



Yuanta Securities Finance Co., Ltd.

2011 Annual Report

1. Contact information of company spokesperson and deputy spokesperson

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2. Contact information of YSF

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	Website	Tel
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3. Contact information of stock transfer agent

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4. Contact information of credit rating agency

Credit Rating Agency	Address	Tel
Taiwan Ratings Corporation	49F, No. 7, Xinyi Rd., Sec. 5, Taipei, Taiwan (Taipei 101 Building)	(02) 8722-5800

5. Contact information of independent accountants

Name	Lin Sk, Huang Chin-Tze	Tel	(02) 2729-6666
CPA Firm	PricewaterhouseCoopers Taiwan	Address	27F, International Trade Building, No.333, Keelung Rd., Sec. 1, Taipei, Taiwan
Website	http://www.pwc.com/tw/		

6. Name of foreign exchanges listed where company stock is and sources for searching the said foreign listed stock : None

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I. Letter to Shareholders

1. Business report for the 2011 fiscal year

A. Business plan and accomplishments.

Margin loans and stocks loans are the company's core business. The company upholds positive, reliable and efficient concepts to continue serving agency and consolidated securities firms and establish partnerships with agency. After Yuanta Securities run securities financing business by themselves. The company's agent business shrunk rapidly. There are no loss of business from a group perspective. Furthermore, it will be beneficial from company's business perspective. The agent broker's concerns about "fire wall" will be removed, At the same time the investors with substantial needs for securities financing are no longer bound by regulatory restrictions on "repeated account opening". Hence the company still has rooms to grow in the securities financing agency business. Our business accomplishments are as follows:

Unit: Hundred million NT\$

Average balance of margin loans and re-financing	Average balance of stocks loans and stocks re-financing (guarantee fund + margin)	Average balance of securities lending
219.54	26.83	12.23

B. Financial income and expenses / profitability analysis

In 2011, revenues decreased by 62.50%, operating income decreased by 63.51%, and operating cost decreased 70.08%. The main reason was YSF remised NT\$ 34,186,074,000 of securities margin and security loans business and securities lending business on Oct.18 2010. Due to the absence of gains on financial asset disposal, non-operating income and profit declined by 70.04%. Without asset impairments for the year, non-operating expenses and losses decreased by 95.49%. After-tax profit in 2011 was decrease by 58.83% compared to 2010, details are as follows:

Year	Total assets (thousand dollars)	Total income (thousand dollars)	Net income (thousand dollars)	EPS(NT\$)
2010	44,006,595	4,720,477	1,856,897	0.51
2011	19,740,002	1,706,960	764,442	0.75

C. Research and development

The company is continuing to implement an information platform and two stage cooperation program, strengthen securities trader information services, and engage in diversified business through a

franchise channel approach in conjunction with the group's diversified products, ensuring that The company agent services indirectly benefit.

2. Summary of business plan for the 2012 fiscal year

A. Business plan

- (1) Stabilize current agency firms: It will rely on sales promotion activities and service packages supporting agents to strengthen the competitiveness of agents and consolidate its relationships.
- (2) Expand negotiable securities borrowing and lending services: Responding to the growth of derivative markets and increase in strategic trading, it will take proprietary securities traders as its main customer base, and may even extend towards foreign investors.
- (3) Introduce loans for rights issues and securities settlements etc: We will pursue this service under the appropriate timing, and thereby diversifying our source of revenues.
- (4) Create synergies within the financial holding group: Take the initiative in offering agency services to securities firms, such as reconsigned trading, futures introducing broker, settlement banking etc.
- (5) Strictly manage credit risk: It will reinforce risk control and implementation of a quota mechanism, ensuring that risk control and sales growth develop in parallel.

B. Expected 2012 Business Status of Operations

Unit: Hundred million NT\$

Average balance of margin loans and re-financing	Average balance of stocks loans and stocks re-financing (guarantee fund + margin)	Average balance of securities lending
193.12	24.01	12

3. Future development strategies of the company

- A. We will urge the small self- financing providers to the agents actively or make mergers and acquisitions again to conduct the structural adjustment of market at the appropriate time.
- B. Because the role of securities financing company has been significant change in the market, we will strive for the opportunity of new business and deregulation.

4. Impact from external competitive environment, regulatory environment and overall operational environment

The latest trends in securities financing are that securities financing companies are being merged into various financial groups, and those who do not have the ability to acquire others begin their own securities finance operations. In 2011, there are one agency end up brokerage business for individuals, one agency run securities finance operations by themselves, and one agency merged by another securities company. All these developments will affect the company's market share.

II. Company Profile

1. Date of establishment

Date founded: March 10, 1980

Date of incorporation: April 21, 1980

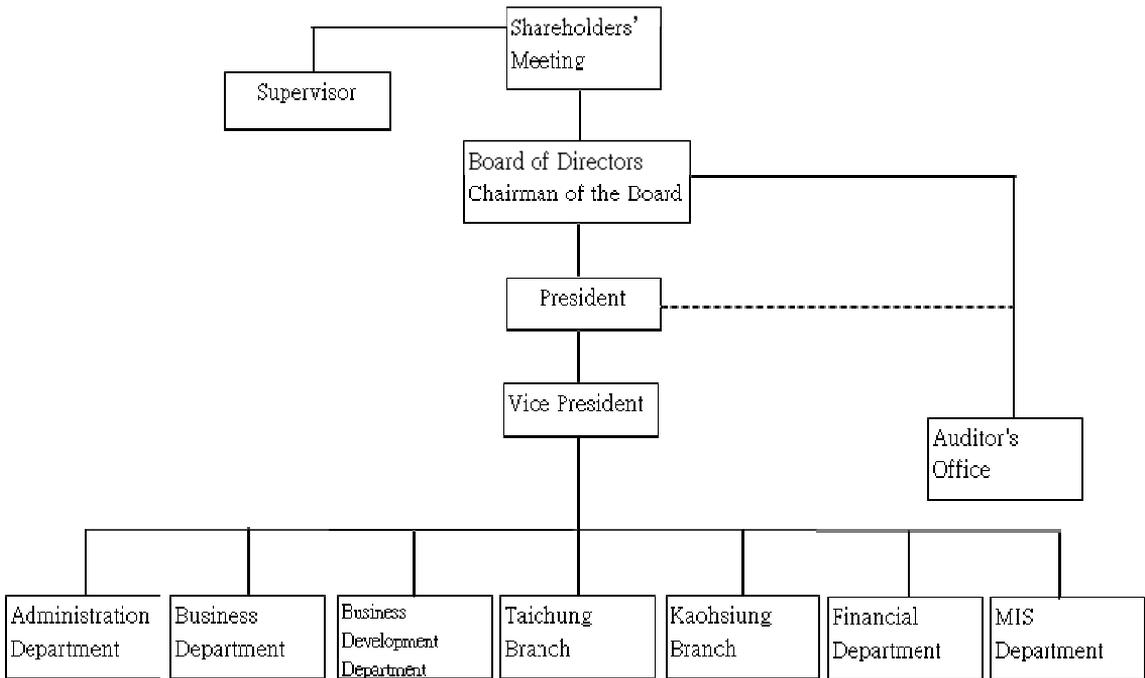
2. Company milestones

April 1980	The company granted permission by the Ministry of Finance and Securities and Futures Bureau to operate just the securities margin financing and security loans business. The founding vision of the company was to promote growth in the securities market, regulate the supply of money in the securities market and establish a comprehensive securities financing system.
September 1981	Operated stock depository business to provide safe and secure settlement in securities markets.
September 1990	<ol style="list-style-type: none">1. Transferred stock depository business, staff, equipment and stock to the depository company.2. Passage of the amendments to the Rules Governing <i>Securities</i> Finance Enterprises enabled the company to expand its business beyond securities margin financing to include refinancing business for securities margin financing firms.
July 1992	Taichung branch established
September 1993	Kaohsiung branch established
November 1994	Officially became a listed company, and shared the operating results with the public
February 2002	Co-transformed with Fuhwa Securities to establish Fuhwa Financial Holding Co., Ltd.
September 2007	Name changed to Yuanta Securities Finance.
November 2007	Completed NT \$1 billion capital increase.
August 2008	Completed NT\$6 billion capital increase.
May 2009	Completed NT\$1.5 billion capital increase via capital reserve
February 2010	Acquirement of margin loans and stock loans from Entie Securities Finance.
September 2010	Acquirement of margin loans and stock loans and refinancing business from Fubon Securities Finance.
October 2010	Transfer of partial creditor's rights on certain business to Yuanta Securities.
November 2010	Completed NT\$6 billion capital increase via statutory surplus and capital reserve
January 2011	Completed NT\$16.5 billion capital decrease.
June 2011	Completed NT\$3.8 billion capital increase via statutory surplus and capital reserve
November 2011	Completed NT\$3.8 billion capital decrease.

III. Corporate Governance Report

1. Organizational system

A. Organization chart



B. Operating business of the various major departments

- (1) Administration Department: Handles board affairs, human resources, general affairs, cashiering, clerical duties, custodial, security protection, and share affairs, etc.
- (2) Business Development Department: Handles planning, analysis, estimation and evaluation of the company's overall business, management of reinvestment business, business expansion of credit transactions, legal matters, litigation, debt recovery, legal advisory service and legal compliance system, etc.
- (3) Business Department: Credit transaction account processing, securities firms and securities refinancing, cash replenishment and underwriting securities financing, securities underwriter financing, securities settlement financing, securities lending financing , risk control management, etc.
- (4) Financial Department: Handles financial management, financial scheduling, accounting, and "undertaking" government debentures trading.
- (5) MIS Department: Handles the planning, design and implementation of the company's various business data processing affairs.
- (6) Auditor's Office: Audit all internal business divisions.
- (7) Branches: Operates and expands business in the company's respective business locations.

2. Information on directors, supervisors, president, vice president and managers

A. Information on directors and supervisors

February 29, 2012

Title	Name	Date elected (taken office)	Term (years)	Date when first elected	Shareholding when elected		Current shareholding		Spouse and minor children's current shareholdings		Shareholding under other's name		Education and selected past positions	Current additional positions	Other heads, directors or supervisors as spouse or kin within the second degree	
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name
Chairman	Representative of Yuanta Financial Holdings Co. Ltd : Chuang Yu-De	2010.06.29	3	2001.05.22	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	Executive Vice President and Chief Secretary of Yuanta Financial Holdings; Director of Yuanta Foundation	—	—	—
Director	Representative of Yuanta Financial Holdings Co. Ltd : Lee Ya-pin	2010.06.29	3	2009.05.22	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	The Company's President; Director, Yuanta Venture Capital; Director, Yuanta I Venture Capital.	—	—	—
Director	Representative of Yuanta Financial Holdings Co. Ltd : Yu Yao-ting	2010.06.29	3	2010.02.01	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	Senior Vice President for Yuanta Financial Holdings IT department ; Executive Vice President of Yuanta Securities Co., Ltd.	—	—	—

Title	Name	Date elected (taken office)	Term (years)	Date when first elected	Shareholding when elected		Current shareholding		Spouse and minor children's current shareholdings		Shareholding under other's name		Education and selected past positions	Current additional positions	Other heads, directors, or supervisors as spouses or kin within the second degree	
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name
Director	Representative of Yuanta Financial Holdings Co. Ltd : Yu Kuang-hua	2010.06.29	3	2009.04.16	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	Senior Vice-president, Yuanta Securities Co., Ltd. ; Director of Yuanta International Insurance Brokers	—	—	—
Director	Representative of Yuanta Financial Holdings Co. Ltd : Hong Rong-Ting	2010.06.29	3	2011.12.12	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	The Company's Vice-president, Supervisor of Business Development Department	—	—	—
Supervisor	Representative of Yuanta Financial Holdings Co. Ltd : Chang Tsai-Yu	2010.06.29	3	2005.06.30	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	CFO, Senior Vice President, Yuanta Financial Holdings; Senior Vice President, Yuanta Securities; Supervisor, Yuanta Securities Finance; Supervisor, Yuanta Venture Capital; Supervisor, Yuanta I Venture Capital; Liquidator, Yuanta Financial Consulting Supervisor, Yuanta Life Insurance Agent; Director, Yuanta Securities Asia Financial Services; Director, Yuanta Securities Holding (BVI); Yuanta Asset Management Supervisor; Director of Yuanta Securities (HK) Co. Ltd.	—	—	—

Title	Name	Date elected (taken office)	Term (years)	Date when first elected	Shareholding when elected		Current shareholding		Spouse and minor children's current shareholdings		Shareholding under other's name		Education and selected past positions	Current additional positions	Other heads, directors, or supervisors as spouse or kin within the second degree	
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name
Supervisor	Representative of Yuanta Financial Holdings Co. Ltd : Liao Yueh-Jung	2010.06.29	3	2010.07.28	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 1,650,000,000 shares	100%	All Directors and Supervisors Represent Yuanta Financial Holdings together and hold 600,000,000 shares	100%	—	—	—	—	B.A from Tamkang University, Senior assistant vice president of Yuanta Securities Co., Ltd.	Senior assistant vice president of Yuanta Securities ; Director of Yuanta Securities Holding (BVI); Supervisor of Yuanta Insurance Brokers	—	—

Note:

1. Yuanta Financial Holdings (formerly Fuhwa Financial Holding Co) holds all company shares, and assigns all directors and supervisors; the 11th term of directors and supervisors started from June 29th, 2010 and will end on June 28th, 2013.
2. Yuanta Financial Holdings appointed Mr. Hong Rong-Ting replaced Mr. Liu Ming-Lang as Director on December 12nd, 2011. Director Mr. Yu Kuang-hua resigned on December 12nd, 2011; Yuanta Financial Holdings appointed Mr. Yu Kuang-hua as director on February 16th, 2012.
3. The number of shares held while elected is based on the Yuanta Financial Holdings shares held on June 29th, 2010.
4. The date elected is the date that the director or supervisor first takes office.

(1) Main institutional shareholders

10/03/2011

Institutional Shareholders	Main Shareholders of Institutional Shareholders	
Yuanta Financial Holdings	Tsun Chueh Investment Co., Ltd.	3.84%
	Yuan Hung Investment Co., Ltd.	3.34%
	Yuan Hsiang Investment Co., Ltd.	2.82%
	Yu Yang Investment Co., Ltd.	2.76%
	Dedicated investment account managed by HSBC on behalf of First Worldsec Securities	2.74%
	Bank of Taiwan Co., Ltd.	2.30%
	Lian Da Investment Co., Ltd.	2.11%
	J. P. Morgan Chase & Co. custodian trustee for Saudi Arabia Central Bank investment account	1.80%
	Singapore Government's investment account held in custody by Citibank (Taiwan)	1.56%
	Mathew International Fund investment account held in custody by HSBC Bank (Taiwan) Limited	1.53%

Note: Data relating to the top ten shareholders was based on the latest book closure date (2011.8.27), plus the previous holdings in Polaris Securities which had been exchanged on 2011.10.3..

(2) Major institutional shareholders whose main shareholders are judicial persons

2/29/2012

Institutional Shareholders	Main Shareholders of Institutional Shareholders	
Tsun Chueh Investment Co., Ltd.	Teng Ta Investment Co. Ltd.	18.91%
	Lien Da Investment Co., Ltd.	18.55%
	Chiu Ta Investment Co., Ltd.	17.31%
	Lien Heng Investment Co., Ltd.	16.63%
	Hsing Tsai Investment Co., Ltd.	10.08%
	Ma Wei-Jian	8.27%
	Du Li-Chuang	4.69%
	Yung Tsang Lin	2.84%
	Er Tai Ma	1.23%
	Hao Yang	0.94%
Yuan Hung Investment Co., Ltd.	Mei Chia Li Investment	45.88%
	Lien Heng Investment Co., Ltd.	33.74%
	Teng Ta Investment Co. Ltd.	15.38%
	Du Li-Chuang	5.00%
Yuan Hsiang Investment Co., Ltd.	Lian Ta Investment Co., Ltd.	44.38%
	Lien Heng Investment Co., Ltd.	19.00%
	Teng Ta Investment Co. Ltd.	18.69%
	Chiu Ta Investment Co., Ltd.	9.96%
	Du Li-Chuang	5.01%
	Hsing Tsai Investment Co., Ltd.	2.96%

Institutional Shareholders	Main Shareholders of Institutional Shareholders
Yu Yang Investment Co., Ltd.	Tsun Chueh Investment Co., Ltd. 100%
Dedicated investment account managed by HSBC on behalf of First Worldsec Securities	Not applicable
Bank of Taiwan Co., Ltd.	Taiwan Financial Holdings Co., Ltd. 100%
Lian Da Investment Co., Ltd.	Chiao Hua International Investment Co., Ltd. 45.79% Lien Heng Investment Co., Ltd. 37.14% Chiu Ta Investment Co., Ltd. 14.02% Hsing Tsai Investment Co., Ltd. 2.57% Du Li-Chuang 0.47% Chen Hung- Lien 0.01%
J. P. Morgan Chase & Co. custodian trustee for Saudi Arabia Central Bank investment account	Not applicable
Singapore Government's investment account held in custody by Citibank (Taiwan)	Not applicable
Mathew International Fund investment account held in custody by HSBC Bank (Taiwan) Limited	Not applicable

(3) Information on independency of directors and supervisors and required professional knowledge

Feb 29, 2012

Names	Conditions			Compliance with independence criteria (Note)										Number of concurrent independent directorships held at listed companies
	Has at least five years of relevant work experience and the following professional qualifications	Lecturer or higher ranking position at a public or private university / college in business, law, finance, accounting, or other subject relevant to work at the company	Holding a national examination certificate in a profession or expertise needed by the company; or judge, prosecutor, attorney or CPA credentials	Work experience in business, law, finance, accounting, or other area(s) needed by the company	1	2	3	4	5	6	7	8	9	
Chuang Yu-De			✓			✓	✓		✓	✓	✓	✓		
Lee Ya-pin			✓			✓	✓	✓	✓	✓	✓	✓		
Yu Yao-ting			✓		✓	✓	✓			✓	✓	✓		
Yu Kuang-hua			✓		✓	✓	✓	✓		✓	✓	✓		
Hong Rong-Ting			✓		✓	✓	✓	✓	✓	✓	✓	✓		
Chang Tsai-Yu			✓			✓	✓			✓	✓	✓		
Liao Yueh-Jung			✓			✓	✓	✓		✓	✓	✓		

Note: A "✓" is marked in the space beneath a condition number when a director or supervisor has met that condition during the two years prior to election and during his or her period of service; the conditions are as follows:

- (1) Not an employee of the company or an affiliate.
- (2) Not a director or a supervisor of the company or an affiliate (this restriction does not apply, however, when the person is an independent director of the company, its parent company, or a subsidiary in which the company directly and indirectly holds more than 50% of voting shares).
- (3) The director, or his or her spouse or minor child, does not hold, in his or her own name or in another name, more than 1% of the company's total outstanding shares, nor is one of the company's ten largest natural person shareholders.
- (4) Not a spouse, relative within the second degree of kinship, or direct blood relative within the fifth degree of kinship of a person listed in the three foregoing paragraphs.
- (5) Is not the director, supervisor, or employee of an institutional shareholder directly holding more than 5% of the company's total outstanding shares, nor is the director, supervisor, or employee of one of the five largest institutional shareholders in terms of shareholdings.
- (6) Is neither a director, supervisor, or manager, nor a shareholder holding more than 5% of the outstanding shares, of a certain company or organization that has a financial or business relationship with the company
- (7) Is not a professional providing business, legal, financial, accounting, or consulting services to the company or an affiliate, nor is an owner, partner, director, supervisor, or manager, or the spouse of any of the foregoing, of a sole proprietorship, partnership, company, or organization providing such services to the company or an affiliate.
- (8) Is not the spouse or second degree relative of any other director
- (9) Is not a person of the conditions specified in any of the subparagraphs of Article 30 of the Company Act
- (10) Has not been elected as a representative for government units, institutions as prescribed in Article 27 of the Company Act.

B. Information on president, vice presidents and managers

02/29/2012

Title	Name	Date of appointment	Shares held		Shares held by spouse, minor child		Shares held in another's name		Education and selected past positions	Concurrent position at other companies	Managers who are spouses or relatives within the second degree of kinship		
			Shares	%	Shares	%	Shares	%			Title	Name	Relationship
President	Lee Ya-pin	2009.06.01	-	-	-	-	-	-	Master's degree, Soochow University Graduate School of Law Executive vice president, Yuanta Securities Co., Ltd.; Executive vice president, Senior vice-president, vice-president Yuanta Core Pacific Securities Co., Ltd.; Lecturer in Chung-Yuan Christian University Law department and Yuan-Ze University finance department; vice president, proprietary trading department, AVP Strategic planning office of Sampo Securities; Special Assistance and Manger department Manager of Jing-Huei Tong securities; Researcher in Securities and Futures Institute	The Company's President; Director, Yuanta Venture Capital; Director, Yuanta I Venture Capital.	-	-	-
vice President	Hong Rong-Ting	2010.05.01	-	-	-	-	-	-	MBA from Oregon State University, Assistant Vice President, Senior Manager and Assistant Manager of the Company, Nan Ya Plastics Assistant Cost Executive	-	-	-	-
Senior Assistant vice president of Finance Department	Hu Yi-Heng	2012.01.01	-	-	-	-	-	-	Department of Financial and Economic Law in Fu Jen Catholic University, Senior Assistant vice president of Finance Department, Senior Manager and Assistant Manager of the Company, Senior Assistant vice president of Finance Department of Yuanta Securities Co., Ltd.	-	-	-	-

Title	Name	Date of appointment	Shares held		Shares held by spouse, minor child		Shares held in another's name		Education and selected past positions	Concurrent position at other companies	Managers who are spouses or relatives within the second degree of kinship		
			Shares	%	Shares	%	Shares	%			Title	Name	Relationship
Assistant Vice-president of MIS Department	Chen Ying-Ling	2005.12.01	-	-	-	-	-	-	Department of Business in Providence University, Manager of MIS Department of Yuanta Core Pacific Securities; programmer of Union Insurance Company	-	-	-	
Assistant Vice-president of Administration Department	Lin Tseng-Chun	2007.09.23	-	-	-	-	-	-	Department of Business Administration, National College of Business, Assistant Vice President of the Administration Department of Yuanta Securities, Company Department Manager and Senior Manager	-	-	-	
Supervisor of Business Department	Huang Shi-Chun	2010.05.01	-	-	-	-	-	-	Accounting Department in Jinwen University of Science and Technology, Section Chief of the Company; Chief Editor and Researcher of the Research Department of Global Securities	-	-	-	
Supervisor of Auditor's Office	Cheng Shu-Chin	2010.05.01	-	-	-	-	-	-	Master's degree, Fo Guang University; Assistant Manager of Yuanta Securities; Manager of Fuhwa Securities; Manager of Shinong Securities.	-	-	-	
Assistant vice president of Taichung branch	Liu Ying-Shi	2002.07.01	-	-	-	-	-	-	Industrial Management, Vanung University, Manager of the company's Taichung and Kaohsiung branch, Designer of the Taxation Center of Ministry of Finance	-	-	-	

Title	Name	Date of appointment	Shares held		Shares held by spouse, minor child		Shares held in another's name		Education and selected past positions	Concurrent position at other companies	Managers who are spouses or relatives within the second degree of kinship		
			Shares	%	Shares	%	Shares	%			Title	Name	Relationship
Manager of Kaohsiung branch	Chen Chi-Ping	2006.11.01	—	—	—	—	—	—	National Chengchi University Department of Public Administration, Assistant Manager, Supervisor, and Section Chief of the Company	—	—	—	
Former Vice President	Lu Wen-ting	2009.11.02	—	—	—	—	—	—	Master's degree, Birmingham University, UK, Graduate School of Business Administration Vice president, Yuanta Core Pacific Securities Co., Ltd.	Vice President, Human Resources Dept. of Yuanta Financial Holdings Co., Ltd.	—	—	
Former Senior Assistant vice president of Finance Department	Lu Hui-Rong	2008.06.01	—	—	—	—	—	—	Graduate School of Finance National Taiwan University of Science and Technology Senior Manager, Yuanta Securities; Executive Manager, Manager, Yuanta Core Pacific Securities	Senior Assistant vice president of Finance Department of Yuanta Financial Holdings Co., Ltd.	—	—	

Note: The Company is a subsidiary of Yuanta Financial Holdings that holds 100% of the shares.

Range of remuneration

Breakdown of remuneration to company directors Units: NT\$	Directors		
	Sum of foregoing four items (A+B+C+D)		Sum of foregoing seven items (A+B+C+D+E+F+G)
	The company (Note9)	All enterprises invested by the Company (Note10)	The company(Note9)
Below 2,000,000	Lee Ya-pin, Liu Ming-Lang, Yu Kuang-hua, Yu Yao-Ting, Hong Rong-Ting	Lee Ya-pin, Liu Ming-Lang, Yu Kuang-hua, Yu Yao-Ting, Hong Rong-Ting	Liu Ming-Lang, Yu Kuang-hua, Yu Yao-Ting, Hong Rong-Ting
2,000,000 (inclusive) - 5,000,000			
5,000,000 (inclusive) - 10,000,000	Chuang Yu-De	Chuang Yu-De	Chuang Yu-De, Lee Ya-pin
10,000,000 (inclusive) - 15,000,000			
15,000,000 (inclusive) - 30,000,000			
30,000,000 (inclusive) - 50,000,000			
50,000,000 (inclusive) - 100,000,000			
Over 100,000,000			
Total	Chuang Yu-De, Lee Ya-pin, Liu Ming-Lang, Yu Kuang-hua, Yu Yao-Ting, Hong Rong-Ting	Chuang Yu-De, Lee Ya-pin, Liu Ming-Lang, Yu Kuang-hua, Yu Yao-Ting, Hong Rong-Ting	Chuang Yu-De, Lee Ya-pin, Liu Ming-Lang, Yu Kuang-hua, Yu Yao-Ting, Hong Rong-Ting

Note 1: Indicate separately director's surname and first name (apply separation method in the case of institutional shareholder, clearly indicate shareholder and proxy representative's names) and apply aggregation method when disclosing each payment. If the director(s) is also serving concurrently as firm's president or vice-president(s), the above table and table (3-1) or (3-2) need to be filled.

Note 2: Remuneration allocated to director(s) over recent years (includes director salaries, differential pay, severance pay, bonuses, cash rewards etc.)

Note 3: Compensation allocated to director(s) from earnings over the recent years passed by the board meeting held prior to the shareholder's meeting need to be disclosed.

Note 4: Associated business execution expenses for director(s) over the recent years (including transportation expenses, special expenses, other allowances, accommodations, corporate vehicles etc.) If housing, vehicles, other form of transports or exclusive personal expenses is provided, asset characters and costs needs to be disclosed based on actual or fair value of the rental cost, fuel cost and other payments. If driver(s) is allocated, addition notes on driver's expenses need to be disclosed, but need not be accounted towards remuneration.

Note 5: All salaries, differential pay, severance pay, bonus, cash rewards, transport expense, special expenses, other allowances, and accommodation, corporate vehicles etc for director(s) serving concurrently as employees over the recent years (includes concurrent serving as president, vice-president(s), other managers and employees). If housing, vehicles, other form of transports or exclusive personal expenses is provided, asset characters and costs needs to be disclosed based on actual or fair value of the rental cost, fuel cost and other payments. If driver(s) is allocated, addition notes on driver's expenses needs to be disclosed, but need not be accounted towards remuneration.

Note 6: Director(s) serving concurrently as employee(s) (includes concurrent serving as president, vice-president(s), other managers and employees) who received employee bonuses allotment (includes stock and cash dividends) over the recent years are required to disclose proposed employee bonuses of the company's recent year earnings passed by the board meeting held prior to the shareholder's meeting need to be disclosed. If estimation cannot be determined, use past year allotment proportionate to the current year proposed allotments, additional table (1-3) need to be filled.

Note 7: Number of exercised (excludes unexercised portion) employee stock options for director(s) serving concurrently as employee(s) prior to the annual report publication date (includes concurrent serving as president, vice-president(s), other managers and employees), above table and additional table (15) need to be filled.

Note 8: Total remuneration payment to director(s) of all firms listed in the consolidated report (includes the company) need to be disclosed.

Note 9: Total remuneration payments to each director of the company, name of director(s) need to be disclosed in "Range of Remuneration" table.

Note 10: Total remuneration payments to each director for all firms listed in the consolidated report (includes the company), name of director(s) need to be disclosed in "Range of Remuneration" table.

Note 11: Net income is of past year net income.

Note 12: a. Clearly fill-out in this column whether director(s) receive remuneration of reinvested enterprises of the company subsidiary. ("Yes" or "No")

b. If "Yes", voluntary fill-out remuneration received is permitted and shall incorporate remuneration received in accordance to their concurrently position(s) in the reinvested enterprises of the company subsidiary into column I and J of "Range of Remuneration to directors" table for company director(s). Also, change the name of corresponding column to "Reinvested Enterprises"

c. Remuneration include compensation, employee bonuses and associated business execution expenses for director(s) of the company who is concurrently director(s), supervisor(s) or manager(s) for the reinvested enterprises of the company subsidiary.

*The concept of remuneration disclosure in this table is differ to the "Income Tax Law" and is used for disclosure purpose only and is not for income tax purpose.

(2) Remuneration to supervisors

Units: NT\$

Title	Name	Supervisors' remuneration						Sum of A, B, C and that sum as percentage of net income after tax (Note8)	Remuneration from investment in a non-subsiary enterprise (Note9)	
		Wages (A)(Note2)		Allocated from distribution of earnings (B) (Note3)		business execution expenses (C)(Note4)				
		The company	Consolidated subsidiaries (Note 5)	The company	Consolidated subsidiaries (Note 5)	The company	Consolidated subsidiaries (Note 5)			
Supervisor	Yuanta Financial Holdings statutory representative: Chang Tsai-Yu	—	—	—	—	460,000	460,000	0.06%	0.06%	None
Supervisor	Yuanta Financial Holdings statutory representative: Liao Yueh-Jung	—	—	—	—	—	—	—	—	—

Range of remuneration

Breakdown of remuneration to supervisors Units: NT\$	Supervisors	
	The company (Note6)	Sum of foregoing three items (A+B+C)
	Chang Tsai-Yu, Liao Yueh-Jung	All companies in the consolidated statement (D) (Note7)
	Chang Tsai-Yu, Liao Yueh-Jung	Chang Tsai-Yu, Liao Yueh-Jung
Below 2,000,000		
2,000,000 (inclusive) - 5,000,000		
5,000,000 (inclusive) - 10,000,000		
10,000,000 (inclusive) - 15,000,000		
15,000,000 (inclusive) - 30,000,000		
30,000,000 (inclusive) - 50,000,000		
50,000,000 (inclusive) - 100,000,000		
Over 100,000,000		
Total	Chang Tsai-Yu, Liao Yueh-Jung	Chang Tsai-Yu, Liao Yueh-Jung

Note 1: Indicate separately supervisor's surname and first name (apply separation method in the case of institutional shareholder and proxy representative's names) and apply aggregation method when disclosing each payment.

Note 2: Remuneration allocated to supervisor(s) over recent years (includes director salaries, differential pay, severance pay, bonuses, cash rewards etc.)

Note 3: Compensation allocated to supervisor(s) from earnings over the recent years passed by the board meeting held prior to the shareholder's meeting need to be disclosed.

Note 4: Associated business execution expenses for supervisor(s) over the recent years (including transportation expenses, special expenses, other allowances, accommodations, corporate vehicles etc.) If housing, vehicles, other form of transports or exclusive personal expenses is provided, asset characters and costs needs to be disclosed based on actual or fair value of the rental cost, fuel cost and other payments. If driver(s) is allocated, addition notes on driver's expenses need to be disclosed, but need not be accounted towards remuneration.

Notes 5: Total remuneration payment to supervisor(s) of the all the firm listed in the consolidated report (includes the company) need to be disclosed.

Notes 6: Total remuneration payments to each supervisor of the company, name of supervisor(s) need to be disclosed in "Range of Remuneration" table.

Notes 7: Total remuneration payments to each supervisor for all the firms listed in the consolidated report (includes the company), name of supervisor(s) need to be disclosed in "Range of Remuneration" table.

Notes 8: Net income is of past year net income.

Notes 9: a. Clearly fill-out in this column whether supervisor(s) receive remuneration of reinvested enterprises of the company subsidiary ("Yes" or "No")

b. If "Yes", voluntary fill-out remuneration received is permitted and shall incorporate remuneration received in accordance to their concurrently position(s) in the reinvested enterprises of the company subsidiary into column D of "Range of Remuneration to directors" table for company supervisor(s). Also, change the name of corresponding column to "Reinvested Enterprises"

c. Remuneration include compensation, employee bonuses and associated business execution expenses for supervisor(s) of the company who is concurrently director(s), supervisor(s) or manager(s) for the reinvested enterprises of the company subsidiary.

*The concept of remuneration disclosure in this table is differ to the "Income Tax Law" and is used for disclosure purpose only and is not for income tax purpose.

(3) Remuneration to the president and vice presidents

Units: NT\$

Title	Name	Wages (A) (Note2)		Severance and retirement payments (B)		Bonuses and special allowances (C) (Note3)		Employee bonuses from distribution of earnings (D) (Note4)				Sum of A, B, C, D and that sum as percentage of net income after tax % (Note9)		Number of employee stock options obtained(Note5)		Remuneration in from reinvested enterprise via subsidiary (Note10)
		The company	Consolidated subsidiaries (Note6)	The company	Consolidated Subsidiaries (Note6)	The company	Consolidated subsidiaries (Note6)	The company	Consolidated subsidiaries (Note6)	The company	Consolidated subsidiaries (Note6)	The company	Consolidated subsidiaries (Note6)	The company	Consolidated subsidiaries (Note6)	
President	Lee Ya-Pin															
Vice President	Hong Rong-Ting	5,920,000	5,920,000	-	-	5,418,452	5,418,452	252,943	-	252,943	-	1.52%	1.52%	-	-	None
Former Vice President	Lu Wen-ling															

Note 1 : President have been assigned a corporate Vehicle and a driver. Vice President Hong have been assigned a corporate Vehicle.

2 : Mr. Hong, Rong-Ting, Deputy Vice-President, replaced his position since May 1, 2010 and is now responsible for supervising the Business Development Department, Business Department, Taichung branch and Kaohsiung branch etc. Ms. Lu Wen-Ting, Former Vice-President, was quit on Mar 1, 2011.

Range of remuneration

Breakdown of remuneration to president and vice presidents Units: NT\$	President and vice presidents	
	The company (Note 7)	All companies in the consolidated statement (Note 8) (E)
Below 2,000,000	Lu Wen-Ting	Lu Wen-Ting
2,000,000 (inclusive) - 5,000,000	Hong Rong-Ting	Hong Rong-Ting
5,000,000 (inclusive) - 10,000,000	Lee Ya-Pin	Lee Ya-Pin
10,000,000 (inclusive) - 15,000,000		
15,000,000 (inclusive) - 30,000,000		
30,000,000 (inclusive) - 50,000,000		
50,000,000 (inclusive) - 100,000,000		
Over 100,000,000		
Total	Lee Ya-Pin, Lu Wen-Ting, Hong Rong-Ting	Lee Ya-Pin, Lu Wen-Ting, Hong Rong-Ting

Note 1: Indicate separately president and vice-president(s)' surname and first name and apply aggregation method when disclosing each payment. If the director(s) is also serving concurrently as firm's president or vice-president, the above table and table (1-1) or (1-2) need to be filled.

Note 2: Salaries, differential pay and severance pay allocated to president and vice-president(s) over recent years.

Note 3: All bonuses cash-rewards, transport expense, special expenses, other allowances, and accommodation, corporate vehicles etc for president and vice-president(s) serving concurrently as employees over the recent years (includes concurrent serving as president, vice-president(s), other managers and employees). If housing, vehicles, other form of transports or exclusive personal expenses is provided, asset characters and costs needs to be disclosed based on actual or fair value of the rental cost, fuel cost and other payments. If driver(s) is allocated, addition notes on driver's expenses needs to be disclosed, but need not be accounted towards remuneration.

Note 4: Disclose employee bonuses allotment (includes stock and cash dividends), proposed president, vice-president(s) and employee bonuses of the company's past year earnings passed by the board meeting held prior to the shareholder's meeting need to be disclosed. If estimation cannot be determined, use past year allotment proportionate to the current year proposed allotments. Additional table (1-3) need to be filled. Net income is of past year net income.

Note 5: Number of exercised (excludes unexercised portion) employee stock options for president and vice-president(s) prior to the annual report publication date, above table and additional table (15) need to be filled.

Note 6: Total remuneration payment to president and vice-president(s) of all firms listed in the consolidated report (includes the company) need to be disclosed.

Note 7: Total remuneration payments to each president and vice-president(s) need to be disclosed in "Range of Remuneration" table.

Note 8: Total remuneration payments to each president and vice-president for all firms listed in the consolidated report (includes the company), name of president and vice-president(s) need to be disclosed in "Range of Remuneration" table.

Note 9: Net income is of past year net income.

Note 10: a. Clearly fill-out in this column whether president and vice-president(s) receive remuneration of reinvested enterprises of the company subsidiary. ("Yes" or "No")

b. If "Yes", voluntary fill-out remuneration received is permitted and shall incorporate remuneration received in accordance to their concurrently position(s) in the reinvested enterprises of the company subsidiary into column D of "Range of Remuneration to directors" table for company president and vice-president(s). Also, change the name of corresponding column to "Reinvested Enterprises"

c. Remuneration include compensation, employee bonuses and associated business execution expenses for president and vice-president(s) of the company who is concurrently director(s), supervisor(s) or manager(s) for the reinvested enterprises of the company subsidiary.

*The concept of remuneration disclosure in this table is differ to the "Income Tax Law" and is used for disclosure purpose only and is not for income tax purpose.

(4) Employee Bonus Allotment to Managers

2/29/2012

	Title	Name	Stock dividend amount	Cash dividend amount	Total	Percentage of total amount to net profits after tax (%)
Management	President	Lee Ya-pin	0	498,899	498,899	0.07%
	Vice President	Hong Rong-Ting				
	Assistant Vice president of Administration Department	Lin Tseng-Chun				
	Assistant vice president of MIS department	Chen Ying-Ling				
	Supervisor of Business Department	Huang Shi-Chun				
	Supervisor of Auditor's Office	Cheng Shu-Chin				
	Assistant vice president of Taichung branch	Liu Ying-Shi				
	Manager of Kaohsiung branch	Chen Chi-Ping				
	Former Vice President	Lu Wen-Ting				
	Former Senior assistant vice president of Financial Department	Lu Hui-Rong				

Note 1: Individual names and job titles requires disclosure and aggregation method is permitted for disclosing earnings.

Note 2: Employee bonus allotment to managers(s) from earnings over the recent years passed by the board meeting held prior to the shareholder's meeting need to be disclosed. If estimation cannot be determined, use past year allotment proportionate to the current year proposed allotments. Net income is of past year net income.

Note 3: Scope of application to manager(s), according to approved Securities and Futures Commission letter Tai-Tsai-Cheng No. 0920001301 of March 27, 2003 are as follows:

- (1) President and equivalent
- (2) Vice-president and equivalent
- (3) Assistant Vice-president and equivalent
- (4) Head of Financial department
- (5) Head of Accounting department
- (6) Others who have managerial responsibility and are authorized to sign.

Note 4: Director(s), president and vice-president(s) serving concurrently as employee(s) who received employee bonuses allotment (includes stock and cash dividends), this table and additional table (1-2) need to be filled.

*The employee bonuses allotments are estimated value as it is not issued yet.

D. Analysis of Remuneration for Director(s), Supervisor(s), President and Vice-President(s) in the past two years

- (1) Ratio of total amount to the net profits after tax of remuneration to Director(s), Supervisor(s), President and Vice-President(s):

Ratio of total amount to the net profits after tax of remuneration to director(s), supervisor(s), President and Vice-President(s) was around 1.85% in 2010; and around 2.79% in 2011.

- (2) The relationships between the policy, standard, and combination of remuneration, remuneration establishment procedure and operating performance:

The remuneration to directors, supervisors, presidents and vice presidents, in addition to referring to the standards of other financial institutions, is also in accordance with the regulations of Articles of Incorporation, and considers the company's operating performance and relevant reward bonus measures. The company's net profits after tax in 2011 was NT\$764,442,000, which is about 41.17% the net profits after tax in 2010 (NT\$1,856,897,000). Due to the decrease in net profits after tax, the total amount to directors, supervisors, presidents and vice presidents also decrease. The percentage of total amount of remuneration to the net profits after tax increased slightly.

3. State of corporate governance

A. Operation of the Board of Directors

A total of 11 (A) board meetings were held in 2011; the attendance of Directors and Supervisors is listed below:

Title	Name	Actual Attendance (B)	Attendance by proxy	Actual attendance rate (%) [B/A]	Remark
Chairman	Yuanta Financial Holdings representative: Chuang Yu-De	11	0	100	
Director	Yuanta Financial Holdings representative: Lee Ya-pin	11	0	100	
Director	Yuanta Financial Holdings representative: Yu Yao-Ting	10	1	91	
Director	Yuanta Financial Holdings representative: Hong Rong-Ting	1	0	100	Appointed:12.12.2011
Former Director	Yuanta Financial Holdings representative: Yu Kuang-hua	10	0	100	Resigned:12.12.2011 ; Appointed:2.16.2012
Former Director	Yuanta Financial Holdings representative: Liu Ming-Lang	10	0	100	Resigned:12.12.2011

Other required Items :

A. All items listed in the Securities and Exchange Act Article14-3 and all written objections or qualified opinions from independent directors recorded in the minutes of the Board of Directors should be clearly stated, including the date, period, contents of resolution, opinions from individual directors, and the company regarding the objections/qualified opinions: N/A, the company does not have independent directors.

B. When a director recused himself or herself from a resolution due to a conflict of interest, the minutes shall clearly state the director's name, content of the resolution, reason for recusal, and participation in voting:

(1) The 9th Meeting of the 11th Board of Directors on January 25, 2011.

Recommendations: formulate the actual performance bonus multiples between chairman and presidents. This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

- a. Chairman Chuang Yu-De recused himself from the resolution due to a potential conflict of interest, Lee Ya-pin was the chair person during the voting.
- b. Except other reclosed parties due to potential conflict of interests. The resolution was approved by all of the other directors in attendance.

(2) The 10th Meeting of the 11th Board of Directors on March 01, 2011.

In order to execute our Company's policy to promote the "taken from community, feedback to society" spirit, fulfill enterprise obligation to complete and improve a good corporate image, the Company would like to contribute a sum of NT\$8,000,000 to the Yuanta Cultural and Educational Foundation. This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

- a. Chairman Chuang Yu-De recused himself from the resolution concerning stock investment due to potential conflict of interest for being the Director of Yuanta Foundation, Lee Ya-pin was the chair person during the voting.
- b. Except other reclosed parties due to potential conflict of interests. The resolution was approved by all of the other directors in attendance.

(3) The 12th Meeting of the 11th Board of Directors on April 26, 2011.

The company has rented office and parking spaces in Yuanta Financial Tower from Yuanta Securities; the rental agreement is due for renewal on June 15 this year, and a proposal is hereby submitted for the renewal of the rental agreement. This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

Director Yu Yao-Ting, Yu Kuang-hua and Liu Ming-Lang recused themselves from the resolution due to a potential conflict of interest with Yuanta Securities. The resolution was approved by all of the other directors in attendance.

(4) The 14th Meeting of the 11th Board of Directors on June 29, 2011.

Due to operational needs, it is proposed to amend the "Bonus Method" of the Company. This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

- a. Chairman Chuang Yu-De and Director Lee Ya-pin recused themselves from the resolution due to a potential conflict of interest, Yu Kuang-hua was the chair person during the voting.
- b. Except other reclosed parties due to potential conflict of interests. The resolution was approved by all of the other directors in attendance.

(5) The 15th Meeting of the 11th Board of Directors on July 29, 2011.

1. Proposed to amend parts of the Company's Articles of Incorporation. This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

- a. Chairman Chuang Yu-De recused himself from the resolution due to a potential conflict of interest, Lee Ya-pin was the chair person during the voting.
 - b. Except other reclosed parties due to potential conflict of interests. The resolution was approved by all of the other directors in attendance.
2. Recommendations: formulate the actual performance bonus multiples between chairman and presidents. This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

- a. Chairman Chuang Yu-De recused himself from the resolution due to a potential conflict of interest, Lee Ya-pin was the chair person during the voting.
- b. Except other reclosed parties due to potential conflict of interests. The resolution was approved by all of the other directors in attendance.

(6) The 16th Meeting of the 11th Board of Directors on August 30, 2011.

- To establish the company's "Chairman & Vice Chairman Severance Pay Policy". This proposal is submitted for approval. (Proposal made by Administration Department)

Resolution:

- a. Chairman Chuang Yu-De recused himself from the resolution due to a potential conflict of interest, Lee Ya-pin was the chair person during the voting.
- b. Except other reclosed parties due to potential conflict of interests. The resolution was approved by all of the other directors in attendance.

(7) The 17th Meeting of the 11th Board of Directors on September 27, 2011.

1. The company and the Interested parties of the Polaris Securities and Yuanta Securities have securities lending trading. This proposal is submitted for approval. (Proposal made by Business Development Department)

Resolution:

- a. Amend attachment of "Securities Lending Agreement" and "Special Provisions for Securities Lending Agreement", the representative of Polaris Securities was blank.
 - b. The Polaris Securities Co., Ltd. sign an Securities Lending Agreement and Special Provisions for Securities Lending Agreement " with the Company. The resolution was approved by all of the directors in attendance..
 - c. The contract has been signed with Yuanta Securities. This meeting only modifies in respect of transaction condition. Director Yu Yao-Ting, Yu Kuang-hua and Liu Ming-Lang recused themselves from the resolution due to a potential conflict of interest. The resolution was approved by all of the other directors in attendance.
2. The company and the Interested parties of the Polaris Securities and Yuanta Securities engaged in securities refinancing trading. This proposal is submitted for approval. (Proposal made by Business Department)

Resolution:

- a. Amend content of the third description as attached.
- b. The Polaris Securities Co., Ltd. sign a "Refinancing Contract " with the Company. The resolution was approved by all of the directors in attendance.
- c. The Yuanta Securities Co., Ltd. sign a "Refinancing Contract " with the Company. Director Yu Yao-Ting, Yu Kuang-hua and Liu Ming-Lang recused themselves from the resolution due to a potential conflict of interest. The resolution was approved by all of the other directors in attendance.

C. Measures undertaken during the current year and past year to strengthen the functions of the Board of Directors:

The Company has established corporate governance rules including corporate governance best practice guidelines, board of directors' procedures, duties of directors, continuing education rules for directors and supervisors, self examination list when directors and supervisors take office to strengthen board functions. Measures undertaken during the current year and past year in order to strengthen the functions of the board of directors and conducts reviews at appropriate time based on actual operating conditions.

Note: 1. The attendance rate (%) for Director(s) and Supervisor(s) is calculated by dividing the actual attendance by the total of number of meetings held during the period.

2. Baseline date: December 31, 2011.

B. Operations of the Audit Committee and Supervisor(s) Attendance of Board Meetings:

- (1) The company does not have an audit committee.
- (2) Supervisor attendance of board meetings:

A total of 11 (A) board meetings were held in the most recent year (2011) and the attendance records of the supervisor(s) are listed below:

Title	Name	Actual Attendance (B)	Attendance rate (%) (B / A)	Remark
Supervisor	Yuanta Financial Holdings representative: Chang Tsai-Yu	11	100	
Supervisor	Yuanta Financial Holdings representative: Liao Yueh-Jung	11	100	

Other required items:

A. Supervisor composition and duties:

1. Communication between supervisors, company employees and shareholders:

In order to establish solid supervisory functions for the board of directors and supervisors, a suggestion and complaint mailbox has been set up on the website for use in receiving and handling major deficiencies, fraud and corruption cases and accepting suggesting and complains that can assist with Company business management and development in order to promote smooth communication between the board of directors and employees, investors and interested parties.

2. Communication between supervisors, internal audit supervisors and CPAs (for example communication items, methods and results regarding company finances and sales conditions):

(1) CPAs report and communicate the audit status of the financial report to the supervisors once each quarter.

(2) Auditing Department make report to and communicate with the supervisors once half of a year.

B. If the supervisor states an opinion at a board meeting, record the date, term, resolution contents, director resolution results and how the opinion stated by the supervisor is handled by the board: N/A

The attendance rate (%) is calculated by dividing the actual attendance by the total of number of meetings held during the period.

C. Status of corporate governance, non-compliance with the Corporate Governance Best Practice Principles for TSEC/GTSM Listed Companies and related reasons

Item(s)	Implementation Status	Non-Compliance with <i>Corporate Governance Best Practice Principles for TSEC/GTSM Listed Companies with Explanations</i>
<p>I. Shareholding structure and Shareholder rights, A. Handling shareholder suggestions or disputes B. The company has a roster of its major shareholders and the list of the ultimate owners of these major shareholders C. Risk management mechanism and firewall between the company and its affiliates</p>	<p>1. Yuanta Financial Holdings is the sole shareholder of the company; therefore, the company doesn't have this problem. 2. Yuanta Financial Holdings is the sole shareholder of the company. The only major shareholder with control over the company is Yuanta Financial Holdings. 3. a. The company followed the Yuanta Financial Holdings has established a "Risk Management Department" being responsible for supervising and implementing risk management measures. Each subsidiary has an independent risk management unit in place, depending on their respective sizes and risk attributes, to monitor the various risks involved. b. The company has complied with Articles 44 and 45 of the Financial Holding Company Act, regarding credit and non-credit transactions with stakeholders. In order to ensure proper financial dealings with affiliates, while preventing inappropriate channeling of corporate interests and non-arms length transactions, asset disposals, or loans etc with related parties, the company has established a set of policies to govern financial dealings among affiliates and non-credit authorizations to stakeholders as means of control.</p>	<p>None.</p>
<p>II. Composition and duties of the board of directors A. Commissioning independent directors B. Regular evaluation of the independence of CPAs</p>	<p>1. The company has five directors. No independent directors have yet been placed. All perform their duties in accordance with the Company Act. 2. An evaluation of the independence of CPAs is submitted to the Board of Directors each year which approves their appointment.</p>	<p>No independent directors None.</p>
<p>III. Communication channels with interested parties</p>	<p>A database of interested parties has been established and a service mailbox is established on the company website. The communication channels are good.</p>	<p>None.</p>
<p>IV. Information disclosure A. Company website disclosing information on the company's finances, business and corporate governance status B. Other forms of information disclosure (such as English Website, appointment of specific personnel to collect and disclose information, establishing a spokesperson system, posting investor conference proceedings on the company website.)</p>	<p>1. The company has set up a website to provide business related information and personnel have been assigned to maintain the site. 2. The company has appointed a spokesperson and an acting spokesperson. Information such as monthly revenue is posted on the Market Observation Post System and annual reports and financial reports are made available on the company's website.</p>	<p>None.</p>
<p>V. Establishment and operation of functional committees such as a nomination or remuneration committees</p>	<p>No functional committees such as audit, nomination or remuneration committees have been formed.</p>	<p>No functional committees such as audit, nomination or remuneration committees have been formed.</p>
<p>VI. Please state the company's corporate governance and any non-compliance with "Corporate Governance Best-Practice Principle for Financial Holding Companies" and the reasons for non-compliance: The company has established corporate governance best practice principles in accordance with regulations. There is no significant non-compliance with corporate governance best practice principles during their practice.</p>		
<p>VII. Other information to facilitate better understanding of the company's enforcement of corporate governance (such as directors' and supervisors' continuing education and training, attendance of directors and supervisors at the board meetings, risk management policies and risk measurement standards, consumer or customer protection policies, directors' avoidance of conflicts of interest, the company's purchase of liability insurance for directors and supervisors): 1. Employee rights and interests: a. The company's human resources management mechanisms all comply with labor laws and regulations, and strive to realize employees' potential, enhance employees' on-the-job competitiveness and market value, and create a win-win situation for labor and management by safeguarding employees' legitimate rights and interests and encouraging a positive attitude toward corporate sustainability. b. Annual employee bonuses are reviewed and apportioned by the board of directors on the basis of the relative proportions</p>		

Item(s)	Implementation Status	Non-Compliance with <i>Corporate Governance Best Practice Principles for TSEC/GTSM Listed Companies with Explanations</i>
<p>specified in the articles of incorporation, and are distributed after approval by the shareholders meeting, allowing employees to share in the company's performance.</p> <p>2. Employee care: This company cares about the physical and mental health and balance of its employees; it encourages employees to cultivate varied interests, and invests in employees through education and training, group insurance, employee shareholding trusts, and health check-ups, realizing care of employees and providing an outstanding working environment.</p> <p>3. Investor relations and stakeholders interests: In its "Corporate Governance Best-Practice Principles," the company has defined the contents of investor relations and stakeholders' interests. These principles are implemented in day to day business and focus on the following aspects: a. The company maintains open channels of communication with investors, and respects and protects their legal rights. b. Taking advantage of the convenience of the Internet, the company has established a website, which carries information on financial affairs and corporate governance for reference by shareholders and stakeholders.</p> <p>4. Continuing education of directors' and supervisors' : See page 33.</p> <p>5. Implementation of risk management policy and risk measurement criteria: The company followed the Yuanta Financial Holdings, promote an appropriate risk management-oriented business model, achieve operational targets and increase shareholder value. The company has also set up risk management mechanisms for its subsidiaries based on their operational scale and risk level; within the management guidelines for various areas of business, it sets various quotas and limits to monitor risk situations. Risk reports and significant risk issues are periodically submitted to the top management in order to effectively control and manage risk.</p> <p>6. Implementation of customer policy: The company protects customer privacy based on Customer Information Control Points to fulfill its obligations in maintaining the confidentiality of customer information and protect customer privacy.</p> <p>7. Purchase of liability insurance by the company for directors and supervisors: Yuanta Financial Holding has purchased liability insurance for all directors and supervisors.</p>		
<p>VIII. If the company has a corporate governance self-evaluation or has authorized any professional organization to conduct</p>	<p>Such : None</p>	

D. Establishment, Responsibility and Operation Status of Remuneration Committee:

The Company has not yet established Remuneration Committee.

E. Implementation of 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) The company followed The Yuanta Financial Holdings approved "Corporate Social Responsibility Best Practice Principles" and approved "Corporate Social Responsibility Policy and Management Rules" of the actual operational situation.</p> <p>(2) None</p> <p>(3) The company held regular corporate ethics courses as means of promoting regulatory awareness. Employees were tested to ensure their understand towards the relevant regulations, thereby ensuring compliance and in various business activities.Should an employee's conduct violate these norms, the violation will be reported and punished depending on the severity of the circumstances and be incorporated into the performance appraisal system.</p>	<p>None.</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</p>	<p>(1) The company's measures to raise resource utilization efficiency and its use of renewable materials are explained below:</p> <p>a. We recycle and reuse energy-intensive articles. This includes advocating and promoting the recycling and reuse of paper products, the use of recycled paper and resource recycling as well as execution status reporting.</p> <p>b. We properly dispose of waste. This includes advocating and promoting waste sorting and reduction, waste water treatment and reporting on the outcome.</p> <p>c. We use low energy, green energy office supplies and machines. This includes amending the procurement regulations of the group subsidiaries so that they check at the time of procurement whether the above mentioned type of products are available. Routine and compulsory inspection items were included to raise usage of such products.</p> <p>(2)Regarding the establishment of environment management systems and dedicated units for environment management (including water conservation, energy conservation, carbon and greenhouse gas reduction, we have taken the following measures:</p>	<p>None</p>

Item	Implementation Status	Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons
<p>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>a. We set internal management rules that follow the Taipei City Government's regulations for air conditioning temperatures in office buildings.</p> <p>b. The corporate headquarter building already complies with a number of green building regulations</p> <p>c. In order to realize water conservation, energy conservation, carbon and greenhouse gas reduction, we regularly report the outcome of conservation measures for water, electricity and other items of energy consumption.</p> <p>d. Smoking is completely prohibited inside our offices. Smokers must use designated outdoor places. In order to meet regulations we regularly carry out disinfection, rodent and insect control.</p> <p>e. The headquarter building's management committee functions as a dedicated environmental management unit to maintain the environment.</p>	
<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>(1)Based on labor laws and regulations we have established work rules and related personnel management guidelines to protect employee rights. We hold labor-management meetings in line with the law to foster harmonious relations between the two sides and create a win-win vision.</p> <p>(2)Regarding the provision of safe and healthy work environments for our employees, and the organization of regular training on safety and health, we have taken the following measures:</p> <p>a. Strict entrance guard and security check measures to fully protect the safety of our employees at work and in everyday life.</p> <p>b. Regular safety inspections of drinking water, carbon dioxide and illumination.</p> <p>c. Regular public safety reports and inspections.</p> <p>d. Regular disinfection and sanitation of the environment.</p> <p>e. Confirming that office surveillance systems at all business locations function normally.</p> <p>f. Delivering a smoke-free work environment, providing a comfortable, healthy and fresh workspace.</p> <p>g. Regular occupational safety and firefighting trainings and drills as required by law.</p> <p>Moreover, based on Article 16 of the "Regulations for Labor Safety and Health Education and Training" by the Council of Labor Affairs, Executive</p>	None

Item	Implementation Status	Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons
<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</p>	<p>Yuan, the company has established the following regulation: "The employer shall have new recruits receive necessary safety and health education and trainings applicable to their new posts." In order to protect the health and safety of all workers, we hired a business supervisor holding a certificate of labor safety to hold "educational trainings for new recruits on occupational health and safety" in fiscal year 2011. The educational trainings cover the following topics: An outline of laws and regulations relating to occupational health and safety, occupational health and safety concepts as well as safety and health work rules, emergency response management, basic knowledge and drills about firefighting and emergency rescue, as well as health and safety knowhow related to work operations.</p> <p>(3)</p> <p>a. In order to fulfill our responsibility to keep customer information confidential the corporate has set up the "Yuanta Financial Holding Co. Ltd. and Subsidiaries Customer Information Confidentiality Measures," and posted their content on the corporate website.</p> <p>b. The company uses the following avenues and procedures to handle customer complaints:</p> <p>(i) TEL: 02-2173-6896</p> <p>(ii) E-mail: auditcomm.sf@yuanta.com</p> <p>(iii) If a customer complaint is received, the relevant unit will be immediately notified to handle the complaint. At the same time it will directly report back to the company to ensure that the company stays abreast of the handling of the complaint and progress.</p> <p>(4) As for cooperation with suppliers to jointly foster a stronger sense of corporate social responsibility, we actively select and purchase equipment with energy labels, low-energy and green energy office supplies, office machines, IT equipment, illumination equipment and related devices. Office machines, for instance, that are on stand-by or not used automatically switch to power saving mode. Traditional incandescent light bulbs are replaced with energy-saving light bulbs. The central air conditioning system at company headquarters uses the more environment friendly refrigerant R410A to prevent destruction of the ozone layer.</p> <p>(5) Grateful for the longterm support to</p>	

Item	Implementation Status	Deviations from "Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies" and reasons
activities, non-cash property endowments, volunteer service or other free professional services, participates in community development and charities events.	"Yuanta Foundation" as means of active involvement in education, charity, and cultural activities, therefore fulfilling the corporate responsibilities of Yuanta Financial Holdings. In terms of education, we emphasized on nurturing financial talents, organizing academic workshops and seminars etc; with respect to charity, we focused on providing education assistance to the disadvantaged, promoting healthcare, and sponsoring cultural activities for a better society; in terms of culture, we have extended our supports to local artists and exhibitions.	
<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) Relevant information is posted on the corporate website.</p> <p>(2) The Yuanta Financial Holdings 2010 corporate social responsibility (CSR) report mainly described how Yuanta Group had contributed to the economy, the environment, and the society between January 1 and December 31, 2010. This report was drafted in reference to the guidelines and structures provided by The Global Reporting Initiative (GRI) Version G3; it was structured to contain 7 chapters: Strategy & Vision, Company Overview, Corporate Governance, Commitments to Customers, Care to Employees, Environmental Protection, and Social Involvement. This report is made accessible to all stakeholders on the company's website and intranet..</p>	None
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 :None		
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.) : For further details please view our corporate website.		
7. If the products or corporate social responsibility reports have received assurance from external institutions, they should state so below : None		

Schedule : Continuing education of directors' and supervisors'

Data baseline date: 02/29/12

Title	Name	Course duration		Organizing agency	Course name	Course Hours
		From	To			
Chairman	Chuang Yu-De	03/15/11	03/15/11	Taiwan Securities Association	Latest Developments and Practices Relating to The Company Act	3
Chairman	Chuang Yu-De	06/10/11	06/10/11	Taiwan Securities Association	Corporate Governance and Social Responsibilities	3
Director	Lee Ya-Pin	03/15/11	03/15/11	Taiwan Securities Association	Latest Developments and Practices Relating to The Company Act	3
Director	Liu Ming-Lang	06/10/11	06/10/11	Taiwan Securities Association	Corporate Governance and Social Responsibilities	3
Supervisor	Chang Tsai-Yu	06/10/11	06/10/11	Taiwan Securities Association	Corporate Governance and Social Responsibilities	3
Supervisor	Chang Tsai-Yu	07/25/11	07/25/11	Securities and Futures Institute	IFRSs Adoption Seminar for Corporate Representatives	3
Supervisor	Liao Yueh-Jung	04/14/11	04/15/11	Accounting Research and Development Foundation of the R.O.C.	Taiwan Stock Exchange Corporation Chief Accounting Officer's Ongoing Education for Securities Issuers	12
Director	Yu Yao-Ting	07/08/11	07/08/11	Securities and Futures Institute	2011 Compliance Seminar on TSEC Insider Share Transfer	3
Director	Yu Kuang-hua	09/23/11	09/23/11	Taiwan Corporate Governance Association	Analyze corporate fraud to provide the synergy of corporate governance	3
Director	Hong Rong-Ting	12/29/11	12/29/11	Securities and Futures Institute	Directors and supervisors (including the independent supervisors) practice advanced seminars, conference	3
Director	Hong Rong-Ting	02/09/12	02/10/12	Securities and Futures Institute	Directors and supervisors (including the independent supervisors) practice seminars, conference	12

F. How the company implements integrity management and measures taken

The company followed The Yuanta Financial Holdings approved "Yuanta Financial Holdings Prudent Management Principles" and "Yuanta Financial Holdings Guidelines on Prudent Procedures and Behaviors". When the department procures goods and signs a contract, it is required to fill in the "bargaining record" and attach to the procurement contracting procedures checklist at the same time. It also checks the operation of the parties to a contract and reviews the purchase contract whether it include the prudent management principles and related matters. These rules outlined a list of dishonest behaviors and conflicting interests, and prohibited any bribery, illegitimate political contributions, and improper donations, sponsorships, gifts, treatments, or benefits. Regular trainings are organized, and proper reporting systems and disciplinary policies were created as enforcements. To enforce the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies". Based on clean, transparent and responsible management, the company will continue to promote a policy based on trust. We will establish good corporate governance and risk management mechanisms to create a sustainable business environment.

G. Methods for inquiring about the Company's Corporate Governance Best Practice Principles and related rules and regulations: Posted on the Company's website.

H. Other important information that will facilitate understanding of Company corporate governance and working: None

I. Implementation of internal controls:

- (1) Declaration on Internal Control Statement: See page 35.
- (2) Appointment of CPAs to review internal control system: None

Yuanta Securities Finance Co., Ltd
Declaration on Internal Control System

Date: February 29, 2012

The declarations of the self-inspection result of the company's internal control system between Jan. 1, 2011, to Dec. 31, 2011, are listed below:

1. The internal control system establishment, implementation and maintenance are the duty of the board and managers. The system has been established to ensure the achievement of operating efficiency (including profit, performance and safeguarding asset security), reliability of financial reports and the observance of relevant regulations, etc. objectives.
2. The internal control system has its inherent limitations. No matter how well designed it is, the effective internal control system is only able to provide reasonable guarantees for the three above mentioned objectives; moreover, due to the changes of environment and situations, the effectiveness of the internal control system may change as well. The company's internal control system has a self-monitoring mechanism, therefore, when the mistakes are identified, the company will immediately take corrective actions.
3. The company uses the *Securities and Futures Market Internal Control System Guidelines* (SFMICS Guidelines) to regulate the judgmental items for the effectiveness of the internal control system. The judgmental items that *SFMICS Guidelines* use have divided the internal control system into five elements according to the management control process, which are: 1. Control environment, 2. Risk assessment, 3. Control operation, 4. Information and communication, and 5. Supervision. Each element also includes various items. (Please refer to the regulation of *SFMICS Guidelines*.)
4. The company has used the above mentioned internal control system judgmental items to inspect the effectiveness of the internal control system design and implementation.
5. Based on the inspection results, the design and implementation of the company's internal control system is effective. (The internal control system includes the monitoring and management of the subsidiaries.)
6. This declaration will be included in the annual report and the prospectus for perusal by the public. Any false statement or concealment in the said documents will be a violation against *Articles 20, 32, 171, and 174 of the Securities Exchange Act*.
7. This declaration was approved by the board on February 29, 2012; none of the 5 attending directors had negative opinions.

Yuanta Securities Finance Co., Ltd
Chairman: Chuang Yu-De
President: Lee Ya-Pin

- J. Legal penalties imposed by regulatory authorities on the company or its employees for violations of internal control regulations, and major flaws and revisions of said regulations in the past year and as of publication of this annual report:

The Financial Supervisory Commission, Executive Yuan, R.O.C. sent a letter to the Company on April 28, 2010, Ref. FSC-Securities-No. 0990019822, which stated that Mr. MA,○○ former Chairman of the Company, was suspicious to violate Section 2 of the Article §11 of the Anti-Money Laundering Act during he was appointed as the Chairman of the Company and requests the Company to discharge his duties and make a related report to the FSC for reference.

Situation for Improvement: The said shortcomings have been improved.

- K. Major resolutions of the shareholders' meetings and board meetings in the most recent fiscal year or in the current fiscal year before the date of publication of the annual report:

(After the company became a 100% shareholding subsidiary of Yuanta Financial Holding Co., Ltd on Feb. 04, 2002, the board of directors exercises the powers of the shareholders' meeting).

1. The 9th Meeting of the 11th Board of Directors on January 25, 2011.

In response to urgent operational needs, the Kaohsiung branch has been moved from No.46-2-2, Sec. 2, Chongte Rd., Taichung City to the new address in No.46-11, Sec. 2, Chongte Rd., Taichung City.

2. The 10th Meeting of the 11th Board of Directors on March 1, 2011.

- (1) Approved the Company's 2010 business report.

- (2) Approved the appointment of PricewaterhouseCoopers Taiwan CPA Lin Sk and Huang Jing-Tze to audit the 2011 financial statements and CPA Lin Sk for 2011 filing of the business income tax.

- (3) Approved the Company's 2010 financial report audited by CPA.

- (4) Approved the Company's 2010 earnings distribution plan.

- (5) Approved the 2010 internal control system declaration.

- (6) Approved the amendments of "Internal Control System" and "Internal Audit Practice".

- (7) Approved the amendments of "division of responsibility chart" and "division of responsibility chart for each level".

3. The 11th Meeting of the 11th Board of Directors on March 29, 2011.

Approved the amendments of article 5 of the "Yuanta Securities Finance and the Financial Holding Corporate Act, article 45, Authorized Operation Measures".

4. The 12th Meeting of the 11th Board of Directors on April 26, 2011.

- (1) Approved the Company's 2010 business report and financial report.

- (2) Approved the Company's 2010 earnings distribution plan.

- (3) Approved the new share issue through capital increase via statutory surplus and capital

reserves.

- (4) Approve the amendment to parts of the "Regulations Governing Yuanta Securities Finance Asset Evaluation Loss Reserve Provision, and Handling of Non-performing Loans, Non-accrual Loan and Bad Loans".
5. The 13th Meeting of the 11th Board of Directors on June 07, 2011.
Approved and the Interested parties of the Yuanta Securities (Hong kong) have securities lending trading.
6. The 14th Meeting of the 11th Board of Directors on June 29, 2011.
 - (1) Due to operational needs, Approved the amendments of "division of responsibility chart" and "division of responsibility chart for each level".
 - (2) Approved the amendments of "Internal Control System" and "Internal Audit Practice" of the debentures trading business.
7. The 15th Meeting of the 11th Board of Directors on July 29, 2011.
Approved the amendment to parts of the Company's Articles of Incorporation.
8. The 16th Meeting of the 11th Board of Directors on August 30, 2011.
 - (1) Approved the first six months of 2011's financial report audited by CPA.
 - (2) Approved to reduce capital in the sum of NT\$3,800,000,000, at the par value of NT\$10/each share, for write-off the already issued 380,000,000 shares.
 - (3) Approved the amendment to parts of the "Yuanta Securities Finance Reinvestment Management Rules"
 - (4) Approved the amendments to parts of "Internal Control System" and "Internal Audit Practice".
 - (5) Approved the establishment of the "Chairman & Vice Chairman Severance Pay Policy"
 - (6) Approved the establishment of the "External Consultant Policy". Approved the abolishment the existing of the "External Consultant Policy" at the same time.
9. The 17th Meeting of the 11th Board of Directors on September 27, 2011.
 - (1) Approved and the Interested parties of the Polaris Securities and Yuanta Securities have securities lending trading.
 - (2) Approved and the Interested parties of the Polaris Securities and Yuanta Securities have securities refinancing trading.
 - (3) Approved and the Interested parties of the Polaris Securities Investment Trust 7 fund account have securities lending trading.
10. The 19th Meeting of the 11th Board of Directors on December 27, 2011.
 - (1) Approved the amendments to parts of "Accounting system".
 - (2) Approved the amendments to parts of "Internal Control System" and "Internal Audit Practice"

11. The 21th Meeting of the 11th Board of Directors on February 29, 2012.

- (1) Approved the Company's 2011 business report.
- (2) Approved the appointment of PricewaterhouseCoopers Taiwan CPA Lin Sk and Kuo Ellen to audit the 2011 financial statements and CPA Lin Sk for 2011 filing of the business income tax.
- (3) Approved the Company's 2011 financial report.
- (4) Approved the Company's 2011 earnings distribution plan.
- (5) Approved the 2011 internal control system declaration.
- (6) Approved the amendments to parts of "Internal Control System" and "Internal Audit Practice"
- (7) Approved the amendments of "division of responsibility chart for each level".
- (8) Approved the amendments of the "Chairman & Vice Chairman Severance Pay Policy"

L. Recorded or written statements made by any director or supervisor which specified dissent to important resolutions passed by the board of directors in recent years and up to the date of this annual report's publication: None

M. Resignation of any individual associated with the financial statements in recent years as of publication of this annual report: None

4. Information on Service Fees Charged by the Certified Public Accountants (CPAs):

Range of Service fees by CPAs

Name of accounting firm	Name of CPAs		Audit period	Remark
PricewaterhouseCoopers Taiwan	Lin Sk	Huang Jing-Tze	Jan. 01,2011- Dec. 31,2011	

Note: if changes of accounting firms or CPAs occurred in the current fiscal year, separate itemized listing and reasons are required.

Units : thousand NT\$

Range		Fees Item	Audit fees	Non-Audit expenses	Total
1	Less than 2000		✓	✓	✓
2	2,000 (inclusive) ~4,000		-	-	-
3	4,000 (inclusive) ~6,000		-	-	-
4	6,000 (inclusive) ~8,000		-	-	-
5	8,000 (inclusive) ~10,000		-	-	-
6	10,000 (inclusive) and above		-	-	-

- A. Instances where the ratio of non-audit related expenses made up more than one quarter of audit fees:

Units : thousand NT\$

Name of CPA firm	Name of CPA	Audit service fees	Non-audit fees					Audit Period	Note
			System Design	Business Registration	Human Resources	Others	Subtotal		
Pricewaterhouse Coopers Taiwan	Lin Sk	1,200	-	250	-	180	430	2011.1.1 ~ 2011.12.31	Note 3
	Huang Jing-Tze								

Note 1 : In the current year, if the Company has changed its CPA or CPA firm, then the auditing period shall be respectively indicated and the reasons for changing should be also indicated in the "Remarks" column. In addition, the paid audit and non-audit fees etc. shall be disclosed as well.

Note 2: Non-audit fees shall be listed as per service items respectively. If the "Other" of the non-audit fees has reached to 25% of the total non-audit fees, then its services should be respectively listed in the remarks column of their services.

Note 3 : "Non-audit fees - Other" means the review charges for the cases of capital reduction.

- B. Instances where a change in the accounting firm results in reduction of the auditing fees in comparison to the year prior to the change: None

- C. Instances where auditing fees decreased more than 15% over the previous year: The 2011's auditing fees cut down NT\$ 830,000 and decreased by 41% compared to 2010's. The main reason was Yuanta Securities Finance remised partial margin loans and stocks loans business and securities lending business to Yuanta Securities and adjusted the auditing fees.

5. Information on the replacement of CPAs:

A. Information relating to the former CPA

Date of reappointment	01 March 2011 & 29 February 2012		
Reason for reappointment	Due to the accounting firm's organization adjustment		
Was the termination of audit services initiated by the principal or by the CPA	Counterparty		
	Situation	CPA Ming Ling Hsueh	Principal
	Service terminated by	n/a	
	Service no longer accepted (continued) by	n/a	
Reasons for issuing opinions other than unqualified opinions in the recent 2 years	None		
Disagreements with the company	Yes		Accounting policy or practice
			Financial statement disclosure
			Audit coverage or procedures
			Others
	None	✓	
	Description		
Other disclosures (Disclosures deemed necessary under Section 10.5.1.4 of The Guidelines)	None		

B. Information relating to the succeeding CPA

Name of firm	PricewaterhouseCoopers Taiwan
Name of accountant	Lin Sk , Huang Jing-Tze & Lin Sk , Kuo Ellen
Date of reappointment	01 March 2011 & 29 February 2012
Inquiries and replies relating to the accounting practices or accounting principles of certain transactions, or any audit opinions the auditors were likely to issue on the financial reports prior to reappointment.	None
Written disagreements from the succeeding auditor against the opinions made by the former CPA	None

Note : Because PricewaterhouseCoopers Taiwan CPA adjusted internal operating, CPA Lin Sk and Huang Jing-Tze audit the 2011 financial statements ; and CPA Lin Sk and Kuo Ellen audit the 2012 financial statements.

C. Former CPA's reply to "Criteria Governing Information to be published in Annual Reports of Public Companies" Article 10 5-1, 5-2-3: N/A

6. Chairman, President, or Managers in Charge of Finance or Accounting Affairs, Who Were Employed by the CPA Firm or its Affiliates over the Past One Year:

None.

7. Equity Change, Share Transfers and Pledges Made by Directors, Supervisor(s), Manager(s), or Major Shareholder(s) in Recent Years up to the Publication of This Annual Report:

A. Change in equity

Unit: Shares

Title	Name	2011		Ending Feb. 29, 2012	
		Increase (decrease) in number of shares held	Increase (decrease) in number of shares pledged	Increase (decrease) in number of shares held	Increase (decrease) in number of shares pledged
Chairman	Yuanta Financial Holdings Representative: Chuang Yu-De				
Director	Yuanta Financial Holdings Representative: Lee Ya-Pin				
Director	Yuanta Financial Holdings Representative: Yu Yao-ting				
Director	Yuanta Financial Holdings Representative: Yu Kuang-hua				
Director	Yuanta Financial Holdings Representative: Hong Rong-Ting	(1,650,000,000)	-	-	-
Supervisor	Yuanta Financial Holdings Representative: Chang Tsai-Yu				
Supervisor	Yuanta Financial Holdings Representative: Liao Yueh-Jung				
Major Shareholder	Yuanta Financial Holdings				
President	Lee Ya-Pin				
Vice-President	Hong Rong-Ting				
Senior assistant vice President	Hu Yi-Heng				
Assistant Vice President	Chen Ying-Ling				
Assistant Vice President and Secretary of the Board	Lin Tseng-Chun				
Assistant Vice President	Liu Ying-Shi	-	-	-	-
Senior Assistant Manager	Chen Chi-Ping				
Manager	Huang Shi- Chun				
Assistant Manager	Cheng Shu-Chin				
Former Vice-President	Lu Wen-ting (Resigned 03.01.2011)				
Former Senior assistant vice President	Lu Hui-Rong (Resigned 01.01.2012)				

Note: Yuanta Financial Holdings Co., Ltd holds all shares of the company.

B. Information on transfer of shares: N/A

C. Information on equity pledged: N/A

8. Information on the top 10 shareholders being related parties :

Baseline date: Feb. 29, 2012

Name	Shareholding Under Own Name		Spouse and Minor Shareholding		Shares Held Under Other's Names		Disclosure of information on related parties as defined in Statements of Financial Accounting Standards No. 6, or spousal relationship or relations within second degree of kinship among top ten shareholders, including their names and relationship		Remark
	Shares	%	Shares	%	Shares	%	Name	Relation	
Yuanta Financial Holdings Representative: Ching Chang Yen	600,000,000	100 %	—	—	—	—	—	—	—

Note: Yuanta Financial Holdings Co., Ltd holds all shares of the company.

9. Ratio of Comprehensive Shareholdings to the Same Business Entity That is Directly or Indirectly Controlled by Directors, Supervisors, or Management:

Feb. 29, 2012 Unit: Shares; %

Business entity invested (Note)	Company's investment		Investment directly or indirectly controlled by director(s), supervisor(s) or manager(s)		Total investment	
	Shares	%	Shares	%	Shares	%
TDCC	56,217,228	17.96	—	—	56,217,228	17.96
TAIFEX	13,589,606	5.00	—	—	13,589,606	5.00

Note: Long-term investment of the company

IV. Financing Status

1. Corporate Capital and shareholdings

A. Sources of capital

Feb. 29, 2012

Date	Issue Price (NT\$)	Authorized capital		Paid-in capital		Remarks		
		Issue Price (thousand shares)	Amount (thousand NT\$)	Issue Price (thousand shares)	Amount (thousand NT\$)	Source of capital	Capital increase by assets other than cash	Other
July, 2001	10	1,470,000	14,700,000	1,470,000	14,700,000	Capital increase via capital reserve \$700,000,000	None	Note 1
July, 2002	10	1,220,000	12,200,000	1,220,000	12,200,000	Capital reduction \$2,500,000,000	None	Note 2
April, 2005	10	800,000	8,000,000	800,000	8,000,000	Capital reduction \$4,200,000,000	None	Note 3
Nov. 2007	10	900,000	9,000,000	900,000	9,000,000	Capital increase (private placement) \$1,000,000,000	None	Note 4
Aug. 2008	10	1,500,000	15,000,000	1,500,000	15,000,000	Capital increase (private placement) \$6,000,000,000	None	Note 5
May, 2009	10	1,650,000	16,500,000	1,650,000	16,500,000	Capital increase via capital reserve \$1,500,000,000	None	Note 6
Nov. 2010	10	2,250,000	22,500,000	2,250,000	22,500,000	Capital increase via statutory surplus and capital reserve \$6,000,000,000	None	Note 7
Jan. 2011	10	2,250,000	22,500,000	600,000	6,000,000	Capital reduction \$16,500,000,000	None	Note 8
June, 2011	10	2,250,000	22,500,000	980,000	9,800,000	Capital increase via statutory surplus and capital reserve \$3,800,000,000	None	Note 9
Nov. 2011	10	2,250,000	22,500,000	600,000	6,000,000	Capital reduction \$3,800,000,000	None	Note 10

- Note 1: Approved on July 13, 2001 by Securities and Futures Commission letter Tai-Tsai-Cheng- (4)-Tzu no. 145372.
 Note 2: Approved on July 19, 2002 by Securities and Futures Commission letter Tai-Tsai-Cheng-4-Tzu No. 0910140309.
 Note 3: Approved on April 8, 2005 by Financial Supervisory Commission letter Jin-Guan-Cheng-4-Tzu No. 0940111322.
 Note 4: Approved on October 19, 2007 by Financial Supervisory Commission letter Jin-Guan-Yin-6-Tzu No. 09600441890.
 Note 5: Approved on July 29, 2008 by Financial Supervisory Commission letter Jin-Guan-Yin-6-Tzu No. 09700260910.
 Note 6: Approved on April 01, 2009 by Financial Supervisory Commission letter Jin-Guan-Cheng-4-Tzu No. 0980012602.
 Note 7: Approved on November 05, 2010 by Financial Supervisory Commission letter Jin-Guan-Tor-Tzu No. 0990060491.
 Note 8: Approved on January 10, 2011 by Financial Supervisory Commission letter Jin-Guan-Tor-Tzu No. 0990073675.
 Note 9: Approved on May 11, 2011 by Financial Supervisory Commission letter Jin-Guan-Tor-Tzu No. 1000019441.
 Note 10: Approved on October 12, 2011 by Financial Supervisory Commission letter Jin-Guan-Tor-Tzu No.1000048613.

Data as of: Feb. 29, 2012 / Unit: shares

Category of shares	Authorized capital			Remarks
	Outstanding shares (note)	Unissued shares	Total	
Common shares	600,000,000	1,650,000,000	2,250,000,000	

Note: Unlisted company shares.

B. Shareholder structure

Feb. 29, 2012/ Unit: shares

Shareholders type Number	Governmental institutions	Financial institutions	Other institutions	Individuals	Foreign institutions and natural persons	Total
	No. of shareholders	0	1	0	0	0
Shares held	0	600,000,000	0	0	0	600,000,000
Shareholding ratio	0	100%	0	0	0	100%

Note: Yuanta Financial Holdings Co., Ltd. holds all of the Company's shares

C. Distribution profile and shareholder ownership

(1) Common shares

Face value per share: 10 dollars
Feb. 29, 2012/ Unit: shares

Shareholding category	Number of shareholders	Shares held	Shareholding ratio (%)
1 to 1,000,000	0	0	0
1,000,001 and above	1	600,000,000	100%
Total	1	600,000,000	100%

Note: Yuanta Financial Holdings Co., Ltd. holds all of the Company's shares

(2) Preferred shares: None

D. Major shareholders

Baseline date: Feb. 29, 2012/ Unit: shares

Shares	Shares held	Shareholding ratio (%)
Major shareholders		
Yuanta Financial Holdings Co., Ltd.	600,000,000	100%

Note: Yuanta Financial Holdings Co., Ltd. holds all of the Company's shares

E. Market price per share, net value, earnings, dividends and related information for the past two years

Items		Years	2011	2010	Year-Feb.29.2012
Market price per share (Note1)	Highest		—	—	—
	Lowest		—	—	—
	Average		—	—	—
Net value per share	Before distribution (NT\$)		19.23	14.48	19.46
	After distribution (NT\$)		Note 3	13.91	Note 4
Earnings per share	Weighted average Number of shares		1,015,315,068	2,250,000,000	600,000,000
	Earnings per share (NT\$)	Before Adjustment	0.75	0.83	0.12
		After Adjustment	0.75	0.51	0.12
Dividends per share	Cash dividend (NT\$(Note5))		0.73	2.16	Note 4
	Stock dividend	From retained earnings	—	5.33	—
		From Capital Reserve	—	1.00	—
	Outstanding dividend accumulated		—	—	—
Return analysis	Price / earnings (P/E) ratio (Note6)		—	—	—
	Price / dividend (P/D) ratio (Note7)		—	—	—
	Cash dividend yield (note 8)		—	—	—

Note 1: Due to the merger of Yuanta Securities Co., Ltd. (original name Fuhwa Securities Co., Ltd) into Yuanta Financial Holdings Co., Ltd. (Original name: Fuhwa Financial Holding Co., Ltd.), trading of the Company's shares ceased on January 23, 2002 and the Company was delisted on February 04, 2002.

Note 2: Year-February 29, 2012 data was self-compiled and are unaudited by CPAs.

Note 3: To be passed by the board of directors (acting as proxy for the AGM)

Note 4: The earnings for the fiscal Year 2012 have not yet been allocated.

Note 5: The cash dividend per share in the fiscal year of 2010 and 2011 was calculated based on the paid-in capital of total 600,000,000 shares.

Note 6: Price / earnings (P/E) ratio = Average market price over that year / Adjusted EPS

Note 7: Price / dividend (P/D) ratio = Average market price over that year / Cash dividend per share

Note 8: Cash dividend yield = Cash dividend per share / average closing price over that year

F. Dividend policy and implementation status

(1) Company dividend policy

The company has adopted a balanced dividend policy to uphold shareholder rights and achieve long-term business sustainability goals. The total proposed dividend by the board of directors in principle may be 80% to 100% of net earnings for the year following payment taxes, amendment of losses, allocation of legal reserve, director(s) and supervisor(s) remuneration and employee

bonuses. The cash portion of the dividend shall make up 50% to 100% and stock portion of the dividend shall comprise 50% or less of the total dividend distributed.

Regarding the aforementioned principle, the company will decide the most appropriate policy for the distribution of stock dividends depending on actual profitability and capital conditions accordingly. The board will prepare a proposal for such distribution plan and submit it to the shareholders' meeting for approval and execution.

(2) Implementation status

Shareholders were allocated cash dividends NT\$0.73 per share.

G. Impact on company financial results and EPS due to the issuance of bonus shares as proposed in the shareholders' meeting:

None

H. Employee Bonuses and remuneration to director(s) and supervisor(s)

(1) The range of Employee bonuses and remuneration to director(s) and supervisor(s) as set forth in the Company's Articles of Incorporation :

Following the Company's Articles of Incorporation, if annual earnings surplus exists after tax payment, amendment of losses from previous years shall take place than allocation of 30% for legal reserve. Of the remaining amount, 0.1% - 0.5% shall be appropriated as bonuses to employees. The remaining amount is combined with undistributed earnings from previous years and a distribution proposal by the Board of Directors is submitted to the Shareholders Meeting for approval.

(2) The accounting treatment of the discrepancy for the current period, if any, between the actual distributed amount and the estimated figure (for estimating the amount of employee bonuses and director/supervisor compensation, and calculating the number of shares to be distributed as stock bonuses) :

The basis for estimating the amount of employee bonuses is deducted allocation of legal reserve from annual net income, and multiplied by percentage in accordance with the Articles of Incorporation and related regulations. The estimates of employee bonuses are recognized as current period's operating expenses. In case of the difference in employee bonuses between the resolution of shareholders' meeting and the estimation, the estimation difference will be regarded as the profit and loss for the next year.

(3) Employee Bonuses approved by the board of directors:

(a) Employees were allocated cash rewards totaling NT\$1,163,659 The Board meeting.

(b) Proposed stock bonus to employees and its percentage of total capital increase from earnings:
No stock bonus was allocated to employees.

(c) Earnings per share after proposed allocation of bonus to employees and remuneration to director(s) and supervisor(s): Aim for NT\$0.75 EPS after proposed allocation.

- (4) Information regarding the allocation of earnings from the previous year for bonuses to employees and compensation to directors and supervisors:

There was no discrepancy between the employee bonuses and the amount allocated from the Company's 2010 earnings as passed by the board of directors (acting as proxy for the AGM) and the actual amount paid out. Cash bonuses paid to employees amounted to NT\$4,159,450.

- I. Information on Company's share repurchase: None

2. Corporate bonds Issuance:

Type of corporate bonds issued	First issue of unsecured corporate bonds for 2007
Date of issue	May 30, 2007
Face value	NT\$ 1 million
Place of issue and transaction	
Issue price	Fully issued as per par value
Total amount	NT\$ 7.5 billion, in accordance with the different issuing condition, it is divided into type A bonds and type B bonds; the total amount of type A is NT\$2.5 billion and type B is NT\$ 5 billion.
Interest rates	Type A: The face interest rate is 2.05%; simple interest will be calculated once a year from the date of issue. Type B: The face interest rate is 2.13%; simple interest will be calculated once a year from the date of issue.
Duration	Type A: 3 year term, date of maturity: May 30, 2010 Type B: 5 year term, date of maturity: May 30, 2012
Institution of guarantee	N/A
Trustee	China Trust Commercial Bank
Underwriters	
Certifying lawyer	Modern Law Firm Guo Hwei-Ji lawyer
Certifying CPAs	KPMG Certified Public Accountant Taiwan, CPA Guan Chun-Xiu, Lin Xiu-Yu
Method of reimbursement	Type A: The principal will be refunded one time upon maturity. Type B: 50% and 50% of the capital will be refunded respectively after completion of the 4th and 5th years from the date of issue.
Principal not yet reimbursed	NT\$ 2.5 billion
Conditions for redemption or early reimbursement	N/A
Restrictions	N/A
Name of credit rating institution, date and results of credit rating	Name: Taiwan Ratings Date: April 23, 2007 Rating: twAA-
Attachment of other rights	Amount of conversion (by exchange or subscription) into common shares, GDR, or any other securities
	Method of issue conversion (by exchange or subscription)
Methods of issue conversion, exchange or subscription; impacts on the conditions of issue against the possible dilution of equity and the current shareholders' equity	N/A
Custodian for the objects exchanged	N/A

- 3. Preferred Shares Issuance: None**
- 4. Global depository receipts (GDRs) issuance: None**
- 5. Employee stock options issuance: None**
- 6. Mergers and acquisitions (M&A) or sales of shares in other company for issue of new shares: None**
- 7. Implementation of Capital Utilization Plans: None**

V. Operational Highlights

1. Business Activities

A. Business scope

(1) Main business services

- a. Security margin financing and security loans.
- b. Refinancing to securities firms.
- c. Cash replenishment and underwriting securities financing.
- d. Securities underwriter financing.
- e. Securities settlement financing.
- f. Securities lending.
- g. Other relevant business approved by the authorities.

(2) Revenue summary

Unit: thousand NT\$

Items \ Years	2009		2010		2011	
	Revenue	(%)	Revenue	(%)	Revenue	(%)
Margin loans & stock loans	3,060,957	92.18	3,526,165	90.18	1,416,261	97.26
Refinancing	23,627	0.71	88,971	2.29	9,340	0.64
Securities lending	236,115	7.11	268,293	6.91	30,580	2.10
Total	3,320,699	100.00	3,883,429	100.00	1,456,181	100.00

(3) New financial products and service under reasearch

In order to utilize its securities finance collateral assets, and energize the recirculation of negotiable securities, the company will urge the authorities to approve the negotiable securities collateral financing. It will meet investors' need for short-term or small amounts of funds.

B. Industry overview

(1) Securities margin financing and security loans business

After acquiring the share financing/short sale businesses from the two securities finance companies, Entie and Fubon, The Company was able to increase its market share in securities agency services from 55% to 75%.Margin trading and short sale services are currently still Yuanta Securities Finance's core business areas; it will continue to serve agents with a vigorous, reliable, and efficient attitude, and establish collaboration partnerships with agents, achieving a win-win outcome.

(2) Refinancing business

Refinancing services are chiefly aimed at securities traders, and not ordinary investors. Due to the relaxed funds market in recent years, securities traders have increased their capital, which has sharply reduced the need for refinancing from securities finance companies. As for stock

loans to brokers, this accommodation provides stocks to securities traders so that they can make financed sales or repay shares, and is not a source of financing shares for short sale by securities trader investors. As a consequence, its balance of stock loans to brokers has always remained low. Refinancing business accounts for less than 1% of The Company 's overall business.

(3) Securities settlement financing

Financing has been expanded to foreign natural person and foreign institution organizations, and the amount of financing ranges up to a maximum of NT\$1 billion. Because of low demand from investors, Yuanta Securities Finance currently has no balance for this service item.

(4) Securities lending

In line with the financial holding group's strategic planning, Yuanta Securities is taking back responsibility for business it has uncovered, and Yuanta Securities Finance's business has shrunk. This service now accounts for 2% of Yuanta Securities Finance's revenues, down from the previous 7%. Yuanta Securities Finance will focus on servicing proprietary securities traders in the future, and may explore new foreign customers.

(5) Cash replenishment and underwriting subscription loans

The demands for this type of financing have been weak due to the lack of willingness in subscriptions have resulted in no balance yet for this business.

C. Technology and R&D

The Company is continuing to implement an information platform and two stage cooperation program, strengthen securities trader information services, and engage in diversified business through a franchise channel approach in conjunction with the group's diversified products, ensuring that Yuanta Securities Finance agent services indirectly benefit.

D. Long-term and short-term business development plans

Responding to fast-changing domestic and foreign economic and financial trends, and attempting to secure a competitive advantage in the securities finance market, The Company will focus on the following key services and development items in the future:

(1) Raising margin loans and stock loans market share and achieving maximum benefit for this company: The company will take advantage of its nearly 75% market share to embark on diversified operations including information and channel franchises, while blocking price-cutting competition by rivals. This will boost the company's share of the margin trading and short sale market, and maximize performance for the company and its customers.

(2) Promotion of securities lending business:

(a) The emergence of derivatives trading has given rise to new arbitrage and hedging needs. In

addition to establishing customer relationships with proprietary securities traders, we may also engage new foreign institutional investors given the level of globalization that Taiwan's stock market has achieved.

(b) We will also be looking for new sources of securities to lend, apart from using the collaterals from investors' financed share purchases.

(3) Proposing deregulation:

Cooperation with the Taiwan Securities Association, the company will propose the elimination of restrictions on "provision of margin trading and short sale services while receiving stocks from a parent company as collateral," which will void the applicability of the regulation "when a parent company holds more than one-half of capital or total shares possessing voting rights of a subsidiary, the subsidiary may not buy or accept as collateral the shares of the controlling company" in Article 167, Paragraph 3 of the Company Act.

2. Market and business Overviews

A. Market analysis

(1) Supply, demand conditions, and growth potentials

After securities firms were granted permission to engage in stock market security financing business in 1990, the investor population and number of people opening margin loans accounts increased significantly due to the increase of credit agency institutions. The scale of market transactions and margin loans transactions also expanded rapidly. As of 2011, there are 35 consolidated securities firms and 2 security finance firms engaged in the security financing business. Looking at domestic securities market, the total stock market turnover in 2011 was NT\$ 26.1974 trillion with over 650.9 billion shares traded. At the end of 2011, the market securities margin financing balance was NT\$ 195.7 billion, the security loans balance was 707.59 million shares, and the company's year-end market share of security loans was 6.66% and the market share of security loans was 3.95%. In 2011, the OTC annual stock turnover was NT\$ 3.9930 trillion, and the total volume was 98.4 billion shares. At the end of 2011, the OTC securities margin financing balance was NT\$ 34.8 billion and the security loans balance was 91.55 million shares. The company's year-end security margin financing market share was 7.05% and market share of security loans was 4.04%.

(2) Competitive niches

(a) Utilize financial holding synergy: Synergies may be created between the company's businesses and the various subsidiaries in the financial holding group. As the blueprint for the financial holding company takes shape, strategies of overall resources may be put to use, service functions can put to full effect. By expanding overall marketing channels across businesses, the company can stay on top of the pulse of the time and seize financial

opportunities.

- (b) Reduce operating cost: Operation costs may be reduced by streamlining of personnel and distribution of costs throughout the group.
- (c) Strictly control credit risks: Implementation of effective and strict risk controls can raise credit quality and prevent bad debts.
- (d) Develop outstanding reputation and professional level of service: The Company was the first domestic securities finance company in Taiwan's securities market. Through the experience accumulated in financial practices and marketing networks, the company can provide safe and reliable services for the investors credit transactions. Our sincerity can win the trust of customer and forever safeguard the long-term interests of customers.

(3) Advantages and disadvantages for future development and response measures

(a) Advantages

- (i) More sufficient stocks source than other securities finance companies: the company has 75% market share, and owns more sufficient stocks source compared with other security finance companies and is in a position to offer more stocks for agency dealers, and investors to short sale.
- (ii) Diversified business service: People are paying more attention to financial planning. The company can greatly enhance its competitiveness through offering a diverse range of services and leveraging the combined resources of the group.

(b) Disadvantages

- (i) Trend for agency securities companies to set up independent security financing businesses by themselves:
As market skewed towards the needs of economy of scale, many agency securities companies have been acquired or established their own independent security financing business which has led to decline in the agency business. As of the end of 2011, consolidated securities firms' share of the security finance business reached 91.04%.
- (ii) Fierce competition between securities finance companies: The fierce competition between security finance companies not only reduces interest spreads but also increases management and business promotion costs.

(c) Response strategies

- (i) Consolidated security firms: Consolidated security firms with smaller scale are restricted by their small equity value and lack of security sources resulting in difficulties to expand their credit transaction volumes. The company can leverage its current advantage to assist them to turn into agency securities firms. This can reduce their risk and also increase their business volume and earnings.
- (ii) Agency securities firms: Not following the price cutting competition with other securities

finance firms, instead the company provides professional service, information, adequate source of securities, outstanding risk control, and stable operations to make Yuanta Securities Finance the only choice for agency securities firms.

B. Business Overviews

(1) Security Margin financing business

Unit: Million NT\$

Years		2010		2011	
		Amount	%	Amount	%
Investors' securities margin financing	TWSE market	44,719	77.45%	18,213	82.96%
	OTC market	10,326	17.88%	3,696	16.84%
Securities firms securities margin refinancing	TWSE market	2,698	4.67%	45	0.20%
	OTC market	0	-	0	-
Total		57,743	100.00%	21,954	100%

The amounts listed above are annualized averages.

(2) Security loans business

Unit: thousand shares

Years		2010		2011	
		Amount	%	Amount	%
Investors' Security loans	TWSE market	91,377	79.93%	23,181	78.40%
	OTC market	19,984	17.48%	3,855	13.04%
Securities firms securities loans	TWSE market	2,114	1.85%	2,114	7.15%
	OTC market	849	0.74%	416	1.41%
Total		114,324	100.00%	29,566	100.00%

The amounts listed above are annualized averages

- C. Usage and manufacturing processes for the company's main products : N/A
- D. Supply situation for the company's major raw materials : N/A
- E. A list of any suppliers and clients accounting for 10 percent or more of the company's total procurement (sales) amount in either of the 2 most recent fiscal years : None
- F. An indication of the production volume for the 2 most recent fiscal years : N/A
- G. An indication of the volume of units sold for the 2 most recent fiscal years : N/A

3. Employee demographics

Feb. 2012

Year		2010	2011	2012 (note)
Number of employees	Sales personnel	54	51	52
	Administrative personnel	16	16	15
	Total	70	67	67
Average age		44.60	45.50	45.72
Average years of service		12.89	13.65	13.76
Educational level	Ph. D.	0.00%	0.00%	0.00%
	Masters	17.14%	20.90%	20.90%
	College/University	75.72%	73.13%	73.13%
	Senior high school	5.71%	4.48%	4.48%
	Below senior high school	1.43%	1.49%	1.49%

Note: This information is annualized data up to the date of this annual report's publication (end of Feb. 2012). The number of employees listed in this Table to be understood excluding the short term part-time student workers.

4. Environmental Protection Expenditure Information: None

5. Labor Relations:

A. Employee welfare measures and implementation, labor agreements and safeguarding of employee interests

(1) Retirement plans and pension funds

Following the establishment of the company in 1980, pension and severance measures were adopted and approved at the fifth board meeting of the first term to fully safeguard employees' interests. The employee pension fund management committee, formally established in March 1981, is made up of nine members who are in charge of managing the pension funds, retirement, severance, death or resignation matters in accordance with regulations. On March 1, 1998, the company revised their retirement and severance regulations in line with the Labor Standards Law. A "Pension Fund Supervision Committee" was formed and contributions to the pension fund were set at a monthly rate of 8% of salaries and wages paid. This fund has been reported to the competent authority "The Taipei City Bureau of Labor". The original employee pension fund management committee is in charge of the management and use of the chairman and management pension funds which is disbursed at the same rate as regular employees.

On July 1st, 2005, with the pass of Labor Pension Act, new pension system went into effect. Under the new system, the company is obligated to contribute no less than 6% of monthly paid salaries into pension accounts with the Labor Insurance Bureau which established a more comprehensive and diverse corporate pension system.

(2) Employee welfare measures

The Employee Welfare Committee was formed when the company was first founded. An employee welfare fund was also established in accordance with regulations and corporate capital. Each month, the operating revenue of the company is allocated to the employee welfare fund. This fund is placed under the independent custody of the Employee Welfare Committee. Assistance is also provided to employees to set up beneficial clubs and encourage long-term saving. An employee stock holding association was established in Nov. 2000, which purchases the company's stocks in regular fixed amounts and protects employee welfares after employee retirement or departure from the company.

(3) Harmonious labor relations

As a financial service enterprise, the company revised personnel and work rules to conform to the Labor Standard Law and meet business operation and management requirements on March 1, 1998. Regular "Labor-management" meetings are held not only to safeguard employee rights or overall company interests, but also to include employee-friendly management concepts in each employee welfare program as well as foster communication of opinions, promoting safe and secure lifestyles and ensure harmonious interpersonal relations. Relations between management and labor have been good since the company was founded. There have been no major losses incurred from labor disputes. In 2005, there was one lawsuit concerning severance pay that resulted from a dispute between the company and one employee, Mao Hao-Hsing. The company paid the difference based on the court ruling which settled the case.

6. Major Contracts

Type of contract	Involved parties	Duration of contract	Summary	Restrictive terms
Security contract	The company and SECOM Co., Ltd	Five years (60 months) starting from the contract signing date	Supply automatic fire prevention and theft alarm system for the company's operation hall, offices, vaults and storage rooms.	Normal legal principles
Real estate lease contract	The company and the lessee	Three years starting from the contract renting date.	Lessee may not sublet to others during the term of the lease; real estate may only be used as offices, storages and other relevant lease rights and responsibilities.	Normal legal principles
Real estate rental contract	The company and the lessee	Around 3 year to 5 years starting from the contract renting date.	Lessee may not sublet to others during the term of the lease; real estate may only be used as offices, storages and other relevant lease rights and responsibilities.	Normal legal principles
Property transaction agreement	Xuan Hong technology Co., Ltd.	15 June 2011	Sale of land, building, and parking space ownership in Kaohsiung Tower.	The delivery date cannot be later than 7 days after the transfer of title deed.
Loan contract	Sign the contract in company name with 15 financial institutions included Changhwa Bank and Taiwan Cooperative Bank.	One year starting from the contract signing date	Lending deal items	N/A
Securities margin financing and securities loans contract	The company and the securities margin financing and securities loans investor.	Three years starting from the contract signing date.	Regulation of the subject, security, interest rates, rates, liquidity, and default processing of securities margin financing and securities loans in accordance with relevant regulations and business operating measures approved by authorities.	Follow the new principle when the laws and regulations are change.
Securities margin financing and securities loans business agency contract	The company and the appointed securities firms who organizes the company's securities margin financing and securities loans business.	As stipulated in individual contracts	In accordance with the relevant regulations and the business operating measures, approved by authorities, to regulate the appointed agency content, remuneration and default processing of the securities margin financing and securities loans business.	Follow the new principle when the laws and regulations change.

Type of contract	Involved parties	Duration of contract	Summary	Restrictive terms
Refinancing contract	The company and the independent securities firms	No time limit	In accordance with the relevant regulations and the business operating measures, approved by authorities, to regulate the re-financing limit, refinancing methods, security, interest rates, rates, liquidity, and default processing.	Follow the new Principle when the laws and regulations change.
Cash replenishment and underwriting margin financing contract	The company and the investor	Three years starting from the contract signing date.	In accordance with the relevant regulations and the business operating measures, approved by authorities, to regulate the margin financing limit, refinancing methods, security, interest rates, rates, liquidity, and default processing.	Follow the new principle when the laws and regulations change.
Securities settlement financing contract	The company and the investor who applies for securities settlement financing.	No time limit	In accordance with the relevant regulations and the business operating measures, approved by authorities, to regulate the guarantee range, maintenance rate, liquidity, and default processing of margin financing.	Follow the new principle when the laws and regulations change.
Securities lending contract	The company and the investor who applies for securities lending.	No time limit	In accordance with the relevant regulations and the business operating measures, approved by authorities, to regulate the loan duration, expense, guarantee type percentage, maintenance rate, and default processing.	Follow the new principle when the laws and regulations change.
Securities lending business agency contract	The company and the appointed securities firms who acts as an agent for the company's securities lending business.	As stipulated in individual contracts.	In accordance with the relevant regulations and the business operating measures, approved by authorities to regulate securities lending business appointment guidelines, agent authorization, appointment compensation and handling of breach of contracts.	Follow the new principle when the laws and regulations change.

VI. Financial Statement

1. Summary of Five Years Condensed Balance Sheets and Income Statements

A. Condensed balance sheet

Unit: thousand NT\$

Years Items		Five years Financial Information Summary (Note1)				
		2007	2008	2009	2010	2011
Current assets		89,592,809	42,381,324	67,083,158	41,579,263	18,125,086
Funds and investment		5,745,310	4,018,983	1,364,861	1,669,407	1,169,239
Fixed assets		216,885	217,193	89,267	70,598	83,090
Intangible assets		16,673	7,731	2,451	2,356	3,104
Other financial assets		515,886	611,729	823,250	684,971	359,483
Total assets		96,087,563	47,236,960	69,362,987	44,006,595	19,740,002
Current liabilities	Before distribution	69,834,785	9,102,134	32,036,384	8,802,459	8,085,002
	After distribution	70,711,855	9,552,485	33,596,383	10,102,287	Note 2
Long-term liabilities		7,512,762	7,506,688	5,005,857	2,504,654	3,378
Other liabilities		114,548	111,922	113,717	112,916	115,151
Total liabilities	Before distribution	77,462,095	16,720,744	37,155,958	11,420,029	8,203,551
	After distribution	78,339,165	17,171,095	38,715,957	12,719,857	Note 2
Common stock		9,000,000	15,000,000	16,500,000	22,500,000	6,000,000
Capital reserve		1,025,693	7,025,693	5,525,693	3,926,006	3,328,301
Retained earnings	Before distribution	8,599,777	8,780,933	10,144,281	6,041,179	2,305,793
	After distribution	7,722,707	8,330,582	8,584,282	4,741,351	Note 2
Unrealized gain (loss) on Securities		(2)	(290,410)	37,055	119,381	(97,643)
Cumulative translation adjustments		—	—	—	—	—
Net loss not recognized as pension cost		—	—	—	—	—
Total shareholder equity	Before distribution	18,625,468	30,516,216	32,207,029	32,586,566	11,536,451
	After distribution	17,748,398	30,065,865	30,647,030	31,286,738	Note 2

Note 1 : Financial information for the past five years was audited and certified by CPAs

Note 2 : The 2011 earnings distribution had not yet been approved by by the board of directors (acting as proxy for the AGM) up to the publication date of this annual report.

B. Condensed income statements

Unit: thousand NT\$

Items	Five years Financial Information Summary (Note1)					
	2007	2008	2009	2010	2011	
Operating income	4,899,699	4,614,059	3,320,699	3,883,429	1,456,180	
Operating expenses	1,734,177	1,806,578	1,844,063	2,223,099	959,329	
Operating profits	1,289,763	1,375,983	1,448,024	1,833,614	669,072	
Non-operating income	500,285	329,374	977,861	837,048	250,780	
Non-operating expenses	209,495	272,640	244,776	479,802	21,645	
Gain (loss) from continuous operating departments before Tax	1,580,553	1,432,717	2,181,109	2,190,860	898,207	
Gain (loss) from continuous operating departments	1,252,960	1,058,226	1,813,699	1,856,897	764,442	
Non operating departments losses	—	—	—	—	—	
Extraordinary gain (loss)	—	—	—	—	—	
Cumulative impact of changes in accounting principles	—	—	—	—	—	
Total profit (Loss)	1,252,960	1,058,226	1,813,699	1,856,897	764,442	
EPS (NT\$)	Before retrospective adjustment	1.53	0.92	1.10	0.83	0.75
	After retrospective adjustment	0.63	0.38	0.49	0.51	0.75

Note : Financial information for the past five years was audited and certified by CPAs

C. Names of the CPAs and audited opinions for the past five years

Year	CPA Firm	CPAs	Opinion
2007	PricewaterhouseCoopers Taiwan	Wang Chia-Yu, Huang Chin-Tze	Modified unqualified opinion
2008	PricewaterhouseCoopers Taiwan	Hsiao Chin-Mu, Huang Chin-Tze (Note 1)	Unqualified opinion
2009	PricewaterhouseCoopers Taiwan (note 2)	Hsiao Chin-Mu, Huang Chin-Tze	Unqualified opinion
2010	PricewaterhouseCoopers Taiwan	Hsiao Chin-Mu, Huang Chin-Tze	Modified unqualified opinion
2011	PricewaterhouseCoopers Taiwan	Lin Sk, Huang Chin-Tze (Note 3)	Unqualified opinion

Note 1: Due to the internal operating adjustment, Effective from 2008 semi-annual report, the CPAs assigned to audit the company's financial statements were changed from PricewaterhouseCoopers Taiwan Wang Jia-Yu and Huang Jing-Tze to PricewaterhouseCoopers Taiwan Hsiao Chin-Mu and Huang Jing-Tze.

Note 2: The PricewaterhouseCoopers Taiwan was renamed from Dec. 25, 2009 .

Note 3: Due to the internal operating adjustment, the CPAs assigned to audit the company's financial statements were changed from PricewaterhouseCoopers Taiwan Hsiao Chin-Mu and Huang Jing-Tze to PricewaterhouseCoopers Taiwan Lin Sk and Huang Jing-Tze from 2011.

2. Five Years Financial Analysis

Items (Note2)		Years (Note1)	Five years Financial Analysis					
			2007	2008	2009	2010	2011	
Capital Structure Ratios%	Liabilities to Assets Ratio (%)		80.62	35.40	53.57	25.95	41.56	
	Long-term capital to fixed assets Ratio (%)		12,051.65	17,506.51	41,687.17	49,705.69	13,888.35	
Liquidity Analysis Ratios%	Current ratio		128	466	209	472	224	
	Quick ratio		127	461	206	472	220	
	Interest coverage ratio		—	—	—	—	—	
Activity Analysis Ratios	Accounts Receivable Turnover (times)		—	—	—	—	—	
	Average Cash Cycle in days		—	—	—	—	—	
	Inventory turnover ratio (times)		—	—	—	—	—	
	Payable turnover ratio (times)		—	—	—	—	—	
	Average period of sales		—	—	—	—	—	
	Fixed assets turnover Ratio (times)		22.59	21.24	37.20	55.01	17.53	
	Total asset turnover Ratio (times)		0.05	0.10	0.05	0.09	0.07	
Profitability Analysis%	Return on assets (%)		1.72	1.48	3.11	3.28	2.40	
	Return on equity (%)		7.21	4.31	5.78	5.73	3.47	
	To Capital Ratio	Operating profit		14.33	9.17	8.78	8.15	11.15
		Profits before tax		17.56	9.55	13.22	9.74	14.97
	Net profit margin (%)		25.57	22.93	54.62	47.82	52.50	
	EPS (NT\$)		0.63	0.38	0.49	0.51	0.75	
Cash Flow Analysis Ratios	Cash flow ratio (%)		Note 3	539.50	Note 3	Note 3	160.01	
	Cash flow adequacy ratio (%)		256.16	1,375.66	1,560.07	1,220.22	1,226.10	
	Cash flow reinvestment (%)		Note 3	126.22	Note 3	Note 3	99.01	
Leverage Analysis Ratios	Operating leverage		3.72	3.28	2.24	2.07	2.13	
	Financial leverage (Note 4)		—	—	—	—	—	

The reason for changes in financial ratio within two years:

1. The ratio of liabilities to assets of 2011 was higher than 2010's. The main reason was margin for stocks loans in 2011 was lower than 2010's. The impairment of assets decreased and Capital deduction, which caused the total assets decreased in 2011.
2. Due to the Capital deduction and Return on equity decreased in 2011, the ratio of long-term capital to fixed assets of 2011 was lower than 2010's.
3. Each ratio of debt-paying ability of 2011 was lower than 2010's. The main reason was margin for stocks loans in 2011 was lower than 2010's. The impairment of assets decreased and Capital deduction, which caused the current assets in 2011 was lower than 2010's.
4. The ratio of fixed assets turnover of 2011 was lower than 2010's. The main reason was Yuanta Securities take back partial Securities margin financing and security loans business and Securities lending business of its formerly outsourced services on Oct.18 2010, which caused operating income decreased in 2011.
5. The ratio of return on assets and return on equity of 2011 was lower than 2010's. The main reason was Yuanta Securities take back partial Securities margin financing and security loans business and Securities lending business of its formerly outsourced services on Oct.18 2010, which caused operating income decreased in 2011.
6. The ratio of operating profit, Profits before tax to capital of 2011 was higher than 2010's. The reason was Approved capital decrease of NT\$20,300,000,000 and capital increase of NT\$3,800,000,000.-- transferred by legal reserve and additional paid-in capital, thus the total paid-in capital was decreased to NT\$6,000,000,000.-- from NT\$22,500,000,000.--.

Note 1: The financial data for the past five years has been audited and certified by CPAs.

Note 2: Calculation methods for the financial analysis are listed below:

Note 3: This ratio was not calculated due to the net operating cash flow minus cash dividend being negative in the statement of cash flows.

Note 4: Not applicable to the company

Calculation methods

1. Capital structure ratios

- (1) Liability to Asset ratio = Total liabilities / Total assets
- (2) Long-term capital to fixed assets = (Total equity + Long-term liabilities) / Net fixed assets

2. Liquidity analysis ratios

- (1) Current ratio = Current assets / Current liabilities
- (2) Quick ratio = (Current assets - inventory - prepaid expenses) / Current liabilities
- (3) Interest coverage ratio = EBIT / Current interest expenses

3. Activity analysis ratios

- (1) Accounts receivable turnover (including account receivable and note receivable resulting from operations) = Net sales / Average accounts receivable balance for each period (including account receivable and note receivable resulting from operations)
- (2) Average cash cycle (days) = 365 / Accounts receivable turnover
- (3) Inventory turnover ratio = COGS / Average inventory
- (4) Payable turnover ratio (including account payable and note payable resulting from operations) = COGS / Average accounts payable balance for each period (including account payable and note payable resulting from operations)
- (5) Average period of sales (days) = 365 / Inventory turnover
- (6) Fixed asset turnover ratio = Net sales / Net fixed assets
- (7) Total asset turnover ratio = Net sales / Total assets

4. Profitability analysis ratios

- (1) Return on assets = [Net profit (loss) + interest expense × (1 - tax rate)] / average total assets
- (2) Return on equity = Net profit (loss) / average total equity
- (3) Net margin = Net profit (loss) / net sales
- (4) EPS = (Net profit - dividend on preferred stock) / Weighted average outstanding shares

5. Cash flow analysis ratios

- (1) Cash flow ratio = Net cash flow from operations / Current liabilities
- (2) Cash flow adequacy ratio = Net cash from operations over the past five years / (Capital expenses + change in inventory + cash dividends) over the past five years
- (3) Cash flow reinvestment ratio = (Net cash flow from operations - cash dividends) / (Gross fixed assets + long term investments + other assets + operating capital).

6. Leverage analysis ratios

- (1) Operating leverage = (Net operating revenues - variable operating costs and expenses) / Operating profits
- (2) Financial leverage = Operating profit / (Operating profit - interest expense)

3. Supervisors' Audit Report over recent years (see Page 63)

4. The latest consolidated financial statements audited and certified by the CPAs (See enclosed financial report).

5. Consolidated financial statements of the company and its subsidiaries audited and certified by the CPAs: N/A

6. Any financial problems encountered by the company and its affiliates which might affect the financial conditions of the company: N/A.

Yuanta Securities Finance Co., Ltd Supervisor's Examination Report

The Board of Directors has submitted the 2011 Business Report, Financial Statements, and Earnings Distribution Statements. The Financial Statements had been audited and certified by the CPAs, Mr. Hsiao Chin-Mu and Mr. Huang Jing-Tze, of PricewaterhouseCoopers and an audit report has been issued.

The supervisors have reviewed and audited the above-mentioned documents issued, composed and presented by the Board of Directors. It is concluded that the said documents are presented fairly; therefore, a supervisor's report is hereby issued in accordance with Article 219 of the Company Act.

Yuanta Securities Finance Co., Ltd 2012 Shareholder's Meeting

Yuanta Securities Finance Co., Ltd
Supervisor: Chang Tsai-Yu
Supervisor: Liao Yueh-Jung

February 29, 2012

VII. Financial Status, Operating Results and Risk Management

1. Financial status

Unit: thousand NT\$

Items \ Years	2011	2010	Difference	
			Amount	%
Current Assets	18,125,086	41,579,263	(23,454,177)	(56)
Funds and investment	1,169,239	1,669,407	(500,168)	(30)
Fixed assets	83,090	70,598	12,492	18
Intangible assets	3,104	2,356	748	32
Other assets	359,483	684,971	(325,488)	(48)
Total assets	19,740,002	44,006,595	(24,266,593)	(55)
Current liabilities	8,085,022	8,802,459	(717,437)	(8)
Long-term liabilities	3,378	2,504,654	(2,501,276)	(100)
Other liabilities	115,151	112,916	2,235	2
Total liabilities	8,203,551	11,420,029	(3,216,478)	(28)
Common stock	6,000,000	22,500,000	(16,500,000)	(73)
Capital reserve	3,328,301	3,926,006	(597,705)	(15)
Retained earnings	2,305,793	6,041,179	(3,735,386)	(62)
Unrealized profit (loss) on securities	(97,643)	119,381	(217,024)	(182)
Total shareholders' equity	11,536,451	32,586,566	(21,050,115)	(65)

Description of items with significant changes in the past two years:

A. Analysis of changes in current assets:

The decrease in current assets during 2011 was due to the margin for stocks loans in 2011 was lower than 2010's. The impairment of assets decreased and Capital deduction.

B. Analysis of changes in funds and investments:

The decrease in funds and investments during 2011 was due to the Government bonds redistributed to current Assets.

C. Analysis of changes in Intangible assets:

The increase in Intangible assets during 2011 was due to reject some Intangible assets.

D. Analysis of changes in other assets:

The decrease in other assets during 2011 was due to take back the deposit of \$ 300 million yuan from Central Bank of the Republic of china in 2011.

E. Analysis of changes in long-term liabilities:

The decrease of long-term liabilities during 2011 was due to the one year expiration of NT\$2.5 billion bonds redistributed to current Assets.

F. Analysis of changes in capital stock :

The decrease in the capital stock during 2011 was due to Approved capital decrease of NT\$20,300,000,000 and capital increase of NT\$3,800,000,000.-- transferred by legal reserve and additional paid-in capital, thus the total paid-in capital was decreased to NT\$6,000,000,000.-- from NT\$22,500,000,000.--.

G. Analysis of changes in retained earnings :

The decrease in the retained earnings during 2011 was due to NT\$3.2 billion through Capital increase via statutory surplus .

H. Analysis of changes in the unrealized gain (loss) on securities:

The decrease in the unrealized gain (loss) on securities during 2011 was due to positive available for sale securities appraisal.

2. Operating results

Unit: thousand NT\$

Items \ Years	2011	2010	Increase (decrease)	% change
Operating income	\$1,456,180	\$3,883,429	(2,427,249)	(63)
Operating costs	496,851	1,660,330	(1,163,479)	(70)
Operating gross profit	959,329	2,223,099	(1,263,770)	(57)
Operating expenses	290,257	389,485	(99,228)	(25)
Operating profit	669,072	1,833,614	(1,164,542)	(64)
Non-operating income and profits	250,780	837,048	(586,268)	(70)
Non-operating expenses and loss	21,645	479,802	(458,157)	(95)
Pre-tax profit from continuing operation	898,207	2,190,860	(1,292,653)	(59)
Less: income tax expenses	133,765	333,963	(200,198)	(60)
Current net profits	<u>\$ 764,442</u>	<u>\$ 1,856,897</u>	<u>(1,092,455)</u>	<u>(59)</u>

Description of items with significant changes in the past two years:

Analysis of changes in non operating expense and loss :

A. Analysis of changes in operating income:

The decrease in operating income during 2011 was due to Yuanta Securities take back partial Securities margin financing and security loans business and Securities lending business of its formerly outsourced services on Oct.18 2010 , which caused operating income decreased in 2011.

B. Analysis of changes in operating costs:

The decrease in operating costs during 2011 resulted in the fall in agency security firms' fee payout. All resulted in reduction in operating costs compare to 2010.

C. Analysis of changes in operating expenses:

The decrease in operating expenses during 2011 was due to the decrease in personnel expenses and operating tax.

D. Analysis of changes in non-operating income and profits:

The decrease in non-operating income and profits during 2011 was due to the absence of gains on financial asset disposal.

E. Analysis of changes in non-operating expenses and loss:

The decrease of non-operating expenses and loss during 2011 was due to the rent out impairment of assets losses in 2010.

F. Analysis of changes in income tax expenses:

The decrease of income tax expenses during 2011 was due to decrease in pre-tax profit.

3. Liquidity analysis

A. Liquidity analysis for the past two years

Items \ Years	2010	2009	Change (%)
Current ratio (%)	160.01	-	-
Cash flow adequacy Ratio (%)	1,226.10	1,220.22	0.48
Cash flow reinvestment Ratio (%)	99.01	-	-

B. Analysis of cash flows in the future year

Unit: thousand NT\$

Initial cash balance	Annual operating net cash flows	Net cash inflow	Amount of cash surplus (shortfall)	Countermeasures for cash shortfall	
				Investment plan	Financial plan
413,951	(5,853,947)	5,453,511	13,515	—	—

(1) Analysis of current year's cash flows:

(a) Operating activities: (NT\$5,853,947,000).

(b) Investment activities: NT\$140,725,000.

(c) Financing activities: NT\$5,312,786,000.

(2) Liquidity analysis and countermeasures against cash insufficiency: N/A.

4. Effects of Major Capital Expenditures in the Most Recent Fiscal Year on Financial Operations: N/A

5. Major Cause(s) for Gain/Loss due to Investment Policies in the Past Years and Improvement Plan(s) thereof and Investment Plan(s) for the Coming Year:

- A. Continue to make relevant reinvestments in line with the investment strategy of the parent Financial Holding Company and within the investment limits under the legal framework.
- B. Stock dividends from the Company's reinvestment enterprises in 2011: Taiwan Depository & Clearing Corporation 2,677,010 shares, Taiwan Futures Exchange 227,161 shares.
- C. Cash dividends from the Company's reinvestment enterprises in 2011: Taiwan Depository & Clearing Corporation NT\$66,925,000, Taiwan Futures Exchange NT\$20,044,000 are major sources of company earnings.

6. Risk assessment

- A. The impact of changes in recent year interest rate, exchange rate and inflation conditions on company income and the future countermeasures:
- (1) Interest rate: The Company's main business is credit transaction businesses, and the main profit is from security margin financing interest rate spreads. 2011's spread is lower than 2010's, and remained stable, so changes in interest rates do not have a significant impact on the company's income.
 - (2) Exchange rate: The Company's main income is in NT dollars; therefore, exchange rates do not have a significant impact on the company's income.
 - (3) Inflation: No significant impact on the company's income.
- B. Transactions of high risk, high leverage investments, loans to others, endorsements and derivatives trading: N/A.
- C. Future R&D plans and planned investment of R&D funds: N/A
- D. The impact of change in major policies and laws in Taiwan and abroad upon the financial standing of the company and the measures: N/A
- E. The impact of technological change and industry changes upon the financial standing of the company and the countermeasures: N/A
- F. The impact of change in corporate image upon the corporate risk management and the countermeasures: N/A
- G. Expected benefit(s) and possible risk(s) for M&A activities: N/A
- H. Expected profit and possible risks of plant expansion: N/A
- I. Purchase and sales risks: N/A
- J. 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
- K. The impact of change in management and its potential risks: N/A
- L. Litigation and non-litigation matters: N/A
- M. Other major risks: N/A

7. Other significant events: N/A

VIII. Special Notes

1. Information on affiliates

A. Relationship between the controlling company and its affiliate companies

Units: Shares; %

Name of controlling company	Reasons for control	Shareholding and pledge by the controlling company			Information on directors, supervisors and management assigned by the controlling company	
		Number of shares held	Shareholding percentage	Number of pledged shares	Title	Name
Yuanta Financial Holdings Co., Ltd.	That company Has acquired 100% of the company shares.	600,000,000	100.00%	0	Director (Chairman) Director (President) Director Director Director Supervisor Supervisor	Chuang Yu-De Lee Ya-pin Yu Yao-ting Yu Kuang-hua Hong Rong-Ting Chang Tsai-Yu Liao Yueh-Jung
Tsun Chueh Investment Co., Ltd.	Mr. Yen Ching Chang is statutory representatives of Tsun Chueh Investment Co., Ltd. And he serve as Chairman representatively of Yuanta financial holdings. According to Article 369-2, Item 2 of the Company Law, the company is empowered to administrate personnel, financial and business management activities.	—	—	—	—	—

Note: The baseline date for above information is Feb. 29, 2012.

B. Information on business transaction(s)

- (1) Purchase and Sales transaction: None
- (2) Property transaction: None
- (3) Capital financing: None
- (4) Assets leasing: None
- (5) Other important transactions: None

C. Endorsement and guarantees: None

D. Other matters having significant impact on financial and business operations: None

Yuanta Securities Finance' Declaration on Affiliation Report

It is hereby declared that the Affiliation Report for 2011 (from January 1, 2011 to December 31, 2011) is prepared and submitted pursuant to the “Principles and Guidelines for Preparation of the Affiliates Consolidated Business Report, Affiliates Consolidated Financial Statements, and the Report.” At the same time, there is no significant inconsistency between the information above and the supplementary information disclosed in the financial statements for the above period.

Company Name: Yuanta Securities Finance Co., Ltd

Chairman: Chuang Yu-De

Date: February 29, 2012

Independent Auditor's Review on Affiliation Report

Tze.Hui.Tsung.No. 11006842

To: Yuanta Securities Finance

The 2011 Affiliation Report of Yuanta Securities Finance is reviewed by PwC in accordance with the Letter of Securities & Futures Commission of Financial Supervisory Commission, Executive Yuan dated November 30, 1999 under reference Tai.Tsai.Cheng (6) No. 04448. It reviewed whether the 2011 affiliation report was prepared in accordance with the "Guidelines for Compilation of the Consolidated Operating Report of Affiliated Enterprises and Consolidated Financial Statements and the Affiliation Report" and whether there is a significant nonconformity between the aforementioned information disclosed and then audited by PwC.

Based on my review, the composition of the affiliation party report is in compliance with the "Guidelines for Compilation of the Consolidated Operating Report of Affiliated Enterprises and Consolidated Financial Statements and the Affiliation Report" and there are no significant nonconformities identified between the information disclosed in the aforementioned affiliation report and that in the said supplementary financial statements.

PricewaterhouseCoopers

Lin SK

CPA:

Huang Jing-Tze

Approved by Financial
Supervisory Commission letter
Jin-Guan-Cheng-6-Tzu
No. 0960072936
SEC approved certification no.
(78) Tai.Tsai.Cheng (1) No. 28496

February 29, 2012

2. **Private Placement of Securities in recent years as of the publication date of the annual report: None**
3. **Shares of the Company held or disposed of by subsidiaries in recent years as of the publication date of the annual report: None**
4. **Other supplemental items: None**

IX. Significant Issues which might Affect Shareholders' Equity or Prices of the Shares Pursuant to Item 2, Paragraph 2, Article 36 of the Securities Exchange Act

None

YUANTA SECURITIES FINANCE CO., LTD.
FINANCIAL STATEMENTS
AND REPORT OF INDEPENDENT ACCOUNTANTS
DECEMBER 31, 2011 AND 2010

For the convenience of readers and for information purpose only, 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. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

Report of Independent Accountants

PWCR11000289

To the Board of Directors and Shareholders of Yuanta Securities Finance Co., Ltd.

We have audited the accompanying balance sheets of Yuanta Securities Finance Co., Ltd. as of December 31, 2011 and 2010, and the related statements of income, of changes in shareholders' equity and of cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Yuanta Securities Finance Co., Ltd. as of December 31, 2011 and 2010, and the results of its operations and its cash flows for the years then ended in conformity with the "Rules Governing the Preparation of Financial Statements by Securities Firms", "Business Entity Accounting Law", "Regulation on Business Entity Accounting Handling" and generally accepted accounting principles in the Republic of China.

As described in Note 5 to the financial statements, Yuanta Securities Finance Co., Ltd. entered into an agreement relating to the transfer of claim on margin loans and short sales of securities and on borrowing of securities with Yuanta Securities Co., Ltd. amounting to NT \$34,186,074 thousand. The effective date of the transfer was set on October 18, 2010.



February 29, 2012

The accompanying non-consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying non- consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

YUANTA SECURITIES FINANCE CO., LTD.
BALANCE SHEETS
DECEMBER 31, 2011 AND 2010
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

ASSETS	Notes	2011		2010	
		AMOUNT	%	AMOUNT	%
<u>Current Assets</u>					
Cash and cash equivalents	4(1) and 5(2)	\$ 413,951	2	\$ 10,278,619	23
Financial assets at fair value through profit or loss - current	4(2) and 5(2)	622,498	3	3,037,395	7
Available-for-sale financial assets - current	4(3)	532,778	3	1,642,950	4
Held-to-maturity financial assets - current	4(4) and 6	499,856	3	3,002	-
Margin loans	4(6) and 5(2)	15,577,359	79	25,893,879	59
Other receivables	5(2)	478,644	2	723,402	1
Prepayments		-	-	16	-
		<u>18,125,086</u>	<u>92</u>	<u>41,579,263</u>	<u>94</u>
<u>Fund and investments</u>					
Held-to-maturity financial assets - non-current	4(4) and 6	503,909	3	1,004,077	2
Financial assets carried at cost - non-current	4(5)	665,330	3	665,330	2
		<u>1,169,239</u>	<u>6</u>	<u>1,669,407</u>	<u>4</u>
<u>Fixed Assets</u>					
5(2)					
Cost:					
Land		50,700	1	11,690	-
Buildings		40,339	-	6,724	-
Computer equipment		24,365	-	56,389	-
Transportation equipment		22,409	-	22,409	-
Miscellaneous equipment		8,399	-	16,515	-
Leasehold assets		20,173	-	23,696	-
Leasehold improvements		17,979	-	18,822	-
		<u>184,364</u>	<u>1</u>	<u>156,245</u>	<u>-</u>
Less: Accumulated depreciation		(65,486)	(1)	(82,125)	-
Accumulated impairment loss	4(7)	(41,222)	-	(5,264)	-
Prepayment for equipment		5,434	-	1,742	-
		<u>83,090</u>	<u>-</u>	<u>70,598</u>	<u>-</u>
<u>Intangible Asset</u>					
Computer software costs		3,104	-	2,356	-
<u>Other Assets</u>					
Rental assets	4(7) and 5(2)	214,449	1	242,563	1
Idle assets	4(7)	9,068	-	18,328	-
Deposits-out		13,585	-	314,087	1
Overdue receivables	4(6)	38	-	4,518	-
Deferred income tax assets - non-current	4(15)	122,343	1	105,475	-
		<u>359,483</u>	<u>2</u>	<u>684,971</u>	<u>2</u>
<u>TOTAL ASSETS</u>		<u>\$ 19,740,002</u>	<u>100</u>	<u>\$44,006,595</u>	<u>100</u>

(Continued)

YUANTA SECURITIES FINANCE CO., LTD.
BALANCE SHEETS(CONTINUED)
DECEMBER 31, 2011 AND 2010
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	<u>Notes</u>	<u>2011</u>		<u>2010</u>	
		<u>AMOUNT</u>	<u>%</u>	<u>AMOUNT</u>	<u>%</u>
<u>Current Liabilities</u>					
Short-term loans	4(8)	\$ 109,000	1	\$ -	-
Short sale proceeds payable	4(6)	1,651,043	8	1,744,314	4
Other payables- related parties	5(2)	1,149	-	345,790	1
Other payables		483,406	2	563,623	1
Other financial liabilities - current	4(6) and 5(2)	1,397,834	7	1,442,129	3
Long-term liabilities - current	4(9)	2,500,000	13	2,500,000	6
Lease payable - current		5,443	-	6,894	-
Deposits-in of securities borrowing & lending	4(6) and 5(2)	1,937,147	10	2,199,709	5
		<u>8,085,022</u>	<u>41</u>	<u>8,802,459</u>	<u>20</u>
<u>Long-term Liabilities</u>					
Bonds payable (Note)	4(9)	-	-	2,500,000	6
Lease payable - non-current		3,378	-	4,654	-
		<u>3,378</u>	<u>-</u>	<u>2,504,654</u>	<u>6</u>
<u>Other Liabilities</u>					
Accrued pension liabilities	4 (10)	111,961	1	111,235	-
Deposits-in		1,090	-	1,681	-
Other liabilities - others		2,100	-	-	-
		<u>115,151</u>	<u>1</u>	<u>112,916</u>	<u>-</u>
<u>Total liabilities</u>		<u>8,203,551</u>	<u>42</u>	<u>11,420,029</u>	<u>26</u>
<u>SHAREHOLDERS' EQUITY</u>					
<u>Capital stock</u>					
Common stock	4(11)	6,000,000	30	22,500,000	51
<u>Capital reserve</u>					
Additional paid-in capital	4(12)	3,326,271	17	3,923,806	9
Stock options		-	-	170	-
Others		2,030	-	2,030	-
<u>Retained earnings</u>					
Legal reserve	4(13)	1,541,351	8	4,184,282	10
Unappropriated earnings		764,442	4	1,856,897	4
Unrealized gain (loss) on financial instruments	4(3)	(97,643)	(1)	119,381	-
<u>Total Shareholders' Equity</u>		<u>11,536,451</u>	<u>58</u>	<u>32,586,566</u>	<u>74</u>
<u>Commitments</u>					
	7				
<u>Other Disclosure Items</u>					
	11				
<u>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</u>		<u>\$ 19,740,002</u>	<u>100</u>	<u>\$ 44,006,595</u>	<u>100</u>

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

See report of independent accountants dated February 29, 2012.

YUANTA SECURITIES FINANCE CO., LTD.
STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS,
EXCEPT EARNINGS PER SHARE AMOUNT)

	Notes	2011		2010	
		Amount	%	Amount	%
Operating revenues					
Interest revenue		\$ 1,320,262	91	\$ 3,274,960	84
Other operating revenue	5(2)	135,918	9	608,469	16
		<u>1,456,180</u>	<u>100</u>	<u>3,883,429</u>	<u>100</u>
Operating cost					
Interest expense		(99,718)	(7)	(197,426)	(5)
Other operating costs	5(2)	(397,133)	(27)	(1,462,904)	(38)
		<u>(496,851)</u>	<u>(34)</u>	<u>(1,660,330)</u>	<u>(43)</u>
Gross profit		959,329	66	2,223,099	57
Operating expenses	4(17) and 5(2)	(290,257)	(20)	(389,485)	(10)
Operating income		<u>669,072</u>	<u>46</u>	<u>1,833,614</u>	<u>47</u>
Non-operating revenue and income					
Interest income	5(2)	29,644	2	69,317	2
Dividend income		106,536	7	160,265	4
Gain on disposal of investments	4(2) and (3)	105,861	7	318,256	8
Foreign exchange gain		3	-	-	-
Rental income	5(2)	4,940	1	9,442	1
Other income		3,796	-	279,768	7
		<u>250,780</u>	<u>17</u>	<u>837,048</u>	<u>22</u>
Non-operating expenses and losses					
Loss on disposal of fixed assets		(2,105)	-	(1,101)	-
Impairment loss	4(3) and (7)	-	-	(402,178)	(10)
Loss on valuation of financial assets	4(2)	(16,170)	(1)	(6,699)	-
Miscellaneous expenses		(3,370)	-	(69,824)	(2)
		<u>(21,645)</u>	<u>(1)</u>	<u>(479,802)</u>	<u>(12)</u>
Income before income tax		898,207	62	2,190,860	57
Income tax expense	4(15)	(133,765)	(9)	(333,963)	(9)
Net income		<u>\$ 764,442</u>	<u>53</u>	<u>\$ 1,856,897</u>	<u>48</u>
Basic earnings per share (expressed in New Taiwan dollars)					
		Before income tax	After income tax	Before income tax	After income tax
Net income	4(16)	\$ 0.88	\$ 0.75	\$ 0.60	\$ 0.51

The accompanying notes are an integral part of these financial statements.
See report of independent accountants dated February 29, 2012.

YUANTA SECURITIES FINANCE CO., LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Common Stock	Retained Earnings			Unappropriated Earnings	Unrealized Gain (Loss) on Market Value Decline of Long-term Equity Investments	Total
		Additional Paid-in Capital	Legal Reserve	Special Reserve			
Balance as of January 1, 2010	\$ 16,500,000	\$ 5,525,693	\$ 8,040,172	\$ 290,410	\$ 1,813,699	\$ 37,055	\$ 32,207,029
Appropriation of 2009 earnings (Note 1)	-	-	-	-	-	-	-
Legal reserve	-	-	544,110	-	544,110	-	-
Special reserve	-	-	-	290,410	290,410	-	-
Cash dividends	-	-	-	-	1,559,999	-	(1,559,999)
Treasury stock transferred to employees	-	313	-	-	-	-	313
Capital infusion by additional paid-in capital	6,000,000	(1,600,000)	4,400,000	-	-	-	-
Unrealized gain on financial instruments	-	-	-	-	-	82,326	82,326
Net income for 2010	-	-	-	-	1,856,897	-	1,856,897
Balance as of December 31, 2010	\$ 22,500,000	\$ 3,926,006	\$ 4,184,282	\$ -	\$ 1,856,897	\$ 119,381	\$ 32,586,566
Balance as of January 1, 2011	\$ 22,500,000	\$ 3,926,006	\$ 4,184,282	\$ -	\$ 1,856,897	\$ 119,381	\$ 32,586,566
Appropriation of 2010 earnings (Note 2)	-	-	-	-	-	-	-
Legal reserve	-	-	557,069	-	557,069	-	-
Cash dividends	-	-	-	-	1,299,828	-	(1,299,828)
Treasury stock transferred to employees	-	2,295	-	-	-	-	2,295
Capital infusion by additional paid-in capital	3,800,000	(600,000)	3,200,000	-	-	-	-
Capital reduction	(20,300,000)	-	-	-	-	-	(20,300,000)
Unrealized loss on financial instruments	-	-	-	-	-	217,024	(217,024)
Net income for 2011	-	-	-	-	764,442	-	764,442
Balance as of December 31, 2011	\$ 6,000,000	\$ 3,328,301	\$ 1,541,351	\$ -	\$ 764,442	\$ 97,643	\$ 11,536,451

Note 1: Employees' bonus of \$3,120 for the year ended December 31, 2009 have been eliminated in the statement of income.

Note 2: Employees' bonus of \$4,159 for the year ended December 31, 2010 have been eliminated in the statement of income.

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

See report of independent accountants dated February 29, 2012.

YUANTA SECURITIES FINANCE CO., LTD.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	2011	2010
<u>Cash flows from operating activities:</u>		
Net income	\$ 764,442	\$ 1,856,897
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Expense on stock options	1,704	278
Depreciation (including rental assets and idle assets)	24,537	26,292
Amortization of bonds discount	312	319
Amortization of intangible assets	1,269	1,981
Recovery of allowance for doubtful accounts	(3,325)	(158,090)
Loss (gain) on valuation of financial assets	16,170	6,699
Impairment loss on non-financial assets	-	216,916
Impairment loss on valuation of financial assets	-	185,262
Loss on disposal of fixed assets	2,105	1,101
Changes in Assets / Liabilities:		
Financial assets at fair value through profit or loss - current	2,398,726	(618,671)
Margin loans	10,324,326	(12,904,864)
Other receivables	244,758	(849,289)
Prepayments	16	(16)
Deferred income tax assets- non-current	(16,868)	(30,747)
Short sale proceeds payable	(93,271)	(1,303,388)
Stock deposits	(44,295)	(1,069,597)
Other payables	(424,267)	(238,895)
Deposits-in of securities borrowing & lending	(262,562)	(5,034,665)
Accrued pension liabilities	726	872
Other liabilities - others	2,100	-
Net cash provided by (used in) operating activities	12,936,603	(19,911,605)
<u>Cash flows from investing activities:</u>		
Transfer of the rights of claim on margin loans and short sales	-	34,186,074
Decrease in held-to-maturity financial assets - non-current	3,002	928,975
Decrease (increase) in available-for-sale financial assets	893,148	(531,271)
Acquisition of fixed assets and non-operating assets	(13,504)	(15,949)
Proceeds from disposal of fixed assets	9,727	8,321
Decrease (increase) in deposits-out	300,502	(940,857)
Net cash provided by investing activities	1,192,875	33,635,293
<u>Cash flows from financing activities:</u>		
Increase in short-term loans	109,000	-
Decrease in corporate bond payable	(2,500,000)	(2,500,000)
Decrease in lease payables	(2,727)	(1,291)
Decrease in deposits-in	(591)	(1,672)
Payment of cash dividends	(1,299,828)	(1,559,999)
Capital reduction by cash	(20,300,000)	-
Net cash used in financing activities	(23,994,146)	(4,062,962)
Net (decrease) increase in cash and cash equivalents	(9,864,668)	9,660,726
Cash and cash equivalents at beginning of year	10,278,619	617,893
Cash and cash equivalents at end of year	\$ 413,951	\$ 10,278,619
<u>Supplemental disclosure of cash flow information:</u>		
Cash payment for interest	\$ 130,967	\$ 231,538
Cash payment for income tax	\$ 130,131	\$ 352,672

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

See report of independent accountants dated February 29, 2012.

YUANTA SECURITIES FINANCE CO., LTD.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS,
EXCEPT AS OTHERWISE INDICATED)

1. HISTORY AND ORGANIZATION

- 1) Subsequent to approval from the government of the Republic of China (ROC), Yuanta Securities Finance Co., Ltd. (the Company), formerly Fuhwa Securities Finance Co., Ltd., was established on January 17, 1980, and commenced operations on April 21, 1980. The Company listed its stock on the Taiwan Stock Exchange (TSE) on November 25, 1994. According to the Financial Holding Company Act, the Company and Yuanta Securities Co., Ltd. made an application to establish Yuanta Financial Holding Co., Ltd. (Yuanta Financial Holding) as the listed company on the TSE through share exchanges on February 4, 2002. The Company's stock was unlisted on the same day. As of December 31, 2011, the Company had 67 employees.
- 2) The Company is primarily engaged in providing pecuniary and securities financing facilities for the trading of listed securities, refinancing to securities firms, financing of cash capital increase and underwriting and subscription, offering loans to securities firms for dealing with underwriting, financing of securities settlement, borrowing or lending securities, and other businesses as approved by the authorities.
- 3) The Company's parent company is Yuanta Financial Holding Co., Ltd.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements are prepared in accordance with the "Rules Governing the Preparation of Financial Reports by Securities Firms" and generally accepted accounting principles in the Republic of China. The Company's significant accounting policies are described below:

1) Foreign currency transactions

- A. Transactions denominated in foreign currencies are translated into functional currency at the spot exchange rates prevailing at the transaction dates.
- B. Receivables, other monetary assets and liabilities denominated in foreign currencies are translated at the spot exchange rates prevailing at the balance sheet date. Exchange gains or losses are recognized in profit or loss.
- C. When a gain or loss on a non-monetary item is recognized directly in equity, any exchange component of that gain or loss shall be recognized directly in equity. Conversely, when a gain or loss on a non-monetary item is recognized in profit or loss, any exchange component

of that gain or loss shall be recognized in profit or loss. However, non-monetary items that are measured on a historical cost basis are translated using the exchange rate at the date of the transaction.

2) Classification of current and non-current assets and liabilities

A. Assets that meet one of the following criteria are classified as current assets; otherwise they are classified as non-current assets:

- a) Assets arising from operating activities that are expected to be realized or consumed, or are intended to be sold within the normal operating cycle;
- b) Assets held mainly for trading purposes;
- c) Assets that are expected to be realized within twelve months from the balance sheet date; and
- d) Cash and cash equivalents, excluding restricted cash and cash equivalents and those that are to be exchanged or used to pay off liabilities more than twelve months after the balance sheet date.

B. Liabilities that meet one of the following criteria are classified as current liabilities; otherwise they are classified as non-current liabilities:

- a) Liabilities arising from operating activities that are expected to be paid off within the normal operating cycle;
- b) Liabilities arising mainly from trading activities;
- c) Liabilities that are to be paid off within twelve months from the balance sheet date; and
- d) Liabilities for which the repayment date cannot be extended unconditionally to more than twelve months after the balance sheet date.

3) Financial assets and financial liabilities at fair value through profit or loss

A. Financial assets and financial liabilities at fair value through profit or loss are recognized and derecognized using trade date accounting while bond transactions are accounted for using settlement date accounting at fair value.

B. These financial instruments are subsequently remeasured and stated at fair value, and the gain or loss is recognized in profit or loss. The fair value of listed stocks, OTC stocks and closed-end mutual funds is based on the closing prices at the balance sheet date. The fair value of open-end mutual funds is based on the net asset value at the balance sheet date. The fair value of delisted (TSE and OTC) stocks and emerging stocks are based on the cost at the balance sheet date when the Company has no ability to exercise significant influence.

4) Available-for-sale financial assets

A. Equity securities and beneficiary certificates are accounted for using trade date accounting while debt securities are accounted for using settlement date accounting at fair value.

B. The financial assets are remeasured and stated at fair value or fundamental value derived

from a model evaluation and the gain or loss is recognized in equity. The fair value of listed stocks, OTC stocks, closed-end mutual funds and beneficiary certificates is determined based on the closing prices at the balance sheet date. The fair value of open-end mutual funds is based on the net asset value at the balance sheet date. The fair value of delisted (TSE and OTC) stocks and emerging stocks is based on the cost at the balance sheet date when the Company has no ability to exercise significant influence.

- C. If there is any objective evidence that the financial asset is impaired, a loss is recognized. Subsequent recovery of fair value is recognized in equity. Recovery of fair value of debt instruments is recognized in current operations.

5) Held-to-maturity financial assets

- A. Held-to-maturity financial assets are accounted for using settlement date accounting, and are stated initially at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.
- B. These financial assets are carried at amortized cost.
- C. If there is any objective evidence that the financial asset is impaired, a loss is recognized. Subsequent recovery of fair value is recognized in equity. Recovery of fair value of debt instruments is recognized in current operations.

6) Financial assets carried at cost

- A. Financial assets carried at cost are accounted for using trade date accounting, and are stated initially at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.
- B. If there is an indication of impairment, impairment loss should be recognized in profit or loss. Such impairment loss should not be reversed when the fair values of the asset subsequently increases.

7) Pecuniary, securities financing and securities borrowing & lending

- A. According to the Rules Governing Securities Finance Enterprises (RGSFE), margin loans primarily represent pecuniary financing to investors or refinancing to securities firms. Such loans are secured by the securities purchased by the investors, and the Company records these securities at par value under the memorandum accounts "securities held for collateral" and "liability for holding collateral securities", and are not included in the balance sheets.
- B. According to Article 10 of the RGSFE, margin loan investors must pay a certain percentage of the related stock market price themselves.
- C. Short sale stock loans represent securities financing effected by lending securities in custody that are received from margin loans, guarantee effects or borrowed securities. When the securities are lent to investors, the Company records the par value of the securities lent under the memorandum account "short sale stock loans". Additionally, according to Article 10 of

the RGSFE, the investors need to deposit an amount equal to a certain percentage of the proceeds from short sale stock financing as collateral with the Company. The proceeds are accounted for as "stock deposits". The Company deals with these securities at par value under the memorandum account "guarantee effects". The proceeds from sale of securities loaned, less any dealer's commission, financing commission and securities exchange tax, are held by the Company as collateral and recorded under "short sale proceeds payable".

- D. In accordance with SFC Ruling (88) Tai Tsai Cheng (4) No. 03452, when the securities financed by borrowers cease trading, or are delisted from the stock market, or are securities of the borrowers' credit accounts which are unable to be disposed of, the margin loans resulting from the securities financing will be recorded as "other receivables" or "overdue receivables" according to the result of negotiation or collection. Due to the insufficient margin percentage as collateral for a fall in stock price, the uncovered balance of the margin loan after disposing of the respective stocks was recorded as "overdue receivables".
- E. "Stock short sales" means investor borrowing stocks from a lender who owns the stocks, with the promise that the investor will return them later to the lender with same kind and same quantity of stocks. When stocks are borrowed, the Company records the par value of the borrowed stocks under the memorandum account "borrowed stocks". If the Company pays guarantee deposits for borrowing, it records "refundable guarantee deposits"; or if it provides collaterals with value equal to the stocks borrowed, it records the par value of the collaterals under the memorandum account "refundable collaterals". When stocks are lent, the Company records the par value of the lent stocks under the memorandum account "stock short sales". If the Company receives guarantee deposits for lending, it records "guarantee deposits received"; or if it receives collaterals with value equal to the stocks lent, it records the par value of the collaterals under the memorandum account "collaterals received".

8) Margin loans and other receivables

- A. Margin loans are claims resulting from the credit transactions. Other receivables are receivables other than margin loans. Margin loans and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.
- B. The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A provision for impairment of financial asset is established when there is objective evidence that it is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the fair value of the asset subsequently increases and the increase can be objectively related to an event occurring after the impairment loss being recognized in profit or loss, the impairment loss shall be reversed to the extent of the loss previously recognized in profit or

loss. Such recovery of impairment loss shall not make the asset's carrying amount greater than its amortized cost without impairment loss being recognized. The recoveries of amounts are recognized in profit or loss.

9) Fixed assets, rental assets, and idle assets

- A. Fixed and rental assets are stated at cost. Interest incurred required to complete and prepare the asset for its intended use is capitalized.
- B. Depreciation is provided using the straight-line method based on the estimated economic useful lives of the assets plus one year as residual value. The estimated useful lives of major fixed assets range from 3~5 years, except for buildings which is 5~55 years.
- C. Major renewals and improvements are capitalized and depreciated accordingly. Maintenance and repairs are expensed when incurred.
- D. The rental payments on capital lease should be capitalized as leased assets and a lease liability should be recognized. All capital leased property should be depreciated. If the lease contract contains a bargain purchase option or allows the transfer of ownership at the end of the term, then the depreciation should be determined based on the leased property's useful economic life. Otherwise, the lease term is used. If the Company sells its property to others and immediately leases it back, the gain or loss resulting from the sale of leased property should be deferred using the "unearned gain or loss on sales-leaseback" account. The amortization of the unearned gain or loss on sales-leaseback depends on the nature of the lease. If the fair value of the leased property is smaller than its book value on disposal, then the Company should recognize the difference between the fair value and the book value as a loss in the current period.
- E. Fixed assets which are not used for operations are recorded as idle assets or leased assets based on the lower of net realizable value or book value, and any loss is recorded as non-operating expense.

10) Intangible assets

Intangible assets consist of computer software costs which are stated at cost and amortized over the estimated useful life of 3~5 years using the straight-line method.

11) Impairment of non-financial assets

The Company recognizes impairment loss when there is indication that the recoverable amount of an asset is less than its carrying amount. The recoverable amount is the higher of the fair value less costs to sell and value in use. When the impairment no longer exists, the impairment loss recognized in prior years shall be recovered.

12) Bonds payable

- A. The difference between the issue price and face value of convertible corporate bonds is accounted for as premium or discount which is required to be amortized over the period

from the date of issuance to maturity date using the interest method and is recorded as “interest expense”.

B. Significant differences between redemption and the book value are recognized as extraordinary gain or loss.

13) Pension plan

Under the defined benefit pension plan, net periodic pension costs are recognized in accordance with the actuarial calculations. Net periodic pension costs include service cost, interest cost, expected return on plan assets, and amortization of unrecognized net transition obligation and gains or losses on plan assets. Under the defined contribution pension plan, net periodic pension costs are recognized as incurred.

14) Income tax

A. Provision for income tax includes deferred income tax resulting from temporary differences, investment tax credits and loss carryforward. Valuation allowance on deferred tax assets is provided to the extent that it is more likely than not that the tax benefit will not be realized. Over or under provision of prior years’ income tax liabilities is included in current year’s income tax.

B. The additional 10% income tax on undistributed earnings of the Company is recognized as tax expense in the year the stockholders approve a resolution to retain the earnings.

C. From the year of 2003, according to Article 49 of the Financial Holding Company Act and Income Tax Act, the Company elects its parent company, Yuanta Financial Holding Co., Ltd., as the taxpayer to file the consolidated profit-seeking enterprise income tax returns. In addition to the consolidated income tax returns, the Company has to compute its income tax on an individual filing basis pursuant to R.O.C. SFAS No. 22, “Accounting for Income Taxes”, and records the tax receipts and tax payments arising from the consolidated income tax returns in the current period’s deferred income tax assets (liabilities), income tax payable (income tax refundable) and other receivables (payables) - affiliates of the Company’s financial statements.

15) Earnings per share

A. Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the year after taking into consideration the retroactive effect of stock dividends and capital reserve capitalized.

B. The Company adopted the amended R.O.C. SFAS No. 24 “Earnings Per Share”, which requires the calculation of earnings per share by disclosing basic and diluted earnings per share if there are potential common stocks.

16) Share-based payment — employee compensation plan

In accordance with the “Regulations Governing The Transfer Of The Company’s Shares

Which Were Bought Back By The Company To Employees” as prescribed by the Company’s parent company - Yuanta Financial Holding Co., Ltd, all regular employees of the Company are entitled to parent company stock options. For treasury stocks of parent company reissued to employees as compensation, compensation cost is recognized using the fair value method, in accordance with EITF 96-266, “Accounting for Transfer Of Enterprise’s Treasury Stocks To Employees”, dated October 12, 2007, as prescribed by the R.O.C. Accounting Research and Development Foundation. The cost of the services received during the vesting period is measured based on the option pricing model at the grant date, and is amortized as payroll expenses during that period.

17) Employees’ bonus and directors’ and supervisors’ remuneration

Effective January 1, 2008, pursuant to EITF 96-052 of the Accounting Research and Development Foundation, R.O.C., dated March 16, 2007, “Accounting for Employees’ Bonus and Directors’ and Supervisors’ Remuneration”, the costs of employees’ bonus and directors’ and supervisors’ remuneration are accounted for as expenses and liabilities, provided that such a recognition is required under legal or constructive obligation and those amounts can be estimated reasonably. However, if the accrued amounts for employees’ bonus and directors’ and supervisors’ remuneration are significantly different from the actual distributed amounts resolved by the stockholders at their annual meeting subsequently, the difference shall be recognized as gain or loss in the year of distribution. The Company calculates the number of shares of employees’ stock bonus based on the net asset value in the latest audited financial statements.

18) Revenues, costs and expenses

Revenue is recognized when it is realized or realizable and it is earned. Cost associated with revenue is recognized as incurred and expense is recognized as incurred on an accrual basis.

19) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses during the reporting period. Actual results could differ from those assumptions and estimates.

20) Settlement date accounting

When settlement date accounting is used, any change in the fair value of the asset during the period between the trade date and the settlement date is not recognized for assets carried at cost or amortized cost. For financial assets and financial liabilities at fair value through profit or loss, the change in fair value is recognized in profit or loss. For available-for-sale financial assets, the change in fair value is recognized directly in equity.

21) Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments.

In accordance with R.O.C. SFAS No. 41, "Operating Segments", segment information is disclosed in the consolidated financial statements rather than in the separate financial statements of the Company.

3. CHANGES IN ACCOUNTING PRINCIPLES

1) Margin loans and other receivables

Effective January 1, 2011, the Company adopted the amendments to R.O.C. SFAS No. 34, "Financial Instruments: Recognition and Measurement". A provision for impairment (bad debts) of margin loans and other receivables is recognized when there is objective evidence that the receivables are impaired. This change in accounting principle had no significant effect on net income and earnings per share for the year ended December 31, 2011.

2) Operating segments

Effective January 1, 2011, the Company adopted the newly issued R.O.C. SFAS No. 41, "Operating Segments" in place of the original R.O.C. SFAS No. 20, "Segment Reporting". In accordance with such standard, the Company restated the segment information for 2010 upon the first adoption of R.O.C. SFAS No. 41. This change in accounting principle had no significant effect on net income and earnings per share for the years ended December 31, 2011 and 2010.

4. DETAILS OF SIGNIFICANT ACCOUNTS

1) CASH AND CASH EQUIVALENTS

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Petty cash	\$ 560	\$ 560
Demand deposits	7,504	7,579
Savings deposits		
- NTD	6,930	27,178
- USD	262,015	-
Fixed deposits		
- NTD	-	6,500,000
- USD	136,942	-
	<u>413,951</u>	<u>6,535,317</u>
Cash equivalents - Repurchase agreement	-	3,743,302
	<u>\$ 413,951</u>	<u>\$ 10,278,619</u>

2) FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS - CURRENT

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Financial assets held for trading:		
<u>Equity instruments</u>		
Listed stocks	\$ -	\$ 178,616
Adjustment of listed stocks	-	2,304
	<u>-</u>	<u>180,920</u>
Beneficiary certificates	620,015	2,840,125
Adjustment of beneficiary certificates	2,483	16,350
	<u>622,498</u>	<u>2,856,475</u>
	<u>\$ 622,498</u>	<u>\$ 3,037,395</u>

For the years ended December 31, 2011 and 2010, net gain (loss) on related financial assets were as follows:

	<u>For the years ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Realized (loss) gain on disposal:		
Beneficiary certificates	(\$ 7,674)	\$ 18,015
Equity instruments	(60,960)	14,413
	<u>(\$ 68,634)</u>	<u>\$ 32,428</u>

	<u>For the years ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Unrealized (loss) gain on disposal:		
Beneficiary certificates	(\$ 13,866)	(\$ 9,003)
Equity instruments	(2,304)	2,304
	<u>(\$ 16,170)</u>	<u>\$ 6,699</u>

3) AVAILABLE-FOR-SALE FINANCIAL ASSETS – CURRENT

	<u>For the years ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Listed stocks	\$ 555,295	\$ 1,435,973
Beneficiary securities	469,281	481,751
Subtotal	1,024,576	1,917,724
Adjustments	(97,643)	119,381
Accumulated impairment loss	(394,155)	(394,155)
	<u>\$ 532,778</u>	<u>\$ 1,642,950</u>

A. For the years ended December 31, 2011 and 2010, net gain on related financial assets were as follows:

	<u>For the years ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Realized gain on disposal:		
Listed (TSE and OTC) stocks	<u>\$ 174,495</u>	<u>\$ 285,828</u>

B. In 2010, due to the impairment on beneficiary securities, the Company recognized impairment loss of \$185,262 after the related assessment of collectibility.

4) HELD-TO-MATURITY FINANCIAL ASSETS

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Current items:		
Financial debentures	\$ 100,501	\$ -
Government bonds	399,355	3,002
	<u>\$ 499,856</u>	<u>\$ 3,002</u>
Noncurrent items:		
Financial debentures	\$ -	\$ 101,765
Government bonds	503,909	902,312
	<u>\$ 503,909</u>	<u>\$ 1,004,077</u>

A. In 2011 and 2010, the effective interest rates of the bonds held by the Company was both between 1.1805%~2.681%.

B. According to the RGSFE, a securities finance company should deposit an amount of cash, government bonds, financial debenture or bank guaranteed corporate bond in the Central Bank of China (CBC) which is equal to or exceeds 5% of its capital. For the amounts of securities financing deposits, please refer to Note 6 for details.

5) FINANCIAL ASSETS CARRIED AT COST – NONCURRENT

	December 31,	
	2011	2010
Unlisted stocks	\$ 665,330	\$ 665,330

These financial assets were recorded at cost as there is no public quote in an active market and their fair values are not reliably measurable.

6) MARGIN LOANS, SHORT SALE STOCK LOANS AND SECURITIES BORROWING & LENDING

	December 31,	
	2011	2010
Margin loans	\$ 15,578,389	\$ 25,895,590
Less : allowance for doubtful accounts	(1,030)	(1,711)
	<u>\$ 15,577,359</u>	<u>\$ 25,893,879</u>
Accounts payable	<u>\$ 1,651,043</u>	<u>\$ 1,744,314</u>

- A. The percentages of margin loans for listed stocks were 60% (TSE) and 50% (OTC) in 2011 and 2010, respectively. Interest rates for pecuniary financing to securities firms and investors ranged from 5.975% to 6.35% and 5.975% per annum in 2011 and 2010, respectively.
- B. The stipulated percentage of deposits from the proceeds of short sale stock financing was 90% in both 2011 and 2010. The interest rates on the short sale proceeds payable and stock deposits were 0.1%~0.2% and 0.1% per annum in 2011 and 2010, respectively.
- C. The stipulated percentage of deposits from securities lending business (shown in “deposits from securities lending business”) was 140% in both 2011 and 2010. The interest rate on the interest payable for such deposits was 0.1%~0.2% and 0.1% per annum in 2011 and 2010, respectively.
- D. Due to the insufficient margin percentage for collateral from a decrease in stock price, the uncovered balance of the margin loans by disposing of the respective stocks was recorded as overdue receivables. As of December 31, 2011 and 2010, the overdue receivables of pecuniary and securities financing transactions were as follows:

	December 31,	
	2011	2010
Overdue receivables	\$ 75	\$ 9,035
Less: allowance for bad debts	(37)	(4,517)
	<u>\$ 38</u>	<u>\$ 4,518</u>

E. The memorandum accounts for pecuniary and securities financing transactions are summarized as follows:

<u>Memorandum Account</u>	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Securities held for collateral	\$ 10,684,236	\$ 13,812,272
Short sale stock loans	<u>660,860</u>	<u>751,180</u>
	<u>\$ 11,345,096</u>	<u>\$ 14,563,452</u>
Liabilities for holding collateral securities	\$ 10,406,176	\$ 14,258,428
Guarantee effects	920,640	303,854
Securities borrowed	<u>18,280</u>	<u>1,170</u>
	<u>\$ 11,345,096</u>	<u>\$ 14,563,452</u>

F. The approximate market values of the aforementioned memorandum accounts were as follow:

<u>Memorandum Account</u>	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Securities held for collateral	\$ 21,039,878	\$ 41,167,286
Short sale stock loans	<u>3,047,295</u>	<u>3,585,869</u>
	<u>\$ 24,087,173</u>	<u>\$ 44,753,155</u>
Liabilities for holding collateral securities	\$ 22,592,892	\$ 44,279,232
Guarantee effects	1,440,501	471,645
Securities borrowed	<u>53,780</u>	<u>2,278</u>
	<u>\$ 24,087,173</u>	<u>\$ 44,753,155</u>

G. The Company had transferred the claim of the margin loans and short sales stock loans to Yuanta Securities Co. Ltd. on October 18, 2010. Please refer to Note 5(2) for details.

7) IMPAIRMENT OF NON-FINANCIAL ASSETS

Changes in accumulated impairment for the years ended December 31, 2011 and 2010 were as follows:

Non-financial asset impairment

Details are set forth below:

For the year ended December 31, 2011					
	Beginning balance	Additions	Transfers	Sales	Ending balance
1.Fixed assets					
Land	\$ 4,906	\$ -	\$ 26,980	\$ -	\$ 31,886
Buildings	358	-	8,978	-	9,336
Total	<u>\$ 5,264</u>	<u>\$ -</u>	<u>\$ 35,958</u>	<u>\$ -</u>	<u>\$ 41,222</u>
2.Rental assets					
Land	\$ 154,865	\$ -	(\$ 26,980)	\$ -	\$ 127,885
Buildings	62,051	-	(8,978)	-	53,073
Total	<u>\$ 216,916</u>	<u>\$ -</u>	<u>(\$ 35,958)</u>	<u>\$ -</u>	<u>\$ 180,958</u>
3.Idle assets					
Land	\$ 16,957	\$ -	(\$ 8,478)	\$ -	\$ 8,479
Buildings	1,236	-	(619)	-	617
Total	<u>\$ 18,193</u>	<u>\$ -</u>	<u>(9,097)</u>	<u>\$ -</u>	<u>\$ 9,096</u>
4.Non-current assets held for sale	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,097</u>	<u>(\$ 9,097)</u>	<u>\$ -</u>

For the year ended December 31, 2010					
	Beginning balance	Additions	Transfers	Sales	Ending balance
1.Fixed assets					
Land	\$ -	\$ -	\$ 4,906	\$ -	\$ 4,906
Buildings	-	-	358	-	358
Total	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,264</u>	<u>\$ -</u>	<u>\$ 5,264</u>
2.Rental assets					
Land	\$ -	\$ 154,865	\$ -	\$ -	\$ 154,865
Buildings	-	62,051	-	-	62,051
Total	<u>\$ -</u>	<u>\$ 216,916</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 216,916</u>
3.Idle assets					
Land	\$ 27,936	\$ -	(\$ 10,979)	\$ -	\$ 16,957
Buildings	2,037	-	(801)	-	1,236
Total	<u>\$ 29,973</u>	<u>\$ -</u>	<u>(\$ 11,780)</u>	<u>\$ -</u>	<u>\$ 18,193</u>
4.Non-current assets held for sale	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,516</u>	<u>(\$ 6,516)</u>	<u>\$ -</u>

8) SHORT-TERM LOANS

	December 31,	
	2011	2010
Unsecured loans	\$ 109,000	\$ -
Annual interest rates	0.095%	-

In accordance with Article 4 of the “Regulations Governing the Central Bank of the Republic of China (Taiwan) Administration of Accommodations Extended by Banks to Securities Finance Companies or Securities Firms”, the total capital borrowed by a securities finance company from all banks should not exceed 6 times a securities finance company’s net assets value, and a securities finance company’s total liabilities should not exceed 11.5 times its net assets value.

9) BOND PAYABLE

	December 31,	
	2011	2010
Bonds payable	\$ 2,500,000	\$ 5,000,000
Less: current prortion	(2,500,000)	(2,500,000)
	\$ -	\$ 2,500,000

The Company issued domestic unsecured ordinary corporate bonds on May 30, 2007. The significant terms of the bonds are summarized as follows:

- A. Total issue amount: Two types of bonds, A and B, totaling \$7,500,000, with different issue periods.
- B. Issuance price: At par value of \$1,000 per bond.
- C. Interest rate: The annual interest rates on A-type and B-type bonds are fixed at 2.05% and 2.13%, respectively.
- D. Repayment of bonds: The principal of A-type bonds will be repaid in lump sum at maturity; 50% and 50% repayments of B-type bonds principal will be made in the fourth and fifth years after the issuance date.
- E. Life of bonds: Time limit for issuance of A-type bonds is three years, and time limit for issuance of B-type bonds is five years.
- F. Payment of interests: Payments of interests are made annually after issuance of bonds based on the designated interest rates and simple interest calculation. Interests are accrued for each \$1,000,000 of bonds and are rounded off.

10) PENSION PLAN

The Company has a defined benefit pension plan in accordance with the Labor Standard Law (the “Law”), covering all regular employees’ service years prior to the enforcement of the Labor Pension Act on July 1, 2005 and service years thereafter of employees who chose to continue to be subject to the pension mechanism under the Law. The Company provides benefits based on an employees’ length of service and average salary or wage of the last 6 months prior to retirement. Two units are accrued for each year of service for the first 15 years and one unit for each additional year of service thereafter, with a maximum of 61 units. The Company contributes monthly an amount equal to 8% of employees’ monthly base salaries and wages to an independent fund with the Bank of Taiwan, the trustee.

The following sets forth the pension information based on the actuarial report:

1. Actuarial assumptions for 2011 and 2010: discount rate of 1.90% and 1.75%, expected return rate on plan assets of 1.90% and 1.75% and rate of compensation both increase by 2.5%. Under the actuarial method, unrealized transition asset is amortized over 15 years.

2. The reconciliation of the plan funded status:

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Benefit obligation		
Vested benefit obligation	(\$ 121,352)	(\$ 109,427)
Non-vested benefit obligation	(693)	(1,403)
Accumulated benefit obligation	(122,045)	(110,830)
Additional benefit based on future salaries	(32,686)	(32,866)
Projected benefit obligation	(154,731)	(143,696)
Fair value of plan assets	<u>24,287</u>	<u>22,166</u>
Funded status	(130,444)	(121,530)
Unrecognized pension loss	<u>18,483</u>	<u>10,295</u>
Accrued pension liabilities	(\$ 111,961)	(\$ 111,235)
Vested benefit	<u>\$ 147,669</u>	<u>\$ 132,934</u>

3. The net periodic pension cost is as follows:

	<u>For the years ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Service cost	\$ 4,117	\$ 3,992
Interest cost	2,515	2,975
Actual return on plan assets	(388)	(367)
Net periodic pension cost	<u>\$ 6,244</u>	<u>\$ 6,600</u>

Effective July 1, 2005, the Company established the defined contribution plan for employees with R.O.C nationality. The employees have the option to participate in the New Plan. Under the New Plan, the Company contributes monthly an amount not less than 6% of employees' salaries to the employees' personal pension accounts with the "Bureau of Labor Insurance". Benefits accrued under the New Plan are portable upon termination of employment. The total pension expenses amounted to \$2,171 and \$2,198 under the New Plan for the years ended December 31, 2011 and 2010, respectively.

11) COMMON STOCK (Par value per share is expressed in New Taiwan Dollars)

- A. The Board of Directors (acting on behalf of the stockholders) of the Company on August 30, 2011 resolved to reduce the capital of \$3,800,000. The capital reduction has been approved by the competent authorities on October 12, 2011, and the effective date of reduction was set on November 25, 2011. The capital reduction had been registered.
- B. In accordance with the resolution adopted by the Board of Directors (acting on behalf of the stockholders) on April 26, 2011, the Company decided to capitalize profit appropriation of \$3,200,000 and capital reserve of \$600,000. The capitalization has been approved by the competent authorities and had been registered.
- C. The Board of Directors (acting on behalf of the stockholders) of the Company on November 23, 2010 resolved to reduce the capital of \$16,500,000. The capital reduction has been approved by the competent authorities on January 10, 2011, and the effective date of reduction was set on January 11, 2011.
- D. In accordance with the resolution adopted by the Board of Directors (acting on behalf of the stockholders) on October 26, 2011, the Company decided to capitalize profit appropriation of \$4,400,000 and capital reserve of \$1,600,000. The capitalization had been approved by the competent authorities and had been registered.
- E. As of December 31, 2011 and 2010, the Company's authorized capital was both \$22,500,000. The Company's outstanding common stocks were 600,000 thousand shares, including 280,000 thousand and 2,250,000 thousand shares, including 1,050,000 thousand which were raised through the private placement as of December 31, 2011 and 2010, respectively, with a par value of \$10 (in dollars) per share.

12) CAPITAL RESERVE

- A. Under the revised Company Law, up to 10% of the total amount of capital reserve may be used to cover accumulated deficit except for the paid-in capital in excess of par from the issuance of common stock and treasury stock which may be used to increase capital provided the amount to be capitalized does not exceed 10% of the balance.
- B. For the related explanations regarding additional paid-in capital – stock option, please refer to Note 4(14).

13) RETAINED EARNINGS

- A. Under the Company's Articles of Incorporation, the current year's earnings, if any, shall first be used to pay all taxes and offset prior year's operating losses and then 30% of the remaining amount shall be set aside as legal reserve, and special reserve shall be set aside according to relevant regulations. Appropriation of the remainder shall be proposed by the Board of Directors and resolved by the stockholders. The bonus distributed to the employees and remuneration paid to the directors and supervisors should account for 0% and 0.1%~0.5%, respectively, of the total distributed amount.
- B. Beginning in 1994, the Company retained 30% of its annual net income as legal reserve as per Ministry of Finance regulations. This reserve can only be used to offset any accumulated deficit or be transferred to share capital. The reserve cannot be used to distribute cash dividends.
- C. Pursuant to the Jin-Guan-Zheng (1) Letter No. 0950000507, effective January 1, 2007 of the Financial Supervisory Commission, Executive Yuan, in relation to the appropriation of the preceding year's earnings, a public company shall set aside an amount of special reserve which is equal to the amount of "unrealized loss on financial instruments" under the stockholders' equity.
- D. The Board of Directors (acting on behalf of the stockholders) of the Company on April 26, 2011 and March 30, 2010 resolved to appropriate the employees' bonus and remunerations of 2010 and 2009, respectively. The details are as follows:

	2010		2009	
	Amount	Dividends per share (in dollars)	Amount	Dividends per share (in dollars)
Legal reserve	\$ 557,069	\$ -	\$ 544,110	\$ -
Special reserve	-	-	(290,410)	-
Cash dividends	1,299,828	2.16	1,559,999	0.95

The resolution, when adopted by the Board of Directors and shareholders will be available on the website of the "Market Observation Post System" of the Taiwan Stock Exchange Corporation.

E. The appropriation of the Company's 2011 earnings as proposed by the Board of Directors on February 29, 2012 is as follows:

	<u>2011</u>	
	<u>Amount</u>	<u>Dividends per share (in dollars)</u>
Legal reserve	\$ 229,333	
Special reserve	97,643	
Cash dividends	437,466	\$ 0.73

F The estimated amount of employees' bonus for 2011 and 2010 were \$1,164 and \$4,159, respectively. This was based on a certain percentage (as prescribed by the Company's Articles of Incorporation) of net income in this year after taking into account the legal reserve and other factors. The actual distribution of employees' bonus and directors' and supervisors' remuneration of 2010 were in agreement with those amounts recognized in the 2010 financial statements.

14) SHARE-BASED PAYMENT - EMPLOYEE COMPENSATION PLAN

A. As of December 31, 2011, the Company's share-based payment transactions are set forth below:

Type of arrangement	Grant date	Quantity granted (in thousand shares)	Contract period	Vesting conditions (in years)	Actual resignation rate in the current period	Estimated future resignation rate
Treasury stock transferred to employees	2009	56,000	2009.1.21~2010.3.31	Vesting service period: 1.189 years	8.93%	8.93%
"	"	61,000	2009.1.21~2011.3.31	Vesting service period: 2.189 years	0%	0%
"	2011	294,000	2010.4.18~2010.4.29	Vesting service period: 0.030 years	0%	0%

B. Details of the employee stock options are set forth below:

	<u>December 31, 2011</u>		<u>December 31, 2010</u>	
	<u>No. of shares (shares)</u>	<u>Weighted-average exercise price (in dollars)</u>	<u>No. of shares (shares)</u>	<u>Weighted-average exercise price (in dollars)</u>
Options outstanding at beginning of year	61,000	\$ 11.89	117,000	\$ 11.89
Options offered	294,000	11.89	-	-
Options granted	(349,000)	11.89	(51,000)	11.89
Options expired	(6,000)	11.89	(5,000)	11.89
Options outstanding at end of year	<u>-</u>	<u>\$ 11.89</u>	<u>61,000</u>	<u>\$ 11.89</u>
Options exercisable at end of year	<u>-</u>		<u>-</u>	

C. For the stock options granted on or after January 1, 2009 with the compensation cost accounted for using the fair value method, their fair value on the grant date is estimated using the Black-Scholes option-pricing model. The weighted-average parameters used in the estimation of the fair value are as follows:

Type of arrangement	Grant date	Stock Price (in dollars)	Exercise Price (in dollars)	Expected price volatility	Expected vesting period (in years)	Expected dividend yield rate	Risk-free interest rate	Fair value per unit (in dollars)
Treasury stock transferred to employees	2009	\$ 12.2	\$ 11.89	59.83%	1.189	5.33%	0.74%	\$ 2.8061
"	"	"	"	53.70%	2.189	5.33%	1.09%	3.1048
"	2011	19.75	"	29.88%	0.030	4.56%	0.16%	7.8021

D. Expense on share-based payment:

	2011	2,010
Equity Transaction	\$ 1,704	\$ 278

15) INCOME TAX

A. Income tax expense and payable are reconciled as follows:

	December 31,	
	2011	2010
Consolidated income tax payable(receivable)	(\$ 4,675)	\$ 344,973
Prepaid income tax	130,131	18,518
Net effect of deferred tax assets	(16,868)	(42,043)
Tax effect of amendments of the tax laws	-	11,296
Under provision of prior year's income tax	25,177	1,219
Income tax expense - current	133,765	333,963
Retention tax (10%) on unappropriated earnings	-	-
Income tax expense	\$ 133,765	\$ 333,963

B. The temporary tax differences of deferred tax assets are as follows:

	December 31,			
Temporary differences	2011		2010	
	Amount	Tax effect	Amount	Tax effect
Non-current:				
- Deferred pension cost	\$ 171,309	\$ 29,122	\$ 167,924	\$ 28,547
- Deferred financial asset cost	98,420	16,731	-	-
- Impairment loss	457,182	77,721	458,243	77,901
- Others	327	56	1,848	314
		123,630		106,762
Valuation allowance		(1,287)		(1,287)
	\$ 122,343		\$ 105,475	

C. Imputation tax system

	December 31,	
	2011	2010
Balance of imputation credit account	\$ 31,827	\$ 64
Estimated/actual rate of imputation credit	4.16%	-

D. Unappropriated earnings recorded in the financial statements were accrued after 1998.

E. As of December 31, 2011, the Company's income tax returns through 2006 have been assessed by the Tax Authority.

F. The Tax Authority has assessed the Company an additional income tax of \$30,744. The Company did not agree with the Tax Authority's ruling and is considering filing an administrative remedy. However, based on conservatism principle, such additional tax payable has been accrued by the Company.

16) EARNINGS PER SHARE

The Company has a simple capital structure. The earnings per share for 2011 and 2010 were calculated based on the weighted-average outstanding common stock of 1,015,315 thousand shares and 3,675,000 thousand shares, respectively.

17) PERSONNEL EXPENSES, DEPRECIATION AND AMORTIZATION

The following is a summary of personnel expenses, depreciation and amortization:

Nature/ Function	For the years ended December 31,	
	2011	2010
Personnel expenses		
Salaries	\$ 113,036	\$ 140,028
Insurance	5,144	5,069
Pension	8,415	8,798
Others	7,760	9,938
Depreciation (Note)	21,859	22,116
Amortization	1,269	1,981

Note: Depreciation on rental assets for the years ended December 31, 2011 and 2010 was \$2,678 and \$4,176, respectively, and was recorded as non-operating expense.

5. RELATED PARTY TRANSACTIONS

1) Names and relationships of related parties

<u>Names of related parties</u>	<u>Relationship with the Company</u>
Yuanta Financial Holdings Co., Ltd.	Parent Company
Yuanta Securities Co., Ltd. (Yuanta Securities)	Affiliated company controlled by the Parent Company
Yuanta Commercial Bank (Y.C.B.)	Affiliated company controlled by the Parent Company
Yuanta Futures Co., Ltd.	Affiliated company controlled by the Parent Company
Fuhwa Securities Investment Trust Co., Ltd. (F.H.S.I.T. Co.)	Affiliated company controlled by the Parent Company
Yuanta Lease Co., Ltd. (Yuanta Lease)	Affiliated company controlled by the Parent Company
Yuanta Securities Investment Trust Co., Ltd.	Affiliated company controlled by the Parent Company
Yuanta International Personal Insurance Agency Co., Ltd. (Y.I.P.I.A. Co.)	Affiliated company controlled by the Parent Company
Yuanta Venture Capital Co. Ltd.	Affiliated company controlled by the Parent Company
Yuanta International Asset Management Company Ltd.	Affiliated company controlled by the Parent Company
Yuanta Securities (Hong Kong) Company Limited	Affiliated company controlled by the Parent Company
Polaris Securities Co., Ltd.(Polaris Securities)	Affiliated company controlled by the Parent Company
Yuanta Cultural & Educational Foundation	Related party in substance
Fund of Y.S.I.T. Co.	Fund managed by the affiliated company

2) Significant related party transactions and balances

A. Securities lending

	For the years ended December 31,			
	2011		2010	
	Amount	Percentage	Amount	Percentage
Yuanta Securities	\$ 1,198	1	\$ 9,524	2
Yuanta Securities (Hong Kong)	4,397	3	6,415	1
Polaris Securities	392	-	-	-
	<u>\$ 5,987</u>	<u>4</u>	<u>\$ 15,939</u>	<u>3</u>

There was no significant difference between transactions with Yuanta Securities and those with other parties.

B. Commission expense

	For the years ended December 31,			
	2011		2010	
	Amount	Percentage	Amount	Percentage
Yuanta Securities	\$ -	-	\$ 1,067,906	73

There was no significant difference between transactions with Yuanta Securities and those with other parties.

C. Operating expense

(1) Details of fees on services rendered by related parties are set forth below:

	For the year ended December 31,	
	2011	2010
Yuanta Securities Investment Trust	<u>\$ 11,088</u>	<u>\$ 8,820</u>

(2) Donations:

	For the years ended December 31,	
	2011	2010
Yuanta Cultural & Educational Foundation	<u>\$ 8,000</u>	<u>\$ 5,000</u>

(3) The Company leases offices from Yuanta Securities commencing from June 2008. The leases will expire in June 2014. The rentals were determined by reference to the rental rates of the near-by offices and contracted by the related parties. Future lease payments required under the rents are payable according to the terms of the lease contracts. Rents of \$20,322 and \$21,121 had been paid for years 2011 and 2010, respectively. Future lease payments required under these leases are shown below:

Period	Amount
2012	\$ 20,267
2013	20,267
2014	9,289
	<u>\$ 49,823</u>

D. Rent revenue

The Company rented office and parking premises to its related parties as follows:

	<u>For the years ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Yuanta Securities	\$ 1,747	\$ 1,900
Yuanta Commercial Bank	2,538	4,905
Others	380	509
	<u>\$ 4,665</u>	<u>\$ 7,314</u>

Rent is based on the rental rates of near-by offices and agreed to by the related parties. Rents are payable according to the terms of lease contracts.

E. Other receivables

	<u>Type</u>	<u>December 31,</u>	
		<u>2011</u>	<u>2010</u>
Yuanta Financial Holdings Co., Ltd.	Income tax refundable	\$ 22,369	\$ 17,695
Yuanta Securities	Securities borrowing & Lending	11	1,836
Yuanta Securities (Hong Kong)	Securities borrowing & Lending	2,906	-
Polaris Securities	Securities borrowing & Lending	335	-
Yuanta Bank	Interest receivable	1	49
		<u>\$ 25,622</u>	<u>\$ 19,580</u>

F. Other payables

	<u>Type</u>	<u>December 31,</u>	
		<u>2011</u>	<u>2010</u>
Yuanta Securities	Securities borrowing & lending	\$ 2	\$ -
	Others	14	82
		<u>16</u>	<u>82</u>
Yuanta Financial Holdings	Income tax payable	-	344,973
	Others	138	-
		<u>138</u>	<u>344,973</u>
Polaris Securities	Securities borrowing & lending	58	-
Yuanta Securities (Hong Kong)	Securities borrowing & lending	13	-
Others		924	735
		<u>\$ 1,149</u>	<u>\$ 345,790</u>

G. The following sets out guarantee deposits received because of the securities financing transactions between the Company and the related parties:

	December 31,	
	2011	2010
Yuanta Securities	\$ 23,142	\$ 212,772
Yuanta Securities (Hong Kong)	398,135	-
Polaris Securities	115,153	-
	<u>\$ 536,430</u>	<u>\$ 212,772</u>

H. Property transactions

(1) In May 2010, the Company entered into an agreement with Yuanta Securities Co., Ltd. relating to the transfer of the right of claim on margin loans and short sales of securities and borrowing of securities with the transfer effective date set on October 18, 2010. This transfer had been approved by the Financial Supervisory Commission, Executive Yuan on August 12, 2010. All debts, tax duties, disputes with customers and compensation payable occurring prior to the transfer effective date belong to the Company and those occurring after the transfer effective date belong to Yuanta Securities Co., Ltd.. The contract amount of the transfer of the right of claim on margin loans and short sales of securities and borrowing of securities was \$34,186,074, and the remissible premium was \$117,500, which is classified as miscellaneous revenue in the financial statements. As of December 31, 2010, the full contract amount had been paid.

(2) Open-end mutual funds beneficiary certificates and money market instruments:

Related Party	December 31,	
	2011	2010
Fund of Y.S.I.T. Co.	<u>\$ 200,000</u>	<u>\$ 2,301,907</u>

I. Bank deposits and interest income

The details of the Company's deposits in Yuanta Commercial Bank and the related interest income were as follows:

	As of and for the years ended	
	December 31,	
	2011	2010
Ending balance of bank deposits	<u>\$ 34,452</u>	<u>\$ 5,508,668</u>
Interest income	<u>\$ -</u>	<u>\$ 61</u>

J. Compensation of key management

The following sets forth the salaries/rewards information of key management, such as directors, supervisors, general manager, vice general manager, etc.:

	For the years ended December 31,	
	2011	2010
Salaries	\$ 10,120	\$ 11,976
Bonuses	8,592	18,930
Service execution fees	1,980	2,315
Earnings distribution	253	1,216
	<u>\$ 20,945</u>	<u>\$ 34,437</u>

- a) Salaries include regular wages, special responsibility allowances, pensions, severance pay, etc.
- b) Bonuses include various bonuses and rewards.
- c) Service execution fees include travel allowances, special expenditures, various allowances, housing & vehicle benefits, etc.
- d) Earnings distribution means directors' and supervisors' remuneration and employees' bonus accrued in current year.
- e) The relevant information above was posted in the Company's annual report.

6. PLEGGED ASSETS

The book values of assets pledged or restricted for use are as follows:

Assets	December 31,		Purpose
	2011	2010	
Held-to-maturity financial assets			
- Government bonds	\$ 1,896	\$ 4,889	Provisional seizure
- Government bonds	9,974	9,928	Operating guarantee deposits for trading bonds
- Government bonds	299,067	158,085	Stock borrowings
- Government bonds and Financial bonds	304,030	830,100	Securities financing deposit in Central Bank of the Republic of China (Taiwan)

7. COMMITMENTS

- 1) As of December 31, 2011 and 2010, the stocks entrusted to the custody of the Company by clients totaled 7,485,000 and 7,490,000 shares, with a market value of approximately \$77,851 and \$80,410, respectively.
- 2) For information on future lease payments required due to the Company leasing offices from related parties by operating leases as of December 31, 2011, please refer to Note 5 (2).

8. SIGNIFICANT LOSS FROM NATURAL DISASTER

None.

9. SIGNIFICANT SUBSEQUENT EVENTS

None.

10. OTHERS

1) Information of derivative financial instruments

No derivative transactions were entered into by the Company for the years ended December 31, 2011 and 2010.

2) The fair value of the non-derivative financial instruments

	December 31, 2011		
	Book value	Fair value	
		Quotations in an active market	Estimated using a valuation method
<u>Non-derivative financial instruments</u>			
Assets:			
Financial assets with fair value equal to book value	\$ 16,447,623	\$ -	\$ 16,447,623
Financial assets at fair value through profit or loss - current	622,498	622,498	-
Available-for-sale financial assets - current	532,778	456,422	76,356
Held-to-maturity financial assets	1,003,765	1,013,493	-
Deposits-out	13,585	-	13,585
Liabilities:			
Financial liabilities with fair value equal to book value	5,663,299	-	5,663,299
Bonds payable	2,500,000	-	2,543,697
December 31, 2010			
	Book value	Fair value	
		Quotations in an active market	Estimated using a valuation method
<u>Non-derivative financial instruments</u>			
Assets:			
Financial assets with fair value equal to book value	\$ 36,900,418	\$ -	\$ 36,900,418
Financial assets at fair value through profit or loss - current	3,037,395	3,037,395	-
Available-for-sale financial assets - current	1,642,950	1,554,048	88,902
Held-to-maturity financial assets	1,007,079	1,028,763	-
Deposits-out	314,087	-	314,087
Liabilities:			
Financial liabilities with fair value equal to book value	6,059,597	-	6,059,597
Bonds payable	5,000,000	-	5,101,887

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

- A) For short-term instruments, the fair values were determined based on their carrying values because of their short maturities. This valuation method can be applied to such asset accounts as cash and cash equivalents, margin loans, other receivables (consolidated income tax receivable is not included), overdue receivables (excluding income tax payable), short-term borrowings, stock deposits, short sale proceeds payable, other payables, stock deposits, deposits-in of securities borrowing & lending, lease payable, and accrued pension liabilities.
- B) Financial assets at fair value through profit or loss – current: the market values of listed stocks are determined by the closing price on the balance sheet date. The fair values of beneficiary certificates are determined by the net asset values on the balance sheet date. The market prices of convertible bonds are determined by the last trading day. The market prices of government bonds are determined by the value on the balance sheet date.
- C) Available-for-sale financial assets – current are the beneficiary securities of financial asset securitization. The fair value is provided by the securities firm.
- D) For held-to-maturity financial assets, the fair value was based on active quoted market price. If the market for a financial instrument is not active, an entity establishes fair value by using a valuation technique.
- E) The fair values of deposits-out at the balance sheet date were valued at book value since the impact of discount rates is insignificant.
- F) The fair value of corporate bonds is based on the present value of expected cash flow amount. The discount rate is the market interest rate of corporate bonds with the same credit rating.

3) Information of interest rate change risk

The financial assets measured at fair value with interest rate fluctuations are \$1,080,121 and \$1,095,981 in 2011 and 2010, respectively. The financial liabilities are \$2,500,000 and \$5,000,000 in 2011 and 2010, respectively. The financial liability positions with interest rate risk are \$109,000 and \$0, respectively.

4) Information of financial risk

A) Market risk

The financial assets held by the Company includes stocks, open-ended funds, convertible bonds, government bonds and financial debentures. With the exception of unlisted stocks and bond investments in non-active markets, the values of the financial assets held are subject to changes in market rates or prices. In order to manage market risk, the Company only trades with those securities investment trust companies with good reputation.

B) Exchange rate risk

The Company conducts certain businesses that involves other non-functional currencies. Information on non-functional currency assets and liabilities that may be significantly affected by fluctuations in the foreign exchange rate are set forth below:

(Foreign currency : Functional currency) <u>Financial Instruments</u> <u>Financial asset</u> <u>Currency Items</u>	December 31, 2011	
	<u>Foreign currency</u> (in thousand)	<u>Exchange</u> rate
USD:NTD	\$ 13,197	30.23
Financial liabilities <u>Currency Items</u>		
USD:NTD	13,170	30.23

C) Credit risk

- a) The Company engages in pecuniary financing facilities for trading of listed securities. To reduce the credit risk, the Company follows the rules established by the Taiwan Stock Exchange Corp. and the GreTai Securities Market and sets its own internal policies and procedures.
- b) Credit risk occurs when the counterparty of financial instrument transaction defaults. Transaction counterparties are limited to high-credit-quality financial institutions; therefore, the possibility of default by counterparties is remote. The Company has policies that limit the amount of credit exposure to any financial institution based on their credit rating; accordingly, there is no significant credit risk. The maximum loss to the Company is the total contract amount of financial assets mentioned above which have positive fair value at the balance sheet date.

D) Liquidity risk

- a) The Company has adequate operating capital to fulfill all contractual obligations. Thus, there is no significant liquidity risk.
- b) The financial assets held by the Company are all transacted in the active market, with the exception of unlisted stocks, bond investments in non-active market, and held-to-maturity financial assets. Thus, these financial assets can be readily sold at the prices close to their fair value. Therefore, the liquidity risk is not significant.
- c) Due to uncertain transaction terms and different types of financial instruments, the maturity or interest rate of financial assets and financial liabilities usually cannot fully match with each other. If the gap increases, it will likely result to a gain or loss. However, the Company has policies in place to minimize the potential gaps.

E) Cash flow risk arising from interest rate change

The short-term liabilities borrowed by the Company are priced at fair market value. The rate of the short-term liabilities will be affected by a change in market rate.

F) The structure and policy of risk management

In order to manage the risk faced by the Company, internal rules for the day-to-day operations are set, the information system is computerized and a weekly meeting is held by the team members of the risk management. In order to have reliable information, the Company set up a risk management center with other subsidiaries of the group.

11. OTHER DISCLOSURE ITEMS

1) Information about significant transactions

- A. Lending to others: Since the Company engages in providing pecuniary and securities financing facilities for the trading of listed securities, and refinancing to securities firms and other businesses, no disclosure is required.
 B. Endorsements and guarantees for others: None.
 C. Information regarding securities held as of December 31, 2011:

Name of company which holds securities	Category and name of security	Relationship between issuer of security and the Company	Account name	Ending Balance			
				Thousands of Shares	Book value	Percentage of ownership	Market value
The Company	Beneficiary Certificates:						
	Shin Kong Conventional Industries Fund	-	Financial assets at fair value through profit or loss - current	648	\$ 5,000	N/A	\$ 5,000
	Hua Nan Investment Grade Fund of Bond Funds	-	"	1,500	14,783	"	14,783
	Mirae Asset Solomon Money Market Fund	-	"	33,073	402,715	"	402,715
	Yuanta Wan Tai Bond Fund	The management company was an affiliated company controlled by the same company as the Company	"	13,693	200,000	"	200,000
					\$ 622,498		\$ 622,498
The Company	Beneficiary Securities:						
	952 Polaris-C Listed Stocks:	-	Available for sale financial assets - current	-	\$ 76,356	N/A	\$ 76,356
The Company	Formosa Plastics NPC	-	Available for sale financial assets - current	1,092	\$ 88,233	N/A	\$ 88,233
	TONG YANG FORMOSA CHEMICALS & FIBRE DELTA WPG	-	Available for sale financial assets - current	1,170	70,317	"	70,317
				2,033	66,072	"	66,072
				1,760	140,624	"	140,624
				962	69,264	"	69,264
				628	21,912	"	21,912
					456,422		456,422
					\$ 532,778		\$ 532,778
	Financial Debentures - non-current:						
	94 Bank of Communication F	-	Held-to-maturity financial assets -		\$ 100,501	N/A	\$ 100,553
	Government Bonds - current						
	A96101	-	Held-to-maturity financial assets -		\$ 199,926	"	\$ 200,146
	A96105	-	"		199,429	"	201,238
					399,355		401,384
	Government Bonds - non-current				\$ 499,856	N/A	\$ 501,937
	A92110	-	Held-to-maturity financial assets - non-current		\$ 100,835	N/A	\$ 103,546
	A94107	-	"		203,195	"	204,862
	A97101	-	"		199,879	"	203,148
					\$ 503,909		\$ 511,556

Name of company which holds securities	Category and name of security	Relationship between issuer of security and the Company	Account name	Ending Balance		
				Thousands of Shares	Book value	Market value
The Company	Stocks :					
	Taiwan Depository & Clearing Co., Ltd.	-	Financial assets carried at cost - non-current	56,217	\$ 565,330	\$ 17.96
	Taiwan Futures Exchange Co., Ltd.	-	"	13,590	100,000	\$ 5.00
					<u>\$ 665,330</u>	<u>\$ -</u>

D. Disposals of real estate exceeding NTS100,000 or 20 percent of contributed capital :

Acquiring / selling company name	Type and name of marketable security	Financial statement account	Counter-party	Nature of relationship	Beginning balance			Acquisition			Disposal			Ending balance	
					Thousands of Shares / Par value	Amount	Thousands of Shares / Par value	Amount	Thousands of Shares / Par value	Amount	Thousands of Shares / Par value	Amount	Gain (loss) on disposal	Thousands of Shares / Par value	Amount
The Company	Beneificio Ceramiques	Financial assets at fair value through profit or loss - current	-	The management company was an affiliated company controlled by the same company as the company	158,588	\$ 2,300,000	15,693	\$ 200,000	158,588	\$ 2,302,193	2,302,000	\$ 2,300,000	2,193	13,693	\$ 200,000
	Yuanfa Wan Tai Bond Fund	Financial assets at fair value through profit or loss - current	-		3,664	123,216	-	-	3,664	109,787	123,616	(13,429)	-	-	-
	Listed Stocks	Available for sale financial assets - current	-		-	-	330	32,942	330	29,104	32,942	(3,838)	-	-	-
	ACC	Financial assets at fair value through profit or loss - current	-		-	-	1,092	99,059	-	-	-	-	-	1,092	99,059(Note 1)
	Formosa Plastics	Available for sale financial assets - current	-		-	-	1,760	160,887	-	-	-	-	-	1,760	156,537(Note 2)
	FORMOSA CHEMICALS & FBRE	"	-		2,850	149,330	-	-	2,850	157,233	149,330	7,903	-	(Note 3)	
	FH	"	-		4,378	146,470	-	-	4,378	176,375	146,470	29,905	-	-	
	Fibon Financial	"	-		7,600	148,351	-	-	7,600	195,527	148,351	47,176	-	-	
	CHINATRUST FINANCIAL	Financial assets at fair value through profit or loss - current	-		-	-	743	36,896	743	35,018	36,896	(1,878)	-	-	
	UNIMICRON	Available for sale financial assets - current	-		1,850	90,637	-	-	1,850	107,952	90,637	17,315	-	-	
	UNIMICRON	"	-		775	76,002	224	20,632	999	139,271	97,034	42,237	-	-	
	Dynapack	"	-		5,333	193,433	-	-	5,333	223,962	193,433	30,529	-	-	
	Far East tone	"	-		3,382	99,837	94(Note 4)	-	3,476	107,404	99,837	7,547	-	-	

Note 1: The Company distributed \$1,020 as cash dividends in 2011.

Note 2: The Company distributed \$4,350 as liquidating dividend in 2011.

Note 3: The Company distributed \$7,838 as cash dividends in 2011.

Note 4: The Company distributed 94 thousands shares as stock dividends and \$3,745 as cash dividends in 2011.

E. Information on the acquisition of the real estate for which the purchase amount exceeded NTS100 million or 20% of paid-in capital: None.

F. Information on the disposal of the real estate for which the sale amount exceeded NTS100 million or 20% of paid-in capital: None.

G. Information regarding related party purchases and/ or sales for which the amount exceeded NTS100 million or 20% of paid-in capital: None.

H. Information regarding receivables from related parties for which the amount exceeded NTS100 million or 20% of paid-in capital: None.

I. Information regarding trading in derivative financial instruments: None.

2) Information on Divestitures

Not applicable.

3) Disclosures of Investments in Mainland China

Not applicable.

12. SEGMENT FINANCIAL INFORMATION

A. General Information

The Group operates business only in a single industry. The Chief Operating Decision-Maker(CODM), which allocates resources and assesses performance of the Group as a whole, has identified that the Group has only one reportable operating segment.

B. Measurement of Segment Information

Segment information is prepared on the basis of the operating segments based on the profit before tax.

C. Information on Segment Profit (Loss) and Liabilities

The Group operates business only in a single industry. The segment information provided in the CODM for the reportable segments for the years ended December 31, 2011 and 2010 is as follows:

	Year ended December 31, 2011	Year ended December 31, 2010
Segment revenue from external customers	\$ 1,456,180	\$ 3,883,429
Segment profit before tax	898,207	2,190,860
Segment assets	19,740,002	44,006,595

D. Reconciliation for segment profit (loss), assets and liabilities

The Group operates business only in a single industry. The business operation activities are mainly domestic. Therefore, there is no need for reconciliation.

13. Disclosures relating to the adoption of IFRSs

- 1) Pursuant to the regulations of the Financial Supervisory Commission, Executive Yuan, R.O.C., effective January 1, 2013, a public company whose stock is listed on the Taiwan Stock Exchange Corporation or traded in the GreTai Securities Market should prepare financial statements in accordance with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), and relevant interpretations and interpretative bulletins that are ratified by the Financial Supervisory Commission.
- 2) The Company discloses the following information in advance prior to the adoption of IFRSs under the requirements of Jin-Guan-Zheng-Shen-Zi Order No. 0990004943 of the Financial Supervisory Commission, dated February 2, 2010:

A. Major contents and status of execution of the Company’s plan for IFRSs adoption:

The Company has formed an IFRSs group headed by the Company’s general manager, which is responsible for setting up a plan relative to the Company’s transition to IFRSs.

The major contents and status of execution of this plan are outlined below:

Working Items for IFRSs Adoption	Status of Execution
Formation of an IFRSs group	Reported at Session 10th, Time 30th of the Board of Directors’ Meeting on August 25, 2009.
Setting up a plan relative to the Company’s transition to IFRSs	The work plan and time schedule had been reported at Session 10th, Time 30th of the Board of Directors’ Meeting on August 25, 2009. The IFRSs transition plan had been amended in accordance with the standard template of the Taiwan Stock Exchange Corporation and reported at Session 10th, Time 34th of the Board of Directors’ Meeting on December 22, 2009. The IFRSs transition plan amended according to the execution progress table had been reported at Session 11th, Time 14th of the Board of Directors’ Meeting on June 29, 2011.
Identification of the differences between current accounting policies and IFRSs	Completed in April, 2011.
Identification of consolidated entities under the IFRSs framework	Not applicable (due to only one single reportable segment).

Working Items for IFRSs Adoption	Status of Execution
Evaluation of the impact of each exemption and option on the Company under IFRS 1 – First-time Adoption of International Financial Reporting Standards	Except for “Designations of recognized financial instruments” that were already confirmed at the end of December, 2011 in accordance with the amendments to “Rules Governing the Preparation of Financial Statements” and are to be reported at the Board of Directors’ Meeting at the first quarter of 2012, evaluations of other selections had been completed, and their preliminary selection results were reported at Session 11th, Time 18th of the Board of Directors’ Meeting on October 25, 2011.
Evaluation of needed information system adjustments	Reported at Session 11th, Time 19th of the Board of Directors’ Meeting on December 27, 2011.
Evaluation of needed internal control adjustments	Expected to be completed in June, 2012.
Establish IFRSs accounting policies	Reported at Session 11th, Time 19th of the Board of Directors’ Meeting on December 27, 2011.
Selection of exemptions and options available under IFRS 1 – First-time Adoption of International Financial Reporting Standards	Reported at Session 11th, Time 18th of the Board of Directors’ Meeting on October 25, 2011.
Preparation of statement of financial position on the date of transition to IFRSs	Expected to be completed in March, 2012.
Preparation of IFRSs comparative financial information for 2012	Expected to be completed in March, 2014.
Completion of relevant internal control (including financial reporting process and relevant information system) adjustments	Expected to be completed in December, 2012.

B. Material differences that may arise between current accounting policies used in the preparation of financial statements and IFRSs and “Rules Governing the Preparation of Financial Statements by Securities Issuers” that will be used in the preparation of financial statements in the future:

The Company uses the IFRSs already ratified currently by the Financial Supervisory Commission and the “Rules Governing the Preparation of Financial Statements by Securities Issuers” that will be applied in 2013 as the basis for evaluation of material differences in accounting policies as mentioned above. However, the Company’s current evaluation results may be different from the actual differences that may arise when new issuances of or amendments to IFRSs are subsequently ratified by the Financial Supervisory Commission or relevant interpretations or amendments to the “Rules Governing the Preparation of Financial Statements by Securities Issuers” come in the future.

Material differences identified by the Company that may arise between current accounting policies used in the preparation of financial statements and IFRSs and “Rules Governing the Preparation of Financial Statements by Securities Issuers” that will be used in the preparation of financial statements in the future are set forth below:

(1) Functional currency

Pursuant to current accounting standards in the R.O.C., as the Company is not a foreign company, it does not need to determine its functional currency.

(2) Financial assets: equity instruments

In accordance with the amended “Rules Governing the Preparation of Financial Statements by Securities Issuers”, dated July 7, 2011, unlisted stocks and emerging stocks held by the Company should be measured at cost and recognized in “Financial assets carried at cost”. However, in accordance with IAS 39, “Financial Instruments: Recognition and Measurement”, investments in equity instruments without an active market but with reliable fair value measurement (i.e. the variability of the estimation interval of reasonable fair values of such equity instruments is insignificant, or the probability for these estimates can be made reliably) should be measured at fair value.

(3) Investment property

In accordance with current accounting standards in the R.O.C., the Company’s property that is leased to others is presented in ‘Other assets’ account. In accordance with IAS 40, “Investment Property”, property that meets the definition of investment property is classified and accounted for as ‘Investment property’.

(4) Pensions

- (i) The discount rate used to calculate pensions shall be determined with reference to the factors specified in R.O.C. SFAS 18, paragraph 23. However, IAS 19, “Employee Benefits”, requires an entity to determine the rate used to discount employee benefits with reference to market yields on high quality corporate bonds that match the currency at the end day of the reporting period and duration of its pension plan; when there is no deep market in corporate bonds, an entity is required to use market yields on government bonds (at the end day of the reporting period) instead.
- (ii) In accordance with current accounting standards in the R.O.C., the unrecognized transitional net benefit obligation should be amortized on a straight-line basis over the average remaining service period of employees still in service and expected to receive benefits. However, in accordance with IAS 19, “Employee Benefits”, the unrecognized transitional net benefit obligation should be amortized on a straight-line basis within 5 years after adoption - recognized as an expense immediately at the date of adoption.
- (iii) In accordance with current accounting standards in the R.O.C., the excess of the accumulated benefit obligation over the fair value of the pension plan (fund) assets at the balance sheet date is the minimum amount of pension liability that is required to be recognized on the balance sheet (“minimum pension liability”). However, IAS 19, “Employee Benefits”, has no regulation regarding the minimum pension liability.
- (iv) In accordance with current accounting standards in the R.O.C., actuarial pension gain or loss of the Company is recognized in net pension cost of current period using the ‘corridor’ method. However, IAS 19, “Employee Benefits”, requires that actuarial pension gain or loss should be recognized immediately in other comprehensive income.

(5) Employee benefits

- (i) The current accounting standards in the R.O.C. do not specify the rules on the cost recognition for accumulated unused compensated absences. The Company recognizes such costs as expenses upon actual payment. However, IAS 19, “Employee Benefits”, requires that the costs of accumulated unused compensated absences should be accrued as expenses at the end of the reporting period.

- (ii) The current accounting standards in the R.O.C. do not specify the rules on the recognition of other long-term employee benefits other than pensions. However, IAS 19, “Employee Benefits”, requires that the costs of other long-term employee benefits other than pensions should be recognized as expenses as the employees render service.

(6) Income taxes

- (i) In accordance with current accounting standards in the R.O.C., a deferred tax asset or liability should, according to the classification of its related asset or liability, be classified as current or noncurrent. However, a deferred tax asset or liability that is not related to an asset or liability for financial reporting, should be classified as current or noncurrent according to the expected time period to realize or settle a deferred tax asset or liability. However, under IAS 1, “Presentation of Financial Statements”, an entity should not classify a deferred tax asset or liability as current.
- (ii) In accordance with current accounting standards in the R.O.C., when evidence shows that part or whole of the deferred tax asset with 50% probability or above will not be realized, an entity should reduce the amount of deferred tax asset by adjusting the valuation allowance account. In accordance with IAS 12, “Income Taxes”, a deferred tax asset should be recognized if, and only if, it is considered highly probable that it will be realized.

Some of the above differences may not have a material effect on the Company in transition to IFRSs due to the exemption rules in IFRS 1, “First-time Adoption of International Financial Reporting Standards”, adopted by the Company.



Yuanta Securities Finance Co., Ltd.

