

GREEN RIVER HOLDING CO. LTD.

2020 Annual Meeting of Shareholders

Discussions

Proposal 1

Proposed by the Board

Item: Amendment to the Company's the Articles of Association

Explanation:

1. In order to conform to the needs of commercial practice and the amendments to related commercial laws, the Company hereby proposes to amend the Articles of Association. Please refer to the Handbook for the 2020 Annual Meeting of Shareholders pp.6~16, Annex I for the Comparison table for revised provisions.
2. Please proceed to discuss.

Resolution:

Reports on Company Affairs

Report No. 1: 2019 Business Reports

Explanation: Please refer to the Handbook for the 2020 Annual Meeting of Shareholders pp. 17~20, Annex II for the 2019 Business Report.

Report No. 2: 2019 Audit Committee's Review Report

Explanation: Please refer to the Handbook for the 2020 Annual Meeting of Shareholder pp. 21, Annex III for the 2019 Audit Committee's Review Report.

Report No. 3: Amendment to the Ethical Corporate Management Best Practice Principles

Explanation:

1. In order to cooperate with the announcement in accordance with Ruling No. 10800565491 issued by the Taipei Exchange (" the TPEx")on 2019/05/31 and conform to the needs of commercial practice, It is amended the "Ethical Corporate Management Best Practice Principles" of the Company.
2. Please refer to the Handbook for the 2020 Annual Meeting of Shareholders pp.22~29 Annex IV for the comparison table for revised provisions.

Acknowledgments and Discussions

Proposal 1

Proposed by the Board

Item: Adoption of the 2019 Business Report and Financial Statements

Explanation:

1. The Company's 2019 Financial Statements, including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, Chao, Min-Ju and Chang, Chun-I of KPMG Taiwan.

2. Please refer to the Handbook for the 2020 Annual Meeting of Shareholders pp.17~20, Annex II for the 2019 Business Report and pp.30~37, Annex V for the independent auditors' audit report, and the above-mentioned Financial Statements.
3. Please acknowledge.

Resolution:

Proposal 2

Proposed by the Board

Item: Adoption of the Proposal for Distribution of 2019 Profits

Explanation:

1. The Board has adopted a Proposal for Distribution of 2019 Profits on 2020/03/19.
2. Please refer to the Handbook for 2020 Annual Meeting of Shareholders pp.38, Annex VI for the 2019 Profit Distribution Table.
3. Please acknowledge.

Resolution:

Proposal 3

Proposed by the Board

Item: Capitalization of Retained Earnings and Issuance of New Shares

Explanation:

1. For the further operations of the Company, the management plans to withdraw NTD\$109,965,450 from 2019 distributable earnings to issue dividends stocks of 10,996,545 shares, par value at NTD\$10.
2. According to the proposed capital increase plan, 150 common shares will be distributed for every 1,000 common shares, which is recorded in the shareholders' books and calculated as their shares held on the ex-dividend date. And the fractional shares shall be distributed in cash at par value (rounded to the nearest dollar). Shareholders could also apply for the combination of the fractional share to the stock affair agent of the Company in five days since the ex-dividend date. The remaining fractional shares shall be subscribed in cash at par value by the person nominated by the Chairman authorized by the Board of Directors.
3. The shareholder rights and obligations of the new shares (non-physical certificates issuance) are the same as those of existing shares.
4. It is proposed that the Board of Directors be authorized to take any action which could amend the share allotment rate if the number of outstanding shares affected by the changes in the Company's capital afterwards.
5. After the approval of the Annual Meeting of Shareholders and the competent authority, the new shares will be distributed on a record date determined by the Board.
6. It is proposed that the Board of Directors be authorized to take any action that may be required in connection with the capital injection plan as a result of any amendment as required by the competent authorities or in correspondence with changes of the external environment.
7. Please proceed to discuss.

Resolution:

Proposal 4

Proposed by the Board

Item: Amendment to the Policies and Procedures for Loaning of Funds and Making of Endorsements/Guarantees

Explanation:

1. In order to cooperate with the announcement in accordance with Ruling No. 1090360588 issued by the FSC on 2020/02/14, it is proposed to amend the "Procedures for Loaning of Funds and Making of Endorsements/Guarantees" of the Company.

Please refer to the Handbook for 2020 Annual Meeting of Shareholders pp.39~50, Annex VII for the comparison table for revised provisions.

2. Please proceed to discuss.

Resolution:

Proposal 5

Proposed by the Board

Item: Amendment to the Rules of Procedure for Shareholders Meetings

Explanation:

1. In order to cooperate with the announcement in accordance with Ruling No. 10900500261 issued by the TPEx on 2020/01/13 and conform to the needs of commercial practice, the Company hereby proposes to amend the “Rules of Procedure for Shareholders Meetings” of the Company. Please refer to the Handbook for 2020 Annual Meeting of Shareholders pp.51~56, Annex VIII for the comparison table for revised provisions.
2. Please proceed to discuss.

Resolution:

Questions and Motions

Adjournment