

# **GREEN RIVER HOLDING CO. LTD.**

## **2022 Annual Meeting of Shareholders**

### **Reports on Company Affairs**

Report No. 1: 2021 Business Reports

Explanation: The 2021 Business Report is attached as Annex I.

Report No. 2: 2021 Audit Committee's Review Report

Explanation: The 2021 Audit Committee's Review Report is attached as Annex II.

Report No. 3: The Distribution of Employee and Directors' Compensation in 2021

Explanation:

1. The Board has adopted a proposal of the distribution of employees' and directors' compensation in 2021 on 2022/03/25.
2. The distribution table of employee and directors' compensation in 2021 is attached as Annex III.

Report No. 4: The Distribution of Cash Dividend in 2021

Explanation:

1. The Company's articles of association based on the passed resolution during the shareholders meeting held on 2021/08/11, the company may distribute interim dividends on a semi-year basis with a proposal for profit distribution approved by, in the case of dividend to be paid in cash, the Board shall report such distribution in the shareholders meeting.
2. The Board has adopted a proposal of not distributing profits in the first half-year of 2021 on 2021/08/25.
3. The Board has adopted a proposal of not distributing profits in the second half-year of 2021 on 2022/03/25.

Report No. 5: Amendment to the Rules for the Repurchase of Shares and Transfer to Employees

Explanation:

1. In order to conform to the needs of commercial practice, the Company hereby proposes to amend the Rules for the Repurchase of Shares and Transfer to Employees
2. The comparison table for revised provisions of the Rules for the Repurchase of Shares and Transfer to Employees is attached as Annex IV.

Report No. 6: The Status of Implementation of Share Buyback Program

Explanation:

1. The company adopts these Rules for the share buyback program in accordance with Article 28-2 of the "Securities and Exchange Act" and the provisions of the "Regulations Governing Share Repurchase by TWSE-Listed and OTC-Listed Companies". The status is as followed:

Item	Second Share Buyback Program
Date of Board resolution:	2019/01/11
Purpose of the buyback:	For transferring shares to its employees
Share type	Common Stock
Buyback period	From 2019/01/14 to 2019/03/11
Number of shares bought back :	460,000 shares
Range of buyback share price:	From NTD 75 to NTD 159 per share
Number of shares bought back as a percentage of total outstanding shares:	0.51%
Total value of shares bought back:	NTD 45,149,490
The average buyback price per share:	NTD 98.15 per share
Number of Cancelled or Transferred shares:	160,000 shares
Cancelled or Transferred date:	2022/03/02

2. Current number of shares bought back: 300,000 shares; Current number of shares bought back as a percentage of total outstanding shares: 0.33%

Report No. 7: The Execution Progress Report of the Operational Strengthen Plan

Explanation:

1. The Company issued 5,000 thousand shares of common stock for capital increase by cash which the registration has become effective. In accordance with Ruling No.1100352557 issued by FSC on 2021/08/20, the execution progress report of the operational strengthen plan shall be placed on the agenda of a board meeting quarterly and be reported to the latest shareholders meeting.
2. As of the first quarter of 2022, the execution progress report of the operational strengthen plan is attached as Annex V.

## Acknowledgments and Discussions

Proposal 1

Proposed by the Board

Item: Adoption of the 2021 Business Report and Consolidated Financial Statements

Explanation:

1. The Company's 2021 Consolidated Financial Statements, including the balance sheet, income statement, statement of changes in shareholders'

equity, and statement of cash flows, were audited by independent auditors, Chang, Chun-I and Chao, Min-Ju of KPMG Taiwan.

2. The 2021 Business Report, independent auditors' audit report, and the above-mentioned Consolidated Financial Statements are attached as Annex I and Annex VI.
3. Please acknowledge.

Resolution:

Proposal 2

Proposed by the Board

Item: Adoption of the Proposal for Distribution of 2021 Profits

Explanation:

1. The Board has adopted a Proposal for Distribution of 2021 Profits on 2022/03/25.
2. The 2021 Profit Distribution Table is attached as Annex VII.
3. Please acknowledge.

Resolution:

Proposal 3

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. Comparison table for revised provisions is attached as Annex VIII.
2. Please proceed to discuss.

Resolution:

Proposal 4

Proposed by the Board

Item: Amendment to the Rules of Procedure for Shareholders Meetings

Explanation:

1. In order to cooperate with the announcement of the "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" in accordance with Ruling No. 1110004250 issued by the TWSE on 2022/03/08 and to conform to the needs of commercial practice, the Company hereby proposes to amend the "Rules of Procedure for Shareholders Meetings" of the Company. The comparison table for revised provisions is attached as Annex IX.
2. Please proceed to discuss.

Resolution:

Proposal 5

Proposed by the Board

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

Explanation:

1. The Company exceeds the limits of the aggregate endorsement/guarantee amount of subsidiaries set out in the "Policies

and Procedures for Loaning of Funds and Making of Endorsements Guarantees” (“the Procedures”) to satisfy its business requirements. In accordance with article 19 of the Procedures, the Company hereby proposes to amend it. The comparison table for revised provisions is attached as Annex X.

2. Please proceed to discuss.

Resolution:

Proposal 6

Proposed by the Board

Item: Amendment to the Procedures for Acquisition and Disposal of Assets

Explanation:

1. In order to cooperate with the announcement in accordance with Ruling No. 1110380465 issued by the FSC on 2022/01/28, it is proposed to amend the “Procedures for Acquisition and Disposal of Assets” of the Company. The comparison table for revised provisions is attached as Annex XI.
2. Please proceed to discuss.

Resolution:

## **Questions and Motions**

## **Adjournment**