,269,820 of capital by earnings recapitalization in July to supplement the working capital. As a total, the paid-in capitalization was NT\$954,691,270.
- 12) 2008: It increased NT\$115,873,410 of capital by earnings recapitalization and change shares of employee stock option. As a total, the paid-in capitalization was NT\$1,070,564,680.
- 13) 2009: It increased NT\$100 million of capital in cash in August to repay bank loans, and issued NT\$200 million of its first private of unsecured convertible bonds in September to repay bank loans, increased NT\$96,153,230 of capital by earnings recapitalization and change shares of employee stock option. As a total, the paid-in capitalization was NT\$1,266,717,910.
- 14) 2010: It increased NT\$23,696,680 of unsecured convertible bonds in November, and increased NT\$48,801,550 of capital by earnings recapitalization and change shares of employee stock option. As a total, the paid-in capitalization was NT\$1,339,216,140.
- 15) 2011: It increased NT\$142,180,070 of unsecured convertible bonds, increased NT\$37,198,860 of capital by earnings recapitalization and increased NT\$7,090,000 of employee stock option. As a total, the paid-in capitalization was NT\$1,525,685,070.
- 16) 2012: It increased NT\$40,892,590 of capital by earnings recapitalization. As a total, the paid-in capitalization was NT\$1,566,577,660.

III. Corporate Governance Report

1. Organization System

(1) Organization Chart



(2) Major Corporate Functions

Department	Major functions
Audit Office	To audit and evaluate the functions and operations of each department and the execution of internal control system.
Chairman Office	Planning and execution of relationships with investors. Corporate stock affairs and investment evaluation.
Business Management Office	To establish corporate guidelines, strategies and operation plans.
General Manager Office	To plan and management of company projects.
Environmental Health & Safety Office	Planning and implementation of the systems relating to factory environment, security and health.
Engineering Dept.	Management of production technology and process standardization, and maintenance of production equipment.
Production Dept.	Production schedule planning, and management of product process and manufacture.
Research & Development Division	R&D of advanced technologies and development of new products. Patent planning and management.
Quality Assurance Dept.	Planning and execution of quality control system

Department	Major functions
Logistic Dept.	Management and planning of purchasing and warehousing
Sales & Marketing Dept.	<p>Planning sales and promotion strategies.</p> <p>Expansion of markets, introduction of customers, and increase market share to achieve company's sales goals.</p> <p>Provision of production forecast to coordinate production and sales.</p>
Human Resource Dept.	Management of human resources, personnel administration and regulated systems.
Administration Dept.	Planning and execution of general affairs, factory affairs, and information systems.
Finance Dept.	Corporate financial planning and investment management. Planning and execution of accounting and taxes system.

2. Information about Directors, Supervisors, Presidents, Vice presidents, Assistant presidents, Chiefs of Respective Divisions and Branch Offices

(1)Directors and supervisors :

a. directors and supervisors

April 30, 2013

Title	name	Elected (inaugurated) date	Term (years)	1 st elected date	Shares held when being elected		Current shareholding		Shareholding of spouse and minors		Shares held in the names of others		Current post and/or e d u c a t i o n	Post concurrently taken in the company or other companies	Other executives, directors or supervisors in spouse relationship or kin relationship within 2 nd degree		
					shares	Shareholding ratio	Number of shares	Shareholding ratio	Shares	Shareholding ratio	Shares	Shareholding ratio			Title	Name	Relation
Chairman	Lin Xu-ting	06/12/2012	3	03/18/1996	5,330,231	3.49%	5,473,081	3.49%	-	-	-	-	President of the company/Student of National Open University	CEO of the company	Spokesperson General manager	Lin Ruo-ping Wang Jia-hong	Father /. Daughter Affinity
Director	Wang Jia-hong	06/12/2012	3	06/15/2010	661,745	0.43%	1,295,559	0.83%	3,698	0.00%	-	-	manager of the company/ Graduate of the accounting department of Soochow University	General manager of the company	Chairman	Lin Xu-ting	Affinity
Director	UMC Capital Corporation	06/12/2012	3	06/20/2006	4,741,455	3.11%	4,868,525	3.11%	-	-	-	-	-	-	-	-	-
	Lai Sin-Yi	09/17/2012	3	09/17/2012	-	-	-	-	-	-	-	-	Manager of UMC Capital Corporation EMBA from National sun yat-sen University	Director of UMC Capital Corporation		-	-
Director	CDIB Venture Capital Corporation	06/12/2012	3	06/12/2012	2,428,672	1.59%	2,493,760	1.59%	-	-	-	-	-	-	-	-	-
	Huang Liang-Jie	06/12/2012	3	06/12/2012	-	-	-	-	-	-	-	-	EMBA from University of London-London Business School Director of Pacific Venture Group	Director of China Development Industrial Bank	-	-	-
Independent director	Lo Tsung-Ming	06/12/2012	3	06/06/2003	2,875	0.00%	2,952	0.00%	2,952	0.00%	-	-	Graduate of NTU College of Law/Legal affairs manager of Sampo Group.	Chairman of Sipo Land Agent Firm	-	-	-
Independent director	Ko Po-cheng	06/12/2012	3	06/06/2003	-	-	-	-	-	-	-	-	Associate professor of the Accounting Department of Soochow University	Supervisor of CyberPower Systems,Inc Supervisor of Lustrous	-	-	-
Independent director	Pai Jung-sheng	06/12/2012	3	06/13/2008	-	-	-	-	-	-	-	-	National Chung Hsing University, Chemistry	TPCA technical consultant. Technical consultant of Unimicron Corporation. Independent Director of ShineMore Corporation.	-	-	-
Supervisor	Chen Ken-ching	06/12/2012	3	06/20/2006	1,587,852	1.04%	1,630,406	1.04%	365,255	0.23%	-	-	Graduate of a commercial senior high school / employee of Sampo Group	President of Hong Gy Co., Ltd. Chairman of Li-Herng Investment Chairman of Pai-Jing Investment Supervisor of Lustrous Technology Ltd.	-	-	-
supervisor	Niu Cheng-chie	06/12/2012	3	06/20/2006	2,587	0.00%	2,656	0.00%	-	-	-	-	PhD of Polymer Chemistry from Polytechnic Institute of Brooklyn.	I-Shou University, Department of Biomedical Engineering Assistant Professor	-	-	-

Note: supervisor of Liang Shwu-jian resigned on october 3, 2012

Major institutional shareholders:

April 30, 2013

Name of institutional shareholder	Major shareholders of the institutional shareholders
UMC Capital Corporation	100% of shares are held by United Microelectronics Corp.
China Development Industrial Bank	100% of shares are held by China Development Industrial Bank

Major shareholders of the major shareholders that are Juridical Persons

April 30, 2013

Institutional shareholder name	Major shareholders of the institutional shareholder
United Microelectronics Corp.	8.77% of shares are held by UMC account GDR to J.P.Morgan. 3.37% of shares are held by Hsun Chieh Investment Co.,Ltd. 2.41% of shares are held by Silicon Integrated Systems Corp. 1.82% of shares are held by Bank of Taiwan custody Hill-Chester International Investors International Value Equity Trust Investment Account 0.99% of shares are held by Chunghwa post co., Ltd. 0.95% of shares are held by Bank of Taiwan custody Hill-Chester International Investors International Value Equity Group Trust Investment Account 0.93% of shares are held by ABP Pension Fund Investment Account to J.P.Morgan. 0.83% of shares are held by Administrative Committee, Yao Hua Glass Co., Ltd. 0.74% of shares are held by an ADIA investment fund commissioned to Morgan Stanley. 0.73% of shares are held by Management board public service pension fund ministry of civil service republic of china
China Development Industrial Bank	100 % of shares are held by China Development Financial Holding Co., Ltd.

b. Personal data of directors and supervisors

Condition Name (Note1)	With over five years of job experience and the following business qualification			Are they in compliance with the independence terms (Note)										Also an independent director of other public company
	Teachers of public or private colleges for the subject Of commerce, law, finance, accounting, or business	Judge, prosecutor, attorney, accountant, or business salesperson s passed national exam & certified specialists or technicians	With job experience in commerce, law, finance, accounting, or business	1	2	3	4	5	6	7	8	9	10	
Lin Xu-ting			✓				✓	✓	✓	✓	✓	✓	✓	-
Wang Jia-hong			✓			✓	✓	✓	✓	✓	✓	✓	✓	-
Lai Sin-Yi			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		-
Huang Liang-Jie			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		-
Lo Tsung-ming			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-
Ko Po-cheng	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-
Pai Jung-sheng			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	1
Chen Ken-ching			✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	-
Niu Cheng-chie			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-

Note: Directors and supervisors who have qualified the following conditions two years before being elected and during the term are to tick the box ("✓") of the corresponding condition.

(1) Not the employee of the company or its affiliated enterprises

(2) Not the director or supervisor of the company or its affiliated enterprises (however, it is not limited to the independent director of the subsidiary in which the company directly or indirectly holds more than 50% of voting shares.)

(3) Not the shareholder whose spouse, minor children or related persons in his or her name hold more for than 1% of the company's issued shares, nor the one who is one of company's top-10 nature person shareholders.

(4) Not the direct lineal blood relative (including spouse and the relatives within 2nd degree) of the persons listed in the preceding three items.

(5) Not the director, supervisor or employee of the institutional shareholder who directly holds more than 5% of the company's issued shares, nor the director, supervisor or employee of the top 5 institutional shareholders.

(6) Not the director, supervisor, manager of the specific company or institute having financial or business relationship with the company, nor the shareholders holding more than 5% of the company's shares.

(7) Not the professional who offers business, legal, accounting or consulting services to the company or its affiliated enterprises, nor the proprietor, partner, director, supervisor, manager and their spouses of the business entity solely invested or partnered by the company.

(8) Not the spouse nor a relative within two degrees of lineal consanguinity of an individual.

(9) Free of any of the behaviors as defined in Article 30 of Company Act.

(10) Not a governmental officer, juridical person or its representative as defined in Article 27 of Company Act.

Title	Name	Date Elected	Shareholding		Shareholding of spouse and minor		Shares held by other persons in their name		Experience (Education)	Current position with other companies	Executives who are spouses or second consanguinity		
			Shares	%	Shares	%	Shares	%			Title	Name	Relation
CEO	Lin Xu-ting	11/29/2005	5,473,081	3.49	-	-	-	-	President of the company/Student of National Open University	The Chairman of the company	Special assistant to the Chairman President	Lin Ruo-ping Wang Jia-hong	Father/ daughter cousin-in -law
President	Wang Jia-hong	01/13/2011	1,295,559	0.83	3,698	0.00	-	-	Manager of Topoint / Graduate of the accounting department of Soochow University	-	CEO	Lin Xu-ting	cousin-in -law
Plant Director	Huang Yin-ming	05/08/2006	121,722	0.08	4,386	0.00	-	-	Manager of ASE Inc. / Graduate of the materials science and engineering department of Feng Chia University	-	-	-	-
R&D Director	Chen Zhao-yang	02/01/2002	133,643	0.09	-	-	-	-	Manager of Topoint / Graduate of Mingshin Junior College.	-	-	-	-
Financial Manager	Ko Li-ching	06/26/2008	-	-	-	-	-	-	Junior manager of Taiwan International Securities / Graduate of the accounting department of Soochow University	-	-	-	-
Audit Manager	Lien Chen-Hui	03/25/2011	158	0.00	-	-	-	-	Graduate of the accounting department of Soochow University	-	-	-	-

(3) Remuneration of Directors, Supervisors, President, and Vice President

A. Remuneration of Directors

Unit: NT\$1,000/1,000 shares

Title	Name	Remuneration								Total Remuneration(A+B+C+D)as a % of 2011 Net income		Compensation earned as employee of TOP or of TOP's consolidated entities										Total compensation as a % of 2011 Net income(Note2)		Compensation Received from Non-consolidated affiliates
		Base Compensation(A)		Severance Pay(B) (Note3)		Bonus to directors(C) (Note1)		Allowances(D)				Salary(E)		Severance Pay (F)		Employee profit sharing (G)				Exercisable employee stock options(H)				
		From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP		From all consolidated entities		From TOP	From all consolidated entities			
																Cash	Stock	Cash	Stock					
Chairman	Lin Xu-ting	-	-	-	-	5,769	5,769	156	156	2.16%	2.16%	3,821	16,081	-	-	5,200	-	5,200	-	-	-	5.46%	9.93%	-
Director	Wang Jia-hong																							
Director	UMC Capital Corporation : Lai Sin-Yi																							
Director	CDIB Venture Capital Corporation: Huang Liang-Jie																							
Independent director	Lo Tsung-ming																							
Independent director	Ko Po-cheng																							
Independent director	Pai Jung-sheng																							

Note 1 : As passed in the board meeting on March 19, 2013 for 2012 annual earnings distribution, NT\$7,396,682 is for remuneration of directors and supervisors and NT\$36,983,408 for employee bonus. As of the annual report publication date, this resolution made in the board meeting has yet to be resolved by shareholders in the shareholders' meeting. The distributed amounts shown above were calculated according to last year's distribution ratio.

Note 2: Income after Income Tax is less by Bonus to employees.

Note 3: Total Severance Pay to TOP's directors in 2012 was \$0.

Remuneration Bracket

Remuneration to directors	2012			
	Total Remuneration(A+B+C+D)		Total Compensation (A+B+C+D+E+F+G)	
	From TOP	From all consolidated entities	From TOP	From all consolidated entities
Below \$2,000,000	Lin Xu-ting , Wang Jia-hong, UMC Capital Corporation, CDIB Venture Capital Corporation, Lo Tsung-ming , Ko Po-cheng , Pai Jung-sheng	Lin Xu-ting , Wang Jia-hong, UMC Capital Corporation, CDIB Venture Capital Corporation, Lo Tsung-ming , Ko Po-cheng , Pai Jung-sheng	UMC Capital Corporation, CDIB Venture Capital Corporation, Lo Tsung-ming , Ko Po-cheng , Pai Jung-sheng	UMC Capital Corporation, CDIB Venture Capital Corporation, Lo Tsung-ming , Ko Po-cheng , Pai Jung-sheng
\$2,000,000 ~ \$5,000,000	-	-	-	-
\$5,000,000 ~ \$10,000,000	-	-	Lin Xu-ting,Wang Jia-hong	-
\$10,000,000 ~ \$15,000,000	-	-	-	Lin Xu-ting,Wang Jia-hong
\$15,000,000 ~ \$30,000,000	-	-	-	-
\$30,000,000 ~ \$50,000,000	-	-	-	-
\$50,000,000 ~ \$100,000,000	-	-	-	-
Over \$100,000,000	-	-	-	-
Total amount	7	7	7	7

B. Remuneration for supervisors

Unit: NT\$1,000/1,000 shares

Title	Name	2012								Total Remuneration(A+B+C+D)as a % of 2011Net income (Note2)		Compensation Received from Non-consolidated affiliates
		Base Compensation(A)		Severance Pay(B) (Note3)		Bonus to supervisors (C) (Note1)		Base Compensation(D)				
		From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	
Supervisor	Chen Ken-ching	-	-	-	-	1,627	1,627	54	54	0.61%	0.61%	-
Supervisor	Niu Cheng-chie											

Note 1 : As passed in the board meeting on March 19, 2013 for 2012 annual earnings distribution, NT\$7,396,682 is for remuneration of directors and supervisors and NT\$36,983,408 for employee bonus. As of the annual report publication date, this resolution made in the board meeting has yet to be resolved by shareholders in the shareholders' meeting. The distributed amounts shown above were calculated according to last year's distribution ratio.

Note 2: Income after Income Tax is less by Bonus to employees.

Note 3: Total Severance Pay to TOP's directors in 2012 was \$0.

Remuneration Bracket

Remuneration to supervisors	2012	
	Total Remuneration(A+B+C+D)	
	From TOP	From all consolidated entities
Below \$2,000,000	Chen Ken-ching, Niu Cheng-chie	Chen Ken-ching, Niu Cheng-chie
\$2,000,000 ~ \$5,000,000	-	-
\$5,000,000 ~ \$10,000,000	-	-
\$10,000,000 ~ \$15,000,000	-	-
\$15,000,000 ~ \$30,000,000	-	-
\$30,000,000 ~ \$50,000,000	-	-
\$50,000,000 ~ \$100,000,000	-	-
Over \$100,000,000	-	-
Total amount	2	2

C. Remuneration for President and V.P.

Unit: NT\$1,000/1,000 shares

Title (Note1)	Name	Salary(A)		Severance Pay(B) (Note3)		Rewards and special payments, etc. (C)		Bonuses and Allowances(D) (Note1)				Total Remuneration(A+B+C+D)as a % of 2011 Net income (Note2)		Exercisable employee stock options		Compensation Received from Non-consolidated affiliates
		From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP	From all consolidated entities	From TOP		From all consolidated entities		From TOP	From all consolidated entities	From TOP	From all consolidated entities	
								Cash	Stock	Cash	Stock					
Chairman	Lin Xu-ting	3,584	7,123	-	-	237	8,958	5,200	-	5,200	-	3.29%	7.77%	-	-	-
Vice President	Wang Jia-hong															

Note 1 : As passed in the board meeting on March 19, 2013 for 2012 annual earnings distribution, NT\$7,396,682 is for remuneration of directors and supervisors and NT\$36,983,408 for employee bonus. As of the annual report publication date, this resolution made in the board meeting has yet to be resolved shareholders in the shareholders' meeting. The distributed amounts shown above were calculated according to last year's distribution ratio.

Note 2: Income after Income Tax is less by Bonus to employees.

Note3: Total Severance Pay to TOP's President and V.P. in 2012 was \$0, that pensions funded according to applicable law. In 2012 was NT\$36,432.

Grades of remuneration

Grades of the remuneration for the company's general managers and vice general managers	2012	
	From TOP	From all consolidated entities
Below \$2,000,000	-	-
\$2,000,000 ~ \$5,000,000	Lin Xu-ting, Wang Jia-hong	-
\$5,000,000 ~ \$10,000,000	-	-
\$10,000,000 ~ \$15,000,000	-	Lin Xu-ting, Wang Jia-hong
\$15,000,000 ~ \$30,000,000	-	-
\$30,000,000 ~ \$50,000,000	-	-
\$50,000,000 ~ \$100,000,000	-	-
Over \$100,000,000	-	-
Total amount	2	2

D. Name of managers who received dividend and the distribution of dividend

April 30, 2013

Unit: NT\$1,000

	Title	Name	Stock Dividend	Cash Dividend (Note1)	Total	Ratio of total amount to net income (%) (Note2)
Managers	Chairman & CEO	Lin Xu-ting	-	9,316	9,316	3.40%
	President	Wang Jia-hong				
	Plant Director	Huang Yin-ming				
	R&D Director	Chen Zhao-yang				
	Finance & Accounting Manager	Ko Li-ching				

Note 1 : As passed in the board meeting on March 19, 2013 for 2012 annual earnings distribution, NT\$7,396,682 is for remuneration of directors and supervisors and NT\$36,983,408 for employee bonus. As of the annual report publication date, this resolution made in the board meeting has yet to be resolved by shareholders in the shareholders' meeting. The distributed amounts shown above were calculated according to last year's distribution ratio.

Not 2: Income after Income Tax is less by Bonus to employees.

- (1) Analysis of the ratio of the total remuneration for the directors, supervisors, general managers and vice general managers of the company and its consolidated statement companies in the recent two years to after-tax net profit, and description of remuneration payment policies, standards, combinations, procedure to determine the remuneration and the correlation with operating performance :

Y e a r	Total remuneration of directors, supervisors, general managers and vice general managers	Ratio of the preceding remuneration to after-tax net profit (Note 3)	Remuneration payment policies, standards, combinations, procedure to determine the remuneration and the correlation with operation p e r f o r m a n c e
2011	27,923 thousand	9.22%	(Note1)
2012	28,887 thousand (Note2)	10.54%	(Note1)

Note 1: The remuneration for directors and supervisors is regulated according to the dividend distribution policy stipulated in the company's constitution, in which the annual earning distribution status shall be submitted to the board of directors for discussion before being sent to the shareholders' meeting for resolution. The remuneration for general managers shall be released according to the company's performance evaluation system.

Note 2 : As passed in the board meeting on March 19, 2013 for 2012 annual earnings distribution, NT\$7,396,682 is for remuneration of directors and supervisors and NT\$36,983,408 for employee bonus. As of the annual report publication date, this resolution made in the board meeting has yet to be resolved by shareholders in the shareholders' meeting. The distributed amounts shown above were calculated according to last year's distribution ratio.

Note 3: Income after Income Tax is less by Bonus to employees.

3. Business management

(1) Board of Directors

The attendance of Directors for 9 (A) Board Meetings in 2012:

Title	Name	Attendance (B)	Proxy	Frequency of attendance (%)(B/A)	Remarks
Chairman	Lin Xu-ting	8	1	89.0	-
D i r e c t o r	Wang Jia-hong	8	1	89.0	-
D i r e c t o r	Representative of UMC Capital Corporation: Lai Sin-Yi	7	1	78.0	-
D i r e c t o r	CDIB Venture Capital Corporation: Huang Liang-Jie	2	7	22.0	-
Independent D i r e c t o r	Lo Tsung-Ming	8	1	89.0	-
Independent D i r e c t o r	Ko Po-cheng	9	0	100.0	-
Independent D i r e c t o r	Pai Jung-sheng	7	0	98	-
Remarks: 1. For the events stated in SEC Article 14.3 and other opposing or qualified opinion of independent directors that are recorded or declared in writing, the date, term, the content of the case, independent director's opinion, and the company's response to the director's opinion must be stated in details: N/A 2. The name of the directors who have excused themselves from the meeting due to a conflict of interest, the name of the directors, the content of the case, the reason for the conflict of interest, and the voting must be stated in details: N/A. 3. The goal for improving the function of the board of directors (e.g. establishing the audit committee and enhancing information transparency, etc.) and execution evaluation: Other than placing Three independent directors, and according to the "rules of board meeting procedure", which was attendance of Directors to enhance their operating efficiency and reinforce their decision making capacity.					

(2) Audit Committee or Board of Supervisors

(a) The attendance of Audit Committee in 2012:N/A

(b) The attendance of Supervisors for 9(A) Board Meetings in 2012:

Title	Name	Attendance (B)	Proxy Frequency of attendance (%)(B/A)	Remarks
Supervisors	Chen Ken-ching	9	100	
Supervisors	Liang Shwu-jian	8	100	Date Elected: 2012.10.03 Attendance of 8th
Supervisors	Niu Cheng-chie	7	78	

Remarks:

1. The formation and responsibility of the supervisors:

(1) Communication among the employees and shareholders of the company:

The company's supervisors use periodical or non-periodical meetings and shareholders' meetings to communicate with the company's employees and shareholders.

(2) Communication among the audit Manager and CPA of the company:

The company's supervisors use periodical or non-periodical meetings with the company's audit manager and CPA.

2. If supervisors have opinion from the meeting that are recorded or declared in writing, the date, term, the content of the case, supervisor's opinion, and the company's response to the supervisor's opinion must be stated in details: N/A

(3) Corporate governance and the deviation from the Rules Governing Listed & OTC corporate governance and the causes

Item	Operation	Deviation from the rules Governing Listed & OTC corporate governance and the causes
<p>1. The company's equity structure and shareholders' equity</p> <p>(1) The way that the company handles suggestions and disputes with shareholders.</p> <p>(2) The status that the company gets hold of the list of the company's major active shareholders and the final controllers of the company's major shareholders.</p> <p>(3) The mechanism for company establishment, risk control of its affiliated enterprises, and fire wall establishment.</p>	<p>(1)The company has a spokesman (Lin Ruo-ping), a deputy spokesperson (Lien Chen-Hui) and the stock affairs division.</p> <p>(2) The company has entrusted a stock affairs agency (the stock affairs agency division of Taiwan International Securities Group) and has exclusive stock affairs personnel to serve shareholders.</p> <p>(3) The company has laid down the regulations for trading operation with its affiliated enterprises, and for surveillance of its subsidiaries.</p>	None
<p>2. Constitution of the board of directors and its function</p> <p>(1) The status of placing independent directors.</p> <p>(2) To periodically review the independence status of the certified public accountants</p>	<p>(1) The company places three independent directors (Lo Tsung-Ming, Ko Po-cheng and Pai Jung-sheng)</p> <p>(2) In compliance with statutory regulations, the company's board of directors periodically evaluates the independent status of its certified public accountants.</p>	None
<p>3. The status for the establishment of communication channel with related parties.</p>	<p>The company setup Investor Relations on its website to periodically release the company's business and financial information. In addition, an e-mail address is also available for shareholders to contact the company.</p>	None
<p>4. To make information public</p> <p>(1) The company uses its own website to disclose its financial status and company governance information</p> <p>(2) The company also uses other information disclosure ways (e.g. establishment of English website, designation of exclusive personnel to collect and disclose the company's information, fulfillment of spokesperson system, and posting prospectus seminar process on the company's website, etc.)</p>	<p>(1) The address of the company's website is: www.topoint.tw The company has already posted its governance information on the website. Viewers may also use the website to link to the Market Observation Post System for enquiry of the company's financial and business information.</p> <p>(2) The company has its spokesperson system which is used to collect and disclose information and as the bridge to communicate with outsiders.</p>	<p>None</p> <p>None</p>
<p>5. The operation of the function committees set for the function of nomination or remuneration determination.</p>	<p>Please refer to P17 in the annual report for details</p>	None

Item	Operation	Deviation from the rules Governing Listed & OTC corporate governance and the causes
6.	If the company has corporate governance rules stipulated according to the “rules governing Listed/ OTC corporate governance, “please state the variation of the business operation from the rules: The corporate governance rules instituted by the company and their spirit have all been included in the company’s internal control system. The new entrants are all requested to follow the internal control system in their oriental training. At the same time, the “rules of shareholders’ meeting procedure”, “rules of board meeting procedure” and “director and supervisor election regulations” have all been laid down. The board of directors passed the “director, supervisor and manager moral code” on April 25, 2008 and sent it to the shareholders” meeting for resolution.	
7.	Other in formation that helps understand the corporate governance (for example, advanced study of directors and supervisors, attendance of directors and supervisors for board meeting, enforcement of risk management policy and risk measurement standards, protection for consumers and customers, director’s excusing himself/herself from a case involving conflict of interest, liability insurance acquired for directors and supervisors, and corporate social responsibilities): (1) Advanced study of directors and supervisors: Please go to the corporate governance section of the “Market Observation Post System” on http://newmops .twse.com.tw . (2) The risk management/measurement and customers protection policy are defined in the company’s internal control system, and executed according to the regulations. (3) The directors and supervisors attend of the board when the trustee like fords to a trustee office row bill have excused themselves and benefit that not join the vote. (4) Liability insurance is acquired for directors and supervisors according to the articles of Incorporation.	
8.	If there is an internal evaluation report or an independent appraisal report furnished on corporate governance, the internal (external) performance evaluation report must be furnished with the nonconformities (or suggestions) and corrective actions detailed: The Company has devoted to providing transparent information to shareholders. In “Information Transparency and Disclosure Ranking System” conducted by Securities and Futures Institute (SFI), the Company was ranked as “A” company in 2009 and 2012, and received the highest “A+” ranking in 2010 and 2011. This grading result demonstrates the Company’s effort of pursuing better corporate governance and protecting the benefits of its shareholders.	

- (4) Composition, Responsibilities and Operations of Compensation Committee :
- Board resolution to establish compensation committee on December 28,2011 and remuneration committee under the Act, it shall adopt a remuneration committee charter. The remuneration committee members shall be appointed by resolution of the board of directors. The committee shall not be fewer than three members. The remuneration committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors:
- (a)Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors, supervisors and managerial officers.
- (b)Periodically evaluate and prescribe the remuneration of directors, supervisors, and managerial officers.

The attendance of Compensation Committee for 9(A) Board Meetings in 2012:

Title	Name	Attendance (B)	Proxy Frequency of attendance (%) (B/A)	Remarks	Title
President	Lo Tsung-Ming	5	0	100	
Members	Ko Po-cheng	5	0	100	
Members	Pai Jung-sheng	4	0	80	

(5) Social Responsibility

Item	Implementation Status	Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies” and reasons
<p>1. Exercising Corporate Governance</p> <p>(1)The company declares its corporate social responsibility policy and examines the results of the implementation.</p> <p>(2)The company establishes exclusively (or concurrently) dedicated units to be in charge of proposing and enforcing the corporate social responsibility policies.</p> <p>(3)The company organizes regular training on business ethics and promotion of matters prescribed in the preceding Article for directors, supervisors and employees, and should incorporate the foregoing into its employee performance appraisal system to establish a clear and effective reward and discipline system.</p>	<p>(1) None.</p> <p>(2) None.</p> <p>(3) The company has established “standards of conduct” as standards for compliance by directors, supervisors, managers and employees, Encourage reporting of any illegal conduct or conduct violating ethical behavior standards, Punishment: the Company shall investigate the responsibilities of any person that neglects his/her duties according to the violation condition and take appropriate legal actions.</p>	<p>N/A</p>
<p>2. Fostering a Sustainable Environment</p> <p>(1)The company endeavors to utilize all resources more efficiently and uses renewable materials which have a low impact on the environment.</p> <p>(2)The company establishes proper environmental management systems based on the characteristics of their industries.</p> <p>(3)The company establishes dedicated units or assigns dedicated personnel for environment management to maintain the environment.</p> <p>(4)The company monitors the impact of climate change on its operations and should establish company strategies for energy conservation and carbon and greenhouse gas reduction.</p>	<p>(1) Ongoing waste reduction – reduce the creation of waste and reduce the waste volume created via recycle classification as much as possible .</p> <p>(2) Ongoing improvement – environmental protection popularization, safety and health training, environmental safety conscious reinforcement, environmental system and regulations implementation, systematic management, ongoing improvement, quality environmental protection construction, safe and healthy working place.</p> <p>(3) The Company has set the safety and health room dedicated personnel responsible for the maintenance and management of the environment.</p> <p>(4) Pollution Prevention - source management, carry out water reduction, energy saving, reuse, cleaning process, cost reduction, reduction impact to ecological environment and establishment of environmental management system (ISO 14001).</p>	<p>N/A</p>

Item	Implementation Status	Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies” and reasons
<p>3. Preserving Public Welfare</p> <p>(1)The company complies with relevant labor laws and regulations, protects the legal rights and interests of employees, and has in place appropriate management methods and procedures.</p> <p>(2)The company provides safe and healthy work environments for its employees, and organizes training on safety and health for its employees on a regular basis.</p> <p>(3)The company establishes and discloses policies on consumer rights and interests and provides a clear and effective procedure for accepting consumer complaints.</p> <p>(4)The company cooperates with its suppliers to jointly foster a stronger sense of corporate social responsibility.</p> <p>(5)The company, through commercial activities, non-cash property endowments, volunteer service or other free professional services, participates in community development and charities events.</p>	<p>(1) The Company has emphasized employee welfare and interest since its establishment, and the labor relation is very cohesive. The Company holds labor meetings periodically and provides employee proposal and opinion boxes for employees to respond to problems and constitute good interaction. It is expected to establish a cohesive relationship between labor and capital.</p> <p>(2) Carry out health management and promote employees' physical and mental health.</p> <p>(3) 、(4) Fair trade: treat the Company's customers, suppliers and competitors as fair as possible.</p> <p>(5) Various channels from time to time by the Company to participate in community development and related activities of charities.</p>	N/A
<p>4. Enhancing Information Disclosure</p> <p>(1)The measures of disclosing relevant and reliable information relating to their corporate social responsibility.</p> <p>(2)The company produces corporate social responsibility reports disclosing the status of their implementation of the corporate social responsibility policy.</p>	<p>(1) The appraisal result of "Information Transparency and Disclosure Ranking System" conducted by Securities and Futures Institute (SFI) is now released. Topoint is ranked as "A+" company and also remarked as a company that discloses information voluntarily.</p> <p>(2) N/A 。</p>	N/A
<p>5. If the Company has established corporate social responsibility principles based on “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies”, please describe any discrepancy between the principles and their implementation:N/A</p>		
<p>6. Other important information to facilitate better understanding of the Company's corporate social responsibility practices (e.g., systems and measures that the company has adopted with respect to environmental protection, community participation, contribution to society, service to society, social and public interests, consumer rights and interests, human rights, safety and health, other corporate social responsibilities and activities, and the status of implementation.) : Please go to “Newsroom” of company's website www.topoint.tw</p>		

Item	Implementation Status	Deviations from “Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies” and reasons
<p>7. If the products or corporate social responsibility reports have received assurance from external institutions, they should state so below:</p> <p>(1) Establishment of environmental management system (ISO 14001 and OHSAS 18001).</p> <p>(2) Topoint Shanghai gains certification as "High Technology Enterprise" by Shanghai Science and Technology Commission for three years since 2010.</p>		

(6) Integrity management company to perform the case and adopt measures:

Item	Implementation Status	Deviations from "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" and reasons
<p>I. Establishment of Business conduct policy and plans</p> <p>(i) Regulations and external documents expressly business conduct policy, as well as the board of directors and management is committed to actively implement the circumstances.</p> <p>(ii) Establishment of unethical conduct prevention plan and its standard operating procedure (SOP), business conduct guide, and education/training.</p> <p>(iii) Measures to prevent corruption and acceptance of illegal political donations for business activities with higher risk of unethical conduct in the unethical conduct prevention plan.</p>	<p>(i) The Code of Business Conduct have been approved by Board Meeting on Mar. 19, 2013.</p> <p>(ii) The company shall periodically organize training and awareness programs for directors, supervisors, managers, employees, and substantial controllers and invite the company's commercial transaction counterparties so they understand the company's resolve to implement ethical corporate management, the related policies, prevention program and the consequences of committing unethical conduct.</p> <p>(iii) "Benefits" in the Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.</p>	<p>N/A</p>

Item	Implementation Status	Deviations from "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" and reasons
<p>II. Implementation of the Code of Business Conduct</p> <p>(i) Avoidance of business activities with businesses having unethical conduct records and defining ethical conduct clauses in business contracts.</p> <p>(ii) Establishment of dedicated / responsible unit for the promotion of business conduct and its status of operation.</p> <p>(iii) Promulgation of Policies for preventing conflicts of interests and offer channels for reporting conflicts of benefits.</p> <p>(iv) Effective operation of the accounting and internal audit systems established to enforce the code of business conduct and internal audits by internal auditors.</p>	<p>(i) When entering into contracts with other parties, The company shall include in such contracts provisions demanding ethical corporate management policy compliance and that in the event the trading counterparties are suspected of engaging in unethical conduct, the The company may at any time terminate or cancel the contracts</p> <p>(ii) To achieve sound ethical corporate management, the company are advised to form a dedicated unit to be in charge of establishing and enforcing the ethical corporate management policies and prevention program and reporting to the board of directors on a regular basis.</p> <p>(iii) Taking the overall interests of the company as consideration shall not be intended to make their own, spouse, parents, children, or relatives within three degrees of improper advantage or prejudice the company's interests.</p> <p>(iv) The company shall establish effective accounting systems and internal control systems for business activities which may at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.</p> <p>Internal auditors of the company shall periodically examine the company's compliance with the foregoing and prepare audit reports and submit the same to the board of directors.</p>	<p>N/A</p> <p>N/A</p>

Item	Implementation Status	Deviations from “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” and reasons
III. Establishment of reporting channels and disciplinary and petition mechanisms for violations of the code of business conduct.	III. The company employees in suspected or found to be a violation of laws or the norms of the code of behavior, to supervisors, managers, the internal audit supervisor, head of Department of management or other appropriate reporting. The corporate identity for informers and report content should be confidential. The security and protection of reporting persons, making it from retaliation (or threats, harassment) risk.	N/A
IV. Improvements in information disclosure (i) The Company's website discloses business conduct related information Regarding “The Code of Ethics” and “The Code of Business Conduct”. (ii) Other disclosure for TWSE/GTSM-Listed Companies. channels(i.e. English website; designated personnel in charge of company information collection and disclosure on company web site)	(i) The address of the company's website is: www.topoint.tw The company has already posted its governance information on the website. Viewers may also use the website to link to the Market Observation Post System for enquiry of the company's financial and business information. (ii) The company has its spokesperson system which is used to collect and disclose information and as the bridge to communicate with outsiders.	N/A
V. If you have established your own guidelines for the Code of Business Conduct” according to Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies, please state the discrepancies (if any) between actual operation and policy: No different.		
VI. Other important information revealing the company's ethical operations (e.g., the determination and policy to convince business partners to implement ethical operations; inviting them to participate in related education and training; and review and revision of the company's code of business conduct): None.		

- (7) Enquiry of corporate governance rules and related regulations: Please go to the corporate governance section of the "Market Observation Post System" .
- (8) The information to help investors more aware of how the company's corporate governance is operated:
- Please go to "Investor Relations" of company's website www.topoint.tw
 - Advanced study the governance rules of Mangers: Please go to the corporate governance section of the "Market Observation Post System" on [http://newmops .twse.com.tw](http://newmops.twse.com.tw).
- (9) Execution of internal control system:
- Internal control declaration: Please go to the "Market Observation Post System"
 - Entrustment of CPA to audit internal control system: N/A
- (10) The punishments applied to the company and its employees due to law violation, the punishments applied by the company to its internal employee due to violation of internal control system, major drawbacks and improvement in the recent year and the current year as of the annual report publication date:
- As regulated by the company, other than including the violation of internal control system in the rating of personnel annual performance evaluation, the company has also given a detailed account of the punishments, major drawbacks and expected improvement deadline in each audit report. At the same time, the audit unit has continued to track the improvement status and make records. The major drawbacks had been corrected in the recent year and the current year as of the annual report publication date.
- (11) Major resolutions made in shareholders' meetings and board meetings in the recent year and the current year as of the annual report publication date:

A. The company had the 2012 general shareholders meeting held with the following resolution reached (06/12/2012):

Resolutions	Implementation Status
(a) Recognized the financial results for 2011.	(a) RESOLVED, that the above proposals be and hereby were approved as proposed.
(b) Recognized the 2011 earnings distribution (Distributed \$0.7237/share of cash dividends and gave 26.8 shares/1000 shares of stock dividends. The board of directors is authorized to adjust the ensuing change to be caused by the change in the shareholder's stock dividend/ cash dividend rate resulting from the outstanding shares which are influenced by the change of capitalization.)	(b) The ex-dividend date Aug. 4, 2012 was determined and the cash dividend was distributed on Sep. 14, 2012; stock dividend on Sep. 14, 2012.
(c) Passed the Company's issuance of new shares from the capital increase of the 2011 earnings and employee bonus recapitalization	(c) The earning distribution proposal was approved by Financial Supervisory Commission, Executive Yuan with letter Jin-Guan-Zeng 1010029068 on Jul. 2, 2012.
(d) Passed the amendment of the Procedure of External Lending.	(d) The case was managed in accordance with the approved resolution.
(e) Passed the amendment of the Procedure of the Acquisition and Disposal of Assets.	(e) The case was managed in accordance with the approved resolution.
(f) Passed the amendment of the Articles of Incorporation.	(f) The case was managed in accordance with the approved resolution.
(g) Passed the amendment of the Regulations Governing Election of Directors and Supervisors.	(g) The case was managed in accordance with the approved resolution.

(h) Passed the election for directors and supervisors.	(h) The newly elected list		
	Title	Name	Electoral Vote
	Chairman	Lin Xu-ting	166,103,031
	Director	Wang Jia-hong	133,525,578
	Director	UMC Capital Corporation	121,566,445
	Director	CDIB Venture Capital Corporation	112,232,925
	Independent Director	Lo Tsung-ming	9,891,692
	Independent Director	Ko Po-cheng	9,866,692
	Independent Director	Pai Jung-sheng	9,866,692
	Supervisor	Chen Ken-ching	80,681,111
	Supervisor	Liang Shwu-jian	78,304,069
	Supervisor	Niu Cheng-chie	76,782,645
(i) Passed the release the non-competition restriction of director elected in 6 th session.	(i) The case was managed in accordance with the approved resolution.		

B. Board meetings

Date	Content
1. Mar. 26, 2012	1.Approved the Financial Statements and Business Report of 2011. 2.Approved dividend distribution of 2011. Cash dividends of NT\$110,416,051(NT\$0.7237 per share) Stock dividends of NT\$40,892,590 (26.80 shares for each 1,000 shares owned) 3.Approved new shares for capital increase. 4.Approved 2012 AGM agenda.
2.Jun. 12, 2012	1. Announces the appointment of chairman elected by 6th Board of Directors. 2.Approved the appointment of the members of Remuneration Committee. 3.Approved the change of company's CPA.
3.Jul. 12, 2012	1. Approved the record date for common share dividend. 2. Approved the reset price of employee stock option. 3. The board of directors approved the syndicated loan issue.
4.Aug. 29, 2012	1. Approved the Financial Statement of first half year of 2012.
5.Sep. 25, 2012	1. Approved the supplemental public issuance and listing application of private placement of unsecured convertible bonds.
6.Dec. 27, 2012	1. Approved Year 2012 annual audit plan.
7.Mar. 19, 2013	1.Approved the Financial Statements and Business Report of 2012. 2.Approved dividend distribution of 2012. Cash dividends of NT\$110,950,225(NT\$0.7082 per share) Stock dividends of NT\$12,327,800 (7.8692 shares for each 1,000 shares owned) 3.Approved new shares for capital increase. 4.Approved 2013 AGM agenda.

(12)The directors or supervisors who have objected to the resolutions reached by the board of directors and the objections are recorded or declared in writing in the most recent years and up to the date of the annual report printed: N/A

(13) The resignation or discharge of personnel who are responsible for financial statements in the most recent years and up to the date of the annual report printed; N/A

4. CPAs Fees:

Name of the firm	Names of CPA		During the audit	Notes
Deloitte & Touche	Liao Wan-I	Shieh Chien-Shin	Jan. 1,2012-Dec. 31,2012	

		Audit fees	Non-Audit fees	Total
1	Below \$2,000,000		v	
2	\$2,000,000 ~ \$4,000,000			
3	\$4,000,000 ~ \$6,000,000	v		
4	\$6,000,000 ~ \$8,000,000			
5	\$8,000,000 ~ \$10,000,000			
6	Over \$10,000,000			

- A. When non-audit fees paid to the certified public accountant, to the accounting firm of the certified public accountant, and/or to any affiliated enterprise of such accounting firm are one quarter or more of the audit fees paid thereto, the amounts of both audit and non-audit fees as well as details of non-audit services shall be disclosed:N/A.
- B. When the company changes its accounting firm and the audit fees paid for the fiscal year in which such change took place are lower than those for the previous fiscal year, the amounts of the audit fees before and after the change and the reasons shall be disclosed:N/A.
- C. When the audit fees paid for the current fiscal year are lower than those for the previous fiscal year by 15 percent or more, the reduction in the amount of audit fees, reduction percentage, and reason(s) therefor shall be disclosed:N/A.

The professional fees for auditing services referred to in item (1) means the professional fees paid by the company to a certified public accountant for auditing, review, and secondary reviews of financial reports, financial forecast reviews, and tax certification.

5. CPA's Information:

(1) Regarding former CPA:

Replacement date	Approved by the board of directors on Jun. 12, 2012.		
Replacement reasons	The CPA certifying the company's 2011 financial statements were Shieh Chien-Shin and Lin Ku-tung at Deloitte & Touche – Taiwan. However, due to the firm's internal task transfer and arrangement, the company's 2012 financial statements were certified by CPA Liao Wan-I and Shieh Chien-Shin.		
Please explain whether the termination or refusal of the commission is initiated by the entrusted or CPA.	The party	CPA	Entrustor
	Status	Not applicable	
	Took initiative in terminating the commission		
	Refusal (discontinuation) of the commission		
The opinions on the auditing reports in the recent two years and reasons, except the issue of unqualified opinions.	Not applicable		
Different opinions with the issuer:	Yes		Accounting principle or practice
			Disclosure of financial reports
			Auditing range and steps

		Others
	No	√
	Why	Not applicable.
Other disclosure items: (The items required to be disclosed as per item 4, subparagraph 1 of article 11 in regulations governing the preparation of financial reports by securities issuers.)	N/A	

(2)Regarding successor CPA:

Name of the firm	Deloitte & Touche – Taiwan
Names of CPA	Liao Wan-I and Shieh Chien-Shin
Date of commission	As passed by the board of directors on Jun. 12, 2012
Items and results of the consultation made before the commission for the possible opinions on the accounting process method or accounting principle and the financial reports of specific transactions	N/A
The written opinions from the successor CPA against the ones from the former CPA.	N/A

(3) The response made by former CPA for the issues listed in item 3 of subparagraph 1 of article 22 of “regulations governing the preparation of financial reports by securities issuers”: N/A

6. If the Chairman, President, and financial or accounting manager of the company who had worked for the independent auditor or the related party in the most recent year, the name, title, and the term with the independent auditor or the related party must be disclosed: N/A

7. Information on Net Change in Shareholding and Net Change in Shares Pledged by Directors, Supervisors, Department Heads, and Shareholders 10% shareholding or more:

(1) Information on Net Change in Shareholding and Net Change in Shares Pledged by Directors, Supervisors, Department Heads and Shareholders

Unit: share

Title	Name	2012		As of April 30, 2013	
		Net change in Shareholding	Net change in Share Pledged	Net change in Shareholding	Net change in Share Pledged
Chairman	Lin Xu-ting	142,850	-	-	(1,500,000)
Director	Wang Jia-hong	633,814	-	-	-
Director	UMC Capital Corporation	127,070	-	-	-
	Lai Sin-Yi	-	-	-	-
Director	CDIB Venture Capital Corporation	65,088	-	-	-
	Huang Liang-Jie	-	-	-	-
Independent director	Lo Tsung-ming	77	-	-	-
Independent director	Ko Po-cheng	-	-	-	-
Independent director	Pai Jung-sheng	-	-	-	-
Supervisor	Chen Gen-qing	42,554	-	-	-
Supervisor	Niu Cheng-chie	69	-	-	-
Plant Director	Huang Yin-ming	3,177	-	-	-
R&D Director	Chen Zhao-yang	3,488	-	-	-
Financial Manager	Ko Li-ching	-	-	-	-

(2) The information of the related party who was the corresponding party of the equity transfer: N/A

(3) The information of the related party who was the corresponding party of the equity pledge: N/A

8. The relation of the top ten shareholders as defined by Finance Standard Article 6:

Name	Current shareholding		Shareholding of spouse and minors		Shares held in the names of others		The relation of the top ten shareholders as defined by Finance Standard Article 6	
	Shares	Shareholding ratio	Shares	Shareholding ratio	Shares	Shareholding ratio	Name	relationship
TLC Capital Co., Ltd.	6,358,698	4.06%	-	N/A	-	N/A	UMC Capital Corporation	Affiliates
Lin Xu-ting	5,473,081	3.49%	-	N/A	-	N/A	Lin Liu-ze	Brothers
Zhen Ding Technology Holding Limited	4,989,128	3.19%	-	N/A	-	N/A	-	N/A
ASUSPOWER Investment Co., LTD.	4,987,521	3.18%	-	N/A	-	N/A	-	N/A
UMC Capital Corporation	4,868,525	3.11%	-	N/A	-	N/A	TLC Capital Co., Ltd.	Affiliates
Lin Liu-ze	4,780,238	3.05%	-	N/A	-	N/A	Lin Xu-ting	Brothers
China Development Industrial Bank	3,928,000	2.51%	-	N/A	-	N/A	-	N/A
Contracted Customer Investment Account of KGI Asia under the trusteeship of Standard Chartered Bank.	3,924,042	2.51%	-	N/A	-	N/A	-	N/A
Account of Cathay Greater China Fund	3,800,000	2.43%	-	N/A	-	N/A	-	N/A
Investment account of Yuanta Securities (Hong Kong) commissioned to HSBC	3,546,622	2.26%	-	N/A	-	N/A	-	N/A

9. Investment form Directors, Supervisors, Managers and directly or indirectly controlled businesses:

Unit: Share

Trans-investment business	The company's investment		Investment made by directors, supervisors, managers and the businesses directly or indirectly controlled by the company		Total investment	
	Shares	Shareholding ratio	Shares	Shareholding ratio	Shares	Total shareholding ratio
Topoint Technology Co.,Ltd.(B.V.I)	6,130	100%	-	-	6,130	100%
Unipoint Technology Co., Ltd.	29,450,037	59.26%	200,000	0.4%	29,650,037	59.66%
Warspeed Corporation(B.V.I)	50,000	100%	-	-	50,000	100%
Topoint Japan Co., Ltd.	600	100%	-	-	600	100%
Shanghai Topoint Precision Tool Co., Ltd.	-	-	-	100%	-	100%
Unipoint Technology Holdings Co., Ltd.(B.V.I.)	-	-	11,200	100%	11,200	100%
Sharpont Technology (Qinhuangdao) Co., Ltd.	-	-	-	100%	-	100%
Unipoint Technology Shenzhen Co., Ltd.	-	-	-	100%	-	100%
Sharpont Technology (Shenzhen) Co., Ltd.	-	-	-	100%	-	100%
Sharpont Technology (Suzhou) Co., Ltd.	-	-	-	100%	-	100%
Kunshan Restek Technology Co., Ltd.	-	-	-	75%	-	75%
Kunshan Topoint Technology Co., Ltd	-	-	-	100%	-	100%

IV. Stock subscription

1. Capital and shares:

(1) Stock capital

Unit: NT\$1,000/1,000 shares

Month / year	Issued price (\$)	Approved capitalization		Paid-in capitalization		Remarks			
		Shares	Amount	Shares	Amount	Capital sources		Use of non-cash property to pay for the shares	Others
4/1996	10	1,500	15,000	1,500	15,000	15,000	Cash capital increase	-	04/12/1996 1996 Jien (3) Geng Zi No. 48510
5/1997	10	6,000	60,000	3,250	32,500	17,500	Cash capital increase	-	02/23/1998 1998 Jien (3) Jia Zi No. 124692
6/1998	10	20,000	200,000	9,920	99,200	49,200 17,500	Cash capital increase Capital surplus transfer	-	11/18/1998 1998 Jien (3) Jia Zi No. 259480
9/1999	10	20,000	200,000	13,852	138,253	20,800 18,253	Cash capital increase Earnings transfer	-	10/21/1999 Jing (1999) Shang Zi No. 08813853
5/2000	23	49,000	490,000	27,300	273,000	120,000 14,747	Cash capital increase, earnings and capital surplus transfer	-	06/28/200 Jing (2000) Shang Zi No. 089121529
05/2002	10	49,000	490,000	34,000	340,000	67,000	Earnings and capital surplus transfer	-	09/19/2001 Jing (2001) Shang Zi No. 0901372890
11/2002	20	49,000	490,000	39,000	390,000	50,000	Cash capital increase	-	01/03/2002 Jing (2001) Shang Zi No. 09001523010
12/2003	10	49,000	490,000	41,000	410,000	20,000	Cash capital increase	-	12/29/2003 Jing-Shou-Zhong Zi No. 09233192270
08/2004	10	42,693	426,930	42,693	426,930	16,930	Earnings transfer	-	10/05/2004 Jing-Shou-Zhong Zi No. 09332806590
10/2004	16.8	70,000	700,000	48,393	483,930	57,000	Cash capital increase	-	12/29/2004 Jing-Shou-Zhong Zi No. 09333262600
09/2005	10	70,000	700,000	55,258	552,581	68,651	Earnings and capital surplus transfer	-	09/16/2005 Jing-Shou-Shang Zi No. 09401183300
06/2006	10	140,000	1,400,000	65,258	652,581	100,000	Cash capital increase	-	06/20/2006 Jing-Shou-Shang Zi No 09501118760
09/2006	10	140,000	1,400,000	75,428	754,288	101,707	Earnings transfer	-	09/07/2006 Jing-Shou-Shang Zi No. 09501202460

Month / year	Issued price (\$)	Approved capitalization		Paid-in capitalization		Remarks			
		Shares	Amount	Shares	Amount	Capital sources		Use of non-cash property to pay for the shares	Others
10/2006	10	140,000	1,400,000	76,116	761,161	6,873	Shares transferred from corporate bonds	-	10/07/2006 Jing-Shou-Shang Zi No. 09501232720
01/2007	10	140,000	1,400,000	77,388	773,882	12,721	Shares transferred from corporate bonds	-	10/23/2007 Jing-Shou-Shang Zi No. 09601018460
04/2007	10	140,000	1,400,000	78,605	786,050	12,168	Shares transferred from corporate bonds	-	04/17/2007 Jing-Shou-Shang Zi No. 09601080210
07/2007	10	140,000	1,400,000	84,242	842,421	56,371	Shares transferred from corporate bonds	-	07/23/2007 Jing-Shou-Shang Zi No. 09601175210
08/2007	10	140,000	1,400,000	95,469	954,691	112,270	Earnings transfer	-	08/24/2007 Jing-Shou-Shang Zi No. 09601206420
08/2008	10	140,000	1,400,000	106,868	1,068,680	113,988	Earnings transfer	-	08/28/2008 Jing-Shou-Shang Zi No. 09701219390
10/2008	10	140,000	1,400,000	107,056	1,070,565	1,885	Stock Option transfer	-	10/21/2008 Jing-Shou-Shang Zi No. 09701266600
08/2009	21	200,000	2,000,000	117,056	1,170,564	100,000	Cash capital increase	-	08/26/2009 Jing-Shou-Shang Zi No. 09801191340
09/2009	10	200,000	2,000,000	126,584	1,265,840	95,275	Earnings transfer	-	09/11/2009 Jing-Shou-Shang Zi No. 09801205940
10/2009	10	200,000	2,000,000	126,671	1,266,717	877	Stock Option transfer	-	10/30/2009 Jing-Shou-Shang Zi No. 09801249110
01/2010	10	200,000	2,000,000	127,577	1,275,577	8,860	Stock Option transfer	-	01/19/2010 Jing-Shou-Shang Zi No. 09901011840
04/2010	10	200,000	2,000,000	127,694	1,276,947	1,370	Stock Option transfer	-	04/16/2010 Jing-Shou-Shang Zi No. 09901076220
09/2010	10	300,000	3,000,000	131,551	1,315,519	38,571	Earnings transfer	-	09/03/2010 Jing-Shou-Shang Zi No. 09901203020
11/2010	21.1	300,000	3,000,000	133,921	1,339,216	23,696	CB transfer	-	11/01/2010 Jing-Shou-Shang Zi No. 09901244520

Month / year	Issued price (\$)	Approved capitalization		Paid-in capitalization		Capital sources		Remarks	
		Shares	Amount	Shares	Amount	Amount	Source	Use of non-cash property to pay for the shares	Others
01/2011	10	300,000	3,000,000	134,060	1,340,604	1,388	Stock Option transfer	-	01/25/2011 Jing-Shou-Shang Zi No. 10001017040
04/2011	21.1 10	300,000	3,000,000	139,370	1,393,699	53,096	CB transfer and Stock Option transfer	-	04/21/2011 Jing-Shou-Shang Zi No. 10001080020
07/2011	21.1	300,000	3,000,000	144,109	1,441,093	47,393	CB transfer	-	07/28/2011 Jing-Shou-Shang Zi No. 10001173710
08/2011	21.1 10	300,000	3,000,000	152,569	1,525,685	84,592	CB transfer and Earnings transfer	-	08/26/2011 Jing-Shou-Shang Zi No. 10001199400
08/2012	10	300,000	3,000,000	156,658	1,566,578	40,893	Earnings transfer	-	08/24/2012 Jing-Shou-Shang Zi No. 10101176420

Unit: share

Type of Shares	Authorized Shares			R e m a r k s
	Outstanding shares	Un-issued shares	Total	
Common stock	156,657,766	143,342,234	300,000,000	Listed shares 149,176,485

(2) Status of shareholders

April 13, 2013

Status of shareholders Q'ty	Government agencies	Financial institutions	Other institutional investors	Domestic Natural Persons	Foreign institutional & Natural Persons	Total
Number of shareholders	2	10	27	10,912	51	11,002
Shareholding	765,158	14,115,543	33,105,013	94,537,457	14,134,595	156,657,766
Shareholding ratio	0.49%	9.01%	21.13%	60.35%	9.02%	100.00%

(3) Status of Shareholding Distributed

Face value per share: \$10

April 13, 2013

Classification	Number of shareholder	Shareholding	Shareholding Ratio(%)
1-999	3,393	642,226	0.41
1000-5,000	4,517	10,022,201	6.40
5,001-10,000	1,350	9,666,311	6.17
10,001-15,000	592	7,023,616	4.48
15,001-20,000	275	4,829,970	3.08
20,001-30,000	312	7,637,144	4.88
30,001-40,000	151	5,235,793	3.34
40,001-50,000	100	4,564,252	2.91
50,001-100,000	168	11,689,820	7.46
100,001-200,000	83	11,442,246	7.30
200,001-400,000	22	5,994,032	3.83
400,001-600,000	7	3,350,272	2.14
600,001-800,000	5	3,612,710	2.31
800,001-1000,000	4	3,367,217	2.15
1000,001 以上	23	67,579,956	43.14
Total	11,002	156,657,766	100.00

(4) Roster of Major shareholders:

April 13, 2013

Shareholding Shareholder's Name	Shareholding	Shareholding ratio
TLC Capital Co., Ltd.	6,358,698	4.06%
Lin Xu-ting	5,473,081	3.49%
Zhen Ding Technology Holding Limited	4,989,128	3.19%
ASUSPOWER Investment Co., LTD.	4,987,521	3.18%
UMC Capital Corporation	4,868,525	3.11%
Lin Liu-ze	4,780,238	3.05%
China Development Industrial Bank	3,928,000	2.51%
Contracted Customer Investment Account of KGI Asia under the trusteeship of Standard Chartered Bank.	3,924,042	2.51%
Account of Cathay Greater China Fund	3,800,000	2.43%
Investment account of Yuanta Securities (Hong Kong) commissioned to HSBC	3,546,622	2.26%

(5) Market price, net value, earnings, dividend per share and related information in the recent two years. .

Unit: NT\$/share

Year			2011	2012	As of Mar. 31,2013
Item					
Market price per share	Highest		36.10	24.25	18.95
	Lowest		16.60	15.30	17.10
	Average		26.09	18.24	18.17
NAV	Pre-distribution		24.55	24.28	25.14(note1)
	Post-distribution		23.19	(note2)	-
EPS	Weighted average shares		150,648,000	156,658,000	156,658,000
	EPS (pre-adjustment)		2.07	1.75	0.38(note1)
	(post-adjustment)		2.01	(note2)	-
DPS	Cash dividend		0.7237	(note2)	-
	Scrip issue	Stock dividend from retained earnings	0.268	(note2)	--
		Stock dividend from capital reserve	-	-	--
			Accumulated dividends having yet to be paid	-	-
Analysis of ROI	P/E		12.98	(note2)	-
	Dividend ratio		26.30	(note2)	-
	Cash dividend yield		2.78%	(note2)	-

Note 1 : The NAV and EPS shown above are the data certified by the CPA as of the 1st quarter of 2013.

Note 2: Subject to the approval of the annual shareholders meeting.

(6) Execution of Dividend Policy

- a. Given the fact that the company is in its growing period and taking its future development, financial structure and shareholders' equity into account, the company has concurrently released stock and cash dividends, in which the cash dividend shall not be lower than 10% of the total shareholder bonus released in the current year.
- b. The dividends planned to be distributed this year are as below: (the proposal has been passed by the board of directors, and planned to be submitted to the shareholders' meeting for discussion)
As passed in the board meeting on March 19, 2013 for 2012 earnings distribution, the company plans to distribute the stock dividend at \$0.078692 per share and cash dividend at \$0.7082 per share. (It is planned to request shareholders to authorize the board of directors to adjust the ensuing change to be caused by the change in shareholder's stock dividend/cash dividend rate resulting from the outstanding shares which are influenced by the change of capitalization).

(7) Impact of the proposed stock dividend in shareholders meeting on business performances and EPS:
Not Applicable

Note: The Company did not have financial forecast proposed up to the date of the annual report printed.

(8) Employee bonuses and remuneration of directors and supervisors

- a. The ratio or range of employee bonuses and remuneration of directors and supervisors stated in the corporate constitution:
When allocating the net profits for each fiscal year, according to the following sequence:
 - (1) pay all taxes.
 - (2) offset its losses in previous years.
 - (3) set aside a legal reserve at 10% of the profit left over.
 - (4) set aside or return the special reserve which could be appropriated according.
 - (5) Remuneration of directors and supervisors shall be no more than 3%.
 - (6) Employees' bonus to employees in respect of a specified amount to the four remaining after the number, in the range of 1% to 25%.
 - (7) after deducting the above, and with previous years accumulated undistributed surplus earnings distribution prepared by the Board of Directors, will be reported to shareholders.

The employees' dividend of distribution shall be stock or cash. The new stock provide by the shareholder meeting preceding on the Last Trade price and considered that eliminate influence of the rest, and above mentioned to count the shares.

Because the company is still in its growth stage, such as the transport business development plan in the Future, financial plan, shareholders interest, The dividend policy of stock dividend and cash dividend, The cash dividend is not lower than 10% of when the year provides the shareholder dividend assignment total amount.

b. Information of the employee bonus and director/supervisor remuneration passed by the board of directors:

- 1) The amounts of the employee cash bonus, stock bonus and director/supervisor remuneration planned to be distributed are as below:

As approved by the board of directors on March 19, 2013, it is expected to distribute \$36,983,408 of employee cash bonuses and \$7,396,682 of director/supervisor remuneration or 2012.

- 2) The shares of employee stock bonuses planned to be distributed and their ratio to the increased capital from earnings transfer: N/A
- 3) Recounted EPS after recommended distribution of dividend to employees and remuneration to directors and superiors is NT\$1.75.

c. The actual distributions of dividend to employees and remuneration to directors and supervisors with retained in 2012:

	Resolved in shareholders meeting	Resolved by board of directors	Difference
Distribution status:			
Employee cash bonus	40,893,000	40,893,000	-
Employee stock bonus			
Shares	-	-	-
Amount	-	-	-
Ratio to the outstanding shares at the end of 2012	-	-	-
Director/supervisor remuneration	\$8,178,000	\$8,178,000	-
Information of EPS			
Original EPS	\$1.75	\$1.75	-
EPS taking bonuses and remuneration into account	\$1.75	\$1.75	-

(9) Treasury stock: N/A

2. Corporate bonds: N/A

3. Preferred stock: N/A

4. ADR/GDR: N/A

5. Employee stock option certificates :

(1) The handling status as of the annual report publication date, and the influence on shareholders' equity:

April 30, 2013

Cat. of employee stock option certificates	2 nd time (phase) Employee stock option certificate	3 rd time (phase) Employee stock option certificate
Date approved by the competent authority	Dec. 13, 2007	Sep. 19,2011
Issue date	Dec. 18, 2007	Sep. 26,2011
Issued units	5,000	3,500
Ratio of the shares eligible for subscription to total issued shares	3.19%	2.23%
Share subscription period	For Dec. 18, 2007 through Dec. 18, 2012	For Sep. 19,2011 through Sep. 26,2011
Fulfillment method	The common stock newly issued by the company	
Restriction on subscription and ratio (%)	Two years of seniority: 50%; Three years of seniority: 75%; Four years of seniority: 100%	
Shares acquired	-	-
Amount of executed subscription shares	-	-
Unexecuted subscription shares	0	3,275,000
The unexecuted subscription share price	41.32	20.70
The ratio of the unexecuted subscription shares to total issued shares (%)	0%	2.09%
Influence on shareholders' equity	The issue of employee stock option certificates may create common interests between the company and its shareholders. Furthermore, the issued shares have only very trivial impact on equity dilution, so no significant influence will be made on shareholders' equity	

(2) Acquisition and subscription status of the managers acquired the employee stock option certificates, and the employees who acquired top 10 employee stock options, in which the subscription amount is more than NT\$30 million as of the annual report publication date:

April 30, 2013

	Title	Name	Acquired subscription shares	Ratio of acquired subscription shares to total issued shares	Executed				Not yet to be executed			
					Executed subscription shares	Executed subscription price	Amount of executed subscription shares	Ratio of the executed subscription shares to total issued shares	Unexecuted subscription shares	Unexecuted subscription share price	Amount of unexecuted subscription shares	Ratio of unexecuted subscription shares to total issued shares
Managerial personnel	CEO	Lin Xu-ting	1,460	0.93%	135 150	29.00 27.86	3,915 4,179	0.09% 0.10%	0	-	0	0
	President	Wang Jia-hong										
	Plant Director	Huang Yin-ming	1,130 510	0.72% 0.33%	- -	- -	- -	- -	0 510	-	0 10,557	0 0.33%
	R&D Director	Chen Zhao-yang										

6. New restricted employee shares: N/A

7. Merger and acquisition (including merger, acquisition, and split): N/A

8. Fund implementation plan: N/A

V. Overview of business operation

1. Principal activities

(1) Scope of Business

- ①. Major Business the Company has Engaged
 - i. Manufacture and sales of micro-drill bits exclusively for printed circuit boards
 - ii. Manufacture and sales of digital drilling machines exclusively for printed circuit boards
 - iii. Manufacture and sales of the peripheral facilities for the process of printed circuit boards
 - iv. General export/import trading and agency businesses

- ②. Major products and their ratios in the company's total businesses

Unit: NT\$1,000

Business items	2011		2012	
	Amount of sales	% in revenue	Amount of sales	% in revenue
Drill bit	775,361	72.75	738,245	72.47
Router bit	73,684	6.91	94,933	9.32
Others	216,740	20.34	185,501	18.21
Total	1,065,785	100.00	1,018,679	100.00

- ③. Major Products of the Company

Product		Specification
Drill bit	Micro size	Below 0.25mm
	Mini size	0.30mm~0.45mm
Router bit	Micro size	0.50 mm~0.75mm
	Mini size	0.80mm~3.175mm
	Large size	Over 3.175mm

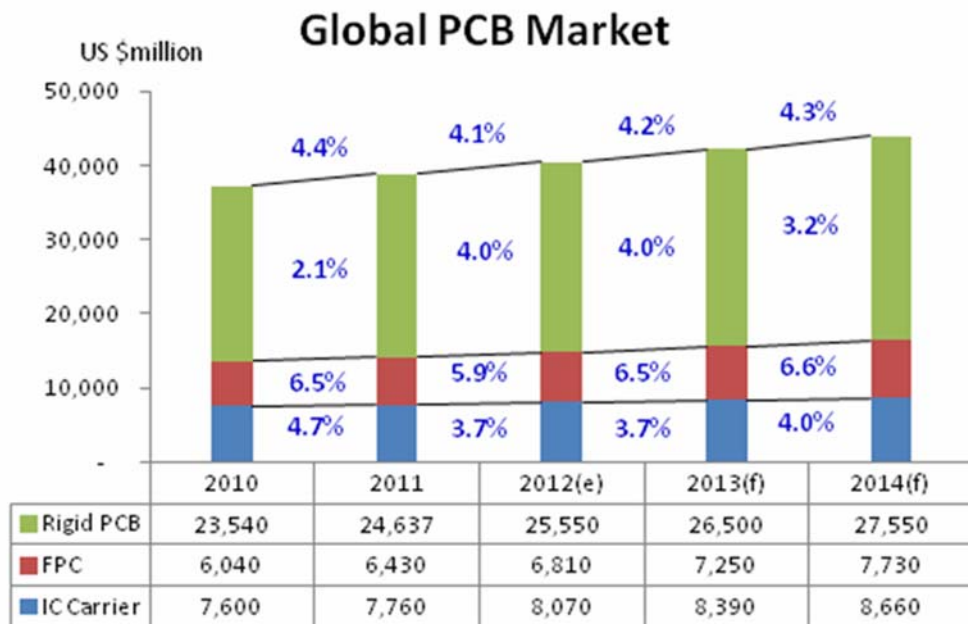
- ④. New Products under Development
 - i. Development of micro drills continuously
 - ii. Development of micro routers continuously
 - iii. Development of high aspect ratio drills and longer lifetime cutting tools

(2) Industry Overview

①. Industry Status and Development

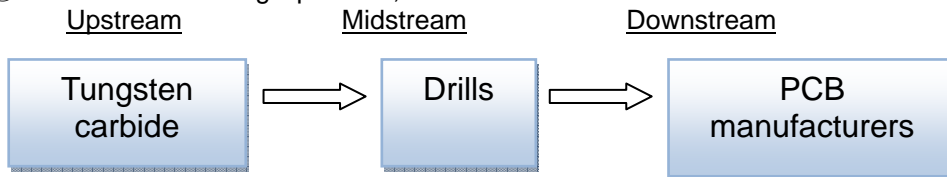
Drill is one of the critical materials used in PCB manufacturing process. PCBs are generally being applied in electronic products. According to IEK survey, the global PCB production value is US\$40.43 billion in 2012, up 4.1% over the previous year. As the result of slow recovery of world economy, the growth of electronic products and PCBs has been affected. IEK estimates the PCB growth rate of 2013 to 2014 is 4.2-4.3%.

By application, smartphones, Ultrabooks, and tablet PCs drive the growth. As estimated by Prismark, the CAAGR of smartphones and table PCs is estimated to be 16.4% from 2011 to 2016. "Thinner and smaller" portable devices stimulate high-end PCBs (any-layer PCB, multi-layer FPC, FC-CSP) being applied. These all drive the growth of advanced drills as well as blind/buried via drilling.



Data source : IEK (2012/7), compiled by the company

②. Correlations among Upstream, Midstream and Downstream Industries



③. Product Development

- i. The market has continued rolling out “thinner and smaller” products, which has made the twin-high (high function and high speed) the mainstream. At the same time, the industry has also continued to develop products with high frequency, high speed and multiple IO chips. As a result, the design of PCB has to be developed towards the attributes of high hole density, finer line width/space, and multiple electrical components. Hence, the demand for drilling quality has become more critical.
- ii. Chipsets, memories or cell phones are major applications of high-end substrates. The major trend is toward smaller size and more units. It will increase the demand of micro-size drills.
- iii. Due to increasing worldwide consciousness of green environmental protection, higher norms (e.g. Halogen-Free, Lead-Free and High Tg, etc.) for PCB materials will be imposed. Under such circumstances, it is imperative for the company to take measures as early as possible to counter the change in materials, so our drilling quality can comply with the future market demand.

④. Competition Status

In the early days, Japan and Europe manufacturers were the mainstay of global drill production. However, in the face of new electronic products that keep rolling out in recent years, those electronic giants could no longer sustain intense price competition, so the production has gradually been moved to Asian area. Drills are indispensable materials in the overall electronic supply chain, so they have also shown some change in competition. Led by Union Tool, Japan-based drill production is still taking up the highest global market share. On the other hand, as strangled by the problems of cost and technology, Europe drill manufacturers have gradually lost their market share to Taiwan drill manufacturers. Currently, the market share taken by Taiwan drill manufacturers has continued to grow.

There is difference for the drills being applied to general PCB and IC substrates in terms of the hole diameter and technology level. The manufacturers in Taiwan and China have mainly produced the mini sizes (more than 0.30 mm) for traditional PCBs. Since there are too many competitors in this sector, it results in severe price competition. On the other hand, Japanese

drill manufacturers have mainly produced micro sizes (lower than 0.25 mm) for HDIs and IC substrates. The company has also mainly produced drills with sizes lower than 0.25 mm. Except for Japanese manufacturers, the company currently has the highest micro-drill output in the world.

(3) Technology and R&D Overview

①. R&D personnel and their education as well as work experience

April 30, 2013

Item / Education	PhD / Masters	University graduates	Senior high school	Total	Service seniority
No. of personnel	1	11	1	13	8.11
Ratio	7.69%	84.62%	7.69%	100%	

②. Amounts invested in annual R&D in the recent five years

Unit: NT\$1,000

Item / year	2008	2009	2010	2011	2012
R&D expense	39,521	22,584	32,972	32,988	33,530
Sales revenue	1,161,163	915,801	1,211,763	1,065,785	1,018,679
Ratio	3%	2%	3%	3%	3%

③. The products and technology successfully developed

2008	Development and mass production of composite 2mm shank drills. Development and trial production of 0.03mm drills.
2009	Development and trial production of high aspect ratio drills.
2010	Mass and trial production of high aspect ratio drills(0.15mm · 0.2mm · 0.25mm) Development production of Second-generation high aspect ratio drills.
2011	Mass and trial production of Second-generation high aspect ratio drills. Special type of soft board drills performance improvement.
2012	Second generation patent exterior drills, import the "BGA " and "Flip chip" substrate, drill diameter 0.075~0.2 high performance products, soft-plate cover and drill materials development guide.

④. Long and Short-term Business Development Plans

i. Short-term Plan

- Strengthen partnerships with existing customers and increase market share
- Actively engage with target customers and profoundly develop the Japan, European and US market.
- Build up comprehensive customer service and technology supporting system, to provide integrated resolutions according to clients demand in a timely basis.
- Develop integration service platform.

ii. Long-term Plan

- Continue to develop core technology-related new business and drive future growth
- Continue to seek any opportunity of strategic alliances to enforce the company's competitive capacity.

2. Market analysis and the condition of sale and production

(1) Market Analysis

①. Sales Breakdown by Region

Unit: NT\$1,000

Region Year		2011		2012	
		Amount of sales	% in revenue	Amount of sales	% in revenue
Domestic sales		522,988	49.07	443,461	43.54
Export sales	China	322,100	30.22	339,981	33.37
	Korea	193,016	18.11	212,585	20.87
	Japan	27,350	2.57	22,627	2.22
	Others	331	0.03	25	0.00
	Sub-total	542,797	50.93	575,218	56.46
Total		1,065,785	100.00	1,018,679	100.00

②. Market Share

According to the company's estimation, the company's global market share was around 22% according to its monthly sales volume is 18 million pieces in the same period. In terms of market share, the company is the 2nd largest drill manufacturer throughout the world.

③. The Status of Future Market Demand and Supply and its Growth

i. Demand Side

With the trend of electronic products being thinner and smaller with multi-function, circuit layout miniaturization has naturally turned out to be a related trend. Thus, the growth of the annual demand for drills is equivalent to (the growth rate of PCB) X (the growth rate of layout density). As estimated by IEK, the compound growth rate of global PCB for 2013 through 2014 is 4.2-4.3%. By multiplying it with the growth rate of layout density, the annual growth rate of drill demand is estimated to be around 10%.

ii. Supply Side

Total monthly capacity of top three drill suppliers which take over 70% of global shares is around 76 million pieces in the end of 2012. There is no capacity expansion plan among drill manufacturers during the past 3 years. It will be helpful for the balance of demand and supply situation when the market demand recover.

④. Competition Niche

- Key technologies for micro-drill at production level of 98.5% yield.
- Flexible capacity allocation capabilities on 20 million production base.
- Good cost control ability to present its competitiveness.
- Comprehensive customer base of worldwide well-known manufacturers

⑤. Advantages/Disadvantages for the Future Development and Solutions

i. Advantages

- ☐ New generation of electronic products and technology drive the demands of extra-micro drills.
- ☐ Integration service platform will benefit company's sales and profit.
- ☐ Continue to hold the leading position in advanced technology along with high-yield and stable production lines, which will enable us to take more orders.

ii. Disadvantages

- ☐ Severe price competition for the low-end products in the industry is likely to result in vicious competition in the market.
- ☐ Main raw material of the company's products is tungsten carbide. The company's bargaining power is relatively weak because of its characteristic of rareness.

iii. Policy of Response

- ☐ Strengthen sales marketing activities
- ☐ To expedite R&D and give mass production of high value-added products.

- ☐ 、To strengthen process management capability and effectively reduce the production cost.
- ☐ 、To develop new type of raw material, and further reduce the company's material cost.

(2) Major Applications and Production Process of the Main Products

①. Major Applications of the Main Products

Item	Major Functions	Major Applications
Drills	Used to open through-holes for interlayer of IC substrate, HDI, traditional PCB and FPC	Computer : PC, notebook, server Communication: cell phones, PDA Consumer: tablet PCs, TV, digital camera, game console, DVD, set-top box
Routers	Used to cut printed circuit board	

②. Production process



③. Supply Status of Major Materials

The major material of the company's products is tungsten carbide. Its material features and quality stability are the major concern of the company in purchase. The company has established good relationship with its suppliers; hence the supply has kept normal and stable.

Major material	Suppliers	Supply status
Tungsten carbide	Japan-based Mitsubishi Japan-based Sumitomo	Good

④. Major Customers with over 10% net sales and Suppliers with over 10% total purchases of the last two fiscal years:

a. Material supplier list

Unit: NT\$1,000

2011				2012				2013 Q1			
Name	Amount	Ratio to annual net purchase amount (%)	Relationship with the issuer	Name	Amount	Ratio to annual net purchase amount (%)	Relationship with the issuer	Name	Amount	Ratio to annual net purchase amount (%)	Relationship with the issuer
A	218,749	51.47	None	A	151,566	43.7	None	A	29,980	40.24	None
B	53,961	12.70	None	B	48,731	14.05	None	B	10,476	14.06	None
None	None	None	None	C	40,230	11.60	None	D	8,015	10.76	None
Other	152,326	35.83		Other	106,329	30.65		Other	26,029	34.94	
Purchase Amount-Net	425,036	100		Purchase Amount-Net	346,856	100		Purchase Amount-Net	74,500	100.00	

Explanation for reason for increase or decrease: Mainly sales decrease of 4.42% of 2012 years, resulting in decreased purchase.

b. List of major clients

Unit: NT\$1,000

2011				2012				2013 Q1			
Name	Amount	Ratio to annual net purchase amount (%)	Relationship with the issuer	Name	Amount	Ratio to annual net purchase amount (%)	Relationship with the issuer	Name	Amount	Ratio to annual net purchase amount (%)	Relationship with the issuer
A	184,225	17.29	subsidiary	A	128,893	12.65	subsidiary	A	25,334	10.74	subsidiary
B	217,811	20.44	None	B	210,370	20.65	None	B	41,454	17.58	None
C	184,269	17.29	None	C	202,970	19.92	None	C	60,644	25.71	None
D	109,714	10.29	None	D	102,509	10.06	subsidiary	None	None	None	None
Other	369,766	34.69		Other	397,180	38.99		Other	108,410	45.97	
Sales Amount-Net	1,065,785	100		Sales Amount-Net	1,018,679	100		Sales Amount-Net	235,842	100	

Explanation for reason for increase or decrease: Mainly to decrease sales to subsidiaries.

⑤. Output values in the recent two years

Unit: NT\$1,000/1,000pcs.

Year/output value Major products	2011			2012		
	Production capacity	Output	Output value	Production capacity	Output	Output value
Precision drills	99,770	78,200	537,566	79,855	73,180	505,063
Precision milling cutters	5,853	6,077	55,764	8,551	6,738	62,452
Total	105,623	84,277	593,330	88,406	79,918	567,515

⑥. Sales turnovers in the recent two years

Unit: NT\$1,000/1,000 pcs

Year/sales turnover Major products	2011				2012			
	Domestic sales		Export sales		Domestic sales		Export sales	
	volume	value	Volume	Value	Volume	Value	Volume	value
Precision drills	44,790	430,122	30,837	344,951	35,045	331,475	35,062	406,770
Precision milling cutter	4,551	71,246	223	2,961	5,369	91,516	218	3,417
Others	159	21,719	5,335	194,787	13,092	20,470	4,139	165,031
Total	49,500	523,087	36,395	542,699	53,506	443,461	39,419	575,218

3. Status of employees:

Year		2011	2012	April 30,2013
Number of employees	Indirect	132	149	151
	Direct	142	169	168
	Total	274	318	319
Average age		33.8	33.8	33.9
Average service years		4.54	4.52	4.62
Education distribution ratio	PhD	0.36%	0.31%	0.31%
	Master	2.91%	2.83%	2.82%
	College	42.90%	43.39%	42.95%
	Senior high school graduate	48.74%	47.80%	47.34%
	senior high school and Below	5.09%	5.67%	6.58%

4. Expenditure on Environmental Protection:

(1) To elaborate on the amount the company spent on loss (including compensation) and punishment caused by environmental pollution for the recent two years and the current year as of the annual report publication date, and disclose the counter measures (including improvement measures) and possible disbursements (covering the estimated amounts of possible losses, punishments and compensation caused by not taking counter measures. If the amounts can not be appropriately estimated, please state why): N/A

(2) Influence of RoHS :

As confirmed by the Industrial Development Bureau of Ministry of Economic Affairs as per doc. Guang-Dian-Zi no. 09500240130 dated March 29, 2006, the company is free from the restriction of RoHS requested by EU for hazardous substances.

5. Employee / Employer relation:

(1) Working environment and personal safety

The Company deeply believes that "sustainable development" is the challenging goal encountered by businesses in the 21st century: we will never forget to exercise social responsibilities while pursuing growth. In addition to continuously enhancing production technology and product quality, we also actively establish an environmental management system and safety and health management system, establish social environmental responsibilities and safety and health policies and exercise responsibilities of good social citizens. We are not only devoted to environmental protection, but also establish a safe healthy and comfortable working environment. For standards and compliance rules regarding environmental protection, safety health policies, we commit to following the following execution guidelines:

- Comply with various environmental regulations – comply and satisfy environmental protection, labor safety and health regulations and other requirements promulgated by the government, respond to global green environment, labor rights and zero disaster exercise.
- Constant environmental improvement – keep the environmental management system in constant operation, meanwhile being devoted to current environment improvement to enhance overall performance.
- Ongoing waste reduction – reduce the creation of waste and reduce the waste volume created via recycle classification as much as possible
- Ongoing pollution prevention - launch overall planning via stream thinking to reduce the possibility of gerneation pollution

- Respect of life – safety is my responsibility, superiors in various degrees and all employees including OEM companies, contractors, suppliers, part-time students, contracted employees, temporary employees and outsourcing personnel shall comply with the governmental regulations and various work safety and environmental protection resolutions. In particular, superiors in different levels shall set a good example with their own conduct and execute good supervision.
- Risk management – identify risks and by danger assessment and risk evaluation and control the risk according to risk levels. Meanwhile, carry out safety and health self-management and establish an occupational safety and health management system (OHSAS 18001)
- Pollution Prevention - source management, carry out water reduction, energy saving, reuse, cleaning process, cost reduction, reduction impact to ecological environment and establishment of environmental management system (ISO 14001)
- Ongoing improvement – environmental protection popularization, safety and health training, environmental safety conscious reinforcement, environmental system and regulations implementation, systematic management, ongoing improvement, quality environmental protection construction, safe and healthy working place.
- Carry out health management and promote employees' physical and mental health

(2) Assessment of employees' behavioral ethics

The company has established "Ethical Corporate Management Best Practice Principles" and "standards of conduct" as standards for compliance by directors, supervisors, managers and employees

- When engaging in commercial activities, directors, supervisors, managers, employees of the company or persons having substantial control over such company ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.
- When conducting business, The company and their directors, supervisors, managers, employees and substantial controllers, shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, including rebates, commissions, grease payments, or offer or accept improper benefits in other ways to or from clients, agents, contractors, suppliers, public servants, or other interested parties, unless the laws of the territories where the company operate permit so.
- When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, The company and their directors, supervisors, managers, employees and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.
- When making or offering donations and sponsorship, The company and their directors, supervisors, managers, employees and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.
- The company and their directors, supervisors, managers, employees and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.
- Avoid conflict of interest: taking overall Company interest into consideration without

intention to gain improper interest for themselves, spouse, parents, children or relative within the third-degree of kinship or impair the Company's interest.

- Avoid chance to make money for one's own: avoid opportunities to make money for one's own by using Company property, information and or taking advantage of duties.
- Confidentiality: information regarding the Company itself or its businesses, unless it is publicized under authorization or legal regulations, shall be kept confidential.
- Fair trade: treat the Company's customers, suppliers and competitors as fair as possible.
- Protect and properly use the Company's assets: protect the Company's assets to ensure that they can be efficiently and legally used for public affairs.
- Comply with laws and regulations: comply with all applicable regulations, rules and laws of the Company.
- Encourage reporting of any illegal conduct or conduct violating ethical behavior standards.
- Punishment: the Company shall investigate the responsibilities of any person that neglects his/her duties according to the violation condition and take appropriate legal actions.

(3) Employees' welfare

To value employees and take good care of them, the Company has established an employee recreation area, and offered extra life and medical insurance to protect employees, in which the field personnel shall have accident insurance with a higher insurance amount.

There is an employee welfare committee organized to plan a variety of employee welfare matters. In addition to employee travel and various recreational activities, there are also subsidies for marriage, giving birth and education, solicitation money and gifts to three major holidays, birthdays, etc. provided.

(4) Employee advanced studies and training

Various training courses were implemented under the plan referring to "implementation and management procedures of educational training", which allowed all employees to be capable of undertaking work. To ensure the efficiency of training, the training system is divided into: internal and external training courses and accreditation appraisal. The Company not only holds training courses for new comers and on service personnel, but also actively cultivates internal lecturers as well as a training system and advanced employee studies for the expectation to cultivate internal talents in different fields, enhance personnel quality and to achieve the goal of speed talent training, skill improvement and experience inheritance.

There were a total of 168 classes of various training courses held in 2012. The total curriculum hours were 3,645 hours with 1,605 employees participating and the total educational training expenditure was NT\$163,483 dollars.

Category	Class	Hours	Persons
Specialization training	133	2,209.5	1,161
Management training	14	352.5	135
New comer training	4	367.0	62
Computer skill training	2	4.0	4
Labor safety and health training	15	712.0	243
Total	168	3,645.0	1,605

The best learning environment for all employees, the Company into diverse learning platform, in addition to the physical classroom, and build group video curriculum, and develop a knowledge management system and online teaching system, and motivating employees to the various learning activities.

(5) Retirement system

The Company follows Chapter 6 of the Labor Standard Law to implement employee retirement related affairs and contribute employee pension reserves as regulated in the old system and labor pension as required in the new system monthly pursuant to regulations. The Company has not yet ended December 31, 2012 to retirement-eligible, for retirement applications.

(6) Labor relationship

The Company has emphasized employee welfare and interest since its establishment, and the labor relation is very cohesive. The Company holds labor meetings periodically and provides employee proposal and opinion boxes for employees to respond to problems and constitute good interaction. It is expected to establish a cohesive relationship between labor and capital.

(7) As of the printing date of the annual report, the losses suffered and possible estimate amount in the future arising from disputes between labor and capital and correspondent actions. If it is unable to make a reasonable estimate, please explain the fact that cannot be reasonably estimated: N/A

6. Important agreements (including supply and sales contracts, technical corporation contracts, engineering contracts, long-term loan contracts, and the important contracts which may influence shareholders' equity)

Contract characteristics	The interested party	Contract start and end dates	Major content	Restriction
Long-term loan contract	Taiwan Cooperative Bank	2004.9.24~2014.9.24	Installments	N/A
Long-term loan contract	Syndicated loan - Industrial Bank of Taiwan, etc.	2012.10.26~2015.10.26	Installments	N/A

VI. Financial information

1. Condensed balance sheet and Income statement of the last five years

A-1. Condensed Balance Sheet-IFRSs

Unit: NT\$ 1,000

Year Item		Condensed Balance Sheet of fiscal year 2008~2012					As of March 31, 2013
		2008	2009	2010	2011	2012	
Current Assets		N/A					2,388,212
Property,plant and equipment							3,352,066
Intangible Assets							7,880
Other Assets							147,440
Total Assets							5,895,598
Current Liabilities	Before allocation						898,521
	After allocation						-
Non-Current Liabilities							871,587
Total Liabilities	Before allocation						1,770,108
	After allocation						-
Equity attributable to shareholders of the company							3,937,806
Capital Stock							1,566,578
Capital surplus							1,196,388
Retained earnings	Before allocation						1,196,640
	After allocation						-
Other stockholders' equity							(21,800)
Treasury stock							-
Non-controlling interest							187,684
Total equities	Before allocation						4,125,490
	After allocation						-

A-2. Condensed Balance Sheet-ROC

Unit: NT\$ 1,000

Item \ Year		Condensed Balance Sheet of fiscal year 2008~2012				
		2008	2009	2010	2011	2012
Current Assets		1,254,899	887,010	877,228	665,539	784,021
Funds&investments		1,353,866	1,665,550	2,124,454	2,799,319	2,984,244
Fixed Assets		1,734,551	1,564,074	1,390,504	1,244,693	1,136,212
Intangible Assets		-	-	-	-	-
Other Assets		55,904	67,188	42,826	25,712	28,811
Total Assets		4,399,220	4,183,822	4,435,012	4,735,263	4,933,288
Current Liabilities	Before allocation	571,680	503,239	393,829	356,562	406,901
	After allocation	582,266	541,810	505,425	466,978	-
Long-term Liabilities		1,263,211	704,520	890,362	574,503	655,946
Other Liabilities		85,369	72,386	70,022	58,002	66,852
Total Liabilities	Before allocation	1,920,260	1,280,145	1,354,213	989,067	1,129,699
	After allocation	1,930,846	1,318,716	1,465,809	1,099,483	-
Capital Stock		1,070,566	1,275,578	1,340,604	1,525,685	1,566,578
Capital surplus		845,705	1,008,669	1,055,571	1,187,279	1,194,724
Retained earnings	Before allocation	398,461	482,904	681,309	835,422	958,064
	After allocation	387,875	444,333	569,713	725,006	-
Unrealized gain on financial instruments		-	27,100	18,309	7,770	656
Cumulative translation adjustments		164,228	109,426	(14,994)	190,040	83,567
Total shareholders' equity	Before allocation	2,478,960	2,903,677	3,080,799	3,746,196	3,803,589
	After allocation	2,468,374	2,865,106	2,969,203	3,635,780	-

B-1. Condensed Income Statement-IFRSs

Unit: NT\$1,000

Item \ Year	Condensed Balance Sheet of fiscal year 2008~2012					As of March 31, 2013
	2008	2009	2010	2011	2008	
Net sales						556,362
Gross Profit						160,819
Operating Income						65,853
Non-operating income and expenses						1,644
Income before tax						67,497
Operating income						57,253
Loss of business units						-
Net income						57,253
Other comprehensive income						85,769
Total comprehensive income						143,022
Net income attributable to Shareholders of the company			N/A			58,924
Net income attributable to Non-controlling interest						(1,671)
Total comprehensive income attributable to Shareholders of the company						142,919
Total comprehensive income attributable to Non-controlling interest						103
Earnings per share						0.38

B-2. Condensed Income Statement-ROC

Unit: NT\$1,000

Item \ Year	Condensed Income Statement of fiscal year 2008~2012				
	2008	2009	2010	2011	2012
Net sales	1,161,163	915,801	1,211,763	1,065,785	1,018,679
Gross Profit	373,141	230,427	326,961	288,599	276,414
Operating Income	161,219	114,253	187,831	141,446	130,773
Non operating income	191,009	120,745	190,126	229,000	194,513
Non operating expenses	80,545	29,501	57,962	18,332	17,577
Income from continuing operations before Tax	271,683	205,497	319,995	352,114	307,709
Income from continuing operations	258,515	190,304	275,548	302,908	273,951
Income from discontinued operations	-	-	-	-	-
Extraordinary gain (loss)	-	-	-	-	-
Cumulative effect of change in accounting principle	-	-	-	-	-
Net Income	258,515	190,304	275,548	302,908	273,951
EPS(\$)	2.22	1.55	2.03	2.01	1.75

C. Auditing by CPAs

CPAs and their auditing opinions in the past five years

Year	CPAs	Opinions
2008	Shieh Chien-Shin, Chen Chao-Mei (Deloitte & Touche-Taiwan)	Amended Unqualified
2009	Chen Chao-Mei, Lin Ku-Tung (Deloitte & Touche-Taiwan)	Amended Unqualified
2010	Chen Chao-Mei, Lin Ku-Tung (Deloitte & Touche-Taiwan)	Unqualified
2011	Shieh Chien-Shin, Lin Ku-Tung (Deloitte & Touche-Taiwan)	Unqualified
2012	Liao Wan-Yi, Shieh Chien-Shin (Deloitte & Touche-Taiwan)	Unqualified

2-1. Financial analysis in the past five years-IFRSs

Item \ Year			Condensed Income Statement of fiscal year 2008~2012					As of March 31, 2013
			2008	2009	2010	2011	2012	
Financial structure (%)	Ratio of liabilities to assets		N/A					30.02
	Ratio of long-term capital to fixed assets							150.78
Solvency (%)	Current Ratio							265.79
	Quick Ratio							216.51
	Times interest Earned Ratio							10.09
Operating ability	Account Receivables Turnover (times)							2.65
	Days sales in accounts receivable							137.74
	Inventory Turnover (times)							3.72
	Account Payable Turnover (times)							3.18
	Average days in sales							98.12
	Fixed Assets Turnover (times)							0.17
	Total Assets Turnover(times)							0.38
Profit ability	Ratio of Return on assets (%)							4.33
	Ratio of Return on shareholders' equity (%)							5.43
	Ratio to issued capital stock (%)	Before allocation						16.81
		After allocation						4.31
	Profit ratio (%)							10.29
	EPS (\$)							0.38
	Cash Flows (%)	Cash flow ratio (%)						24.55
Cash flow adequacy ratio (%)		118.38						
Cash reinvestment ratio (%)		2.86						
Balance	Degree of operating leverage							4.68
	Degree of financial leverage							1.13
Explantions for significant changes (over20%) in operating results include:N/A								

2.2.Financial analysis in the past five years-IFRSs

Item \ Year		Financial analysis in the past five years				
		2008	2009	2010	2011	2012
Financial structure (%)	Ratio of liabilities to assets	43.65	30.60	30.53	20.89	22.90
	Ratio of long-term capital to fixed assets	215.74	230.69	285.59	347.13	392.49
Solvency (%)	Current Ratio	219.51	176.26	222.74	186.65	192.68
	Quick Ratio	145.47	129.16	182.69	134.81	146.77
	Times interest Earned Ratio	6.90	8.20	15.54	20.21	22.48
Operating ability	Account Receivables Turnover (times)	2.54	2.91	3.92	3.93	3.59
	Days sales in accounts receivable	146.70	125.43	93.11	92.88	101.67
	Inventory Turnover (times)	2.15	2.27	4.53	4.63	4.10
	Account Payable Turnover (times)	13.63	17.08	17.69	17.20	19.80
	Average days in sales	169.77	160.79	80.57	78.83	89.02
	Fixed Assets Turnover (times)	0.67	0.59	0.87	0.86	0.90
	Total Assets Turnover(times)	0.26	0.22	0.27	0.23	0.21
Profit ability	Ratio of Return on assets (%)	6.82	4.93	6.48	6.67	5.91
	Ratio of Return on shareholders' equity (%)	10.44	7.06	9.21	8.87	7.26
	Ratio to issued capital stock (%)	Before allocation	15.06	9.02	14.03	9.27
		After allocation	25.38	16.13	23.87	23.08
	Profit ratio (%)	22.26	20.78	22.74	28.42	26.89
	EPS (\$)	2.22	1.55	2.03	2.01	1.75
Cash Flows (%)	Cash flow ratio (%)	72.56	78.44	100.66	108.81	64.22
	Cash flow adequacy ratio (%)	40.47	51.67	71.92	114.23	168.27
	Cash reinvestment ratio (%)	3.49	8.92	7.39	5.15	2.65
Balance	Degree of operating leverage	3.19	4.24	3.21	4.00	4.37
	Degree of financial leverage	1.27	1.33	1.13	1.15	1.12

Note1:Equations:

1. Financial structure

(1)Ratio of liabilities to assets=Total liabilities/Total assets

(2)Ratio of long-term capital to fixed assets= (Net Shareholder's equity + Long-term liabilities) / Net fixed assets.

2. Debt-paying ability

(1)Current Ratio=Current assets/Current liabilities

(2)Quick Ratio= (Current assets-Inventory-Prepaid expense) /Current liabilities

(3)Times interest Earned Ratio= Net profit before tax and interest expense/interest expense

3. Operating ability

(1) Receivables (Including accounts receivable and the notes receivable due to operation) turnover ratio= Net sales/Average receivables (including accounts receivable and the notes receivable due to operation) balance

(2)Average cash receiving days=365/Turnover rate of total assets.

(3) Inventory Turnover Ratio=Cost of sales/Average amount of inventory

(4)Payables (including accounts payable and the notes payable due to operation) turnover ratio= Cost of sales/Average Payables (including accounts payable and the notes payable due to operation) balance

(5)Average period of sales=365/Inventory Turnover Ratio

(6)Ratio of Fixed Assets Turnover=Net sales/Net fixed assets

(7)Ratio of Total Assets Turnover=Net sales/Total assets

4. Profitability

(1)Return on assets = [gain and loss after tax + interest expense \times (1-tax ratio)]/ Average Total assets

(2)Return on shareholders' equity=gain and loss after tax/Average Net shareholders' equity.

(3)Net profit margin=gain and loss after tax/Net sales

(4)EPS= (Net income -Preferred dividend) /weighted average number of issued shares (Note4)

5. Cash Flows

(1)Cash flow ratio=Operating net Cash Flows/Current liabilities

(2) Net Cash flow adequacy ratio = the past five years' operating net Cash Flows/ the past five years' (capital expense+ inventory increasing amount+ cash dividend).

(3)Ratio of cash reinvestment= (Operating net Cash Flows- cash dividend) / (Gross fixed assets+ Long-term investment+ other financial assets+ operating capital) (Note5)

6. Balance:

(1)Degree of Operating leverage= (Net operating income- operating cost and expense changes) / Operating income (Note6)

(2) Degree of Financial leverage=Operating income / (Operating income-interest expense)

Note2: The notice items for calculating EPS are as follows:

1. Based on weighted average common shares, not the weighted average number of issued shares.
2. For capitalization with cash or Treasury stock trade, the stock circulation must be included for consideration to calculate weighted average stock shares.
3. For capitalization with retained earnings and additional paid-in capital, the earnings per share calculated semi-annually and annually must be adjusted retroactively and proportionally to the capitalization but without considering the issuance period of the capitalization.
4. If preferred stock shares are nonconvertible and cumulative, the dividend of the year (whether it is distributed or not) should be deducted from net income or added to the net loss. If preferred stock shares are not cumulative, preferred stock dividend should be deducted from net income if there is any but it needs not be added to net loss if there is any.

Note3: The notice items for cash flow analysis are as follows:

1. Net cash flow from operating activity meant for the net cash inflow from operating activity on the Statement of Cash Flow.
2. Capital expenditure meant for the cash outflow of capita investment annually.
3. Increase of inventory is counted only when ending inventory exceeds beginning inventory. If the ending inventory is decreased, it is booked as zero value.
4. Cash dividend includes the amount for common stock and preferred stock.
5. Gross fixed assets meant for the total fixed assets before deducting the cumulative depreciation.

Note4: Issuers are to have operating cost and operating expenses classified into the category of fixed and variable. If the classification of operating cost and operating expense involves estimation or discretionary judgment, it must be made reasonably and consistently.

3. Supervisor's Report in the past five years: Please refer to P57 in the annual report for details.
4. Consolidated financial difficulties of the Company and related party on the Company's financial position: Please refer to P103~108 in the annual report for details.
5. Financial statements in the most recent years: Please refer to P58~102 in the annual report for details.
6. Impact of financial difficulties of the Company and related party on the Company's financial position: N/A

Topoint Technology Co., Ltd.

Supervisor's Report

The 2012 consolidated financial statements, business report, and remuneration of the company and its subsidiaries has been audited and certified by the CPAs: Liao Wan-Yi and Shieh Chien-Shin of Deloitte & Touche-Taiwan. The supervisors have reviewed and audited the above-mentioned issued documents, composed and presented by the Board of Directors. It is concluded that the said documents are presented fairly; therefore, the Supervisor's Report is hereby issued in accordance with Article 219 of Company Law.

Sincerely yours,

2013 Shareholder's Meeting of TOP

Supervisor: Chen Ken-Ching

Supervisor: Niu Cheng-Chie

March 19, 2013

Topoint Technology Co., Ltd.

**Financial Statements for the
Years Ended December 31, 2012 and 2011 and
Independent Auditors' Report**

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Topoint Technology Co., Ltd.

We have audited the accompanying balance sheets of Topoint Technology Co., Ltd. (the "Corporation") as of December 31, 2012 and 2011 and the related statements of income, changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Topoint Technology Co., Ltd. as of December 31, 2012 and 2011 and the results of its operations and its cash flows for the years then ended, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, requirements of the Business Accounting Law and Guidelines Governing Business Accounting relevant to financial accounting standards, and accounting principles generally accepted in the Republic of China.

We have also audited the consolidated financial statements of the Corporation and subsidiaries as of and for the years ended December 31, 2012 and 2011 and have issued an unqualified opinion thereon in our report dated March 19, 2013.

March 19, 2013

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

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

TOPOINT TECHNOLOGY CO., LTD.

BALANCE SHEETS

DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Par Value)

ASSETS	2012		2011	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Note 4)	\$ 213,742	4	\$ 198,627	4
Available-for-sale financial assets (Notes 2 and 6)	849	-	25,660	1
Notes receivable (Note 2)	7,599	-	4,904	-
Accounts receivable (Notes 2 and 7)	130,958	3	151,532	3
Notes and accounts receivable - related parties (Note 20)	203,087	4	68,841	2
Other financial assets (Note 7)	7,694	-	5,347	-
Inventories (Notes 2 and 8)	176,690	4	178,894	4
Prepayments	35,277	1	9,309	-
Deferred income tax assets (Notes 2 and 17)	7,936	-	21,410	-
Other current assets	<u>189</u>	<u>-</u>	<u>1,015</u>	<u>-</u>
Total current assets	<u>784,021</u>	<u>16</u>	<u>665,539</u>	<u>14</u>
INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD (Notes 2 and 9)	<u>2,984,244</u>	<u>60</u>	<u>2,799,319</u>	<u>59</u>
PROPERTY, PLANT AND EQUIPMENT (Notes 2, 10 and 21)				
Cost				
Land	75,652	2	75,652	2
Buildings	261,789	5	261,789	5
Machinery and equipment	1,911,100	39	1,828,752	39
Transportation equipment	2,624	-	2,197	-
Office equipment	3,169	-	2,912	-
Miscellaneous equipment	<u>47,577</u>	<u>1</u>	<u>45,633</u>	<u>1</u>
Total cost	2,301,911	47	2,216,935	47
Less: Accumulated depreciation	<u>1,166,849</u>	<u>24</u>	<u>989,988</u>	<u>21</u>
	1,135,062	23	1,226,947	26
Prepayments for equipment	<u>1,150</u>	<u>-</u>	<u>17,746</u>	<u>-</u>
Net property, plant and equipment	<u>1,136,212</u>	<u>23</u>	<u>1,244,693</u>	<u>26</u>
OTHER ASSETS				
Refundable deposits (Note 20)	5,614	-	5,921	-
Deferred income tax assets (Notes 2 and 17)	15,486	1	14,136	1
Miscellaneous (Notes 2 and 18)	<u>7,711</u>	<u>-</u>	<u>5,655</u>	<u>-</u>
Total other assets	<u>28,811</u>	<u>1</u>	<u>25,712</u>	<u>1</u>
TOTAL	<u>\$ 4,933,288</u>	<u>100</u>	<u>\$ 4,735,263</u>	<u>100</u>

LIABILITIES AND STOCKHOLDERS' EQUITY	2012		2011	
	Amount	%	Amount	%
CURRENT LIABILITIES				
Short-term loans (Note 11)	\$ 34,520	1	\$ 65,413	1
Notes payable	-	-	31	-
Accounts payable	34,199	1	37,101	1
Notes and accounts payable - related parties (Note 20)	987	-	1,283	-
Income tax payable (Notes 2 and 17)	21,588	-	12,960	-
Accrued expenses (Notes 2, 18 and 20)	122,188	2	122,666	3
Payables on equipment	51,598	1	743	-
Deferred income (Notes 2 and 20)	43,375	1	28,897	1
Long-term loans - current portion (Notes 13, 20 and 21)	18,565	-	86,335	2
Other current liabilities	<u>79,881</u>	<u>2</u>	<u>1,133</u>	<u>-</u>
Total current liabilities	<u>406,901</u>	<u>8</u>	<u>356,562</u>	<u>8</u>
LONG-TERM LIABILITIES				
Long-term loans, net of current portion (Notes 13 and 21)	<u>655,946</u>	<u>13</u>	<u>574,503</u>	<u>12</u>
OTHER LIABILITIES				
Guarantee deposits received (Note 20)	10,167	1	10,599	-
Deferred credits (Notes 2 and 20)	54,854	1	46,971	1
Credit balance on carrying value of long-term investments (Notes 2 and 9)	<u>1,831</u>	<u>-</u>	<u>432</u>	<u>-</u>
Total other liabilities	<u>66,852</u>	<u>2</u>	<u>58,002</u>	<u>1</u>
Total liabilities	<u>1,129,699</u>	<u>23</u>	<u>989,067</u>	<u>21</u>
STOCKHOLDERS' EQUITY				
Capital stock, NT\$10.00 par value; authorized - 300,000 thousand shares; issued - 156,658 thousand shares in 2012 and 152,569 thousand shares in 2011	<u>1,566,578</u>	<u>32</u>	<u>1,525,685</u>	<u>32</u>
Capital surplus				
Additional paid-in capital	1,185,161	24	1,185,161	25
Employee stock options	<u>9,563</u>	<u>-</u>	<u>2,118</u>	<u>-</u>
Total capital surplus	<u>1,194,724</u>	<u>24</u>	<u>1,187,279</u>	<u>25</u>
Retained earnings				
Legal reserve	225,872	5	195,581	4
Special reserve	16,803	-	16,803	1
Unappropriated earnings	<u>715,389</u>	<u>14</u>	<u>623,038</u>	<u>13</u>
Total retained earnings	<u>958,064</u>	<u>19</u>	<u>835,422</u>	<u>18</u>
Other equity adjustments				
Cumulative translation adjustments	83,567	2	190,040	4
Unrealized gain on financial instruments	<u>656</u>	<u>-</u>	<u>7,770</u>	<u>-</u>
Total other equity adjustments	<u>84,223</u>	<u>2</u>	<u>197,810</u>	<u>4</u>
Total stockholders' equity	<u>3,803,589</u>	<u>77</u>	<u>3,746,196</u>	<u>79</u>
TOTAL	<u>\$ 4,933,288</u>	<u>100</u>	<u>\$ 4,735,263</u>	<u>100</u>

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

TOPOINT TECHNOLOGY CO., LTD.

STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2012		2011	
	Amount	%	Amount	%
SALES (Note 20)	\$ 1,020,518	100	\$ 1,068,410	100
LESS: SALES RETURNS	853	-	1,884	-
SALES DISCOUNTS AND ALLOWANCES	<u>986</u>	<u>-</u>	<u>741</u>	<u>-</u>
NET SALES	1,018,679	100	1,065,785	100
COST OF SALES (Note 20)	<u>728,525</u>	<u>72</u>	<u>771,610</u>	<u>72</u>
GROSS PROFIT	290,154	28	294,175	28
UNREALIZED PROFIT ON INTERCOMPANY TRANSACTIONS (Note 2)	<u>(13,740)</u>	<u>(1)</u>	<u>(5,576)</u>	<u>(1)</u>
ADJUSTED GROSS PROFIT	<u>276,414</u>	<u>27</u>	<u>288,599</u>	<u>27</u>
OPERATING EXPENSES				
Selling	34,047	3	34,785	3
General and administrative	78,064	8	79,380	8
Research and development	<u>33,530</u>	<u>3</u>	<u>32,988</u>	<u>3</u>
Total operating expenses	<u>145,641</u>	<u>14</u>	<u>147,153</u>	<u>14</u>
OPERATING INCOME	<u>130,773</u>	<u>13</u>	<u>141,446</u>	<u>13</u>
NONOPERATING INCOME AND GAINS				
Investment income recognized under the equity method	166,441	17	192,324	18
Gain on sale of investments, net	12,985	1	16,023	2
Gain on disposal of property, plant and equipment	12,820	1	12,731	1
Interest income	413	-	431	-
Rental income (Note 20)	39	-	33	-
Exchange gain, net	-	-	3,364	1
Valuation gain on financial assets	-	-	3,258	-
Others (Note 20)	<u>1,815</u>	<u>-</u>	<u>836</u>	<u>-</u>
Total nonoperating income and gains	<u>194,513</u>	<u>19</u>	<u>229,000</u>	<u>22</u>

(Continued)

TOPOINT TECHNOLOGY CO., LTD.

STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2012		2011	
	Amount	%	Amount	%
NONOPERATING EXPENSES AND LOSSES				
Interest expenses (Note 20)	\$ 14,323	2	\$ 18,327	2
Loss on disposal of property, plant and equipment	2,623	-	5	-
Exchange loss, net	<u>631</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total nonoperating expenses and losses	<u>17,577</u>	<u>2</u>	<u>18,332</u>	<u>2</u>
INCOME BEFORE INCOME TAX	307,709	30	352,114	33
INCOME TAX EXPENSE (Notes 2 and 17)	<u>33,758</u>	<u>3</u>	<u>49,206</u>	<u>5</u>
NET INCOME	<u>\$ 273,951</u>	<u>27</u>	<u>\$ 302,908</u>	<u>28</u>
	2012		2011	
	Before Tax	After Tax	Before Tax	After Tax
EARNINGS PER SHARE (NEW TAIWAN DOLLARS; Note 16)				
Basic	<u>\$ 1.96</u>	<u>\$ 1.75</u>	<u>\$ 2.34</u>	<u>\$ 2.01</u>
Diluted	<u>\$ 1.92</u>	<u>\$ 1.71</u>	<u>\$ 2.22</u>	<u>\$ 1.91</u>

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

(Concluded)

TOPOINT TECHNOLOGY CO., LTD.
**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2012 AND 2011
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)**

	Capital Surplus											
	Capital Stock Issued and Outstanding		Capital Collected in Advance	Additional Paid-in Capital from Share Issuance in Excess of Par Value (Note 14)	Employee Stock Options (Note 15)	Option (Notes 2, 12 and 15)	Retained Earnings (Note 14)			Cumulative Translation Adjustments (Note 2)	Unrealized Gain on Financial Instruments (Notes 2 and 6)	Total Stockholders' Equity
	Shares (Thousands)	Amount					Legal Reserve	Special Reserve	Unappropriated Earnings			
BALANCE, JANUARY 1, 2011	133,922	\$ 1,339,216	\$ 1,388	\$ 1,014,065	\$ -	\$ 41,506	\$ 168,026	\$ 16,803	\$ 496,480	\$ (14,994)	\$ 18,309	\$ 3,080,799
Appropriation of prior year's earnings												
Legal reserve	-	-	-	-	-	-	27,555	-	(27,555)	-	-	-
Stock dividend - NT\$0.249 per share	3,720	37,199	-	-	-	-	-	-	(37,199)	-	-	-
Cash dividend - NT\$0.749 per share	-	-	-	-	-	-	-	-	(111,596)	-	-	(111,596)
Capital collected in advance transferred to capital stock	139	1,388	(1,388)	-	-	-	-	-	-	-	-	-
Conversion of convertible bonds	14,218	142,180	-	160,911	-	(41,506)	-	-	-	-	-	261,585
Net income in 2011	-	-	-	-	-	-	-	-	302,908	-	-	302,908
Issuance of stock due to the exercise of stock options	570	5,702	-	10,185	-	-	-	-	-	-	-	15,887
Compensation cost of employee stock options	-	-	-	-	2,118	-	-	-	-	-	-	2,118
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	205,034	-	205,034
Unrealized loss on financial instruments	-	-	-	-	-	-	-	-	-	-	(10,539)	(10,539)
BALANCE, DECEMBER 31, 2011	152,569	1,525,685	-	1,185,161	2,118	-	195,581	16,803	623,038	190,040	7,770	3,746,196
Appropriation of prior year's earnings												
Legal reserve	-	-	-	-	-	-	30,291	-	(30,291)	-	-	-
Stock dividend - NT\$0.268 per share	4,089	40,893	-	-	-	-	-	-	(40,893)	-	-	-
Cash dividend - NT\$0.724 per share	-	-	-	-	-	-	-	-	(110,416)	-	-	(110,416)
Net income in 2012	-	-	-	-	-	-	-	-	273,951	-	-	273,951
Compensation cost of employee stock options	-	-	-	-	7,445	-	-	-	-	-	-	7,445
Translation adjustments on long-term equity investments	-	-	-	-	-	-	-	-	-	(106,473)	-	(106,473)
Unrealized loss on financial instruments	-	-	-	-	-	-	-	-	-	-	(7,114)	(7,114)
BALANCE, DECEMBER 31, 2012	156,658	\$ 1,566,578	\$ -	\$ 1,185,161	\$ 9,563	\$ -	\$ 225,872	\$ 16,803	\$ 715,389	\$ 83,567	\$ 656	\$ 3,803,589

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

TOPOINT TECHNOLOGY CO., LTD.

STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2012 AND 2011 (In Thousands of New Taiwan Dollars)

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 273,951	\$ 302,908
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	187,500	188,300
Compensation cost of employee stock options	7,445	2,118
Gain on sale of investments, net	(12,985)	(16,023)
Investment income recognized under the equity method	(166,441)	(192,324)
Unrealized profit on intercompany transactions	13,740	5,576
Net gain on disposal of property, plant and equipment	(10,197)	(12,726)
Valuation gain on financial assets	-	(3,258)
Provision for reversed pension costs	(2,581)	(447)
Deferred income tax	12,124	35,538
Amortization of discount on corporate bonds payable	-	3,550
Net changes in operating assets and liabilities		
Notes receivable	(2,695)	358
Accounts receivable	20,574	10,686
Notes and accounts receivable - related parties	(134,246)	80,703
Other financial assets	(2,363)	(5,338)
Inventories	2,204	(24,561)
Prepayments	(25,968)	14,665
Other current assets	841	(813)
Notes payable	(31)	31
Accounts payable	(2,902)	(13,199)
Notes and accounts payable - related parties	(296)	300
Income tax payable	8,628	(1,001)
Accrued expenses	(478)	13,472
Other current liabilities	<u>95,472</u>	<u>(524)</u>
Net cash provided by operating activities	<u>261,296</u>	<u>387,991</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of available-for-sale financial assets	-	(15,960)
Proceeds from disposal of available-for-sale financial assets	30,682	18,988
Decrease in certificates of deposits - restricted	-	60,000
Acquisition of long-term equity investments	(123,558)	(277,243)
Acquisition of property, plant and equipment	(89,727)	(41,279)
Proceeds from disposal of property, plant and equipment	65,828	-
Decrease (increase) in refundable deposits	307	(381)
Increase in miscellaneous assets	<u>(1,645)</u>	<u>(2,596)</u>
Net cash used in investing activities	<u>(118,113)</u>	<u>(258,471)</u>

(Continued)

TOPOINT TECHNOLOGY CO., LTD.

STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2012 AND 2011 (In Thousands of New Taiwan Dollars)

	2012	2011
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in short-term loans	\$ (30,893)	\$ 45,413
Increase in long-term loans	200,000	100,000
Repayment of long-term loans	(186,327)	(240,604)
Cash dividends	(110,416)	(111,596)
Proceeds from the exercise of employee stock options	-	15,887
Increase (decrease) in guarantee deposits received	<u>(432)</u>	<u>400</u>
Net cash used in financing activities	<u>(128,068)</u>	<u>(190,500)</u>
NET INCREASE (DECREASE) IN CASH	15,115	(60,980)
CASH, BEGINNING OF YEAR	<u>198,627</u>	<u>259,607</u>
CASH, END OF YEAR	<u><u>\$ 213,742</u></u>	<u><u>\$ 198,627</u></u>
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid	<u>\$ 14,406</u>	<u>\$ 14,717</u>
Income tax paid	<u>\$ 13,006</u>	<u>\$ 14,668</u>
NONCASH FINANCING ACTIVITIES		
Current portion of long-term loans	<u>\$ 18,565</u>	<u>\$ 86,335</u>
Conversion of convertible bonds	<u>\$ -</u>	<u>\$ 261,585</u>
CASH PAID FOR PROPERTY ACQUISITION		
Increase in property, plant and equipment	\$ 140,582	\$ 40,626
Net decrease (increase) in payables on equipment	<u>(50,855)</u>	<u>653</u>
Cash paid	<u><u>\$ 89,727</u></u>	<u><u>\$ 41,279</u></u>

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

(Concluded)

TOPOINT TECHNOLOGY CO., LTD.

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

1. ORGANIZATION AND OPERATIONS

Topoint Technology Co., Ltd. (the “Corporation”) was incorporated in 1996. It manufactures and markets micro-drills for printed circuit boards (PCBs), numerically controlled drilling machines for PCBs and peripheral equipment used in PCB manufacture. On May 10, 2000, the Securities and Futures Commission (SFC) approved the Corporation’s application to become a public company. Since December 21, 2004, the Corporation’s shares have been traded on the GreTai Securities Market (over-the-counter securities exchange). Later, when the Corporation’s shares ceased to be traded over the counter, the Corporation’s shares became listed on the Taiwan Stock Exchange on January 21, 2008.

As of December 31, 2012 and 2011, the Corporation had 318 and 274 employees, respectively.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, Business Accounting Law, Guidelines Governing Business Accounting, and accounting principles generally accepted in the Republic of China (ROC). Significant accounting policies are summarized as follows:

Foreign-currency Transactions

Foreign-currency transactions are recorded in New Taiwan dollars at the rates of exchange rates in effect when the transactions occur. Gains or losses from settling foreign-currency assets and liabilities at prevailing rates are credited or charged to current income. Year-end balances of foreign-currency assets and liabilities are restated at the prevailing exchange rates, and the resulting differences are credited or charged to current income. However, differences pertaining to foreign-currency long-term stock investments accounted for the equity method are reported as cumulative translation adjustments under stockholders’ equity.

Accounting Estimates

Under above guidelines, law and principles, certain estimates and assumptions have been used for the allowance for doubtful accounts; allowance for loss on inventories; depreciation of property, plant and equipment; income tax; pension cost; bonuses to employees, directors and supervisors; etc. Actual results may differ from these estimates.

For readers’ convenience, the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If inconsistencies arise between the English version and the Chinese version or if differences arise in the interpretations between the two versions, the Chinese version of the financial statements shall prevail.

Current/Noncurrent Assets and Liabilities

Current assets are cash and those assets held for trading, converted to cash, sold or consumed within one year from the balance sheet date. Current liabilities are obligations due within one year from the balance sheet date. All other assets and liabilities are classified as noncurrent.

Financial Instruments at Fair Value Through Profit or Loss

Financial instruments at fair value through profit or loss include financial assets or financial liabilities classified as held for trading and financial instruments that are designated on initial recognition as at fair value through profit or loss, with direct instrument acquisition costs expensed as incurred. After initial recognition, financial instruments are remeasured at fair value, with the changes in fair value recognized as gain or loss. A regular purchase or sale of financial assets is recognized and de-recognized using trade date accounting.

Derivative financial instruments that need not be subjected to hedge accounting are classified as financial assets when their fair value exceeds zero and are classified as financial liabilities when their fair value is lower than zero.

For bond conversion option and forward contracts, the valuation method is used to determine their fair value.

Available-for-sale Financial Assets

Available-for-sale financial assets are initially recognized at fair value plus direct asset acquisition costs. At each balance sheet date after the initial recognition, available-for-sale financial assets are remeasured at fair value, with changes in fair value recognized in equity until the financial assets are disposed of. On asset disposal, the cumulative gain or loss previously recognized in equity is included in gain or loss for the year. All regular purchases or sales of financial assets are recognized and de-recognized on a trade date basis.

The fair value bases of available-for-sale financial assets are the same as those of financial instruments at fair value through profit or loss.

Cash dividends are recognized on the ex-dividend date; however, dividends distributed from the pre-acquisition earnings are treated as a reduction of investment cost. Stock dividends received are not recognized as investment income but are recorded as an increase in the number of shares. The total number of shares after the increase is used to recalculate the cost per share.

An impairment loss is recognized when there is objective evidence that the financial asset is impaired. Any decrease in impairment loss on an equity instrument classified as available for sale is recognized directly under equity.

Impairment of Accounts Receivable

Accounts receivable are assessed for impairment at the end of each reporting period and considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the accounts receivable, the estimated future cash flows of the asset have been affected.

The amount of the impairment loss recognized is the difference between the asset carrying amount and the present value of estimated future cash flows, after taking into account the related collaterals and guarantees, discounted at the receivable's original effective interest rate. The carrying amount of the accounts receivable is reduced through the use of an allowance account.

Inventories

Inventories consist of raw materials, supplies, finished goods, work-in-process and merchandise and are stated at the lower of cost or net realizable value. Inventory write-downs are made by item, except where it may be appropriate to group similar or related items. Net realizable value is the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Inventories are recorded at standard cost and then adjusted to approximate the weighted-average cost on the balance sheet date.

Investments Accounted for by the Equity Method

Under the equity method, long-term investments are stated at cost on the acquisition date and subsequently adjusted for the Corporation's equity in the investee's net income or net loss. Any cash dividends received from investees are accounted for as a reduction of the carrying value of the related investments.

Stock dividends received from an investee are accounted for as increases in the number of shares held and are not recognized as investment income.

The costs of equity investments sold are determined using the weighted-average method.

An impairment loss is recognized when there is objective evidence that the recoverable amount of an asset is less than its carrying amount.

When the Corporation's share in losses of an investee over which the Corporation has control exceeds its investment in the investee, unless the other stockholders of the investee have assumed legal or constructive obligations and have demonstrated the ability to make payments on behalf of the investee, the Corporation has to bear all of the losses in excess of the capital contributed by stockholders of the investee and reclassify the credit balance of long-term investments to other liabilities. If the investee subsequently reports profits, such profits are first attributed to the Corporation to the extent of the excess losses previously borne by the Corporation.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Major additions or betterments are capitalized, while maintenance and repairs are expensed currently.

Depreciation expense is calculated using the straight-line method on the basis of asset service lives estimated as follows: buildings, 3 to 50 years; machinery and equipment, 3 to 10 years; transportation equipment, 3 to 5 years; office equipment, 3 to 5 years; and miscellaneous equipment, 3 to 7 years. Property, plant and equipment still in use beyond their originally estimated service lives are depreciated over their newly estimated service lives.

When property, plant and equipment are retired or disposed of, the related cost and accumulated depreciation are removed from the accounts, and gains or losses are recognized as nonoperating income or expenses.

Impairment losses are recognized when the carrying values of property, plant and equipment exceed their recoverable amounts on the balance sheet date. If the recoverable amount increases, the increase in carrying value is recognized as gain. However, this increase should not exceed the carrying value that would have been determined (net of depreciation) had no impairment loss been recognized for the asset in prior years.

Convertible Bonds

The Corporation first determines the carrying amount of the liability component by measuring the fair value of a similar liability that does not have an associated equity component, then determines the carrying amount of the equity component representing the equity conversion option by deducting the fair value of the liability component from the fair value of the convertible bonds as a whole. The liability component (excluding embedded derivatives) is measured at amortized cost using the effective interest method, while the embedded non-equity derivatives are measured at fair value. Upon bond conversion, the Corporation uses the aggregate carrying amount of the liability and equity components of the bonds at the time of conversion as a basis to record the common shares issued.

Deferred Income

Unrealized gains or losses from downstream transactions with equity-method investees are deferred at the percentage of the Corporation's equity interest in the investee if the Corporation has no control over the investees. Unrealized gains or losses on the Corporation's sales to investees over which the Corporation has control are totally eliminated. Gains or losses arising from equipment purchases from equity-method investees are eliminated and recognized over the estimated remaining useful lives of the equipment.

Compensatory Stock Options

Employee stock options granted on or after January 1, 2008 are accounted for under Statement of Financial Accounting Standards No. 39 - "Share-based Payment."

Employee stock options granted between January 1, 2004 and December 31, 2007 were accounted for under the interpretations issued by the Accounting Research and Development Foundation (ARDF). Until 2007, the Corporation used the intrinsic value method, under which compensation cost was recognized on a straight-line basis over the vesting period. Based on Interpretation 96-330 issued by ARDF in December 2007, the compensation cost remains the same if the revised plan meets the related criteria stated in this interpretation. Otherwise, the revised plan would replace the original plan and the Corporation should calculate the incremental compensation cost using the intrinsic value method and amortize this cost over the vesting period.

Pension Costs

Pension costs subject to the defined benefit plan are recognized according to actuarial reports. Unrecognized net transition obligation is amortized within 25 years. Prior service cost and pension gain (loss) are amortized using the straight-line method over the average remaining service years of employees. Pension costs subject to the defined contribution plan are recognized at the amount of required contributions by the Corporation during the employees' service period.

Income Tax

The Corporation accounts for income tax using the inter-period allocation method. Under this method, deferred income tax is recognized for investment tax credits and tax consequences of differences between financial statement carrying amounts and their respective tax bases. A valuation allowance is recognized if evidence indicates that it is more likely than not that a portion or the entire deferred tax asset will not be realized. A deferred tax asset or liability is classified as current or noncurrent in accordance with the classification of the related asset or liability. However, if a deferred asset or liability cannot be related to an asset or liability in the financial statements, it is classified as current or noncurrent on the basis of the expected reversal date of the temporary difference.

If the Corporation can control the reversal timing of a temporary difference arising from the difference between the book value and the tax basis of a long-term equity investment in a foreign subsidiary and if the temporary difference is not expected to reverse in the foreseeable future and will, in effect, exist indefinitely, then a deferred tax liability or asset is not recognized.

Tax credits for purchases of machinery, equipment and technology, research and development expenditures, and personnel training expenditures are recognized using the flow-through method.

Adjustments of prior years' tax liabilities are added to or deducted from the current year's tax provision.

An additional tax at 10% of unappropriated earnings is provided for as income tax in the year the stockholders approve to retain the earnings.

Revenue Recognition

Revenue from sales of goods is recognized when the Corporation has transferred to the buyer the significant risks and rewards of ownership of the goods, primarily upon shipment, because the earnings process has been completed and the economic benefits associated with the transaction have been realized or are realizable. The Corporation does not recognize sales revenue on materials delivered to subcontractors because this delivery does not involve a transfer of risks and rewards of materials ownership.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts agreed between the Corporation and the customers for goods sold in the normal course of business, net of sales discounts and volume rebates. For trade receivables due within one year from the balance sheet date, as the nominal value of the consideration to be received approximates its fair value and transactions are frequent, fair value of the consideration is not determined by discounting all future receipts using an imputed rate of interest.

Reclassifications

Certain accounts in the financial statements as of and for the year ended December 31, 2011 have been reclassified to conform to the presentation of the financial statements as of and for the year ended December 31, 2012.

3. EFFECTS OF CHANGES IN ACCOUNTING PRINCIPLES

Financial Instruments

On January 1, 2011, the Corporation adopted the newly revised Statement of Financial Accounting Standards (SFAS) No. 34 - "Financial Instruments: Recognition and Measurement." The main revisions include the loans and receivables originated by the Corporation being now covered by SFAS No. 34.

Operating Segments

On January 1, 2011, the Corporation adopted the newly issued SFAS No. 41 - "Operating Segments." The statement requires that segment information be disclosed on the basis of the information about the components of the Corporation that management uses to make operating decisions. SFAS No. 41 requires identification of operating segments on the basis of internal reports that are regularly reviewed by the Corporation's chief operating decision maker in order to allocate resources to the segments and assess their performance. This statement supersedes SFAS No. 20 - "Segment Reporting." For this accounting change, the Corporation restated the segment information.

4. CASH

	December 31	
	2012	2011
Cash on hand	\$ 448	\$ 566
Checking accounts and demand deposits	123,488	141,985
Domestic foreign-currency demand deposits	46,254	15,410
Overseas foreign-currency demand deposits	20,752	17,866
Time deposits: Annual interest rate - 0.35%-0.87% in 2012 and 2011	<u>22,800</u>	<u>22,800</u>
	<u>\$ 213,742</u>	<u>\$ 198,627</u>

The overseas foreign-currency demand deposits were deposited in the Bank of Korea.

5. FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

The Corporation issued convertible bonds on May 19, 2010 and September 23, 2009. The Corporation has bifurcated the bonds into a liability component and an equity component. The bond conversion options were measured at fair value and recognized as financial assets held for trading and financial liabilities held for trading. As of December 31, 2011, the convertible bonds had all been converted into common shares.

On financial assets held for trading, there was a net gain of \$3,258 thousand in 2011.

6. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	December 31	
	2012	2011
Quoted stocks	<u>\$ 849</u>	<u>\$ 25,660</u>

Movements of unrealized gain on financial instruments were as follows:

	2012	2011
Balance, beginning of year	\$ 7,770	\$ 18,309
Reported as a separate component of stockholders' equity	5,871	5,484
Recognized in earnings	<u>(12,985)</u>	<u>(16,023)</u>
Balance, end of year	<u>\$ 656</u>	<u>\$ 7,770</u>

7. ACCOUNTS RECEIVABLE

In 2012 and 2011, the Corporation used non-recourse maturity factoring by selling to a bank its accounts receivable amounting to \$212,252 thousand in 2012 and \$293,447 thousand in 2011. The interest rate on the advances were 1.35% to 1.60% in 2012 and 1.21% to 1.92% in 2011.

As of December 31, 2012 and 2011, the outstanding factored accounts receivable were as follows:

Counter-parties	Receivables Sold	Advances Received at Year-end	Not Yet Received as of Year-end	Retention
<u>December 31, 2012</u>				
Mega International Commercial Bank	<u>\$ 65,950</u>	<u>\$ 58,256</u>	<u>\$ 1,222</u>	<u>\$ 6,472</u>
<u>December 31, 2011</u>				
Mega International Commercial Bank	<u>\$ 48,757</u>	<u>\$ 43,424</u>	<u>\$ 488</u>	<u>\$ 4,845</u>

The above factored accounts receivable had not been received and retention amounts were reclassified to other financial assets.

8. INVENTORIES

	<u>December 31</u>	
	<u>2012</u>	<u>2011</u>
Raw materials	\$ 51,410	\$ 64,734
Supplies	35,964	40,418
Work in process	11,273	8,247
Finished goods	76,262	63,536
Merchandises	<u>1,781</u>	<u>1,959</u>
	<u>\$ 176,690</u>	<u>\$ 178,894</u>

The costs of inventories recognized as cost of goods sold were as follows: (a) \$728,525 thousand in 2012, which included a loss of \$3,128 thousand on inventory obsolescence and a loss of \$178 thousand on physical inventory; and (b) \$771,610 thousand in 2011, which included a loss of \$718 thousand on inventory obsolescence and a loss of \$541 thousand on physical inventory.

9. INVESTMENTS ACCOUNTED FOR BY THE EQUITY METHOD

	<u>2012</u>		<u>2011</u>	
	<u>Carrying Value</u>	<u>% of Ownership</u>	<u>Carrying Value</u>	<u>% of Ownership</u>
<u>Unlisted companies</u>				
Topoint Technology Co., Ltd. (B.V.I.)	\$ 2,717,440	100.00	\$ 2,579,574	100.00
Unipoint Technology Co., Ltd.	265,784	59.26	218,618	58.50
Warspeed Corporation (B.V.I.)	1,020	100.00	1,127	100.00
Topoint Japan Co., Ltd.	<u>(1,831)</u>	100.00	<u>(432)</u>	100.00
	2,982,413		2,798,887	
Add: Credit balance on the carrying value of long-term investments reclassified to other liabilities	<u>1,831</u>		<u>432</u>	
	<u>\$ 2,984,244</u>		<u>\$ 2,799,319</u>	

The Corporation indirectly invested in Shanghai Topoint Precision Technology Co., Ltd., Sharpoint Technology (Qinhuangdao) Co., Ltd., Sharpoint Technology (Shenzhen) Co., Ltd. and Sharpoint Technology (Suzhou) Co., Ltd. through Topoint Technology Co., Ltd. (B.V.I.) and invested in Kunshan Restek Technology Co., Ltd. and Kunshan Technology Co., Ltd. through Shanghai Topoint Precision Technology Co., Ltd.

Unipoint Technology Co., Ltd. (“Unipoint”) tests drill bits and mounting plate bolt holes. Unipoint invested in and established Unipont Technology Holdings Co., Ltd. (B.V.I.) and then invested in Unipoint Technology Shenzhen Co., Ltd. through Unipoint Technology Holdings Co., Ltd. (B.V.I.).

Warpspeed Corporation (B.V.I.) engages in international trading.

Topoint Japan Co., Ltd. sells electronic components. The Corporation recognized deficit on its investment in Topoint Japan Co., Ltd.; thus, the Corporation had to reclassify the credit balance on the carrying value of this long-term investment to other liabilities as of December 31, 2012 and 2011.

All of the Corporation’s subsidiaries were included in the Corporation’s consolidated financial statements of 2012 and 2011.

10. PROPERTY, PLANT AND EQUIPMENT

Accumulated depreciation consisted of:

	December 31	
	2012	2011
Buildings	\$ 124,985	\$ 109,684
Machinery and equipment	996,166	837,856
Transportation equipment	1,675	1,449
Office equipment	2,846	2,706
Miscellaneous equipment	<u>41,177</u>	<u>38,293</u>
	<u>\$ 1,166,849</u>	<u>\$ 989,988</u>

Depreciation expenses of property, plant and equipment were \$185,334 thousand in 2012 and \$186,437 thousand in 2011.

11. SHORT-TERM LOANS

	December 31	
	2012	2011
Unsecured loans: Annual interest rate - 1.12%-1.50% in 2012; 1.54%-1.82% in 2011	<u>\$ 34,520</u>	<u>\$ 65,413</u>

12. CONVERTIBLE BONDS

a. Domestic convertible bonds (first issuance)

On September 23, 2009, the Corporation issued five-year unsecured zero-coupon domestic convertible bonds with an aggregate face value of \$200,000 thousand, each with a face value of \$100 thousand. The Corporation bifurcated the bonds into the bond conversion option (equity component) and bond liability component. On the initial recognition of these components, the amounts of the liability and option components were \$168,300 thousand and \$5,488 thousand, respectively, with an effective rate of 3.46%. The related equity account amounted to \$26,212 thousand, which was included in capital surplus - bond conversion option and was valued at the initial face value of bonds minus fair value of the liability account.

Bondholders may exercise their put options at the conversion price from a month after the issuance date to the 10th day before the expiry date. After holding the bonds for three years, bondholders may also ask the Corporation to buy back the conversion bonds at face value in cash plus the accrued interest compensation expense. The interest rate of 3.03% is used for the interest compensation expense for the third year from bond issuance. If the quoted market price exceeds 30% of the conversion price for 30 consecutive trading days within a period from a month after the issuance date to the 11th day before the maturity date, the Corporation may cash in the bonds within 30 trading days. The Corporation may also cash in the bonds at face value at any time when the outstanding amount is 10% below the aggregate face value.

In 2011, bonds with an aggregate face values of \$150,000 thousand were converted into 7,109 thousand common shares at NT\$21.1 per share. As of December 31, 2011, the convertible bonds had all been converted into common shares.

b. Domestic convertible bonds (second issuance)

On May 19, 2010, the Corporation issued five-year unsecured zero-coupon domestic convertible bonds with an aggregate face value of \$150,000 thousand, each with a face value of \$100 thousand. The Corporation bifurcated the bonds into the bond conversion option (equity component) and the bond liability component. On the initial recognition of these components, the amounts of the liability and option components were \$127,535 thousand and \$618 thousand, respectively, with an effective rate of 3.25%. The related equity account amounted to \$21,847 thousand, which was included in capital surplus - bond conversion option and was valued at the initial face value of bonds minus fair value of the liability account.

Bondholders may exercise their put options at the conversion price from a month after the issuance date to the 10th day before the expiry date. After holding the bonds for three years, bondholders may also ask the Corporation to buy back the conversion bonds at face value in cash plus the accrued interest compensation expense. The interest rate of 3.03% is used for the interest compensation expense for the third year from bond issuance. If the quoted market price exceeds 30% of the conversion price for 30 consecutive trading days within a period from a month after the issuance date to the 11th day before the maturity date, the Corporation may cash in the bonds within 30 trading days. The Corporation may also cash in the bonds at face value at any time when the outstanding amount is 10% below the aggregate face value.

In 2011, bonds with an aggregate face value of \$150,000 thousand were converted into 7,109 thousand common shares at NT\$21.1 per share. As of December 31, 2011, the convertible bonds had all been converted into common shares.

13. LONG-TERM LOANS

December 31, 2012			
	Current Portion	Long-term Loans	Total
Credit bank			
Syndicated loan - Industrial Bank of Taiwan, etc.	\$ -	\$ 650,000	\$ 650,000
Taiwan Cooperative Bank	<u>18,565</u>	<u>5,946</u>	<u>24,511</u>
	<u>\$ 18,565</u>	<u>\$ 655,946</u>	<u>\$ 674,511</u>
December 31, 2011			
	Current Portion	Long-term Loans	Total
Credit bank			
Syndicated loan - Industrial Bank of Taiwan, etc.	\$ -	\$ 550,000	\$ 550,000
Taiwan Cooperative Bank	68,689	24,503	93,192
China Development Industrial Bank	<u>17,646</u>	<u>-</u>	<u>17,646</u>
	<u>\$ 86,335</u>	<u>\$ 574,503</u>	<u>\$ 660,838</u>

a. Syndicated loan - Industrial Bank of Taiwan, etc.:

In July 2010, the Corporation obtained another unsecured loan of \$1,000,000 thousand from a banking syndicate comprising the Industrial Bank of Taiwan, Taipei Fubon Commercial Bank, Chinatrust Commercial Bank, Taiwan Cooperative Bank, Taiwan Land Bank and five other banks. In October 2012, the Corporation fully repaid this loan ahead of the maturity date.

In July 2012, the Corporation obtained another unsecured loan \$1,000,000 thousand from a banking syndicate comprising the Industrial Bank of Taiwan, Taipei Fubon Commercial Bank, Taiwan Cooperative Bank, Mega International Commercial Bank, Chang Hwa Bank, Taiwan Land Bank and five other banks.

Related information as of December 31, 2012 and 2011 is as follows:

	Credit Line	Amount to Be Paid	Interest Rate	Repayment
<u>December 31, 2012</u>				
Unsecured loan	\$ 1,000,000	\$ 650,000	1.747%- 1.788%	Principal repayable on maturity in October 2015; if the principal exceeds the diminishing credit line balance on certain dates, the Corporation should pay the lending banks the excess.

(Continued)

	Credit Line	Amount to Be Paid	Interest Rate	Repayment
<u>December 31, 2011</u>				
Unsecured loan	\$ 1,000,000	\$ 550,000	1.703%	Principal repayable on maturity in December 2013; if the principal exceeds the diminishing credit line balance on certain dates, the Corporation should pay the lending banks the excess. (Concluded)

Under the loan agreement, certain financial ratios based on audited annual and semiannual consolidated financial statements of the Corporation must be in accordance with the criteria stated in the agreements. As of December 31, 2012 and 2011, the Corporation had both met such criteria.

- b. Taiwan Cooperative Bank: Secured loan; repayable monthly from October 2004 to September 2014; annual interest - 2.43%-2.55% in 2012 and 2.38%-2.43% in 2011.
- c. China Development Industrial Bank: Secured loan; repayable quarterly from April 2008 to April 2012; under the loan agreement, certain financial ratios based on audited annual standalone and consolidated financial statements of the Corporation must be in accordance with the criteria stated in the agreements. The loan was repaid early in January 2012; annual interest was 2.05%-2.06% in 2011.

The Corporation's assets mortgaged or pledged as collaterals for the above long-term loans are listed in Note 25.

14. STOCKHOLDERS' EQUITY

As of December 31, 2012, the Corporation's Articles of Incorporation stipulated that the Corporation's total authorized capital should be \$3,000,000 thousand, or a total of 300,000 thousand shares with NT\$10.00 par value. The Corporation's board of directors is entitled either to issue these shares in batches or to make a one-time issuance of all the shares. Of the authorized capital, \$300,000 thousand, or a total of 30,000 thousand shares, should be reserved for an employee stock option plan, preferred stock with warrant, and bonds with warrants attached. As of December 31, 2012, the Corporation's paid-in capital was \$1,566,578 thousand.

Under the Corporation's Articles of Incorporation, the Corporation should make appropriations from its net income in following order:

- a. Pay all taxes.
- b. Offset its losses in previous years.
- c. Set aside a legal reserve at 10% of annual net income.
- d. Set aside a special reserve.
- e. Remuneration of 3% (maximum) to directors and supervisors;
- f. Bonuses of 1% to 25% to employees; and

- g. The remainder, together with the unappropriated earnings of prior years, to be distributed to the stockholders.

These appropriations should be approved by the stockholders in, and given effect to in the financial statements of, the year following the year of earnings generation.

To meet the requirements for present and future operational expansion and to satisfy the stockholders' need for cash inflow, the Corporation's dividend policy states that dividends will be in the form of shares and/or cash, with cash dividends to be at least 10% of total dividends.

Based on past experience, the bonus to the Corporation's employees and the remuneration to directors and supervisors for 2012 were calculated at 15% and 3%, respectively, of net income less the 10% deduction for legal reserve.

Based on past experience, the bonus to the Corporation's employees and the remuneration to directors and supervisors for 2011 were calculated at 15% and 3%, respectively, of net income less the 10% deduction for legal reserve.

If a bonus estimate differs from the amount approved by the stockholders, the difference is recorded in the year of stockholders' resolution as a change in accounting estimate.

If bonus shares are resolved to be distributed to employees, the number of shares is determined by dividing the amount of bonus by closing price (after considering the effect of cash and stock dividends) of the shares of the day preceding stockholders' meeting.

Under the Company Law, the capital surplus from shares issued in excess of par (additional paid-in capital from issuance of common shares, conversion of bonds and treasury stock transactions) and donations may be used to offset a deficit; in addition, when the Company has no deficit, such capital surplus may be distributed as cash dividends or transferred to capital (limited to a certain percentage of the Company's paid-in capital and once a year).

The capital surplus from long-term investments, employee stock options and conversion options may not be used for any purpose.

Based on a directive issued by the Securities and Futures Bureau, an amount equal to the net debit balance of certain stockholders' equity accounts shall be transferred from unappropriated earnings to a special reserve. Any special reserve appropriated may be reversed to the extent of the decrease in the net debit balance.

Under the Company Law, appropriation of earnings to legal reserve shall be made until the legal reserve equals the Company's paid-in capital. Legal reserve may be used to offset deficit. If the Company has no deficit and the legal reserve has exceeded 25% of the Company's paid-in capital, the excess may be transferred to capital or distributed in cash.

The appropriations from the 2011 and 2010 earnings were approved by the stockholders on June 12, 2012 and June 15, 2011, respectively, as follows:

	Appropriation of Earnings and Capitalization of Capital Surplus		Dividends Per Share (NT\$)	
	2011	2010	2011	2010
Legal reserve	\$ 30,291	\$ 27,555		
Stock dividends	40,893	37,199	\$0.268	\$0.249
Cash dividends	110,416	111,596	0.724	0.749

The cash bonus to employees of \$40,893 thousand and remuneration to directors and supervisors of \$8,178 thousand for 2011 were approved in the stockholders' meeting on June 12, 2012. The approved amount of the cash bonus to employees and remuneration to directors and supervisors was not different from the accrued amount reflected in the financial statements for the year ended December 31, 2011.

The cash bonus to employees of \$37,199 thousand and remuneration to directors and supervisors of \$7,440 thousand for 2010 were approved in the stockholders' meeting on June 15, 2011. The approved amount of the cash bonus to employees and remuneration to directors and supervisors was not different from the accrued amount reflected in the financial statements for the year ended December 31, 2010.

The appropriation of the 2012 earnings was proposed in the Board of Directors' meeting on March 19, 2013. The appropriations and dividends per share were as follows:

	Appropriation of Earnings	Dividends Per Share (NT\$)
Legal reserve	\$ 27,395	
Stock dividends	12,328	\$0.079
Cash dividends	110,950	0.708

The 2012 appropriations of earnings, bonus to employees and remuneration to directors and supervisors will be resolved by the stockholders in the meeting.

Information on the bonus to employees, directors and supervisors is available on the Market Observation Post System website of the Taiwan Stock Exchange.

15. COMPENSATORY STOCK OPTIONS

a. Employee stock options granted on or after July 1, 2008

Effective Date	Resolution Date	Units	Exercise Price (In New Taiwan Dollars)
2011.09.19	2011.09.26	3,500	\$20.70

Each of the option represented 1,000 common shares of the Corporation. The term of these options is five years. These options may be exercised after two years from the grant date. Under the terms of the stock option plan, if the number of the Corporation's common shares changes, the exercise price is not be adjusted.

The Corporation's stock options in 2012 and 2011 are summarized as follows:

	2012		2011	
	September 26, 2011 Issued		September 26, 2011 Issued	
	Thousand Units	Weighted- average Exercise Price (In Dollars)	Thousand Units	Weighted- average Exercise Price (In Dollars)
Outstanding units, beginning of year	3,500	\$ 20.70	-	\$ -
Granted units	-	-	3,500	20.70
Canceled units	(190)	20.70	-	-
Outstanding units, end of year	<u>3,310</u>		<u>3,500</u>	
Exercisable units, end of year	<u>-</u>		<u>-</u>	

Stock options outstanding as of December 31, 2012 are summarized as follows:

Exercise Price	Outstanding Stock Options as of December 31, 2012			Exercisable Stock Options as of December 31, 2012	
	Thousand Units	Weighted- average Remaining Contractual Life (Years)	Weighted- average Exercise Price (In Dollars)	Thousand Units	Weighted- average Exercise Price (In Dollars)
NT\$20.70	3,310	3.74 years	\$ 20.70	-	\$ 20.70

Stock options outstanding as of December 31, 2011 are summarized as follows:

Exercise Price	Outstanding Stock Options as of December 31, 2011			Exercisable Stock Options as of December 31, 2011	
	Thousand Units	Weighted- average Remaining Contractual Life (Years)	Weighted- average Exercise Price (In Dollars)	Thousand Units	Weighted- average Exercise Price (In Dollars)
NT\$20.70	3,500	4.74 years	\$ 20.70	-	\$ 20.70

Compensation costs recognized were \$7,445 thousand and \$2,118 thousand for the years ended December 31, 2012 and 2011, respectively.

Had the Black-Scholes pricing model been used to calculate compensation cost using the fair value method, the assumptions would have been as follows:

		September 26, 2011 Issued
Assumptions	Expected dividend yield	4.21%
	Risk-free interest rate	1.12%
	Expected duration	5 years
	Expected volatility	48.66%
	Weighted-average fair value (in dollars)	\$5.80

b. Employee stock options granted before January 1, 2008

Effective Date	Resolution Date	Units	Exercise Price (In New Taiwan Dollars)
2006.03.29	2006.04.07	5,520	\$27.86 (original price - \$57.20)
2007.12.13	2007.12.18	<u>5,000</u>	\$41.32 (original price - \$68.20)
		<u>10,520</u>	

Each of the option represented 1,000 common shares of the Corporation. The term of these options is five years. These options may be exercised after two years from the grant date. Under the terms of the stock option plan, if the number of the Corporation's common shares changes, the exercise price will be revised.

The Corporation's stock options in 2012 and 2011 are summarized as follows:

	2012			
	December 18, 2007 Issued		April 7, 2006 Issued	
	Thousand Units	Weighted- average Exercise Price (In Dollars)	Thousand Units	Weighted- average Exercise Price (In Dollars)
Outstanding units, beginning of year	3,220	\$41.32	-	\$-
Canceled units	<u>(3,220)</u>	41.32	<u>-</u>	-
Outstanding units, end of year	<u>-</u>		<u>-</u>	
Exercisable units, end of year	<u>-</u>		<u>-</u>	

	2011			
	December 18, 2007 Issued		April 7, 2006 Issued	
	Thousand Units	Weighted- average Exercise Price (In Dollars)	Thousand Units	Weighted- average Exercise Price (In Dollars)
Outstanding units, beginning of year	3,545	\$48.08	2,355	\$27.86
Exercised units	-	-	(570)	27.86
Canceled units	<u>(325)</u>	48.08	<u>(1,785)</u>	27.86
Outstanding units, end of year	<u>3,220</u>		<u>-</u>	
Exercisable units, end of year	<u>2,254</u>		<u>-</u>	

Stock options outstanding as of December 31, 2011 are summarized as follows:

	Outstanding Stock Options as of December 31, 2011			Exercisable Stock Options as of December 31, 2011	
	Thousand Units	Weighted- average Remaining Contractual Life (Years)	Weighted- average Exercise Price (In Dollars)	Thousand Units	Weighted- average Exercise Price (In Dollars)
Exercise Price					
NT\$48.08	3,220	0.96 years	\$ 48.08	2,254	\$ 48.08

No compensation cost under the intrinsic value method was recognized for 2012 and 2011.

Had the Corporation used the fair value method, the pro forma net income and basic and diluted earnings per share (EPS) of the Corporation in 2012 and 2011 would have been as follows:

		2012	2011
		New Taiwan Dollars	New Taiwan Dollars
Net income	Actual	\$273,951 thousand	\$302,908 thousand
	Pro forma	\$273,069 thousand	\$299,532 thousand
EPS - basic	Actual	\$1.75	\$2.01
	Pro forma	\$1.74	\$1.99
EPS - diluted	Actual	\$1.71	\$1.91
	Pro forma	\$1.70	\$1.88

Had the Black-Scholes pricing model been used to calculate compensation cost using the fair value method, the assumptions would have been as follows:

		December 18, 2007 Issued	April 7, 2006 Issued
Assumptions	Expected dividend yield	-	-
	Risk-free interest rate	2.43%	1.82%
	Expected duration	3.875 years	4 years
	Expected volatility	44.35%	30.25%
	Weighted-average fair value (in dollars)	\$25.17	\$15.22

16. EARNINGS PER SHARE

The numerators and denominators used in calculating earnings per share (EPS) were as follows:

	<u>Amounts (Numerator)</u>		Weighted- average Number of Outstanding Shares (Denominator; Thousands)	<u>Earnings Per Share (Dollars)</u>	
	Income Before Income Tax	Net Income		Income Before Income Tax	Net Income
<u>2012</u>					
Basic EPS					
Net income of common stockholders	\$ 307,709	\$ 273,951	156,658	<u>\$ 1.96</u>	<u>\$ 1.75</u>
Effect of dilutive potential common stock					
Bonus to employees	<u>-</u>	<u>-</u>	<u>3,857</u>		
Diluted EPS					
Income available to common stockholders (including effect of dilutive potential common stock)	<u>\$ 307,709</u>	<u>\$ 273,951</u>	<u>160,515</u>	<u>\$ 1.92</u>	<u>\$ 1.71</u>
<u>2011</u>					
Basic EPS					
Net income of common stockholders	\$ 352,114	\$ 302,908	150,648	<u>\$ 2.34</u>	<u>\$ 2.01</u>
Effect of dilutive potential common stock					
Bonus to employees	-	-	1,928		
Employee stock options	-	-	9		
Convertible bonds	<u>3,550</u>	<u>2,947</u>	<u>7,899</u>		
Diluted EPS					
Income available to common stockholders (including effect of dilutive potential common stock)	<u>\$ 355,664</u>	<u>\$ 305,855</u>	<u>160,484</u>	<u>\$ 2.22</u>	<u>\$ 1.91</u>

The ARDF issued Interpretation 2007-052 that requires companies to recognize bonuses paid to employees, directors and supervisors as compensation expenses beginning January 1, 2008. These bonuses were previously recorded as appropriations from earnings. If the Corporation may settle the bonus to employees by cash or shares, the Corporation should presume that the entire amount of the bonus will be settled in shares and the resulting potential shares should be included in the weighted average number of shares outstanding used in the calculation of diluted EPS, if the shares have a dilutive effect. The number of shares is estimated by dividing the entire amount of the bonus by the closing price of the shares at the balance sheet date. Such dilutive effect of the potential shares should be included in the calculation of diluted EPS until the stockholders resolve the number of shares to be distributed to employees at their meeting in the following year.

If compensation cost of 2012 will be included in calculating the diluted EPS, the inclusion will have an anti-dilutive effect.

The average number of shares outstanding used for EPS calculation was adjusted retroactively for the issuance of stock dividends. Due to this adjustment, the basic net income per share before and after income tax in 2011 decreased from NT\$2.40 to NT\$2.34 and from NT\$2.07 to NT\$2.01, respectively, and the diluted net income per share before and after income tax in 2011 decreased from NT\$2.27 to NT\$2.22 and from NT\$1.96 to NT\$1.91, respectively.

17. INCOME TAX

- a. The reconciliation of income tax on pretax accounting income at the 17% statutory rate and income tax expense - current was as follows:

	2012	2011
Tax on pretax accounting income at statutory rate	\$ 52,310	\$ 59,859
Adjusted for:		
Permanent differences	(30,457)	(37,602)
Temporary differences	3,012	(154)
Investment tax credit	(15,367)	(19,022)
Additional 10% income tax on unappropriated earnings	<u>12,131</u>	<u>9,920</u>
Income tax expense - current	<u>\$ 21,629</u>	<u>\$ 13,001</u>

Income tax expense - current minus the prepaid tax as of December 31, 2012 and 2011 was shown under income tax payable.

- b. Income tax expense consisted of the following:

	2012	2011
Income tax expense - current	\$ 21,629	\$ 13,001
Prior year's income tax adjustments	5	667
Deferred income tax	<u>12,124</u>	<u>35,538</u>
Income tax expense	<u>\$ 33,758</u>	<u>\$ 49,206</u>

- c. Deferred income tax assets (liabilities) consisted of the following:

	December 31	
	2012	2011
Current		
Deferred unrealized gain, net	\$ 7,373	\$ 4,912
Allowance for inventory losses	999	1,022
Allowance for doubtful accounts	289	300
Investment tax credits	-	15,367
Unrealized exchange gains	<u>(725)</u>	<u>(191)</u>
Net deferred income tax assets	<u>\$ 7,936</u>	<u>\$ 21,410</u>
Noncurrent		
Deferred unrealized gain	\$ 9,325	\$ 7,984
Equity in net loss of investees	6,552	6,558
Accrued pension cost	<u>(391)</u>	<u>(406)</u>
Net deferred income tax assets	<u>\$ 15,486</u>	<u>\$ 14,136</u>

Income tax returns through 2010 had been examined and cleared by the tax authorities.

- d. Information on the Imputation Income Tax System is as follows:

	December 31	
	2012	2011
Balances of the imputation credit account (ICA)	<u>\$ 29,582</u>	<u>\$ 28,361</u>

The estimated and actual ratios of imputation tax credits to undistributed earnings as of December 31, 2012 and 2011 were 7.15% and 6.49%, respectively.

The credit allocable to the stockholders is calculated on the basis of the balance of ICA on the date of dividend distribution. Thus, the estimated rate as of December 31, 2012 may differ from the actual rate depending on the ICA balance on the dividend distribution date.

- e. Information on integrated income tax is as follows:

	December 31	
	2012	2011
Unappropriated earnings generated before January 1, 1998	\$ -	\$ -
Unappropriated earnings generated on or after January 1, 1998	<u>715,389</u>	<u>623,038</u>
	<u>\$ 715,389</u>	<u>\$ 623,038</u>

- f. Under the Integrated Income Tax System, which took effect on January 1, 1998, resident stockholders are allowed a tax credit for the income tax paid by the Corporation on earnings generated since 1998. An imputation credit account is maintained by the Corporation for such income tax and the tax credit allocated to each stockholder.

18. PENSION PLAN

The pension calculation under the Labor Pension Act is under a defined contribution plan. The rate of an employer's monthly contributions to the Labor Pension Fund should not be less than 6% of each employee's monthly salary or wage. The Corporation has contributed amounts equal to 6% of each employee's monthly salary or wage beginning July 1, 2005.

Pension expenses recognized under the defined contribution plan were \$7,302 thousand and \$7,529 thousand in 2012 and 2011, respectively. Accrued pension liabilities under the defined contribution plan, which were accounted for as accrued expenses, amounted to \$1,282 thousand and \$1,240 thousand as of December 31, 2012 and 2011, respectively.

Following the Labor Standards Law, which was promulgated earlier than the Act, the Corporation set up a defined benefit plan, which provides benefits based on length of service and average basic salaries or wages of the last six months before retirement. The Corporation made monthly contributions to a retirement fund equal to 2% of salaries and wages. The fund is administered by the employees' pension plan committee and deposited in the committee's name in the Bank of Taiwan. The registration with the New Taipei City Government of the temporary cessation of defined benefit pension fund contributions between September 1, 2007 and August 31, 2011 had been approved.

Other information on the defined benefit pension plan is as follows:

a. Pension cost components

	2012	2011
Service cost	\$ -	\$ -
Interest cost	292	338
Expected return on plan assets	(290)	(266)
Amortization	<u>86</u>	<u>116</u>
Net pension cost	<u>\$ 88</u>	<u>\$ 188</u>

b. Reconciliation of the fund status of the plan and accrued pension cost

	December 31	
	2012	2011
Benefit obligation		
Vested benefit obligation	\$ 154	\$ 153
Non-vested benefit obligation	<u>14,052</u>	<u>11,842</u>
Accumulated benefit obligation	14,206	11,995
Additional benefits based on future salaries	<u>2,983</u>	<u>2,620</u>
Projected benefit obligation	17,189	14,615
Fair value of plan assets	<u>(16,945)</u>	<u>(14,126)</u>
Funded status	244	489
Unrecognized net transition obligation	(148)	(161)
Unrecognized net benefit	<u>(5,360)</u>	<u>(3,011)</u>
Prepaid pension (classified under other assets - miscellaneous)	<u>\$ (5,264)</u>	<u>\$ (2,683)</u>

	December 31	
	2012	2011
c. Vested benefit	<u>\$ 163</u>	<u>\$ 163</u>
d. Actuarial assumptions		
Discount rate	1.75%	2.00%
Future salary increase rate	1.00%	1.00%
Expected rate of return on plan assets	1.75%	2.00%
e. Contributions and payments		
	2012	2011
Contributions	<u>\$ 2,669</u>	<u>\$ 635</u>
Payments	<u>\$ -</u>	<u>\$ -</u>

19. PERSONNEL, DEPRECIATION AND AMORTIZATION EXPENSES

	2012		
	Operating Cost	Operating Expense	Total
Personnel expenses			
Payroll	\$ 144,138	\$ 75,923	\$ 220,061
Labor and health insurance	10,415	3,832	14,247
Pension	5,065	2,325	7,390
Others	<u>-</u>	<u>3,569</u>	<u>3,569</u>
	<u>\$ 159,618</u>	<u>\$ 85,649</u>	<u>\$ 245,267</u>
Depreciation	<u>\$ 177,331</u>	<u>\$ 8,003</u>	<u>\$ 185,334</u>
Amortization	<u>\$ 330</u>	<u>\$ 1,836</u>	<u>\$ 2,166</u>
	2011		
	Operating Cost	Operating Expense	Total
Personnel expenses			
Payroll	\$ 138,394	\$ 79,763	\$ 218,157
Labor and health insurance	9,999	3,400	13,399
Pension	5,478	2,239	7,717
Others	<u>100</u>	<u>4,450</u>	<u>4,550</u>
	<u>\$ 153,971</u>	<u>\$ 89,852</u>	<u>\$ 243,823</u>
Depreciation	<u>\$ 176,604</u>	<u>\$ 9,833</u>	<u>\$ 186,437</u>
Amortization	<u>\$ 330</u>	<u>\$ 1,533</u>	<u>\$ 1,863</u>

20. RELATED-PARTY TRANSACTIONS

a. The Corporation's related parties were as follows:

Related Party	Relationship with the Corporation
China Development Industrial Bank	Director and stockholder before June 12, 2012
Warpspeed Corporation (B.V.I.)	Subsidiary
Topoint Technology Co., Ltd. (B.V.I.)	Subsidiary
Topoint Japan Co., Ltd.	Subsidiary
Unipoint Technology Co., Ltd.	Subsidiary
Shanghai Topoint Precision Technology Co., Ltd.	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)
Sharpoint Technology (Qinhuangdao) Co., Ltd.	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)
Sharpoint Technology (Shenzhen) Co., Ltd.	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)
Sharpoint Technology (Suzhou) Co., Ltd.	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)
Unipoint Technology Holdings Co., Ltd. (B.V.I.)	Subsidiary of Unipoint Technology Co., Ltd.
Kunshan Technology Co., Ltd.	Subsidiary of Shanghai Topoint Precision Technology Co., Ltd.
Kunshan Restek Technology Co., Ltd.	Subsidiary of Shanghai Topoint Precision Technology Co., Ltd.
Unipoint Technology Shenzhen Co., Ltd.	Subsidiary of Unipoint Technology Holdings Co., Ltd. (B.V.I.)
Unimicron Technology Corporation	The parent company of equity-method investee of Unipoint Technology Co., Ltd.

b. Significant transactions with the related parties were as follows:

	2012		2011	
	Amount	% to Total	Amount	% to Total
<u>For the year</u>				
Sales				
Unimicron Technology Corporation	\$ 213,316	21	\$ 217,811	20
Warpspeed Corporation (B.V.I.)	155,206	15	184,568	18
Sharpoint Technology (Qinhuangdao) Co., Ltd.	102,508	10	56,085	5
Shanghai Topoint Precision Technology Co., Ltd.	78,440	8	75,200	7
Unipoint Technology Co., Ltd.	<u>8,394</u>	<u>1</u>	<u>1,734</u>	<u>-</u>
	<u>\$ 557,864</u>	<u>55</u>	<u>\$ 535,398</u>	<u>50</u>
Purchase of materials				
Unimicron Technology Co., Ltd.	\$ 4,531	1	\$ 6,353	1
Shanghai Topoint Precision Technology Co., Ltd.	2,973	1	1,547	-
Warpspeed Corporation (B.V.I.)	<u>95</u>	<u>-</u>	<u>1,825</u>	<u>1</u>
	<u>\$ 7,599</u>	<u>2</u>	<u>\$ 9,725</u>	<u>2</u>

	2012		2011	
	Amount	% to Total	Amount	% to Total
Manufacturing overhead - rental expense Unipoint Technology Co., Ltd.	\$ <u>1,600</u>	<u>-</u>	\$ <u>100</u>	<u>-</u>
Manufacturing overhead - miscellaneous Unipoint Technology Co., Ltd.	\$ <u>5</u>	<u>-</u>	\$ <u>-</u>	<u>-</u>
Manufacturing overhead - other expense Unipoint Technology Co., Ltd.	\$ <u>753</u>	<u>-</u>	\$ <u>-</u>	<u>-</u>
Rental income Unipoint Technology Co., Ltd.	\$ <u>39</u>	<u>100</u>	\$ <u>33</u>	<u>100</u>
Other revenue Warpspeed Corporation (B.V.I.)	\$ 135	7	\$ -	-
Unipoint Technology Co., Ltd.	<u>-</u>	<u>-</u>	<u>448</u>	<u>54</u>
	\$ <u>135</u>	<u>7</u>	\$ <u>448</u>	<u>54</u>
Interest expense China Development Industrial Bank	\$ <u>27</u>	<u>-</u>	\$ <u>1,046</u>	<u>6</u>

The Corporation has leased a plant from Unipoint Technology Co., Ltd. and pays the rental monthly. It also pays general and administrative expenses for the use of this plant.

The Corporation has leased the office to Unipoint Technology Co., Ltd. and receives the rental monthly.

The Corporation's other revenue was from rendering services to Unipoint Technology Co., Ltd. and selling supplies to Warpspeed.

	2012		2011	
	Amount	% to Total	Amount	% to Total
<u>At end of year</u>				
Notes and accounts receivable - related parties				
Kunshan Technology Co., Ltd.				
Other receivables	\$ <u>111,096</u>	<u>55</u>	\$ <u>-</u>	<u>-</u>
Sharpint Technology (Qinhuangdao) Co., Ltd.				
Accounts receivable	23,807	12	39,375	57
Payment on behalf of others	<u>-</u>	<u>-</u>	<u>18</u>	<u>-</u>
	<u>23,807</u>	<u>12</u>	<u>39,393</u>	<u>57</u>
Warpspeed Corporation (B.V.I.)				
Accounts receivable	21,723	11	5,763	8
Payment on behalf of others	<u>187</u>	<u>-</u>	<u>149</u>	<u>-</u>
	<u>21,910</u>	<u>11</u>	<u>5,912</u>	<u>8</u>
Unimicron Technology Corporation				
Accounts receivable	<u>20,624</u>	<u>10</u>	<u>13,859</u>	<u>20</u>
Shanghai Topoint Precision Technology Co., Ltd.				
Accounts receivable	<u>17,629</u>	<u>9</u>	<u>7,418</u>	<u>11</u>

(Continued)

	2012		2011	
	Amount	% to Total	Amount	% to Total
Unipoint Technology Co., Ltd.				
Accounts receivable	\$ 6,265	3	\$ 1,821	3
Other receivables	<u>-</u>	<u>-</u>	<u>56</u>	<u>-</u>
	<u>6,265</u>	<u>3</u>	<u>1,877</u>	<u>3</u>
Topoint Japan Co., Ltd.				
Payment on behalf of others	<u>1,756</u>	<u>-</u>	<u>382</u>	<u>1</u>
	<u>\$ 203,087</u>	<u>100</u>	<u>\$ 68,841</u>	<u>100</u>
			(Concluded)	
	2012		2011	
	Amount	% to Total	Amount	% to Total
Refundable deposits				
Unipoint Technology Co., Ltd.	<u>\$ 300</u>	<u>5</u>	<u>\$ 100</u>	<u>2</u>
Interest payable (classified under accrued expenses)				
China Development Industrial Bank	<u>\$ -</u>	<u>-</u>	<u>\$ 4</u>	<u>-</u>
Notes and accounts payable - related parties				
Unimicron Technology Corporation	\$ 387	39	\$ 316	25
Shanghai Topoint Precision Technology Co., Ltd.	346	35	162	13
Unipoint Technology Co., Ltd.	254	26	5	-
Warpspeed Corporation (B.V.I.)	<u>-</u>	<u>-</u>	<u>800</u>	<u>62</u>
	<u>\$ 987</u>	<u>100</u>	<u>\$ 1,283</u>	<u>100</u>
Guarantee deposits received				
Unipoint Technology Co., Ltd.	<u>\$ 3</u>	<u>-</u>	<u>\$ 3</u>	<u>-</u>
Current portion of long-term loans				
China Development Industrial Bank	<u>\$ -</u>	<u>-</u>	<u>\$ 17,646</u>	<u>20</u>

In 2012, the Corporation sold to Kunshan Topoint Technology Co., Ltd. equipment, which had a net book value of \$45,557 thousand, for \$50,455 thousand. The gain of \$4,898 thousand will be amortized.

In 2012, the Corporation sold to Sharpoint Technology (Suzhou) Co., Ltd. equipment, which had a net book value of \$14,451 thousand, for \$14,188 thousand. The loss of \$263 thousand will be amortized.

In 2012, the Corporation purchased machinery and equipment on behalf of Kunshan Topoint Technology Co., Ltd., for \$111,145 thousand. The gain of \$16,294 thousand will be amortized.

In 2012, the Corporation purchased machinery and equipment on behalf of Sharpoint Technology (Suzhou) Co., Ltd. for \$2,335 thousand. The gain of \$435 thousand will be amortized.

Except for the selling price, purchase cost and other payment terms of the transactions with Unimicron Technology Corporation and China Development Industrial Bank, the terms and conditions of related-party transactions were based on mutual agreement.

c. Compensation of directors, supervisors and management personnel:

	Year Ended December 31	
	2012	2011
Salaries	\$ 9,532	\$ 11,765
Incentives	237	237
Bonus	<u>5,200</u>	<u>4,907</u>
	<u>\$ 14,969</u>	<u>\$ 16,909</u>

The compensations of directors, supervisors and management personnel and certain bonuses from the 2012 earnings had been estimated; the compensation of directors, supervisors and management personnel and certain bonuses estimated from the 2011 earnings were approved in the stockholders' meeting on June 15, 2012.

21. ASSETS PLEDGED OR MORTGAGED

The following assets had been mortgaged as collaterals for short-term and long-term bank loans:

	December 31	
	2012	2011
Net property, plant and equipment	<u>\$ 340,592</u>	<u>\$ 914,305</u>

22. SIGNIFICANT COMMITMENTS AS OF DECEMBER 31, 2012

- a. The Corporation guaranteed bank loans of \$145,200 thousand of Topoint Technology Co., Ltd. (B.V.I.); \$85,842 thousand of Sharpoint Technology (Qinhuangdao) Co., Ltd.; \$12,632 thousand of Unipoint Technology Shenzhen Co., Ltd.
- b. The Corporation had a commitment to buy machinery and equipment for \$1,220 thousand.

23. SIGNIFICANT FOREIGN-CURRENCY FINANCIAL ASSETS AND LIABILITIES

Significant financial assets and liabilities in foreign currency are summarized as follows:

(In Thousands of New Taiwan Dollars and Foreign Currencies)

		December 31			
		2012		2011	
		Foreign Currencies	Exchange Rate	Foreign Currencies	Exchange Rate
			New Taiwan Dollars		New Taiwan Dollars
<u>Financial assets</u>					
Monetary items					
KRW	\$ 2,750,229	0.0273	\$ 75,082	\$ 2,850,321	0.0263
JPY	3,700	0.3364	1,245	7,834	0.3906
USD	9,325	29.04	270,795	4,213	30.275
Long-term equity investments					
USD	93,618	29.04	2,718,680	85,211	30.275

(Continued)

December 31						
	2012			2011		
	Foreign Currencies	Exchange Rate	New Taiwan Dollars	Foreign Currencies	Exchange Rate	New Taiwan Dollars
<u>Financial liabilities</u>						
Monetary items						
USD	\$ 2,871	29.04	\$ 83,377	\$ 1,850	30.275	\$ 56,009
Credit balance on the carrying value of long-term investment						
JPY	5,443	0.3364	1,831	1,107	0.3906	432
						(Concluded)

24. FINANCIAL INSTRUMENTS

a. Fair values of financial instruments:

December 31					
	2012		2011		
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
<u>Nonderivative financial instruments</u>					
Assets					
Available-for-sale financial assets	\$ 849	\$ 849	\$ 25,660	\$ 25,660	
Investments accounted for by the equity method	2,984,244	2,985,484	2,799,319	2,799,504	
Liabilities					
Credit balance on the carrying value of long-term investments	1,831	1,831	432	432	

b. The Corporation uses the following methods and assumptions to estimate the fair values of its financial instruments:

- 1) The foregoing financial instruments do not include cash, receivables, other financial assets, certificates of deposits - restricted, short-term loans, and payables. The carrying amounts of these financial instruments approximate their fair values because of their short maturities or their carrying amounts approximate the current amounts receivable or payable.
- 2) The fair value of long-term loans is estimated using the present value of future cash flows discounted at the interest rates the Corporation may obtain for similar loans.
- 3) The fair values of refundable deposits and guarantee deposits received are determined at their carrying amounts.
- 4) The fair values of financial assets at fair value through profit or loss and available-for-sale financial assets are based on quoted prices. The fair value of long-term investments and the fair value of the credit balance on the carrying value of long-term investments are based on the net asset values of the investments.

- c. The fair values of financial instruments were as follows:

	Amount Based on Quoted Market Price		Amount Determined Using Valuation Techniques	
	December 31		December 31	
	2012	2011	2012	2011
Assets				
Available-for-sale financial assets	\$ 849	\$ 25,660	\$ -	\$ -

- d. On financial assets at FVTPL that had fair values based on estimates obtained through valuation techniques, there was a gain of \$3,258 thousand in 2011 due to the changes in fair values.

- e. Financial risks

1) Market risk

The Corporation's available-for-sale assets were publicly traded securities, with fair values that are affected by changes in market prices.

2) Credit risk

Credit risk represents the potential loss that would be incurred by the Corporation if the counter-parties breach contracts. Financial instruments with positive fair values at the balance sheet date are evaluated for credit risk. The amount of the maximum credit risk of financial instruments held by the Corporation is equal to its carrying values.

3) Liquidity risk

The Corporation's available-for-sale financial instruments are publicly traded in an active market and can be sold in the market at their fair values. Thus, no significant demand for extra cash is expected.

25. ADDITIONAL DISCLOSURES

Following are the additional disclosures required by the Securities and Futures Bureau, Financial Supervisory Commission for the Corporation and its investees:

- a. Financing provided: Table 1 (attached)
- b. Endorsement/guarantee provided: Table 2 (attached)
- c. Marketable securities held: Table 3 (attached)
- d. Marketable securities acquired and disposed of at costs or prices of at least NT\$100 million or 20% of the paid-in capital: None
- e. Acquisition of individual real estates at costs of at least NT\$100 million or 20% of the paid-in capital: None
- f. Disposal of individual real estates at prices of at least NT\$100 million or 20% of the paid-in capital: None
- g. Total purchase from or sale to related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Table 4 (attached)

- h. Receivables from related parties amounting to at least NT\$100 million or 20% of the paid-in capital: Table 5 (attached)
- i. Names, locations, and related information of investees on which the Corporation exercises significant influence: Table 6 (attached)
- j. Derivative financial transactions: Notes 5 and 24
- k. Investment in Mainland China
 - 1) Name of the investees in Mainland China, main businesses and products, paid-in capital, method of investment, information on inflow or outflow of capital, percentage of ownership, investment income or loss, ending balance of investment, dividends remitted by the investee, and the limit of investment in Mainland China: Table 7 (attached)
 - 2) Significant direct or indirect transactions with the investee company, prices, payment terms, and unrealized gain or loss:
 - a) Amount and percentage of sales; the balance and percentage of related accounts payables: Table 8 (attached)
 - b) Amount and percentage of purchase; the balance and percentage of related accounts receivables: Table 8 (attached)
 - c) Gain (loss) on and amounts of assets: Table 8 (attached)
 - d) The balance and purpose of note endorsement/guarantee provided or collateral security pledged: Table 2 (attached)
 - e) Maximum balance for the period, ending balance, interest rate and amount of financing provision: Table 1 (attached)
 - f) Other transactions which have significant influence over current year's gain or loss or financial status: None

26. SEGMENT INFORMATION

The Corporation's operating segment financial information is disclosed in the consolidated financial statements for 2012.

27. PRE-DISCLOSURE FOR THE ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

Under Rule No. 0990004943 issued by the Financial Supervisory Commission (FSC) on February 2, 2010, the Corporation has disclosed the information on the adoption of International Financial Reporting Standards in the consolidated financial statements. As of December 31, 2012, the Corporation had assessed the material differences between the existing accounting policies and the accounting policies to be adopted under IFRSs, and explanation for the adjustment of IFRSs transition.

TABLE 1**TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES****FINANCING PROVIDED****YEAR ENDED DECEMBER 31, 2012****(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

No.	Financing Company Name	Counter-party	Financial Statement Account	Maximum Balance for the Period	Ending Balance (Note 4)	Interest Rate	Financing Reasons	Transaction Amount	Reason for Short-term Financing	Allowance for Bad Debt	Collateral		Financing Limit for Each Borrowing Company	Financing Company's Financing Amount Limits
											Item	Value		
1	Topoint Technology Co., Ltd. (B.V.I.)	Sharpoint Technology (Qinhuangdao) Co., Ltd.	Other receivables	US\$ 2,000 thousand	US\$ 2,000 thousand	1.52%	Short-term financing	-	Operating turnover	\$ -	-	\$ -	\$ 3,803,589 (Note 2)	\$ 3,803,589 (Note 2)
		Sharpoint Technology (Shenzhen) Co., Ltd.	Other receivables	US\$ 3,000 thousand	US\$ 3,000 thousand	2.38%	Short-term financing	-	Operating turnover	-	-	-	3,803,589 (Note 2)	3,803,589 (Note 2)
		Topoint Japan Co., Ltd.	Other receivables	JPY 10,000 thousand	JPY 10,000 thousand	0.87%	Short-term financing	-	Operating turnover	-	-	-	3,803,589 (Note 2)	3,803,589 (Note 2)
2	Shanghai Topoint Precision Technology Co., Ltd.	Kunshan Restek Technology Co., Ltd.	Other receivables	RMB 2,500 thousand	RMB 2,500 thousand	6.00%	Short-term financing	-	Operating turnover	-	-	-	3,803,589 (Note 2)	3,803,589 (Note 2)
		Kunshan Topoint Technology Co., Ltd.	Other receivables	RMB 25,000 thousand	RMB 25,000 thousand	6.00%-6.31%	Short-term financing	-	Operating turnover	-	-	-	3,803,589 (Note 2)	3,803,589 (Note 2)
3	Unipoint Technology Co., Ltd.	Unipoint Technology Holdings Co., Ltd. (B.V.I.)	Other receivables	74,052 (US\$ 2,550 thousand)	74,052 (US\$ 2,550 thousand)	2.01%	Short-term financing	-	Operating turnover	-	-	-	179,401 (Note 1)	179,401 (Note 1)
4	Unipoint Technology Holdings Co., Ltd. (B.V.I.)	Unipoint Technology Shenzhen Co., Ltd.	Other receivables	US\$ 2,550 thousand	US\$ 2,550 thousand	2.01%	Short-term financing	-	Operating turnover	-	-	-	448,504 (Note 3)	448,504 (Note 3)

Note 1: The maximum financing allowed for a single party or the total financing provided is limited to 40% of the net value of Unipoint Technology Co., Ltd. as of December 31, 2012.

Note 2: The maximum financing allowed for a foreign company in which the Corporation directly and indirectly held 100% voting shares of is limited to the net value of the Corporation as of December 31, 2012.

Note 3: The maximum financing allowed for a foreign company in which Unipoint Technology Co., Ltd. directly and indirectly held 100% voting shares of is limited to the net value of Unipoint Technology Co., Ltd. as of December 31, 2012.

Note 4: The maximum balance for the period and ending balances were approved by the Board of Directors. The loan drawdown was the same as the ending balance.

TABLE 2**TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES****ENDORSEMENT/GUARANTEE PROVIDED****YEAR ENDED DECEMBER 31, 2012****(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

No.	Endorsement/ Guarantee Provider	Counter-party		Limits on Each Counter-party's Endorsement/ Guarantee Amounts (Note 2)	Maximum Balance for the Period (Note 5)	Ending Balance (Note 5)	Value of Collaterals Property, Plant, or Equipment	Ratio of Accumulated Amount of Collateral to Net Equity Shown in the Latest Financial Statements (%) (Note 4)	Maximum Collateral/Guarantee Amounts Allowable
		Name	Nature of Relationship						
0	Topoint Technology Co., Ltd. (the "Corporation")	Topoint Technology Co., Ltd. (B.V.I.)	Subsidiary	\$ 2,282,153 (Note 2)	\$ 145,200 (US\$ 5,000 thousand)	\$ 145,200 (US\$ 5,000 thousand) (Note 6)	\$ -	4	\$ 3,803,589 (Note 2)
		Sharpoin Technology (Qinhuangdao) Co., Ltd.	(Note 1)	2,282,153 (Note 2)	323,244 (US\$ 11,131 thousand)	85,842 (US\$ 2,956 thousand) (Note 7)	-	2	3,803,589 (Note 2)
		Unipoint Technology (Shenzhen) Co., Ltd.	(Note 1)	2,282,153 (Note 2)	29,476 (US\$ 1,015 thousand)	12,632 (US\$ 435 thousand) (Note 8)	-	-	3,803,589 (Note 2)
		Sharpoin Technology (Shenzhen) Co., Ltd.	(Note 1)	2,282,153 (Note 2)	330,475 (US\$ 11,380 thousand)	-	-	-	3,803,589 (Note 2)
		Sharpoin Technology (Suzhou) Co., Ltd.	(Note 1)	2,282,153 (Note 2)	101,640 (US\$ 3,500 thousand)	-	-	-	3,803,589 (Note 2)
2	Shanghai Topoint Precision Technology Co., Ltd.	Sharpoin Technology (Shenzhen) Co., Ltd.	(Note 1)	2,282,153 (Note 2)	203,280 (US\$ 7,000 thousand)	198,343 (US\$ 6,830 thousand) (Note 9)	-	9	3,803,589 (Note 2)
		Kunshan Technology Co., Ltd.	Subsidiary	2,282,153 (Note 2)	184,806 (RMB 40,000 thousand)	184,806 (RMB 40,000 thousand) (Note 10)	-	8	3,803,589 (Note 2)
3	Unipoint Technology Co., Ltd.	Unipoint Technology Shenzhen Co., Ltd.	(Note 1)	448,504 (Note 3)	50,820 (US\$ 1,750 thousand)	21,780 (US\$ 750 thousand) (Note 11)	-	5	448,504 (Note 3)

Note 1: A foreign company which the Corporation or Unipoint Technology Co., Ltd. indirectly held over 50% voting shares.

Note 2: The maximum total endorsement/guarantee provided is limited to the net value of the Corporation as of December 31, 2012. The maximum endorsement/guarantee provided for a single party is limited to 60% of the net value of the Corporation as of December 31, 2012.

(Continued)

Note 3: The maximum total endorsement/guarantee provided and the maximum endorsement/guarantee provided for a single party are limited to the net value of Unipoint Technology Co., Ltd.

Note 4: The rate is calculated in accordance with the financial statements of the endorsement/guarantee provider.

Note 5: The maximum balance for the period and ending balance were approved by the Board of Directors.

Note 6: The loan drawdown as of December 31, 2012 was \$145,200 thousand (US\$5,000 thousand).

Note 7: The loan drawdown as of December 31, 2012 was \$85,842 thousand (US\$2,956 thousand).

Note 8: The loan drawdown as of December 31, 2012 was \$12,632 thousand (US\$435 thousand).

Note 9: The loan drawdown as of December 31, 2012 was \$29,911 thousand (US\$1,030 thousand).

Note 10: The loan undrawdown as of December 31, 2012 was zero.

Note 11: The loan drawdown as of December 31, 2012 was \$21,780 thousand (US\$750 thousand).

(Concluded)

TABLE 3**TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES****MARKETABLE SECURITIES HELD****DECEMBER 31, 2012****(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

Holding Company Name	Marketable Securities Type and Name	Relationship with the Holding Company	Financial Statement Account	December 31, 2012				
				Shares (Thousands)	Carrying Value	Percentage of Ownership	Market Value/ Net Asset Value	Note
Topoint Technology Co., Ltd. (the "Corporation")	<u>Stock</u> Key Ware Electronics Co., Ltd.	-	Available-for-sale financial assets	1,000,000	\$ 193	0.06	\$ 849	Note 1
	Topoint Technology Co., Ltd. (B.V.I.)	Subsidiary	Investments accounted for by the equity method	6,130	2,717,440	100.00	2,718,680	Notes 2 and 3
	Unipont Technology Co., Ltd.	Subsidiary	Investments accounted for by the equity method	29,450,037	265,784	59.26	265,784	Note 2
	Warpspeed Corporation (B.V.I.)	Subsidiary	Investments accounted for by the equity method	50,000	1,020	100.00	1,020	Note 2
	Topoint Japan Co., Ltd.	Subsidiary	Investments accounted for by the equity method	600	(1,831)	100.00	(1,831)	Note 2
Topoint Technology Co., Ltd. (B.V.I.)	<u>Share certificates</u> Shanghai Topoint Precision Technology Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	US\$ 76,632 thousand	100.00	US\$ 76,632 thousand	Note 2
	Sharpoint Technology (Qinhuangdao) Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	US\$ 9,380 thousand	100.00	US\$ 9,380 thousand	Note 2
	Sharpoint Technology (Shenzhen) Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	US\$ 5,356 thousand	100.00	US\$ 5,356 thousand	Note 2
	Sharpoint Technology (Suzhou) Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	US\$ 4,272 thousand	100.00	US\$ 4,272 thousand	Note 2
Shanghai Topoint Precision Technology Co., Ltd.	<u>Share certificates</u> Golden Creation (Tianjin) Trade Co., Ltd.	-	Financial assets carried at cost	-	RMB 2,000 thousand	2.75	RMB 929 thousand	Note 4
	Kunshan Restek Technology Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	RMB 3,248 thousand	75.00	RMB 3,248 thousand	Note 2
	Kunshan Topoint Technology Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	RMB 20,299 thousand	100.00	RMB 20,299 thousand	Note 2
Unipont Technology Co., Ltd.	<u>Share certificates</u> Unipoint Technology Holdings Co., Ltd. (B.V.I.)	Subsidiary	Investments accounted for by the equity method	11,200	137,751	100.00	137,751	Note 2
Unipoint Technology Holdings Co., Ltd. (B.V.I.)	<u>Share certificates</u> Unipoint Technology Shenzhen Co., Ltd.	Subsidiary	Investments accounted for by the equity method	-	US\$ 4,743 thousand	100.00	US\$ 4,743 thousand	Note 2

Note 1: The market value was calculated at the closing price of the investee's shares as of December 31, 2012.

Note 2: All investment carrying values were based on audited financial statements.

Note 3: The difference between carrying value and net asset value was an unrealized profit of \$1,240 thousand from upstream and sidestream intercompany transactions.

Note 4: The investee's financial statements used as basis for calculating net assets value had not been audited.

TABLE 4

TOPOINT TECHNOLOGY CO., LTD. AND INVESTEES

TOTAL PURCHASE FROM OR SALE TO RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE CAPITAL

YEAR ENDED DECEMBER 31, 2012

(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Company Name	Related Party	Nature of Relationship	Transaction Details				Abnormal Transaction		Note/Account Payable or Receivable	
			Purchase/ Sale	Amount	% to Total (Note)	Payment Terms	Unit Price	Payment Terms	Ending Balance	% to Total (Note)
Topoint Technology Co., Ltd. (the "Corporation")	Unimicron Technology Corporation	The parent company of equity-method investee of Unipoint Technology Co., Ltd. Subsidiary	Sale	\$ 213,316	21	Net 120 days after monthly closing	-	-	\$ 20,624	6
	Warspeed Corporation (B.V.I.)		Sale	155,341	15	Based on mutual agreement	Based on mutual agreement	Based on mutual agreement	21,723	6
Warspeed Corporation (B.V.I.)	Topoint Technology Co., Ltd.	Parent company	Purchase	155,341	100	Based on mutual agreement	Based on mutual agreement	Based on mutual agreement	(21,723)	100
	Shanghai Topoint Precision Technology Co., Ltd.	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)	Sale	145,978	85	Based on mutual agreement	Based on mutual agreement	Based on mutual agreement	10,098	49
Shanghai Topoint Precision Technology Co., Ltd.	Warspeed Corporation (B.V.I.)	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)	Purchase	145,978	34	Based on mutual agreement	Based on mutual agreement	Based on mutual agreement	(10,098)	10
Topoint Technology Co., Ltd.	Sharpoint Technology (Qinhuangdao) Co., Ltd.	A foreign company which the Corporation indirectly held over 50% noting voting shares	Sale	102,508	15	Based on mutual agreement	Based on mutual agreement	Based on mutual agreement	23,807	7
Sharpoint Technology (Qinhuangdao) Co., Ltd.	Topoint Technology Co., Ltd.	Subsidiary of Topoint Technology Co., Ltd. (B.V.I.)	Purchase	102,508	52	Based on mutual agreement	Based on mutual agreement	Based on mutual agreement	(23,807)	21

Note: The rate is calculated in accordance with individual financial statements of the Corporation.

TABLE 5

TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES

**RECEIVABLES FROM RELATED PARTIES AMOUNTING TO AT LEAST NT\$100 MILLION OR 20% OF THE PAID-IN CAPITAL
DECEMBER 31, 2012
(In Thousands of New Taiwan Dollars and U.S. Dollars, Unless Stated Otherwise)**

Company Name	Related Party	Nature of Relationship	Accounts Receivable - Related Parties		Turnover Rate	Overdue		Amounts Collected in Subsequent Period	Allowance for Bad Debts
			Account	Ending Balance		Amount	Actions Taken		
Topoint Technology Co., Ltd. (the Corporation”)	Kunshan Topoint Technology Co., Ltd.	Note 1	Other receivables	\$111,096	Note 2	\$ -	-	\$43,724	\$ -

Note 1: A foreign company which the Corporation indirectly held over 50% voting shares.

Note 2: Other receivables refer to the Corporation’s purchase machinery and equipment on behalf of others.

TABLE 6

TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES

NAMES, LOCATIONS, AND OTHER INFORMATION OF INVESTEEES ON WHICH THE COMPANY EXERCISES SIGNIFICANT INFLUENCE
YEAR ENDED DECEMBER 31, 2012
(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Investor Company	Investee Company	Location	Main Businesses and Products	Investment Amount		Balance as of December 31, 2012			Net Income (Loss) of the Investee	Investment Gain (Loss) (Note 2)
				December 31, 2012	December 31, 2011	Shares	Percentage of Ownership	Carrying Value (Note 2)		
Topoint Technology Co., Ltd.	Topoint Technology Co., Ltd. (B.V.I.)	British Virgin Islands	International investment	\$ 1,445,082	\$ 1,370,102	6,130	100.00	\$ 2,717,440	\$ 167,221	\$ 166,166 (Note 1)
	Unipont Technology Co., Ltd.	Republic of China	Testing of drill bits and mounting plate bolt holes	294,278	245,700	29,450,037	59.26	265,784	3,584	1,991
	Warpspeed Corporation (B.V.I.)	British Virgin Islands	International trade	1,569	1,569	50,000	100.00	1,020	(107)	(107)
	Topoint Japan Co., Ltd.	Japan	Selling electronic components	7,667	7,667	600	100.00	(1,831)	(1,609)	(1,609)
Topoint Technology Co., Ltd. (B.V.I.)	Shanghai Topoint Precision Technology Co., Ltd.	Mainland China	Manufacturing and selling precision equipment and measurement facilities	921,271 (US\$ 27,500 thousand)	921,271 (US\$ 27,500 thousand)	-	100.00	2,225,393 (US\$ 76,632 thousand)	172,340 (US\$ 5,828 thousand)	172,340 (US\$ 5,828 thousand)
	Sharpoint Technology (Qinhuangdao) Co., Ltd.	Mainland China	Testing of drill bits and mounting plate bolt holes	250,222 (US\$ 7,800 thousand)	250,222 (US\$ 7,800 thousand)	-	100.00	272,385 (US\$ 9,380 thousand)	10,241 (US\$ 346 thousand)	10,241 (US\$ 346 thousand)
	Sharpoint Technology (Shenzhen) Co., Ltd.	Mainland China	Testing of drill bits and mounting plate bolt holes	147,583 (US\$ 5,000 thousand)	147,583 (US\$ 5,000 thousand)	-	100.00	155,547 (US\$ 5,356 thousand)	5,924 (US\$ 200 thousand)	5,924 (US\$ 200 thousand)
	Sharpoint Technology (Suzhou) Co., Ltd.	Mainland China	Testing of drill bits and mounting plate bolt holes	132,940 (US\$ 4,500 thousand)	57,960 (US\$ 2,000 thousand)	-	100.00	124,057 (US\$ 4,272 thousand)	(2,758) (US\$ -93 thousand)	(2,758) (US\$ -93 thousand)
Shanghai Topoint Precision Technology Co., Ltd.	Kunshan Restek Technology Co., Ltd.	Mainland China	Manufacturing, processing and selling print circuit board	14,917 (RMB 3,110 thousand)	14,917 (RMB 3,110 thousand)	-	75.00	15,138 (RMB 3,248 thousand)	(4,241) (RMB -905 thousand)	(3,541) (RMB -756 thousand) (Note 3)
	Kunshan Topoint Technology Co., Ltd.	Mainland China	Drilling bits	97,228 (RMB20,800 thousand)	-	-	100.00	94,592 (RMB20,299 thousand)	(2,349) (RMB -501 thousand)	(2,349) (RMB -501 thousand)
Unipoint Technology Co., Ltd.	Unipoint Technology Holdings Co., Ltd. (B.V.I.)	British Virgin Islands	International investment	178,814 (US\$ 5,600 thousand)	178,814 (US\$ 5,600 thousand)	11,200	100.00	137,751	(10,867)	(10,867)
Unipoint Technology Holdings Co., Ltd. (B.V.I.)	Unipoint Technology Shenzhen Co., Ltd.	Mainland China	Testing of drill bits and mounting plate bolt holes	178,814 (US\$ 5,600 thousand)	178,814 (US\$ 5,600 thousand)	-	100.00	137,749 (US\$ 4,743 thousand)	(10,867) (US\$ -367 thousand)	(10,867) (US\$ -367 thousand)

Note 1: Investment gain is the investee’s net income of \$167,221 thousand minus unrealized profits of \$1,055 thousand from upstream and sidestream intercompany transactions.

Note 2: The investees’ financial statements used as basis for calculating investment gains (losses) recognized had all been audited.

Note 3: Investment loss of RMB679 thousand and investment premium of RMB77 thousand.

TABLE 7

TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES

INVESTMENT IN MAINLAND CHINA

YEAR ENDED DECEMBER 31, 2012

(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)

Investee Company Name	Investor Company Name	Main Businesses and Products	Total Amount of Paid-in Capital	Investment Type (e.g., Direct or Indirect)	Accumulated Outflow of Investment from Taiwan as of January 1, 2012	Investment Flows		Accumulated Outflow of Investment from Taiwan as of December 31, 2012	% Ownership of Direct or Indirect Investment	Investment Gain (Loss) (Note 2)	Carrying Value as of December 31, 2012 (Note 2)	Accumulated Inward Remittance of Earnings as of December 31, 2012
						Outflow	Inflow					
Topoint Technology Co., Ltd. (the "Corporation")	Shanghai Topoint Precision Technology Co., Ltd.	Manufacturing and selling precision equipment and measurement facilities	\$ 1,443,066 (US\$ 44,200 thousand) (Note 1)	Indirect: Through an investment company registered in a third region	\$ 914,337 (US\$ 27,300 thousand)	\$ -	\$ -	\$ 914,337 (US\$ 27,300 thousand)	100.00%	\$ 172,340 (US\$ 5,828 thousand)	\$ 2,225,393 (US\$ 76,632 thousand)	\$ -
	Sharpoin Technology (Qinhuangdao) Co., Ltd.	Testing of drill bits and mounting plate bolt holes	250,222 (US\$ 7,800 thousand)	Indirect: Through an investment company registered in a third region	250,222 (US\$ 7,800 thousand)	-	-	250,222 (US\$ 7,800 thousand)	100.00%	10,241 (US\$ 346 thousand)	272,385 (US\$ 9,380 thousand)	-
	Sharpoin Technology (Shenzhen) Co., Ltd.	Testing of drill bits and mounting plate bolt holes	147,583 (US\$ 5,000 thousand)	Indirect: Through an investment company registered in a third region	147,583 (US\$ 5,000 thousand)	-	-	147,583 (US\$ 5,000 thousand)	100.00%	5,924 (US\$ 200 thousand)	155,547 (US\$ 5,356 thousand)	-
	Sharpoin Technology (Suzhou) Co., Ltd.	Testing of drill bits and mounting plate bolt holes	132,940 (US\$ 4,500 thousand)	Indirect: Through an investment company registered in a third region	57,960 (US\$ 2,000 thousand)	74,980 (US\$ 2,500 thousand)	-	132,940 (US\$ 4,500 thousand)	100.00%	(2,758) (US\$ -93 thousand)	124,057 (US\$ 4,272 thousand)	-
Unipoint Technology Co., Ltd.	Unipoint Technology Shenzhen Co., Ltd.	Testing of drill bits and mounting plate bolt holes	178,814 (US\$ 5,600 thousand)	Indirect: Through an investment company registered in a third region	178,814 (US\$ 5,600 thousand)	-	-	178,814 (US\$ 5,600 thousand)	59.26%	(10,867) (US\$ -367 thousand)	137,749 (US\$ 4,743 thousand)	-

Investor Company Name	Accumulated Investment in Mainland China as of December 31, 2012	Investment Amounts Authorized by Investment Commission, MOEA	Upper Limit on Investment Stipulated by Investment Commission, MOEA (Note 4)
Topoint Technology Co., Ltd. (the "Corporation")	\$ 1,445,082 (US\$ 44,600 thousand)	\$ 2,020,984 (US\$ 63,000 thousand) (Note 3)	\$ 2,282,153
Unipoint Technology Co., Ltd.	178,814 (US\$ 5,600 thousand)	178,814 (US\$ 5,600 thousand)	269,102

(Continued)

- Note 1: The amount includes the capitalization of retained earnings of US\$16,700 of Shanghai Topoint Precision Technology Co., Ltd. and US\$200 thousand invested by Topoint Technology Co., Ltd. (B.V.I.).
- Note 2: Investment gains (losses) and carrying values were recognized on the basis of the investee’s financial statements audited by the independent CPA of the Corporation.
- Note 3: Investment amounts authorized by Investment Commission under the Ministry of Economic Affairs (MOEA) included the capitalization of retained earnings of US\$16,700 thousand of Shanghai Topoint Precision Technology Co., Ltd. and US\$200 thousand invested by Topoint Technology Co., Ltd. (B.V.I.).
- Note 4: According to the Investment Commission under the MOEA, the Corporation’s issued capital is between \$80,000 thousand and \$5,000,000 thousand, and the upper limit on the Corporation’s investment is at the higher of 60% of the capital or \$80,000 thousand.

(Concluded)

TABLE 8**TOPOINT TECHNOLOGY CO., LTD. AND INVESTEEES****SIGNIFICANT TRANSACTIONS WITH THE INVESTEE COMPANY IN MAINLAND CHINA****YEAR ENDED DECEMBER 31, 2012****(In Thousands of New Taiwan Dollars, Unless Stated Otherwise)**

No.	Investor Company	Investee Company	Transaction Details	Amount	% to Total of Sales or Purchase	Deferred Gain	Note/Accounts Payable or Receivable		Note
							Ending Balance	% to Total	
0	Topoint Technology Co., Ltd. (the “Corporation”)	Shanghai Topoint Precision Technology Co., Ltd.	Sales	\$ 207,887	20	\$ 1,915	\$ 26,334	8	Note 1 Note 1 Notes 1 and 2
			Purchase of materials	3,068	1	19	346	1	
			Payment on behalf of others	-	-	-	187	-	
		Sharpoint Technology (Qinhuangdao) Co., Ltd.	Sales	128,402	13	11,551	36,825	11	Note 3
			Sale of equipment	50,455	-	4,837	-	-	
		Kunshan Topoint Technology Co., Ltd.	Purchase machinery and equipment on behalf of others	111,145	-	16,294	111,096	33	
			Sale of equipment	14,188	-	(255)	-	-	
		Sharpoint Technology (Suzhou) Co., Ltd.	Purchase machinery and equipment on behalf of others	2,335	-	431	-	-	
									Note 3

Note 1: Except for the Corporation’s direct transaction with Shanghai Topoint Precision Technology Co., Ltd. and Sharpoint Technology (Qinhuangdao) Co., Ltd., other transactions were made indirectly through Warspeed Corporation (B.V.I.). The prices and payment terms were based on mutual agreement.

Note 2: The transaction refers to the Corporation’s purchase of new parts, material and supplies.

Note 3: The Corporation’s purchase of machinery and equipment was on behalf of others.

TOPOINT TECHNOLOGY CO.,LTD.

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Par Value)

ASSETS	2012/12/31		2011/12/31		LIABILITIES AND STOCKHOLDERS' EQUITY	2012/12/31		2011/12/31	
	Amount	%	Amount	%		Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash	\$ 778,766	13	\$ 919,498	16	Short-term loans	\$ 92,600	2	125,963	2
Available-for-sale Financial Assets	849	-	25,660	-	Notes payable	-	-	36	-
Notes receivable	19,284	-	14,554	-	Accounts payable	129,443	2	133,433	2
Accounts receivable	673,656	12	673,060	11	Notes and accounts payable - related parties	8,430	-	316	-
Notes and accounts receivable - related parties	182,592	3	58,075	1	Income tax payable	27,654	-	39,571	1
Other financial assets	139,784	2	103,700	2	Accrued expenses	236,609	4	233,888	4
Inventories, net	423,471	7	447,714	8	Payable on equipment reversal	99,607	2	82,630	1
Prepayments	144,785	3	105,544	2	Long-term loans-current portion	186,262	3	332,719	6
Deferred income tax assets	39,571	1	46,824	1	Other current liabilities	92,101	2	30,858	1
Other current assets	484	-	469	-	Total current liabilities	872,706	15	979,414	17
Total current assets	2,403,242	41	2,395,098	41					
LONG-TERM INVESTMENTS					LONG-TERM LIABILITIES				
Financial assets carried at cost	9,240	-	9,610	-	Long-term loans net of current portion	884,223	15	864,181	15
PROPERTY, PLANT AND EQUIPMENT					OTHER LIABILITIES				
Cost					Guarantee deposits received	10,321	-	10,760	-
Land	75,652	2	75,652	1	Deferred income tax liabilities	71,114	2	54,973	1
Buildings and equipment	569,620	10	581,715	10	Total other liabilities	81,435	2	65,733	1
Machinery and equipment	5,073,975	87	4,626,093	80					
Transportation equipment	12,183	-	9,981	-	Total liabilities	1,838,364	32	1,909,328	33
Office equipment	8,804	-	9,437	-					
Miscellaneous equipment	128,783	2	79,088	1	STOCKHOLDERS' EQUITY				
Total cost	5,869,017	101	5,381,966	92	Capital stock, NT\$10.00 par value; authorized-300,000 thousand shares ;				
Less: Accumulated depreciation	2,575,537	44	2,170,259	37	issued and outstanding-156,658 thousand shares in 2012 and 152,569				
Construction in progress and prepayments for equipment	3,293,480	57	3,211,707	55	thousand shares in 2011	1,566,578	27	1,525,685	26
Net property, plant and equipment	9,170	-	82,424	2	Capital surplus				
	3,302,650	57	3,294,131	57	Additional paid-in capital from share issuance in excess of par value	1,185,161	21	1,185,161	21
OTHER ASSETS					Employee stock option	9,563	-	2,118	-
Refundable deposits	12,377	-	12,772	-	Total capital surplus	1,194,724	21	1,187,279	21
Deferred expenses	62,800	1	68,879	1	Retained earnings				
Deferred income tax assets	30,835	1	30,782	1	Legal reserve	225,872	4	195,581	3
Certificates of deposits-restricted	3,268	-	2,947	-	Special reserve	16,803	-	16,803	-
Miscellaneous	5,264	-	2,683	-	Unappropriated earnings	715,389	12	623,038	11
Total other assets	114,544	2	118,063	2	Total retained earnings	958,064	16	835,422	14
					Stockholders' equity and other adjustment				
					Cumulative translation adjustments	83,567	1	190,040	3
					Unrealized gains on financial instruments	656	-	7,770	-
					Total other equity adjustments	84,223	1	197,810	3
					Total stockholders' equity of parent company	3,803,589	65	3,746,196	64
					Minority interest	187,723	3	161,378	3
					Total stockholders' equity	3,991,312	68	3,907,574	67
TOTAL	\$ 5,829,676	100	\$ 5,816,902	100	TOTAL	\$ 5,829,676	100	\$ 5,816,902	100

TOPOINT TECHNOLOGY CO.,LTD.

CONSOLIDATED STATEMENTS OF INCOME

YEARS ENDEN DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2012		2011	
	Amount	%	Amount	%
SALES	\$ 2,368,218	100	\$ 2,233,056	100
LESS : SALES RETURNS	853	-	2,026	-
SALES DISCOUNTS AND ALLOWANCES	1,480	-	1,030	-
NET SALES	2,365,885	100	2,230,000	100
COST OF SALES	1,617,276	68	1,453,862	65
GROSS PROFIT	748,609	32	776,138	35
OPERATING EXPENSES				
Marketing and selling	110,232	5	111,523	5
General and administrative	190,352	8	193,129	9
Research and development	79,933	3	72,938	3
Total operating expenses	380,517	16	377,590	17
OPERATING INCOME	368,092	16	398,548	18
NON-OPERATING INCOME AND GAINS				
Gain on sale of investments, net	12,985	1	16,023	1
Interest income	10,043	-	5,056	-
Gain on disposal of property, plant and equipment	1,237	-	550	-
Foreign exchange gain, net	1,326	-	11,171	1
Gain from valuation of financial assets	-	-	3,258	-
Others	3,903	-	5,767	-
Total non-operation income and gains	29,494	1	41,825	2
NON-OPERATING EXPENSES AND LOSSES				
Interest expenses	37,627	2	46,477	3
Loss on disposal of property, plant and equipment	2,684	-	1,753	-
Others	1,281	-	1,289	-
Total non-operating expenses and losses	41,592	2	49,519	3
INCOME BEFORE INCOME TAX	355,994	15	390,854	17
INCOME TAX EXPENSE	81,643	3	95,697	4
NET INCOME	\$ 274,351	12	\$ 295,157	13

(Continued)

TOPOINT TECHNOLOGY CO.,LTD.

CONSOLIDATED STATEMENTS OF INCOME

YEARS ENDEN DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2012		2011	
	Amount	%	Amount	%
ATTRIBUTABLE TO :				
Shareholders of the parent	\$ 273,951	12	\$ 302,908	13
Minority interests	400	-	(7,751)	-
	<u>\$ 274,351</u>	<u>12</u>	<u>\$ 295,157</u>	<u>13</u>
	2012		2011	
	Before Tax	After Tax	Before Tax	After Tax
EARNINGS PER SHARE				
Basic	<u>\$1.96</u>	<u>\$1.75</u>	<u>\$2.34</u>	<u>\$2.01</u>
Diluted	<u>\$1.92</u>	<u>\$1.71</u>	<u>\$2.22</u>	<u>\$1.91</u>

(Concluded)

(With Deloitte & Touche audit report dated March 19, 2013)

TOPOINT TECHNOLOGY CO.,LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDEN DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars)

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 274,351	\$ 295,157
Adjustments to reconcile net income to net cash provided by operating activities :		
Allowance for Bad Debts (rotary)	9	(2,738)
Depreciation and amortization	458,604	401,043
Compensatory Cost for employee stock options	7,445	2,118
Gain on sale of investments, net	(12,985)	(16,023)
Net loss on disposal of property, plant and equipment	1,447	1,203
Provision for reversed pension costs	(2,581)	(447)
Deferred income tax	24,599	41,749
Gain from valuation of financial assets	-	(3,258)
Amortization of discount on corporate bonds payable	-	3,550
Other loss		
Net changes in operation assets and liabilities		
Notes receivable	(4,730)	(1,233)
Accounts receivable	(761)	(28,852)
Notes and accounts receivable - related parties	(124,517)	80,856
Other financial assets	(36,084)	(89,023)
Inventories	23,659	(88,855)
Prepayments	(39,241)	(26,933)
Other current assets	290	(272)
Notes payable	(36)	36
Accounts payable	(3,990)	8,573
Notes and accounts payable - related parties	8,114	(396)
Accrued expenses	2,721	51,855
Income tax payable	(11,917)	17,362
Other current liabilities	61,243	22,287
Net cash provided by operating activities	625,640	667,759
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of available-for-sale financial assets	-	(15,960)
Acquisition of property, plant and equipment	(552,861)	(531,158)
Proceeds of the disposal of property, plant and equipment	37,491	3,610

(Continued)

TOPOINT TECHNOLOGY CO.,LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDEN DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars)

	2012	2011
Proceeds from disposal of available-for-sale financial assets	30,682	18,988
Decrease (increase) in certificates of deposits-restricted	(321)	59,661
Acquisition of financial assets carried at cost	-	(9,610)
Decrease in refundable deposits	395	27,690
Increase from deferred assets	(10,212)	(14,315)
Acquisition of subsidiary	-	(14,917)
Net cash used in investing activities	(494,826)	(476,011)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term loans	(33,363)	18,573
Increase in long-term loans	295,007	325,370
Repayment of long-term loans	(400,453)	(416,487)
Increase (decrease) in deposits received	(439)	414
Cash dividends paid	(110,416)	(111,596)
Proceeds from exercise of employee stock options	-	15,887
Increase in minority interests	28,422	48,411
Net cash provided by financing activities	(221,242)	(119,428)
NET INCREASE (DECREASE) IN CASH	(90,428)	72,320
CASH, BEGINNING OF YEAR	919,498	765,294
EFFECT OF EXCHANGE RATE CHANGES	(50,304)	80,163
EFFECT OF INCREASE IN CONSOLIDATED ENTITIES	-	1,721
CASH, END OF YEAR	\$ 778,766	\$ 919,498
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid	\$ 39,821	\$ 43,093
Income tax paid	\$ 68,961	\$ 36,587
NONCASH FINANCING ACTIVITIES		
Current portion of long-term loans	\$ 186,262	\$ 332,719
Conversion of convertible bond	\$ -	\$ 261,585
Payable on equipment reversal	\$ -	\$ 60,560
PURCHASE OF PROPERTIES		
Acquisition of property, plant and equipment	\$ 569,838	\$ 476,397
Net decrease (increase) in payables on equipment	(16,977)	54,761
Cash paid	\$ 552,861	\$ 531,158

(Continued)

TOPOINT TECHNOLOGY CO.,LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDEN DECEMBER 31, 2012 AND 2011

(In Thousands of New Taiwan Dollars)

Shanghai Topoint Precision Technology Co., Ltd., which is subsidiary of Topoint Technology Co., Ltd. (B.V.I), invested Kunshan Restek Technology Co., Ltd. and had control in September 2011. The fair value of the assets and liabilities at acquisition date as follows:

Cash and cash equivalents	\$	1,721
Accounts receivable		6,960
Other receivables		946
Prepayments		4,990
Property, Plant and Equipment, Net		17,198
Deferred expenses		472
Accounts payable		(3,159)
Accrued expenses		(5,305)
Other payables		(3,934)
		<u>19,889</u>
% ownership of direct		<u>75%</u>
Acquisition cost	\$	<u><u>14,917</u></u>

(With Deloitte & Touche audit report dated March 19, 2013)

(Concluded)

VII. Review of financial position, management performance and risk management

1. Financial position

A. Financial status comparison analysis

Unit:NT\$1,000

Item \ Year	2012	2011	Difference	
			Amount	%
Current assets	\$784,021	\$665,539	118,482	17.80
Fixed assets	1,136,212	1,244,693	(108,481)	(8.72)
Other assets	28,811	25,712	3,099	12.05
Total assets	4,933,288	4,735,263	198,025	4.18
Current liabilities	406,901	356,562	50,339	14.12
Long-term liabilities	655,946	574,503	81,443	14.18
Other liabilities	66,852	58,002	8,850	15.26
Total liabilities	1,129,699	989,067	140,632	14.22
Common stock	1,566,578	1,525,685	40,893	2.68
Capital surplus	1,194,724	1,187,279	7,445	0.63
Retained earnings	958,064	835,422	122,642	14.68
Total shareholders' equity	3,803,589	3,746,196	57,393	1.53
Note:N/A.				

2. Management performance

A. Comparison of business performance

Unit: NT\$ 1,000

Item \ Year	2012	2011	Amount change	Ratio change (%)
Net operating income	\$1,018,679	\$1,065,785	(47,106)	(4.42)
Operating cost	728,525	771,610	(43,085)	(5.58)
Gross profit	276,414	288,599	(12,185)	(4.22)
Operating expense	145,641	147,153	(1,512)	(1.03)
Operating income	130,773	141,446	(10,673)	(7.55)
Non-operating income and gain	194,513	229,000	(34,487)	(15.06)
Non-operating expense and loss	17,577	18,332	(755)	(4.12)
Net income before tax	307,709	352,114	(44,405)	(12.61)
Income tax expense(gain)	33,758	49,206	(15,448)	(31.39)
Net income	273,951	302,908	(28,957)	(9.56)

Analysis of financial ratio change:

- (1) Sales revenue decrease is mainly due to the decrease of customer demand in 2012.
- (2) For gross margin decrease, please refer to B. Analysis of Gross profit.
- (3) Non-operating income and gain decrease is mainly due to the decrease of gain of investments in 2012.
- (4) Non-operating expense and loss decrease is mainly due to the decrease of foreign exchange loss in 2012.

B. Analysis of Gross profit

Unit: NT\$ 1,000

Item	Change amount	Root cause			
		Price	Cost	Sales	Quantity
Gross margin	(4,021)	(129,824)	122,142	(18,296)	21,957
Remark	1. Selling difference was between the price of selling price adjustments in 2012. 2. Cost differences mainly cost-effective control of the company.				

C. KPI

Industry-specific Key Performance Indicator (KPI):

The Company periodically reviews various financial and industrial key performance indicators among businesses in the same industry to control the competitive advantages and industrial movements in a timely manner. The key performance indicator analyses in 2012 are as follows (consolidated number):

Market Share (%)	22.0%
Quality Yield Rate (%)	98.5%
Production Utilization (%)	82.0%

3. Analysis of Cash Flows

A. Liquidity analysis of the last two years

Item \ Year	2012	2011	Fluctuation ratio %
Cash flow ratio	64.22	108.81	(40.98)%
Cash adequacy ratio	168.27	114.23	47.31%
Cash reinvestment ratio	2.65	5.15	(48.54)%
Analysis of financial ratio change: (1) The cash flow ratio decrease is mainly due to the decrease net cash flow from operating activity , increase of current liabilities. (2) The cash adequacy ratio increase is mainly due to the increase of cash flows from operating activities, decrease of Capital expenditure and Inventories. (3) The cash reinvestment ratio decrease is mainly due to the increase of long-term investing.			

B. Analysis of cash liquidity in one year

Unit:NT\$ 1,000

Beginning cash balance	Expected net cash flow from operating activity of the year	Expected cash outflow of the year	Expected cash surplus (deficit)	Remedial measures for the expected insufficient cash	
				Investing activity	Financing activity
213,742	259,156	366,394	106,504	-	-
Remedial measures for the expected insufficient cash and liquidity analysis: N/A					

4. Impact of major capital expenditure on finance and business: N/A

5. Most recent fiscal year investment policies, reasons for gain or loss and action plan in regard to investment plans in current year and the next year:

- (1) Most recent fiscal year investment policies: The degree of reinvestment profit, mainly integrated platform to increase revenues and profits as the main policies.
- (2) The main reason for reinvestment profit: The company in 2012 under the equity method Investment income is NT\$166,441,000, mainly overseas investee companies operating in good condition, due to profit.
- (3) Investment plans next year: Based on "discipline, insistence and innovation", the perspective of long-term strategic investment plan carefully assessed.

6. Risk Management

(1) Organization structure of risk management:

Name	Responsibility
High-ranked management level (CEO, president)	-Establish risk management decision and structure -Ensure the effectiveness of risk management policy
Chairman's Office	-Implement risk management policy -Coordinate the risk management interaction and communication between cross departments -Organize the implementation results of risk management activity -Assist and supervise the risk management activities of the branches
Headquarters and the various departments	-Implement daily risk management activities -Self-evaluate the process of risk control activity

(2) Risk Factors

- ①. Management of Economy Risk: the impact of changes of recent annual interest rate and exchange rate, and inflation on company income and future countermeasures:
 - a. Interest rate: The Company's interest expenses in 2012 and 2011 are respectively \$14,323,000 and 18,327,000, which is reduce the amount of borrowing and interest rates. The company is in accordance with the fund demand and received a more favorable market loan financing interest rate and fund raising pathway, and has the most effective fund scheduling to reduce the interest expense.
 - b. Exchange rate: The Company's exchange profit in 2012 and 2011 are respectively \$(631,000) and \$3,364,000, therefore, the exchange profit does not have a significant influence on company profit. In exchange rate fluctuations, the company closely monitors the changes in foreign exchange rate, the foreign currency assets and liabilities adopted long-term foreign exchange risk hedging trading strategy to reduce currency exchange risk.
 - c. Inflation: There is no significant influence on the company's profit due to inflation this year.
 - d. Future corresponding measures: The Company has grasped the changing situation of the upstream raw material price to reduce the impact on the company profit due to the raw material cost difference.

The economic risks control is responsible by the finance department.

- ②. Management of Finance Risk: transactions of high risk, high leverage investment, loan funds to others, endorsement, and derivatives commodity:
 - a. Transactions of high risk or high leverage investment: N/A.
 - b. The company has set up "loan funds to others", "endorsement" and "transaction of derivatives commodity", etc. operation measures to be the base of the operation. Transactions of loaning funds to others is due to the invested subsidiary having the demand for short-term financing, therefore, until the end of December 31, 2012, the balance of loan funds to others See pages 93 of the annual report. The balance of endorsement for subsidiaries, due to business relations, is See pages 94 of the annual report till the end of December 31, 2012. The balance of transaction of derivatives commodity for subsidiaries, due to business relations, is See pages 90~91 of the annual report till the end of December 31, 2012.
The finance risks control is responsible by the finance department.
- ③. Future R&D plans and expected R&D investment expense
The future research and development still focuses on micro drills (0.03mm), the expected investment amount is about 3% of the operating revenue. This will help to cope with the industrial technology demand to increase the development of Flipchip drill performance and DDRII tools.
- ④. The impact of change in major policies, and laws, in Taiwan, and abroad, upon the financial standing of the company and the countermeasures:
The operations of the company have all followed the relevant laws and regulations, and noticed the policy direction and corresponded with the strategy appropriately; therefore, the company can always effectively correspond and grasp the domestic and international important policy and legal changes.
- ⑤. The impact of change in technology and industry upon the financial standing of the company and the countermeasures:
The company always attaches great attention to the relevant technology changes of the industry to grasp the market trend and assess the impact it may cause to the company operations.
- ⑥. The impact of change in corporate image upon corporate risk management and the countermeasures:
Since the establishment of the company, it has been actively strengthening internal management, improving management quality and effectiveness, continuing to follow and implement various corporate governance requirements, setting up independent directors and supervisors, and appointing relevant experts to provide timely advice to reduce the occurrence of risks and the impact of risks to the company.
- ⑦. Expected benefit(s) and possible risk(s) for M&A activities: N/A
- ⑧. Expected profit and possible risk of plant expansion: N/A

- ⑨. Purchase and sales risks and the countermeasures: The Company sought to scatter suppliers or customers to reduce its risk caused by excessive concentration.
- ⑩. The impact upon and potential risks for the company due to a significant transfer and the impact upon and potential risks for the company due to a significant transfer and change in shareholding of the directors and supervisors or major shareholders holding over 10%: N/A
- ⑪. The impact of change in management and its potential risks: N/A
- ⑫. Litigation and non-litigation matters:
 - a. The company's major legal issues, non-legal issues, or administrative lawsuits settled or pending that may have a significant impact on shareholders' equity or security price in the past two years: N/A
 - b. The major legal issues, non-legal issues, or administrative lawsuits settled or pending involved with the directors, supervisors, president and essential persons in charge, shareholders holding over 10% of shares that may have a significant impact on shareholders' equity or security price in the past two years:
 - i. The director UMC Capital Corporation was Yuan quite Investment Corporation (Xia said "Yuan quite company") Taiwan Taipei local court prosecution on september 20,2011. Requests the company and remaining 10 people, joint paid NT 28,000,000 whole and the since up pleadings versions this served next day up to settlement day ended, by years interest rate 5% calculation of interest. The case is now under investigation of the Taiwan Taipei District Court .
- ⑬. Other major risks and countermeasures:
 - a. Market risk
The Corporation's available-for-sale assets were publicly traded securities, with fair values that are affected by changes in market prices. Since the Corporation carefully chooses its investments, there is no significant market risk. In addition, the Corporation uses forward exchange contracts to offset the exchange rate fluctuations of net assets, net liabilities or firm commitments. Thus, no significant market risk is anticipated.
 - b. Credit risk
The Corporation is exposed to credit risk on the default by counter-parties to forward contracts. Contracts with positive fair values at the balance sheet date are evaluated for credit risk. As a result, no material losses resulting from counter-party defaults are anticipated.
 - c. Liquidity risk
The Corporation's available-for-sale financial instruments are publicly traded in an active market and can be sold in the market at their fair values. In addition, the Corporation has enough operating capital to meet cash demand. Thus, no significant demand for extra cash is expected.

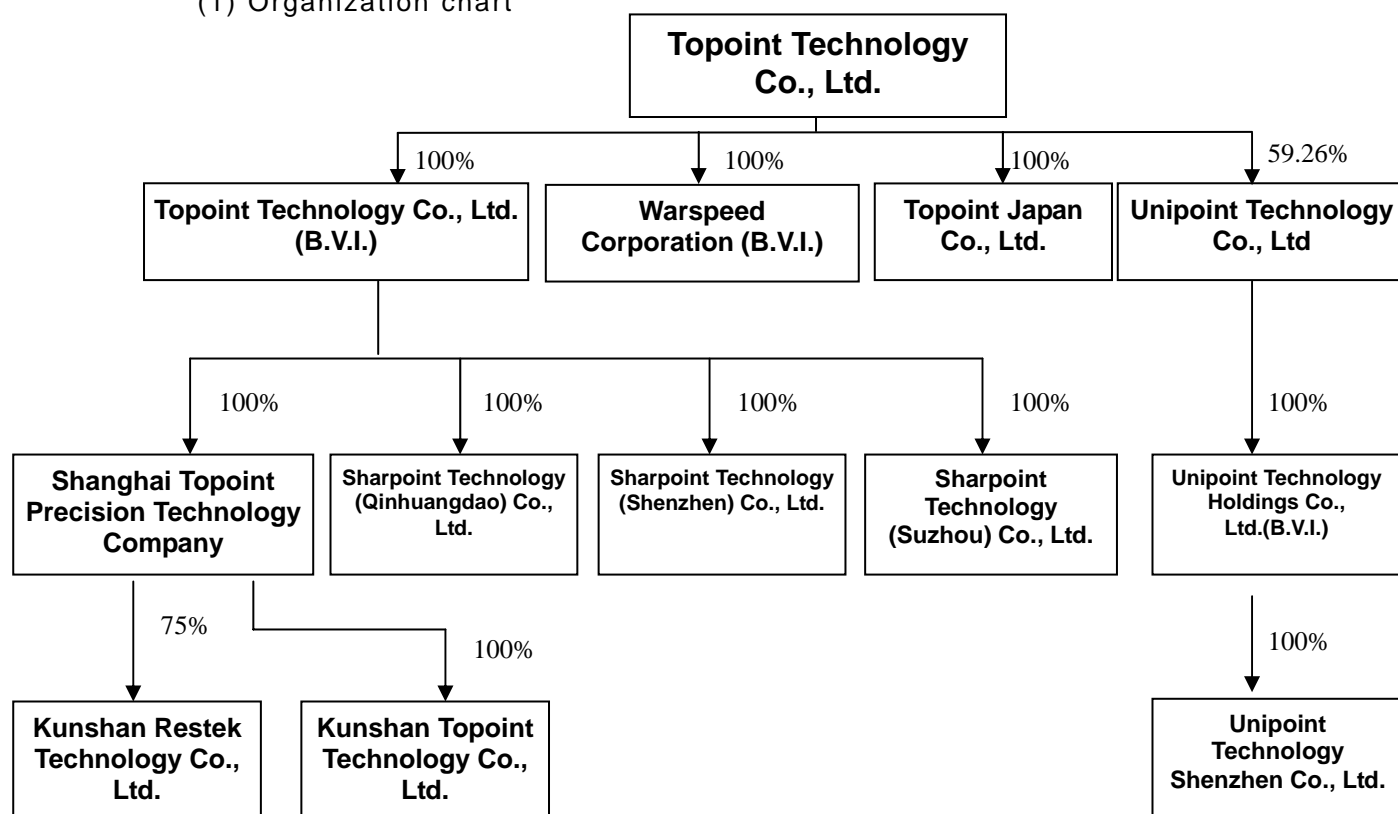
7. Other important matters: N/A

VIII. Special Disclosures

1. Information of Affiliated Firms

A. Affiliates Consolidated Business Report

(1) Organization chart



(2) Basic information

Name of the invested company	Area	Major business	Paid-up capital Unit: NT\$ 1,000
Topoint Technology Co., Ltd.(B.V.I.)	British Virgin Islands	International Investment	1,445,082
Unipoint Technology Co., Ltd.	Republic of China	Hole drilling service & drill bits test	497,000
Warspeed Corporation (B.V.I.)	British Virgin Islands	International Trade	1,569
Topoint Japan Co., Ltd.	Japan	Sales of electronic components	7,667
Shanghai Topoint Precision Technology Company	China	The production and sales of precision cutting tools and automatic measuring tools	1,443,066
Sharpoint Technology (Qinhuangdao) Co., Ltd.	China	Hole drilling service & drill bits test	250,222
Unipoint Technology Holdings Co., Ltd.(B.V.I.)	British Virgin Islands	International Investment	178,814
Unipoint Technology Shenzhen Co., Ltd.	China	Hole drilling service & drill bits test	178,814

Sharpoint Technology (Shenzhen) Co., Ltd.	China	Hole drilling service & drill bits test	147,583
Sharpoint Technology (Suzhou) Co., Ltd.	China	Hole drilling service & drill bits test	132,940
Kunshan Restek Technology Co., Ltd.	China	Circuit board production, processing and sales	14,917
Kunshan Topoint Technology Co., Ltd.	China	Drilling bits	97,228

(3) The shareholder's information presumed to have control and subordination: N/A

(4) The industry covered by the overall affiliates operating business

The operating business of the company and its affiliated enterprises include the R&D, manufacture, and sales of drills, etc.

(5) Affiliated enterprises directors, supervisors, and presidents

Company Name	Position	Name/Representative	Share holding	
			Amount	%
Topoint Technology Co., Ltd. (B.V.I.)	Major Shareholder	Topoint Technology Lin Xu-Ting	6,130	100%
Unipont Technology Co., Ltd.	Major Shareholder	Topoint Technology Lin Xu-Ting	29,450,037	59.26%
Warpspeed Corporation (B.V.I.)	Major Shareholder	Topoint Technology Lin Xu-Ting	50,000	100%
Topoint Japan Co., Ltd.	Director	Topoint Technology Lin Xu-Ting	600	100%
Shanghai Topoint Precision Technology Co., Ltd.	Director	Lin Xu-Ting	-	-
	Director	Wang Jia-Hong	-	-
	Director	Chen Xiu-Tao	-	-
	Supervisor	Chen Ching-Wen	-	-
Sharpoint Technology (Qinhuangdao) Co., Ltd.	Director	Wang Jia-Hong	-	-
	Director	Lin Xu-Ting	-	-
	Director	Yan Chang-Long	-	-
Sharpoint Technology (Shenzhen) Co., Ltd.	Director	Lin Xu-Ting	-	-
	Director	Wang Jia-Hong	-	-
	Director	Yan Chang-Long	-	-
	Director	Huang Ying-Ming	-	-
	Supervisor	Weng Sheng-Chou		
Sharpoint Technology (Suzhou) Co., Ltd.	Director	Lin Xu-Ting	-	-
	Director	Wang Jia-Hong	-	-
	Director	Yan Chang-Long	-	-
	Supervisor	Huang Ying-Ming	-	-
Kunshan Restek Technology Co., Ltd.	Director	Lin Xu-Ting	-	-
	Director	Wang Jia-Hong	-	-
	Director	Chen Xiu-Tao	-	-
	Supervisor	Yan Chang-Long		
Kunshan Topoint Technology Co., Ltd.	Director	Wang Jia-Hong	-	-
	Director	Yan Chang-Long	-	-
	Director	Weng Sheng-Chou	-	-

	Supervisor	Chen Xiu-Tao	-	-
Unipoint Technology Holdings Co., Ltd. (B.V.I.)	Major Shareholder	Unipoint Technology Lin Xu-Ting	11,200	100%
Unipoint Technology Shenzhen Co., Ltd.	Director	Liu Zhen-Jian	-	-
	Director	Lin Xu-Ting	-	-
	Director	Chen Guan-Fu	-	-
	Supervisor	Lin Re-Ping	-	-

B. Affiliates Consolidated Financial Statements: See P.103~P.108

The affiliates of Topoint Technology Co., Ltd., which should have been included in the combined financial statements of Topoint Technology and its affiliates, as of 2012 (from January 1, 2012 to December 31, 2012), based on the "Principles and Guidelines for Preparation of the Affiliates Consolidated Business Report, Affiliates Consolidated Financial Statements, and the Report.", are the same as those included in the consolidated financial statements of Topoint Technology and its subsidiaries as of 2012, prepared under the Statement of Financial Accounting Standards No.7. The information required to be disclosed in the consolidated financial statements has already been disclosed in the above consolidated financial statements. Consequently, there is no need to prepare a separate consolidated financial statement of Topoint Technology and its affiliates.

C. Affiliation Report: N/A

2. Subscription of marketable securities privately in the most recent years: N/A

3. The stock shares of the company held or disposed by the subsidiaries in the most recent years: N/A

4. Supplementary disclosures:

(A) transparent financial information related to personnel, to obtain the relevant licenses from the competent authority circumstances: The Company's internal audit staff on October 22, 2005. Foundation of Taiwan's financial Academy of banks' internal control basic test certificate of compliance ", June 26, 2007. Foundation Taiwan Banking and Finance Academy of the financial markets knowledge and professional ethics test scores qualified to prove. "

5. Occurrence of events defined in Securities Transaction Law Article 36.2.2 that has great impact on shareholder's equity or security price in the most years and up to the date of the report printed: N/A

TOPOINT TECHNOLOGY CO., LTD.

Chairman: Lin Xu-Ting