



## Notice of Extraordinary Shareholders' Meeting of Far Eastern Textile Limited

**Date:** Tuesday, 13 October 2009

**Time:** 9:00 a.m. Taipei time

**Place:** Auditorium in the Taipei Hero House  
No. 20, Changsha Street, Section 1, Taipei, Taiwan

### Proposed resolution:

To approve the change of the company's Chinese and English names, and accordingly the amendments of the company's Articles of Incorporation

### Attachments:

Overview of "Articles of Incorporation" amendments

### General Information

- I. Articles of Incorporation of Far Eastern Textile Limited; also available for viewing on the internet at [http://www.fetl.com.tw/en/company/company\\_process.aspx](http://www.fetl.com.tw/en/company/company_process.aspx)
- II. Meeting rules of stockholders for Far Eastern Textile Limited; also available for viewing on the internet at [http://www.fetl.com.tw/en/adm/download/download/shmr\\_EN\\_200703.pdf](http://www.fetl.com.tw/en/adm/download/download/shmr_EN_200703.pdf)
- III. Information about the shareholdings of all Directors and Supervisors
- IV. The notice and the agenda for the upcoming Extraordinary Shareholders' Meeting will be available for viewing on the internet at [http://www.fetl.com.tw/en/investor/finance\\_data.aspx?DC\\_ID=17](http://www.fetl.com.tw/en/investor/finance_data.aspx?DC_ID=17) on or about 25 September 2009.

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

Attention: IR team, 2009 ESM agenda  
Far Eastern Textile Limited  
34Fl, No. 207, Tun-Hwa South Road, Section 2  
Taipei 106, Taiwan

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

Joe Pai + 886-2-2737-8725; [joepai@mail.fetl.com.tw](mailto:joepai@mail.fetl.com.tw)  
Chialing Chao + 886-2-2733-8000 ext. 8470; [chialing@mail.fetl.com.tw](mailto:chialing@mail.fetl.com.tw)



**Far Eastern Textile Limited**

# **Meeting Agenda for Extraordinary Shareholders' Meeting of Far Eastern Textile Limited**

**1. Meeting start announced by chairperson**

**2. To discuss and approve proposed resolution**

To approve the change of the company's Chinese and English names, and accordingly the amendments of the company's Articles of Incorporation

**3. Extemporary motion**

**4. Meeting adjourned**

## **Proposed resolution**

### **To approve the change of the company's Chinese and English names, and accordingly the amendments of the company's Articles of Incorporation**

The Board of Directors proposes and recommends that each shareholder vote FOR the change of the company's Chinese and English names and accordingly the amendments of the company's Articles of Incorporation.

#### Explanatory Notes:

- i. The company has been evolving beyond its traditional textile production business since its inception in Taiwan sixty years ago. To properly represent its current business scope, and to demonstrate its commitment to creating a more prosperous future, it is proposed that the name of the company be changed to "Far Eastern New Century Corporation".
- ii. Pursuant to the change of the company name and the Article 18-3 of the ROC Company Law, it is proposed that Article 1, Article 2, and Article 29 of the company's Articles of Incorporation be amended.
- iii. The overview table for the "Articles of Incorporation" Before and After amendments is attached as Attachment.
- iv. Please approve the above proposal.

# Attachment

## Overview of the Far Eastern Textile Limited Articles of Incorporation amendments

Section	Current Articles	Proposed Changes	Reasons
Article 1	The Company is duly incorporated under the provisions of the Company Law of the Republic of China, and shall be called: <u>Far Eastern Textile Ltd.</u>	The Company is duly incorporated under the provisions of the Company Law of the Republic of China, and shall be called: <u>Far Eastern New Century Corporation.</u>	Pursuant to the change of the Company name.
Article 2	The Company's businesses are as follows : C301010 Yarn Spinning Mills C302010 Knit Fabric Mills C303010 Non woven Fabric Mills C305010 Printing dyeing and finishing Mills C306010 Outerwear Knitting Mill C307010 Apparel, clothing accessories and other textile product manufacturing C399990 Other textile products C801120 Manmade fiber manufacturing C801990 Other chemical material manufacturing F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products F105050 Wholesale of Furniture, bedclothes, kitchen equipment and fixtures F106020 Wholesale of articles for daily use F107990 Wholesale of other chemical products F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products F205040 Retail sale of Furniture, bedclothes, kitchen equipment and fixtures F206020 Retail sale of articles for daily use F207990 Retail sale of other chemical products F301010 Department stores F401010 International trade F501060 Restaurants J701020 Amusement parks J801030 Athletics and recreational sport	The Company's businesses are as follows : C301010 Yarn Spinning Mills C302010 Knit Fabric Mills C303010 Non woven Fabric Mills C305010 Printing dyeing and finishing Mills C306010 Outerwear Knitting Mill C307010 Apparel, clothing accessories and other textile product manufacturing C399990 Other textile products C801120 Manmade fiber manufacturing C801990 Other chemical material manufacturing F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products F105050 Wholesale of Furniture, bedclothes, kitchen equipment and fixtures F106020 Wholesale of articles for daily use F107990 Wholesale of other chemical products F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products F205040 Retail sale of Furniture, bedclothes, kitchen equipment and fixtures F206020 Retail sale of articles for daily use F207990 Retail sale of other chemical products F301010 Department stores F401010 International trade F501060 Restaurants J701020 Amusement parks J801030 Athletics and recreational sport	Pursuant to the Article 18-3 of the ROC Company Law, each operating business item must be registered under the category code assigned by the Department of Commerce at Ministry of Economic Affairs.

	<p>stadium</p> <p>H701010 Residence and buildings lease construction and development</p> <p>H701020 Industrial factory buildings lease construction and development</p> <p>H701040 Specialized field construction and development</p> <p>H701050 Public works construction and investment</p> <p>G202010 Parking garage business</p> <p>G801010 Warehousing and storage</p> <p>J901011 International and general tourist hotels</p> <p>IZ06010 Cargos packaging</p> <p>G101061 Truck freight transportation</p> <p>C802120 Industrial catalyst manufacturing</p> <p>F102040 Wholesale of nonalcoholic beverages.</p> <p>F107030 Wholesale of cleaning preparations.</p> <p>F113070 Wholesale of telecom instruments</p> <p>F213060 Retail sale of telecom instruments</p> <p>CC01080 Electronic part and component manufacturing</p> <p>CF01011 Medical materials and equipment manufacturing</p> <p>F108031 Wholesale of drugs, medical goods</p> <p>F208031 Retail sale of medical equipments</p> <p>Except where permits are required, to run operations not forbidden or limited by laws and regulations.</p>	<p>stadium</p> <p>H701010 Residence and buildings lease construction and development</p> <p>H701020 Industrial factory buildings lease construction and development</p> <p>H701040 Specialized field construction and development</p> <p>H701050 Public works construction and investment</p> <p>G202010 Parking garage business</p> <p>G801010 Warehousing and storage</p> <p>J901011 International and general tourist hotels</p> <p>IZ06010 Cargos packaging</p> <p>G101061 Truck freight transportation</p> <p>C802120 Industrial catalyst manufacturing</p> <p>F102040 Wholesale of nonalcoholic beverages.</p> <p>F107030 Wholesale of cleaning preparations.</p> <p>F113070 Wholesale of telecom instruments</p> <p>F213060 Retail sale of telecom instruments</p> <p>CC01080 Electronic part and component manufacturing</p> <p>CF01011 Medical materials and equipment manufacturing</p> <p>F108031 Wholesale of drugs, medical goods</p> <p>F208031 Retail sale of medical equipments</p> <p><u>ZZ99999</u> Except where permits are required, to run operations not forbidden or limited by laws and regulations.</p>	
Article 29	<p>These Articles of Incorporation were drafted on December 15, 1952, and came into effect following its approval by a resolution of the General Shareholders' Meeting and the competent authorities. Amendments shall take effect following their approval at the shareholders' meetings.</p> <p>First amendment on July 1, 1953;  Second amendment on January 22, 1954;  Third amendment on September 1, 1956;  Fourth amendment on January 15, 1957;  Fifth amendment on June 13, 1959;  Sixth amendment on August 25, 1959;  Seventh amendment on March 31, 1960;  Eighth amendment on October 26, 1960;</p>	<p>These Articles of Incorporation were drafted on December 15, 1952, and came into effect following its approval by a resolution of the General Shareholders' Meeting and the competent authorities. Amendments shall take effect following their approval at the shareholders' meetings.</p> <p>First amendment on July 1, 1953;  Second amendment on January 22, 1954;  Third amendment on September 1, 1956;  Fourth amendment on January 15, 1957;  Fifth amendment on June 13, 1959;  Sixth amendment on August 25, 1959;  Seventh amendment on March 31, 1960;  Eighth amendment on October 26, 1960;</p>	To record the latest amendment.

<p>Ninth amendment on February 25, 1961;  Tenth amendment on May 25, 1961;  Eleventh amendment on May 2, 1962;  Twelfth amendment on August 7, 1964;  Thirteenth amendment on December 19, 1964;  Fourteenth amendment on January 20, 1966;  Fifteenth amendment on June 22, 1966;  Sixteenth amendment on June 24, 1967;  Seventeenth amendment on December 23, 1967;  Eighteenth amendment on June 8, 1968;  Nineteenth amendment on May 31, 1969;  Twentieth amendment on June 17, 1970;  Twenty-first amendment on January 25, 1972;  Twenty-second amendment on June 20, 1972;  Twenty-third amendment on April 30, 1973;  Twenty-fourth amendment on October 17, 1973;  Twenty-fifth amendment on May 8, 1974;  Twenty-sixth amendment on May 19, 1975;  Twenty-seventh amendment on April 14, 1976;  Twenty-eighth amendment on September 15, 1976;  Twenty-ninth amendment on April 6, 1977;  Thirtieth amendment on April 18, 1978;  Thirty-first amendment on February 9, 1979;  Thirty-second amendment on April 14, 1979;  Thirty-third amendment on April 28, 1980;  Thirty-fourth amendment on April 15, 1981;  Thirty-fifth amendment on April 21, 1982;  Thirty-sixth amendment on April 21, 1982;  Thirty-seventh amendment on May 5, 1983;  Thirty-eighth amendment on May 2, 1984;  Thirty-ninth amendment on May 10, 1985;  Fortieth amendment on April 23, 1987;  Forty-first amendment on April 20, 1988;  Forty-second amendment on April 20, 1989;  Forty-third amendment on April 23, 1990;  Forty-fourth amendment on April 26, 1991;  Forty-fifth amendment on May 12, 1992;  Forty-sixth amendment on May 14, 1993;  Forty-seventh amendment on May 9, 1994;  Forty-eighth amendment on May 4, 1995;  Forty-ninth amendment on May 27, 1996;</p>	<p>Ninth amendment on February 25, 1961;  Tenth amendment on May 25, 1961;  Eleventh amendment on May 2, 1962;  Twelfth amendment on August 7, 1964;  Thirteenth amendment on December 19, 1964;  Fourteenth amendment on January 20, 1966;  Fifteenth amendment on June 22, 1966;  Sixteenth amendment on June 24, 1967;  Seventeenth amendment on December 23, 1967;  Eighteenth amendment on June 8, 1968;  Nineteenth amendment on May 31, 1969;  Twentieth amendment on June 17, 1970;  Twenty-first amendment on January 25, 1972;  Twenty-second amendment on June 20, 1972;  Twenty-third amendment on April 30, 1973;  Twenty-fourth amendment on October 17, 1973;  Twenty-fifth amendment on May 8, 1974;  Twenty-sixth amendment on May 19, 1975;  Twenty-seventh amendment on April 14, 1976;  Twenty-eighth amendment on September 15, 1976;  Twenty-ninth amendment on April 6, 1977;  Thirtieth amendment on April 18, 1978;  Thirty-first amendment on February 9, 1979;  Thirty-second amendment on April 14, 1979;  Thirty-third amendment on April 28, 1980;  Thirty-fourth amendment on April 15, 1981;  Thirty-fifth amendment on April 21, 1982;  Thirty-sixth amendment on April 21, 1982;  Thirty-seventh amendment on May 5, 1983;  Thirty-eighth amendment on May 2, 1984;  Thirty-ninth amendment on May 10, 1985;  Fortieth amendment on April 23, 1987;  Forty-first amendment on April 20, 1988;  Forty-second amendment on April 20, 1989;  Forty-third amendment on April 23, 1990;  Forty-fourth amendment on April 26, 1991;  Forty-fifth amendment on May 12, 1992;  Forty-sixth amendment on May 14, 1993;  Forty-seventh amendment on May 9, 1994;  Forty-eighth amendment on May 4, 1995;  Forty-ninth amendment on May 27, 1996;</p>	
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	<p>Fiftieth amendment on May 23, 1997;  Fifty-first amendment on May 22, 1998;  Fifty-second amendment on May 21, 1999;  Fifty-third amendment on May 15, 2000;  Fifty-fourth amendment on May 18, 2001;  Fifty-fifth amendment on June 12, 2002;  Fifty-sixth amendment on June 9, 2003;  Fifty-seventh amendment on June 4, 2004;  Fifty-eighth amendment on June 14, 2005,  Fifty-ninth amendment on June 13, 2006,</p>	<p>Fiftieth amendment on May 23, 1997;  Fifty-first amendment on May 22, 1998;  Fifty-second amendment on May 21, 1999;  Fifty-third amendment on May 15, 2000;  Fifty-fourth amendment on May 18, 2001;  Fifty-fifth amendment on June 12, 2002;  Fifty-sixth amendment on June 9, 2003;  Fifty-seventh amendment on June 4, 2004;  Fifty-eighth amendment on June 14, 2005,  Fifty-ninth amendment on June 13, 2006,  <u>Sixtieth amendment on October 13, 2009</u></p>	
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# General information

## I. Articles of Incorporation of Far Eastern Textile Limited

### Chapter 1 General Provisions

Article 1 The Company is duly incorporated under the provisions of the Company Law of the Republic of China, and shall be called: Far Eastern Textile Ltd..

Article 2 The Company's businesses are as follows :

C301010 Yarn Spinning Mills

C302010 Knit Fabric Mills

C303010 Non woven Fabric Mills

C305010 Printing dyeing and finishing Mills

C306010 Outerwear Knitting Mill

C307010 Apparel, clothing accessories and other textile product manufacturing

C399990 Other textile products

C801120 Manmade fiber manufacturing

C801990 Other chemical material manufacturing

F104110 Wholesale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products

F105050 Wholesale of Furniture, bedclothes, kitchen equipment and fixtures

F106020 Wholesale of articles for daily use

F107990 Wholesale of other chemical products

F204110 Retail sale of cloths, clothes, shoes, hat, umbrella and apparel, clothing accessories and other textile products

F205040 Retail sale of Furniture, bedclothes, kitchen equipment and fixtures

F206020 Retail sale of articles for daily use

F207990 Retail sale of other chemical products

F301010 Department stores

F401010 International trade

F501060 Restaurants

J701020 Amusement parks

J801030 Athletics and recreational sport stadium

H701010 Residence and buildings lease construction and development

H701020 Industrial factory buildings lease construction and development

H701040 Specialized field construction and development

H701050 Public works construction and investment

G202010 Parking garage business

G801010 Warehousing and storage  
J901011 International and general tourist hotels  
IZ06010 Cargos packaging  
G101061 Truck freight transportation  
C802120 Industrial catalyst manufacturing  
F102040 Wholesale of nonalcoholic beverages.  
F107030 Wholesale of cleaning preparations.  
F113070 Wholesale of telecom instruments  
F213060 Retail sale of telecom instruments  
CC01080 Electronic part and component manufacturing  
CF01011 Medical materials and equipment manufacturing  
F108031 Wholesale of drugs, medical goods  
F208031 Retail sale of medical equipments

Except where permits are required, to run operations not forbidden or limited by laws and regulations.

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

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

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

## **Chapter 2 Share Capital**

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

Out of the above total capital amount, One Hundred Million New Taiwan Dollar (NT\$100,000,000) shall be divided into 10,000,000 shares of NT\$10 each, to be issued as warrants for employees to subscribe.

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

authorities in compliance with law.

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

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

The Company can issue special shares.

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

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

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

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

Article 10 The Shareholders' Meetings shall be General or Extraordinary Shareholders' Meetings:

General Shareholders' Meeting shall be held once a year within 6 months of the end of the Company's financial year.

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

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

shareholders' meeting for the benefit of the Company.

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

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

Article 13 Shareholders may by way of power of attorney stamped with the seal of the Company appoint proxies to attend the said shareholders' meeting. Except for trust enterprises or share registration agencies approved by the securities management authorities, when one shareholder is entrusted by two or more shareholders, the voting right represented by the said shareholder shall not exceed 3% of the voting rights of total shares issued. Where it has so exceeded, the voting right in excess shall not be included.

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

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

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

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

- Article 16 There shall be 11 Directors and 3 Supervisors of the Company, who are elected and appointed from the persons with legal capacity at the shareholders' meeting. The total shares number of the registered shares of the Company held by all of the Directors and Supervisors shall be determined according to the provisions of "Rules and Review Procedures for Director and Supervisor Ownership Ratios at Public Companies".
- Article 17 The respective appointments of Directors and Supervisors are for a period of 3 years. They may be reappointed following their re-election.
- Article 18 The Board of Directors of the Company shall comprise the directors. A Chairman and a Vice Chairman shall be elected from among the Directors to represent the Company. Where the Chairman has taken leave or is unable to perform his duties for any reasons, the Vice Chairman shall act in his place. Where the Vice Chairman is also unavailable, the Chairman shall appoint a Director to act on his behalf, failing which the Board of Directors shall nominate from among them a person to act on behalf of the Chairman of the Company.
- Article 19 Meetings of the Board of Directors, which shall be held quarterly, shall be convened by the Chairman. Unless otherwise stipulated by the Company Law, a quorum shall be present at the Board of Directors if it is attended by more than half of the Directors, and a resolution passed if approved by a majority of the Directors in attendance. The Chairman may where necessary convene meetings of the Board at any time.  
When a Director is unable to personally attend the meeting of the Board of Directors, he may entrust another Director to represent him in accordance with law.
- Article 20 The Supervisors shall perform their supervising duties in accordance with law; furthermore Supervisors may attend meetings of the Board of Directors and present their views, but may not have voting rights. Supervisors may elect from among them a Resident Supervisor to perform the daily supervisory duty.
- Article 21 The remuneration of Directors and Supervisors shall be decided by the shareholders' meeting.
- Article 22 The Company shall have a General Manager and a number of deputy general managers, a Chief Auditor and a Deputy Chief Auditor, a number of assistant managers, managers and factory managers.

The appointment and dismissal of the above staff shall be by way of a

majority at the meetings of the Board of Directors, subject to more than half of the Directors are in attendance of the said meetings.

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

## **Chapter 5 Accounting**

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

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

Article 26 The distribution of dividends shall take into consideration the changes in the outlook for the Company's businesses, the lifespan of the various products or services that have an impact on future capital needs and taxation. Dividends shall be distributed at the ratio as set forth in these Articles of Incorporation aimed at maintaining the stability of dividend distributions. Save for the purposes of improving the financial structure, reinvestments, production expansion or other capital expenditures in which capital is required, when distributing dividends, the cash dividends shall not be less than 10% of the aggregate sum of dividends and bonus distributed in the same year.

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

60% as share interest, to be distributed based on shareholdings. However in the case of increase in the Company's share capital, unless otherwise stipulated by law, the share interest to be distributed to the shareholders of increased shares for the year shall be decided by the shareholders' meeting;

33% as shareholders' bonuses to be distributed based on shareholdings. However in the case of increase in the Company's share capital, the shareholders' bonus to be distributed to the shareholders of increased shares for the year shall be decided by the shareholders' meeting;

4% as employees' bonuses

3% as remuneration for Directors and Supervisors, the manner in which it is to be distributed shall be decided by the Board of Directors.

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

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

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

First amendment on July 1, 1953;

Second amendment on January 22, 1954;

Third amendment on September 1, 1956;

Fourth amendment on January 15, 1957;

Fifth amendment on June 13, 1959;

Sixth amendment on August 25, 1959;

Seventh amendment on March 31, 1960;

Eighth amendment on October 26, 1960;

Ninth amendment on February 25, 1961;

Tenth amendment on May 25, 1961;

Eleventh amendment on May 2, 1962;

Twelfth amendment on August 7, 1964;

Thirteenth amendment on December 19, 1964;

Fourteenth amendment on January 20, 1966;

Fifteenth amendment on June 22, 1966;  
Sixteenth amendment on June 24, 1967;  
Seventeenth amendment on December 23, 1967;  
Eighteenth amendment on June 8, 1968;  
Nineteenth amendment on May 31, 1969;  
Twentieth amendment on June 17, 1970;  
Twenty-first amendment on January 25, 1972;  
Twenty-second amendment on June 20, 1972;  
Twenty-third amendment on April 30, 1973;  
Twenty-fourth amendment on October 17, 1973;  
Twenty-fifth amendment on May 8, 1974;  
Twenty-sixth amendment on May 19, 1975;  
Twenty-seventh amendment on April 14, 1976;  
Twenty-eighth amendment on September 15, 1976;  
Twenty-ninth amendment on April 6, 1977;  
Thirtieth amendment on April 18, 1978;  
Thirty-first amendment on February 9, 1979;  
Thirty-second amendment on April 14, 1979;  
Thirty-third amendment on April 28, 1980;  
Thirty-fourth amendment on April 15, 1981;  
Thirty-fifth amendment on April 21, 1982;  
Thirty-sixth amendment on April 21, 1982;  
Thirty-seventh amendment on May 5, 1983;  
Thirty-eighth amendment on May 2, 1984;  
Thirty-ninth amendment on May 10, 1985;  
Fortieth amendment on April 23, 1987;  
Forty-first amendment on April 20, 1988;  
Forty-second amendment on April 20, 1989;  
Forty-third amendment on April 23, 1990;  
Forty-fourth amendment on April 26, 1991;  
Forty-fifth amendment on May 12, 1992;  
Forty-sixth amendment on May 14, 1993;  
Forty-seventh amendment on May 9, 1994;  
Forty-eighth amendment on May 4, 1995;  
Forty-ninth amendment on May 27, 1996;  
Fiftieth amendment on May 23, 1997;  
Fifty-first amendment on May 22, 1998;  
Fifty-second amendment on May 21, 1999;  
Fifty-third amendment on May 15, 2000;  
Fifty-fourth amendment on May 18, 2001;  
Fifty-fifth amendment on June 12, 2002;  
Fifty-sixth amendment on June 9, 2003;  
Fifty-seventh amendment on June 4, 2004;



Fifty-eighth amendment on June 14, 2005,  
Fifty-ninth amendment on June 13, 2006,

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

## **II. Meeting rules of stockholders for Far Eastern Textile Limited**

As last amended on June 12, 2002

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

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

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

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

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

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

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

After proceeding with the aforesaid tentative resolutions, the chairperson may put the

tentative resolutions for re-voting over the meeting if and when the shares represented by the attending stockholders (or proxies) reached the legal quorum.

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

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

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

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

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

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

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

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

The chairperson may restrain stockholders (or proxies) from speaking if that stockholders (or proxies) speak overtime, speak beyond the allowed frequency or content of the speech is beyond the scope of the proposal. When a stockholder (or proxy) is speaking,

other stockholder (or proxy) shall not interrupt without consent of the chairperson and the speaking stockholder (or proxy). Any disobedient of the preceding rule shall be prohibited by the chairperson. Article 15 of this meeting rule shall apply if the disobedient do not follow the chairperson's instructions.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### III. Information about the shareholdings of all Directors and Supervisors

The shareholdings of the twentieth Directors and twenty-third Supervisors are summarized in the following table:

Record Date: 14 September 2009

Title	Shareholder's name	Representative	Numbers of shareholding	Shareholding percentage	
Chairman	Douglas Tong Hsu	-	52,939,865	1.14%	
Director	Asia Cement Corp.	Peter Hsu	1,038,555,325	22.28%	
		Shaw Y. Wang			
		Champion Lee			
		G.M. Wang			
	Yue Ding Industry Co.	Johnny Shih	1,642,610	0.04%	
		Raymond Hsu			
	Far Eastern Department Stores Ltd.	Y.H. Tseng	17,385,234	0.37%	
		Richard Yang			
		Kwan-Tao Li			
	Pai Yang Investment Corp.	Tonia Katherine Hsu	1,930,176	0.04%	
<b>Sum of all Directors' shareholdings</b>			<b>1,112,453,210</b>	<b>23.87%</b>	
<b>Minimum Directors' holdings required by regulations</b>			<b>139,840,587</b>	<b>3.00%</b>	
Supervisor	U-Ming Marine Transport Corp.	T. H. Chang	27,153,230	0.58%	
		Alice Hsu			
	Yuan Ding Corp.	Ching-Ing Hou	678,692	0.02%	
	<b>Sum of all Supervisors' shareholdings</b>			<b>27,831,922</b>	<b>0.60%</b>
	<b>Minimum Supervisors' holdings required by regulations</b>			<b>13,984,059</b>	<b>0.30%</b>

Note: Shares owned personally by each representative are not included in this table.

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