

Stock Code: 8444

[Translation]

GREEN RIVER HOLDING CO. LTD.

Minutes of the 2022 Annual Meeting of Shareholders

Time:

2022/06/23 9:00 a.m. (Thursday)

Place:

4F, No.160, Ren Ai Rd., Sec.3, Taipei, Taiwan (CR405, The Howard Plaza Hotel

Taipei)

Present:

Shareholders in attendance in person or proxy represented 75,557,787 of the issued

shares, representing 84.45% of the total outstanding shares 89,466,845 of the

Company.

Chairman:

Mr. Du King-Ling

Secretary:

Ms. Yang, Hui-Ting

In Attendance:

Ms. Chang, Chun-I (CPA), Mr. Wang Shang-Ren (Attorney), and Mr. Wang,

Sheng-Feng (CFO)

In Attendance

Mr. Chang, Jun En (Independent Director and Audit Committee Convenor), Mr.

(via video

Pai, Pei-Lin (Independent Director), and Ms. Chen, Yu-Hsuan (Independent

conference):

Director)

Meeting Agenda:

- 1. Call the Meeting to Order: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.
- **2.** Chairman Remarks: (Omitted.)
- 3. Reports on Company Affairs

Report No. 1: 2021 Business Reports

Explanation: The 2021 Business Report is attached as Annex 1.

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 2021on 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.

4. 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 abovementioned Consolidated Financial Statements are attached as Annex I and Annex VI.
- 3. Please acknowledge.

Resolution: 72,804,261 shares (including 14,930,361 electronic votes). 69,922,844 votes in favor (including 12,349,214 votes casted electronically), representing 96.04% of the total represented share present; 86,005 votes against (including 86,005 votes casted electronically), representing 0.11% of the total represented share present; 0 votes were invalidly cast, representing 0% of the total represented share present; 2,795,412 votes (including 2,495,142 electronic votes) were abstained, representing 3.83% of the total represented share present. The proposal was approved after voting.

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 2021/03/25.
- 2. The 2021 Profit Distribution Table is attached as Annex VII.
- 3. Please acknowledge.

Resolution: 72,804,261 shares (including 14,930,361 electronic votes). 69,922,844 votes in favor (including 12,349,214 votes casted electronically), representing 96.04% of the total represented share present; 86,005 votes against (including 86,005 votes casted electronically), representing 0.11% of the total represented share present; 0 votes were invalidly cast, representing 0% of the total represented share present; 2,795,412 votes (including 2,495,142 electronic votes) were abstained, representing 3.83% of the total represented share present. The proposal was approved after voting.

Proposal 3

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: 72,804,261 shares (including 14,930,361 electronic votes). 69,711,844 votes in favor (including 12,138,214 votes casted electronically), representing 95.75% of the total represented share present; 86,005 votes against (including 86,005 votes casted electronically), representing 0.11% of the total represented share present; 0 votes were invalidly cast, representing 0% of the total represented share present; 3,006,412 votes (including 2,706,142 electronic votes) were abstained, representing 4.12% of the total represented share present. The proposal was approved after voting.

Proposal 4 Item: Amendment to the Rules of Procedure for Shareholders Meetings Explanation: Proposed by the Board

- 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. 1110004250issued 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: 72,804,261 shares (including 14,930,361 electronic votes). 69,711,844 votes in favor (including 12,138,214 votes casted electronically), representing 95.75% of the total represented share present; 86,005 votes against (including 86,005 votes casted electronically), representing 0.11% of the total represented share present; 0 votes were invalidly cast, representing 0% of the total represented share present; 3,006,412 votes (including 2,706,142 electronic votes) were abstained, representing 4.12% of the total represented share present. The proposal was approved after voting.

Proposal 5
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: 72,804,261 shares (including 14,930,361 electronic votes). 69,687,844 votes in favor (including 12,114,214 votes casted electronically), representing 95.71% of the total represented share present; 110,005 votes against (including 110,005 votes casted electronically), representing 0.15% of the total represented share present; 0 votes were invalidly cast, representing 0% of the total represented share present; 3,006,412 votes (including 2,706,142 electronic votes) were abstained, representing 4.12% of the total represented share present. The proposal was approved after voting.

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 RulingNo.1110380465issued 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: 72,804,261 shares (including 14,930,361 electronic votes). 69,711,844 votes in favor (including 12,138,214 votes casted electronically), representing 95.75% of the total represented share present; 86,005 votes against (including 86,005 votes casted electronically), representing 0.11% of the total represented share present; 0 votes were invalidly cast, representing 0% of the total represented share present; 3,006,412 votes (including 2,706,142 electronic votes) were abstained, representing 4.12% of the total represented share present. The proposal was approved after voting.

- **5.** Questions and Motions: The chairman has inquired all shareholders in attendance in person. No other motion was proposed.
- **6.** Adjournment: 2022/06/23 9:17 a.m., the Chairman declared the meeting was adjourned with approvals from all shareholders in attendance in person.

Annex I 2021 Business Report

GREEN RIVER HOLDING CO. LTD. 綠河股份有限公司

2021 Business Report

Dear Shareholders,

It has been more than two years since the COVID-19 pandemic spread all over the world. The virus variants as well as the prevention measures continue to keep changing; therefore, companies have to pay more to prevent the COVID-19. Moreover, the changes in the market environment in different industries have led to an increase in raw material costs and transportation costs. These changes have slowed down the global economic growth rate. Green River's latest particleboard factory (GPT) started production in the middle of 2020 and continued to adjust its manufacturing process to increase its production capacity. In addition, its own resin factory started mass production in the fourth quarter of this year to gather momentum to the Group's operating performance. The results of our operating performance in 2021 and the business outlook report are illustrated as follows:

1. 2021 Business Report

A. Operating Performance

The Group's consolidated revenue for 2021 was NT\$5,752,477 thousand and net profit attributable to owners of parent was NT\$394,308 thousand, with basic earnings per share of NT\$4.62. The operating revenue increased by 64.19%, consolidated net profit increased by 1,231.94% and gross profit margin increased to 23.90% compared to 2020.

- B. Operating Income/Expense Budget Implementation: Since the Group is not required to prepare the financial forecast, this is not applicable.
- C. Financial Income/Expense Analysis

Income Statement

Unit: In Thousands of New Taiwan Dollars

			Increase		
Item	2021	2020	(Decrease)		
			Percentage %		
Operating Revenue	5,752,477	3,503,653	64.19%		
Operating Costs	4,377,457	3,065,468	42.80%		
Gross Profit	1,375,020	438,185	213.80%		
Operating Expenses	961,189	522,433	83.98%		
Net Operating Income (Loss)	413,831	(84,248)	591.21%		
Profit (Loss) Before Income Tax	408,882	(55,866)	831.90%		
Net Profit (Loss)	383,559	(33,885)	1,231.94%		
Net Profit (Loss) Attributed to Owners of Parent	394,308	(22,737)	1,834.21%		

Source of Information: Financial statements audited by an independent auditor.

D. Profitability Analysis

Important Financial Ratio Analysis

	10 01 00110 1 111011101011 1101010 1		
Item		2021	2020
Return on Assets (%)		5.41	0.28
Return on Shareholders	′ Equity (%)	18.19	(1.42)
Paid-in Capital Ratio	Operating Profit	46.10	(9.94)
(%)	Net Profit Before Tax	45.55	(6.59)
Net Profit Margin (%)		6.67	(0.97)
Earnings (Deficits) per S	Share (NT\$)	4.62	(0.27)

Source of Information: Financial statements audited by an independent auditor.

E. Research and Development Status

The Group continues to improve the particleboard production process to control the formaldehyde level in the panels and develop ultra-low formaldehyde and formaldehyde-free panels. In recent years, those panels have been certified by SGS and Japan Testing Center for Construction Materials (JTCCM) for formaldehyde testing, indicates the panels meet the JIS F4-star standard. The formaldehyde-free panels have also been certified by SGS and the China National Furniture and Indoor Environment Quality Supervision and Inspection Center for TVOC (Total Volatile Organic Compounds) and formaldehyde testing. The Group's resin factory started the operation in October 2021. In the future, the Group will actively improve the resin technologies and formula, thereby developing various products equipped with special application characteristics and optimizing the production efficiency in order to enhance our product competitiveness.

2. 2022 Business Plan Overview

A. Operational Directives

- 1. Be committed to sustainable development by integrating the latest technology to improve production capacity and reduce environmental pollution factors, while striving for growth and environmental protection.
- 2. Reduce production costs and adjust the sales strategy to maximize profitability and growth for our shareholders.
- 3. Value our customers' opinions, follow up to market trends, and create brand value.

B. Important Production and Sales Policies

The Group has upgraded its product development, quality control and reduced procurement costs in order to continue to provide high quality and stable quality products while reducing production costs. The Group improves its research and development technology and adjusts its production formula to accommodate customers' needs and market development. We have also built a resin factory to upgrade our resin technology and develop green, safe, non-toxic and special functional high-end particle board products. The Group has already met many international certifications and standards and will continue to develop formulas and production technologies that take into account product performance and environmental protection. We will also strengthen quality control and inspection, properly allocate product lines and arrange production schedules to improve production efficiency and stability to reduce production costs. By closely monitoring the raw material price fluctuation, we are searching for various sources to supply raw materials. At the same time, we aim to stabilize the source and quality of raw materials and strengthen our bargaining power in order to reduce procurement costs and improve product quality as our own resin factory is completed. We are also refining our manufacturing process to increase the production capacity of the GPT factory and further create value for economies of scale.

The Group keeps track of the market trends, stays ahead of product development, offers differentiated products to accommodate customer needs and provides good aftersales services to maintain strong customer relationships. The Group has also been actively expanding its business in new markets based on the demand for high-end or environmentally friendly products in potential markets. Besides building a reputation through a sound marketing mechanism and quality products and services, the Group also actively participates in home furnishing industry exhibitions to increase brand exposure and build up Green River's brand advantages.

3. Company's Future Development Strategy

1. Marketing strategy:

The Group has continued to improve the management and efficiency of its operations. Upon the launch of the new particle board factory and the completion of its own resin factory, the Group has carefully evaluated the workforce requirements, integrated the labor in each factory, and appropriately deployed and recruited talents to enhance management efficiency. The Group has accumulated network resources through industrial cooperation and encouraged employees to pursue external education to comprehend the current situation and future trends in the industry in order to adapt to the changes in industry and economy in each region and to understand the organizational growth needs in order to adjust the company's operation planning. At the same time, we have optimized the integration and control between our software and hardware equipment to continue refining our processes in order to add value to our products. We also use our information system to collect and monitor operation-related data to further strengthen our integration advantage and improve business performance. The Group has also taken advantage of its geographical location in the center of Southeast Asia to strengthen our market position in Asia and the existing markets in ASEAN. The Group has also altered the market share in different regions to mitigate the impact caused by the pandemic.

2. Financial strategy:

The Group mainly sells its products to foreign customers. In order to strengthen the Group's ability to respond to changes in the external environment, the Group regularly reviews the financial position of each counterparty and adjusts the terms of transactions, and reviews the adequacy of foreign currency positions to minimize the impact of the market interest rate risk on the Group. We continue to maintain good relationships with our financial institutions and make good use of direct and indirect financial instruments to improve the Group's financial structure.

4. 2022 Business Outlook

As we look ahead, the Group will continue to watch the global situation with the new resin factory coming into operation, the production cost of particle board is expected to be reduced; to cooperate with our marketing strategy, we will deepen our market position in emerging markets to increase our competitiveness in the export market. 2022 business outlook: Ifocus on the vertical integration, 2. optimize information systems, 3. continue to improve production formulas and processes. We wish all shareholders all the best,

Good Health and Prosperity

Chairman: Hsieh, Jung-Hui

Managerial Officer: Huang, Teng Shih

Accounting Supervisor: Wang, Sheng-Feng

Annex II 2021 Audit Committee's Review Report

GREEN RIVER HOLDING CO. LTD.

綠河股份有限公司

Audit Committee's Review Report

The Board of Directors prepares and submits the 2021 Business Report, Consolidated

Financial Statements, and Profits Distribution Proposal, where the Consolidated Financial

Statements are audited by KPMG's CPA Chang, Chun-I and CPA, Chao, Min-Ju entrusted by

the Company, and the Audit Report is issued. The aforementioned Business Report,

Consolidated Financial Statements, and Profits Distribution Proposal have been reviewed by

the Audit Committee, considering it to be in conformity. Accordingly, the Report is prepared

as disclosed above according to Article 14-4 of the Securities and Exchange Act and Article

219 of the Company Act. Please review.

Submitted to

The Company's 2022 Annual Meeting of Shareholders

Green River Holding Co. Ltd

Audit Committee Convener: Chang, Jun-En

Annex III Distribution table of employees' and directors' compensation in 2021

GREEN RIVER HOLDING CO. LTD.

Distribution Table of Employee and Directors' Compensation in 2021

Unit: NT Dollar

2021 Net Profit (Pre-Tax) 398,494,871

Directors' Compensation 400,000

Employees' Compensation (Cash) 400,000

Note:

- 1. In accordance with articles of association of the Company, if there is surplus profit for the year, the Company shall set aside no less than zero point one per cent (0.1%) of the pre-tax profit as employee compensation and no more than three per cent (3%) of the pre-tax profit as compensation for the Directors. However, if the Company has accumulated losses in previous years, it shall reserve an amount of the pre-tax profit for offsetting the accumulated losses. The employee compensation shall be distributed in the form of stock or cash and may be distributed to employees of the Company's Subsidiaries, if such employees satisfy certain qualifications as may be resolved by the Board from time to time.
- 2. The contribution rate of the above-mentioned employee and directors' compensation both are 0.1004%.

Annex IV Comparison Table for Amendments to the Rules for the Repurchase of Shares and Transfer to Employees

Comparison Table for Amendments to the Rules for the Repurchase of Shares and Transfer to Employees of Green River Holding Co. Ltd.

Amended article	Existing article	Explanation
Article 3 In accordance with these Rules, the shares in the present share repurchase may be transferred to employees in a single transfer or multiple transfers within <u>five</u> years from the date of the share repurchase. The un-transferred shares at the conclusion of the designated transfer period will be deemed as unissued shares and the shares so purchased are cancelled.	In accordance with these Rules, the shares in the present share repurchase may be transferred to employees in a single transfer or multiple transfers within three years from the date of the share repurchase. The un-transferred shares at the conclusion of the designated transfer period will be deemed as unissued shares and the shares so purchased are cancelled.	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.

Annex V The Execution Progress Report of the Operational Strengthen Plan

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.

The execution progress report of the operational strengthen plan of Green River Holding Co. Ltd.:

A. Green River Holding Co. Ltd

Consolidated Statement of Comprehensive Income

Unit: In Thousands of New Taiwan Dollars

Organian	2022Q3 to	2022Q3 to	Diffe	rence		Ctuon oth on
Quarter Item	2022Q1	2022Q1	Amount	Ratio (%)	Explanation	Strengthen plan
	(Estimated)	(Actual)			3.5 : 1 11	- 1
Operating Revenue	4,955,906	4,158,158	-797,748	-16.10	Mainly caused by Malaysia's	Keeps track of market
Operating Cost	3,118,429	3,100,539	-17,890	-0.57	lockdown in the	trends and
Gross Profit	1,837,477	1,057,619	-779,858	-42.44	2021 Q3 (now lifted) and the	strengthens the
Operating Expenses	822,628	767,468	-55,160		shipping	resilience of
Net Operating Income (Loss)	1,014,849	290,151	-724,698	-71.41	congestion such as container booking	marketing and
Other Income	4,157	9,392	5,235	125.93	difficulties, delayed shipping schedule,	production.
Other Gains and Losses	-98,998	-2,840	96,158	-97.13	etc., sales volume and revenue from	
Finance Cost	-126,252	-120,928	5,324	-4.22	PB Business were lower than	
Profit (Loss) Before Income Tax	793,755	175,775	-617,980	-77.86	estimated. In addition, the surge	
Income Tax Expenses(Benefit)	59,306	-8,441	-67,747	-114.23	in raw material costs leads to a	
Net Profit (Loss)	734,449	184,216	-550,233	-74.92	decrease in Gross Profit.	

B. Particle Board Business

Statement of Comprehensive Income of PB Business (GP, GPT)

Unit: In Thousands of New Taiwan Dollars

Quartor	Quarter 2022Q3 to 2022Q3 to Difference			Strengthen		
Item	2022Q1	2022Q1	Amount	Ratio (%)	Explanation	plan
item	(Estimated)	(Actual)	Amount	Katio (70)		plan
Operating Revenue	4,742,110	3,916,044	-826,066	-17.42	Mainly caused by Malaysia's lockdown	Keeps track of market
Operating Cost	2,995,273	2,848,648	-146,625	-4.90	in the 2021 O3 (now	trends and
Gross Profit	1,746,837	1,067,396	-679,441	-38.90	lifted) and the shipping congestion	strengthens the
Operating Expenses	750,189	668,424	-81,765	-10.90	such as container	resilience of
Net Operating Income (Loss)	996,648	398,972	-597,676	-59.97	booking difficulties, delayed shipping schedule, etc., sales	marketing and production.
Other Income	6,227	9,093	2,866	46.03	volume and revenue	production.
Other Gains and Losses	0	31,156	31,156	100.00	from PB Business were lower than	
Finance Cost	-73,945	-68,899	5,046	-6.82	estimated. In addition, the surge in	
Profit (Loss) Before Income Tax	928,930	370,322	-558,608		raw material costs leads to a decrease in Gross Profit.	

C. Solid Wood Business

Statement of Comprehensive Income of Solid wood Business (GRW, GRP and TNR)

Unit: In Thousands of New Taiwan Dollars

Quarter	2022Q3 to	2022Q3 to	Diffe	rence		Strengthen
Item	2022Q1 2022Q1 Amount Ra		Ratio (%)	Explanation	plan	
item	(Estimated)	(Actual)	Amount	` '		piair
Operating Revenue	213,796	261,266	47,470	22.20	As estimated, the	Keeps track
Operating Cost	169,695	223,238	53,543		demand for solid wood gradually	of market trends and
Gross Profit	44,101	38,028	-6,073	-13.77	recovers, and product prices rises, but the	strengthens the
Operating Expenses	47,310	56,091	8,781		surge in raw material	resilience of
Net Operating Income (Loss)	-3,209	-18,063	-14,854	462.89	costs leads to an increase in operating	marketing and
Other Income	14,248	11,353	-2,895	-20.32	costs.	production.
Other Gains and Losses	0	1,060	1,060	100.00		
Finance Cost	-1,507	-1,296	211	-14.00		
Profit (Loss) Before Income Tax	9,532	-6,946	-16,478	-172.87		

D. Resin Business

Statement of Comprehensive Income of Resin Business (HM and TDICS)

Unit: In Thousands of New Taiwan Dollars

Quarter	2022Q3 to	2022Q3 to	Diffe	rence		Strengthen
Item	2022Q1	2022Q1	Amount	Ratio (%)	Explanation	plan
nem -	(Estimated)	(Actual)	Timount	Ratio (70)		piari
Operating Revenue	538,516	330,296	-208,220	-38.67	The resin factory was expected to operate in	Adjust and
Operating Cost	491,977	376,476	-115,501	-23.48	September initially	improve the production
Gross Profit	46,539	-46,180	-92,719	-199.23	However, due to a slight delay in the	process continuousl
Operating Expenses	12,505	9,856	-2,649		installation and	y.
Net Operating Income (Loss)	34,034	-56,036	-90,070	-264.65	commissioning, the operation was	
Other Income	68,571	64,224	-4,347	-6.34	postponed to late October. As a result,	
Other Gains and Losses	0	1,347	1,347		volume is lower than	
Finance Cost	-18,614	-11,416	7,198	-38.67	estimated.	
Profit (Loss) Before Income Tax	83,991	-1,881	-85,872	-102.24		

E. Green River Holding Co. Ltd.(Holding Company, the "GRH")

Statement of Comprehensive Income of GRH

Unit: In Thousands of New Taiwan Dollars

Quarter	2022Q3 to	2022Q3 to	Diffe	rence		Strengthen	
Item	2022Q1 (Estimated)	2022Q1 (Actual)	Amount	Ratio (%)	Explanation	plan	
Operating Revenue	-	-	-	-	Due to the shipping congestion, such as	Keeps track of market	
Operating Cost	-	-	-	-	container booking	trends and	
Gross Profit	-	-	-	-	1	strengthens the	
Operating Expenses	23,040	34,731	11,691		etc., sales volume and	resilience of	
Net Operating Income (Loss)	-23,040	-34,731	-11,691	50.74	han estimated. In and	marketing and	
Other Income	-	22	22	100.00	addition, the surge in raw material costs led	production.	
Other Gains and Losses	-98,998	-36,402	62,596	-63.23	to a downward in subsidiaries'		
Finance Cost	-104,066	-105,762	-1,696	1.63	profitability, affecting the Investment		
Investment income (loss) accounted for using equity method	996,212	373,266	-622,946		income accounted for using equity method decrease.		
Profit (Loss) Before Income Tax	770,108	196,393	-573,715	-74.50			

Annex VI 2021 Consolidated Financial Statements with Independent Auditors' Report

Independent Auditors' Report

To the Board of Directors of Green River Holding Co. Ltd.:

Opinion

We have audited the consolidated financial statements of Green River Holding Co. Ltd. (the "Company") and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2021 and 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), interpretation developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters that should be disclosed in this account report are as follows:

1. Revenue recognition

Please refer to note 4(m) "Revenue" for accounting policy related to revenue recognition, and note 6(q) for the information related to revenue of the consolidated financial statements.

Description of key audit matter:

Revenue is the key performance indicator for the management to evaluate the performance of the finance and operation of the Group and draws high attention from the public. Therefore, revenue recognition was considered one of the key matters in our audit.

How the matter was addressed in our audit:

Our principal audit procedures included:

- Assessed and tested the design, and the effectiveness of the internal control operation on revenue recognition.
- Performed trend analysis on operating income of the current period and of the last period, as well as the latest quarter from each top ten customers to assess the occurrence of any significant exceptions, and further identified and analyzed the reasons if there was any significant variation.
- Performed tests of details on sales to assess the assertions of existence and accuracy, as well as the appropriateness of recognition.
- Performed sales cut-off test of a period before and after the balance sheet date by vouching relevant documents of sales transactions to determine whether the revenue has been appropriately recognized.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chang Chun-I and Chao Min-Ju.

KPMG

Taipei, Taiwan (Republic of China) March 25, 2022

Notes to Readers

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

GREEN RIVER HOLDING CO. LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in thousands of New Taiwan Dollars)

		December 31, 20)21	December 31, 20	020			December 31,	2021	December 31,	, 2020
	Assets	Amount	%	Amount	%		Liabilities and Equity	Amount	%	Amount	<u>%</u>
11xx	Current assets:					21xx	Current liabilities:				
1100	Cash and cash equivalents (note 6(a))	\$ 344,813	4	276,506	3	2100	Short-term loans (notes 6(b), (e), (h), (y), 7 and 8)	\$ 498,086) 6	1,084,51	15 12
1137	Current financial assets at amortized cost (notes 6(b) and 8)	48,837	1	53,826	1	2130	Current contract liabilities (note 6(q))	39,209) 1	69,93	34 1
1170	Trade receivables, net (notes 6(c) and (q))	523,998	6	254,866	3	2170	Trade payables	373,609	5	243,54	47 3
1200	Other receivables	56,004	1	54,934	1	2200	Other payables (note 6(r))	281,35	7 3	256,28	80 3
130x	Inventories (notes 6(d))	568,470	6	362,076	4	2321	Current portion of bonds payable (notes 6(b), (e), (j), (y) and 8)	4,474,40	7 53	-	=
1470	Other current assets (notes 6(e) and (j))	53,599	1	46,358		2322	Current portion of long-term loans (notes 6(e), (i), (y), 7 and 8)	582,070	7	18,99	90 -
	Total current assets	1,595,721	19	1,048,566	12	2280	Current lease liabilities (notes 6(k) and (y))	8,73	7 –	11,43	38 -
15xx	Non-current assets:					2399	Other current liabilities	30,97	5 -	20,19	99 -
1536	Non-current financial assets at amortized cost (notes 6(b) and 8)	1,238	-	112,643	1		Total current liabilities	6,288,44	75	1,704,90	03 19
1600	Property, plant and equipment (notes 6(e), (g), (u), 7, 8 and 9)	6,700,256	80	7,497,180	86	25xx	Non-Current liabilities:				
1755	Right-of-use assets (note 6(f))	9,911	-	22,583	-	2530	Bonds payable (notes 6(b), (e), (j), (y) and 8)	-	-	4,466,84	46 51
1780	Intangible assets (notes 6(e) and (g))	33,529	-	42,920	-	2540	Long-term loans (notes 6(e), (i), (y), 7 and 8)	20,033	2 -	399,18	81 5
1840	Deferred tax assets (note 6(m))	72,207	1	85,565	1	2570	Deferred tax liabilities (note 6(m))	20,48	7 –	16,30	- 00
1915	Prepayments for equipment (note 6(e))	267	_			2580	Non-current lease liabilities (notes 6(k) and (y))	733	2 -	10,67	75 -
	Total non-current assets	6,817,408	81	7,760,929	88	2640	Net defined benefit plan liabilities (note 6(l))	34,52	1	42,78	89 -
						2670	Other non-current liabilities	413	3 -	47	<u> 78 - </u>
							Total non-current liabilities	76,19	3 1	4,936,26	<u>59 56</u>
						2xxx	Total liabilities	6,364,63	76	6,641,17	<u>72 75</u>
						31xx	Equity attributable to owners of parent (notes 6(n) and (o)):				
						3110	Common stock	897,669	10	847,66	<u>69</u> 9
						3200	Capital reserve	1,275,062	2 15	937,45	51 11
						33xx	Retained earnings:				
						3310	Legal reserve	44,95	7 1	44,95	57 -
						3350	Unappropriated retained earnings	657,45	1 8	255,70	<u>)3</u>
								702,41	9	300,66	50 3
						34xx	Other equity:				
						3410	Exchange differences on translation of foreign financial statements	(756,787	(9)	144,42	<u>27 2 </u>
						3500	Treasury shares	(45,196	(1)	(45,19)	6) -
							Total equity attributable to owners of parent	2,073,159	24	2,185,01	11 25
						36xx	Non-controlling interests	(24,668) -	(16,68	8) -
							Total equity	2,048,49	1 24	2,168,32	<u>23 25</u>
1xxx	Total assets	<u>\$ 8,413,129</u>	100	8,809,495	100	2-3xx	x Total liabilities and equity	<u>\$ 8,413,129</u>	100	8,809,49	<u> 35 100 </u>

$(English\ Translation\ of\ Consolidated\ Financial\ Statements\ Originally\ Issued\ in\ Chinese)$ GREEN RIVER HOLDING CO. LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

 $(Expressed\ in\ thousands\ of\ New\ Taiwan\ Dollars\ ,\ except\ for\ earnings\ per\ share)$

			2021		2020	
			Amount	%	Amount	%
4000	Operating revenues (notes 6(q))	\$	5,752,477	100	3,503,653	100
5000	Operating costs (notes 6(d), (e), (f), (g) and (k))	_	4,377,457	76	3,065,468	87
5900	Gross profit from operations	_	1,375,020	24	438,185	13
6000	Operating expenses (notes $6(c)$, (e) , (f) , (g) , (k) , (l) , (r) and $7)$:					
6100	Selling expenses		773,763	14	335,909	10
6200	Administrative expenses		186,780	3	186,524	5
6450	Expected credit loss	_	646	-	-	
	Total operating expenses	_	961,189	17	522,433	15
6900	Net operating income (loss)	_	413,831	7	(84,248)	(2)
7000	Non-operating income and expenses (notes 6(e), (j), (k), (s), (t) and (u)):					
7010	Other income		12,532	-	8,663	-
7020	Other gains and losses		124,150	2	131,449	4
7050	Finance costs	_	(141,631)	(2)	(111,730)	(3)
	Total non-operating income and expenses	_	(4,949)	-	28,382	1
7900	Profit (loss) from continuing operations before tax		408,882	7	(55,866)	(1)
7951	Add: income tax benefit (expenses) (note 6(m))		(25,323)	_	21,981	
8200	Net profit (loss)		383,559	7	(33,885)	(1)
8300	Other comprehensive income (note 6(l)):					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefit plans		7,525	-	2,757	-
8349	Less: income tax relating to items that will not be reclassified subsequently to profit or					
	loss Total items that will not be reclassified subsequently to profit or loss	_	7.505	-	- 2757	
0260	Items that may be reclassified subsequently to profit or loss	_	7,525	-	2,757	
8360	Exchange differences on translation of foreign financial statements		(000 507)	(1.6)	(206.470)	(1.1)
8361	Less: income tax relating to items that may be reclassified subsequently to profit or		(898,527)	(16)	(396,470)	(11)
8399	loss		-	-	-	
	Total items that may be reclassified subsequently to profit or loss		(898,527)	(16)	(396,470)	(11)
8300	Other comprehensive income, net of tax	_	(891,002)	(16)	(393,713)	(11)
8500	Total comprehensive income (loss)	\$	(507,443)	(9)	(427,598)	(12)
8600	Net profit (loss) attributable to:					
8610	Owners of parent	\$	394,308	7	(22,737)	(1)
8620	Non-controlling interests	_	(10,749)	-	(11,148)	-
		\$	383,559	7	(33,885)	(1)
8700	Total comprehensive income (loss) attributable to:					
8710	Owners of parent	\$	(499,463)	(9)	(416,625)	(12)
8720	Non-controlling interests		(7,980)	-	(10,973)	
		<u>\$</u>	(507,443)	(9)	(427,598)	(12)
	Earnings (deficits) per share (expressed in New Taiwan Dollars) (note 6(p))					
9750	Basic earnings (deficits) per share	\$		4.62	((0.27)
9850	Diluted earnings (deficits) per share	\$		4.27	(<u>(0.51)</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese) GREEN RIVER HOLDING CO. LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity For the years ended December 31, 2021 and 2020 (Expressed in thousands of New Taiwan Dollars)

Fanity	attributable	to ownore	of norant
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						Exchange				
						differences on				
				Retained earnings		translations				
						of foreign		Equity		
	Common	Capital	Legal	Unappropriated		financial	Treasury	attributable to	Non-controlling	
	 stock	reserve	reserve	retained earnings	Total	statements	shares	owners of parent	interests	Total equity
Balance at January 1, 2020	\$ 737,703	937,451	44,95	385,589	430,546	541,132	(45,196)	2,601,636	(5,715)	2,595,921
Appropriation and distribution of retained earnings:										
Stock dividends of ordinary share	109,966	-	-	(109,966)	(109,966)	-	-	-	-	-
Net loss for the year	-	-	-	(22,737)	(22,737)	-	-	(22,737)	(11,148)	(33,885)
Other comprehensive income (loss)	 			2,817	2,817	(396,705)		(393,888)	175	(393,713)
Total comprehensive income (loss)	 			(19,920)	(19,920)	(396,705)		(416,625)	(10,973)	(427,598)
Balance at December 31, 2020	847,669	937,451	44,95	57 255,703	300,660	144,427	(45,196)	2,185,011	(16,688)	2,168,323
Net profit (loss) for the year	-	-	-	394,308	394,308	-	-	394,308	(10,749)	383,559
Other comprehensive income (loss)	 -	-	-	7,443	7,443	(901,214)	-	(893,771)	2,769	(891,002)
Total comprehensive income (loss)	 -	-	-	401,751	401,751	(901,214)	-	(499,463)	(7,980)	(507,443)
Captial increase by cash	 50,000	337,611	-	-	-	-	-	387,611	-	387,611
Balance at December 31, 2021	\$ 897,669	1,275,062	44,95	<u>657,454</u>	702,411	(756,787)	(45,196)	2,073,159	(24,668)	2,048,491

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

GREEN RIVER HOLDING CO. LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in thousands of New Taiwan Dollars)

	2021	2020
Cash flows from operating activities:	400.000	(= = 0.55)
Profit (loss) before income tax	\$ 408,882	(55,866)
Adjustments:		
Adjustments to reconcile profit or loss:	200 211	227 470
Depreciation expense	389,311	337,478
Amortization expense	6,235	6,282
Expected credit loss	646	-
Interest expense	103,159	73,297
Interest income	(270)	(1,058)
Effect of exchange rate changes on bonds payable	(37,679)	(63,467)
Loss on disposal of property, plant and equipment	1,496	515
Property, plant and equipment changed to expense	571	152
Total adjustments to reconcile profit or loss	463,469	353,199
Changes in operating assets and liabilities:		
Net changes in operating assets:		
Trade receivables	(269,778)	(105,958)
Other receivables	(329)	27,049
Inventories	(206,394)	(151,433)
Other current assets	(7,241)	(4,696)
Total net changes in operating assets	(483,742)	(235,038)
Net changes in operating liabilities:		
Contract liabilities	(30,725)	47,949
Trade payables	130,062	102,735
Other payables	48,067	35,378
Other current liabilities	7,818	603
Net defined benefit plan liabilities	4,511	6,116
Total net changes in operating liabilities	159,733	192,781
Net changes in operating assets and liabilities	(324,009)	(42,257)
Total adjustments	139,460	310,942
Cash generated from operations	548,342	255,076
Interest received	270	1,058
Interest paid	(76,822) (13,894)	(71,334)
Income taxes paid		(10,952)
Net cash flows from operating activities	457,896	173,848
Cash flows from investing activities:	(212)	(26.004)
Acquisition of financial assets at amortised cost	(213)	(36,084)
Proceeds from disposal of financial assets at amortised cost	113,817	151,076
Acquisition of property, plant and equipment	(525,729)	(1,018,240)
Proceeds from disposal of property, plant and equipment	625	417
Acquisition of intangible assets	(2,014)	-
Increase in prepayments for equipment	(267)	(38)
Net cash flows used in investing activities	(413,781)	(902,869)
Cash flows from financing activities:		
Increase in short-term loans	1,214,612	1,341,724
Decrease in short-term loans	(1,725,676)	(1,196,886)
Proceeds from long-term loans	252,452	337,754
Repayments of long-term loans	(2,109)	(7,122)
Repayment of lease principal	(10,641)	(8,754)
Decrease in other non-current liabilities		(258)
Capital increase by cash	387,611	<u> </u>
Net cash flows from financing activities	116,249	466,458
Effect of exchange rate changes on cash and cash equivalents	(92,057)	(70,678)
Net increase (decrease) in cash and cash equivalents	68,307	(333,241)
Cash and cash equivalents at beginning of year	276,506	609,747
Cash and cash equivalents at beginning or year	\$ 344.813	276,506

Annex VII 2021 Profit Distribution Table

GREEN RIVER HOLDING CO. LTD.

2021 PROFIT DISTRIBUTION TABLE

Item	Subtotal	Total
Beginning Period		255,703,330
Add: 2021 Net Profit	394,307,797	
Add: Actuarial gains (losses) through retained earnings	7,443,093	
Deduct: Set aside special reserve	657,454,220	
Distributable Retained Earnings this period		-
Distributed Items:		
Dividend to shareholders	-	
End of Period Undistributed Retained		
Earnings		-
Note:		

Annex VIII Comparison Table for Amendments to the Articles of Association

Comparison Table for Amendments to the Articles of Association of Green River Holding Co. Ltd.

Proposal for the Amendment	Original Article
Eighth Amende	ed and Restated
Memorandum of Association o	f Green River Holding Co. Ltd.
1. The name of the Company is Green River	1. The name of the Company is Green River
Holding Co. Ltd. ∘	Holding Co. Ltd. <u>綠河股份有限公司。</u>

Proposal for the Amendment	Original Article
Eighth Amend	ed and Restated
Articles of Association of C	Green River Holding Co. Ltd.
1.1 In these Articles, the following word and expressions shall, where no inconsistent with the context, have the following meanings, respectively: (Omitted) Company Green River Holding Co. Ltd.;	t and expressions shall, where not
(Omitted)	(Omitted)
18.3 For so long as the shares are registered on the ESM or listed on the TSE or TPE unless otherwise provided by the Law the physical general meetings shall be held in the ROC. If the Board resolve to hold a physical general meeting outside the ROC, the Company shall apply for the approval of the TSE of TPEx (as the case may be) thereof within two days after the Board adopts such resolution. Where a general meeting it to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). A general meeting may be held via video conference or other methods announce by the competent authority of the ROC in charge of the Company Act; provided however that the Company shall complete.	registered on the ESM or listed on the TSE or TPEx, unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the TSE or TPEx (as the case may be) thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

D 14 11 1 1 1	
Proposal for the Amendment	Original Article
with the requirements, procedures and other matters prescribed in the Applicable Public Company Rules. If a general meeting is held via video-conference, the Members who attend the meeting via video-conference shall be deemed to have attended the meeting in person.	19.8 If the Board does not or is unable to
(Deleted)	convene a general meeting (including the annual general meeting) or it is for the Company's benefit, the Independent Director who is a member of the Audit Committee may convene a general meeting when he/she, in his/her absolute discretion, deems necessary.
20.5 For so long as the shares are registered on the ESM or listed on the TSE or TPEx, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2 hereof. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. The Company shall transmit the meeting handbook and supplemental materials to the Market Observation Post System thirty	20.5 For so long as the shares are registered on the ESM or listed on the TSE or TPEx, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2 hereof. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules.

Proposal for the Amendment	Original Article
days prior to the annual general meeting	
if (i) the paid-in capital of the Company	
during the most recent financial year is	
NT\$10,000,000,000 or more or (ii) if the	
shares held by non-Taiwanese Members	
and Members from the People's	
Republic of China account for 30% or	
more of the total issued and outstanding	
shares of the Company as shown in the	
Register of Members under Article 20.3,	
when the meeting notice for the annual	
general meeting in the most recent	
financial year is issued.	
OF 4 C 1: 44 d T (1 d	OF 4 C 1: (, d T , C , 1 , d)

25.4 Subject to the Law, for so long as the shares are registered on the ESM or listed on the TSE or TPEx, the Company shall provide the Members with a method for exercising their voting power by way of electronic The method for transmission. exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Anv Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the laterreceived voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting

25.4 Subject to the Law, for so long as the shares are registered on the ESM or listed on the TSE or TPEx, the Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if a general meeting is to be held outside the ROC or otherwise required under the Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A

Proposal for the Amendment

as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment resolution(s) to proposed the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any ad-hoc matters or amendment resolution(s) to proposed at the general meeting.

Original Article

Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the or electronic document written and/or anv amendment resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any ad-hoc matters or amendment to resolution(s) proposed at the general meeting.

Annex IX Comparison Table for Amendments to the Rules of Procedure for Shareholders Meetings

Comparison Table for Amendments to the Rules of Procedure for Shareholders Meetings of

Green River Holding Co. Ltd.

Amended article	Existing article	Explanation
Article 3 (Convening shareholders meetings and shareholders meeting notices) Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors. Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.	Article 3 (Convening shareholders meetings and shareholders meeting notices) Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.
The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of	The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of	

Amended article	Existing article	Explanation
a regular shareholders meeting or	a regular shareholders meeting or	
before 15 days before the date of	before 15 days before the date of	
a special shareholders meeting.	a special shareholders meeting.	
The Company shall prepare	The Company shall prepare	
electronic versions of the	electronic versions of the	
shareholders meeting agenda and	shareholders meeting agenda and	
supplemental meeting materials	supplemental meeting materials	
and upload them to the MOPS	and upload them to the MOPS	
before 21 days before the date of	before 21 days before the date of	
the regular shareholders meeting	the regular shareholders meeting	
or before 15 days before the date	or before 15 days before the date	
of the special shareholders	of the special shareholders	
meeting. If, however, the	meeting. In addition, before 15	
Company has the paid-in capital	days before the date of the	
of NT\$10 billion or more as of the	shareholders meeting, the	
last day of the most current fiscal	Company shall also have	
year, or total shareholding of	prepared the shareholders	
foreign shareholders and PRC	meeting agenda and	
shareholders reaches 30% or	supplemental meeting materials	
more as recorded in the register	and made them available for	
of shareholders of the	review by shareholders at any	
shareholders meeting held in the	time. The meeting agenda and	
immediately preceding year,	supplemental materials shall also	
transmission of these electronic	be displayed at the Company and	
files shall be made by 30 days	the professional shareholder	
before the regular shareholders	services agent designated thereby	
meeting. In addition, before 15	as well as being distributed on-	
days before the date of the	site at the meeting place.	
shareholders meeting, the		
Company shall also have		
prepared the shareholders		
meeting agenda and		
supplemental meeting materials		
and made them available for		
review by shareholders at any		
time. The meeting agenda and		
supplemental materials shall also		
be displayed at the Company and		
the professional shareholder		

Amended article	Existing article	Explanation
services agent designated thereby.		
The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:		
 For physical shareholders meetings, to be distributed on- site at the meeting. For hybrid shareholders meetings, to be distributed on- 		
site at the meeting and shared on the virtual meeting platform. 3. For virtual-only shareholders		
meetings, electronic files shall be shared on the virtual meeting platform.		
The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.	The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.	
Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by	Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by	

Amended article	Existing article	Explanation
directors, surplus profit	directors, surplus profit	
distributed in the form of new	distributed in the form of new	
shares, reserve distributed in the	shares, reserve distributed in the	
form of new shares, the	form of new shares, the	
dissolution, merger, or demerger	dissolution, merger, or demerger	
of the Company, or any matter	of the Company, or any matter	
under Article 185, paragraph 1 of	under Article 185, paragraph 1 of	
the Company Act of Taiwan	the Company Act of Taiwan	
(R.O.C.), Articles 26-1 and 43-6 of	(R.O.C.), Articles 26-1 and 43-6 of	
the Securities and Exchange Act	the Securities and Exchange Act	
of Taiwan (R.O.C.), or Articles 56-	of Taiwan (R.O.C.), or Articles 56-	
1 and 60-2 of the Regulations	1 and 60-2 of the Regulations	
Governing the Offering and	Governing the Offering and	
Issuance of Securities by	Issuance of Securities by	
Securities Issuers shall be set out	Securities Issuers shall be set out	
in the notice of the reasons for	in the notice of the reasons for	
convening the shareholders	convening the shareholders	
meeting, and the essential	meeting, and the essential	
contents shall be explained in the	contents shall be explained in the	
notice to convene a meeting of	notice to convene a meeting of	
shareholders. None of the above	shareholders. None of the above	
matters may be raised by an	matters may be raised by an	
extraordinary motion. The	extraordinary motion. The	
essential contents may be posted	essential contents may be posted	
on the website designated by the	on the website designated by the	
competent authority in charge of	competent authority in charge of	
securities affairs or the company,	securities affairs or the company,	
and such website shall be	and such website shall be	
indicated in the above notice.	indicated in the above notice.	
The shareholder meeting notice	The shareholder meeting notice	
shall indicate the election of	shall indicate the election of	
directors and directors'	directors and directors'	
inauguration date. When the	inauguration date. When the	
election has completed, the	election has completed, the	
inauguration date of directors	inauguration date of directors	
shall not change by the	shall not change by the	
extraordinary motions or other	extraordinary motions or other	
methods at the same shareholder	methods at the same shareholder	

Amended article	Existing article	Explanation
meeting.	meeting.	
A charabaldar balding and	A shamahaldamhalding ana	
A shareholder holding one	A shareholder holding one	
percent or more of the total	percent or more of the total	
number of issued shares may	number of issued shares may	
submit to this Company a	submit to this Company a	
proposal for discussion at a	proposal for discussion at a	
regular shareholders meeting.	regular shareholders meeting.	
The number of items so proposed	The number of items so proposed	
is limited to one only, and no	is limited to one only, and no	
proposal containing more than	proposal containing more than	
one item will be included in the	one item will be included in the	
meeting agenda. When the	meeting agenda. When the	
circumstances of any	circumstances of any	
subparagraph of Article 172-1,	subparagraph of Article 172-1,	
paragraph 4 of the Company Act	paragraph 4 of the Company Act	
of Taiwan (R.O.C.) apply to a	of Taiwan (R.O.C.) apply to a	
proposal put forward by a	proposal put forward by a	
shareholder, the board of	shareholder, the board of	
directors may exclude it from the	directors may exclude it from the	
agenda. A shareholder may	agenda. A shareholder may	
propose a recommendation for	propose a recommendation for	
urging the Company to promote	urging the Company to promote	
public interests or fulfill its social	public interests or fulfill its social	
responsibilities, provided	responsibilities, provided	
procedurally the number of items	procedurally the number of items	
so proposed is limited only to	so proposed is limited only to	
one in accordance with Article	one in accordance with Article	
172-1 of the Company Act of	172-1 of the Company Act of	
Taiwan (R.O.C.), and no proposal	Taiwan (R.O.C.), and no proposal	
containing more than one item	containing more than one item	
will be included in the meeting	will be included in the meeting	
agenda. A shareholder may	agenda. A shareholder may	
propose a recommendation for	propose a recommendation for	
urging the Company to promote	urging the Company to promote	
public interests or fulfill its social	public interests or fulfill its social	
responsibilities, provided	responsibilities, provided	
procedurally the number of items	procedurally the number of items	
so proposed is limited only to	so proposed is limited only to	

Amended article	Existing article	Explanation
one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.	one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.	
Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals in writing or by way of electronic transmission, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.	Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals in writing or by way of electronic transmission, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.	
Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.	Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.	
Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article.	Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article.	

Amended article	Existing article	Explanation
At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.	At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.	
Article 4 Omit first to third paragraph If, after a proxy form is delivered, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.	Article 4 Omit first to third paragraph	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.
Article 5 (Principles determining the time and place of a shareholders meeting) Omit first paragraph The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.	Article 5 (Principles determining the time and place of a shareholders meeting) Omit first paragraph	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.

Amended article	Existing article	Explanation
Article 6 (Preparation of documents such as the attendance book) The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.	Article 6 (Preparation of documents such as the attendance book) The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.
The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.	The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.	
Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance.	Shareholders <u>and their proxies</u> (<u>collectively</u> , "shareholders") shall attend shareholders meetings based on attendance cards, sign-	

Amended article	Existing article	Explanation
The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.	in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.	
Omit fourth to sixth paragraph In the event of a virtual	Omit fourth to sixth paragraph	
shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.		
In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.		
Article 6-1 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice) To convene a virtual shareholders meeting, the Company shall include the follow	(New Article)	Added in accordance with the amendment of related laws and regulations and the

Amended article	Existing article	Explanation
particulars in the shareholders		Company
meeting notice:		practice.
1. How shareholders attend the		
virtual meeting and exercise		
their rights.		
2. Actions to be taken if the		
<u>virtual meeting platform or</u>		
participation in the virtual		
meeting is obstructed due to		
natural disasters, accidents or		
other force majeure events, at		
least covering the following		
particulars:		
A. To what time the meeting is		
postponed or from what		
time the meeting will		
<u>resume if the above</u>		
obstruction continues and		
cannot be removed, and the		
date to which the meeting is		
postponed or on which the		
meeting will resume.		
B. Shareholders not having		
registered to attend the		
affected virtual shareholders		
meeting shall not attend the		
postponed or resumed		
session.		
C. The Company in case of a		
<u>hybrid shareholders</u>		
meeting, when the virtual		
meeting cannot be		
continued, if the total		
number of shares		
represented at the meeting,		
after deducting those		
represented by shareholders		
attending the virtual		
	1	

Amended article	Existing article	Explanation
shareholders meeting		
online, meets the minimum		
<u>legal requirement for a</u>		
shareholder meeting, then		
the shareholders meeting		
shall continue. The shares		
represented by shareholders		
attending the virtual		
meeting online shall be		
counted towards the total		
<u>number of shares</u>		
represented by shareholders		
present at the meeting, and		
the shareholders attending		
the virtual meeting online		
shall be deemed abstaining		
from voting on all proposals		
on meeting agenda of that		
shareholders meeting.		
D. Actions to be taken if the		
outcome of all proposals		
have been announced and		
extraordinary motion has		
not been carried out.		
3. <u>To convene a virtual-only</u>		
shareholders meeting,		
appropriate alternative		
measures available to		
shareholders with difficulties		
<u>in attending a virtual</u>		
shareholders meeting online		
shall be specified.		

Amended article	Existing article	Explanation
Article 8 (Documentation of a shareholders meeting by audio or video) Omit first to second paragraph Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting. In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.	Article 8 (Documentation of a shareholders meeting by audio or video) Omit first to second paragraph	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.

Amended article	Existing article	Explanation
Article 9	Article 9	Revision has been made in
Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.	Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.	accordance with the amendment of related laws and regulations and the Company practice.
The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.	The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.	
However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the	However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the	

Amended article	Existing article	Explanation
chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.	chair shall declare the meeting adjourned.	
If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act of Taiwan (R.O.C.); all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. In the event of a virtual shareholders intending to attend the meeting online shall reregister to the Company in accordance with Article 6.	If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act of Taiwan (R.O.C.); all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.	
The paragraph hereafter will be omitted.	The paragraph hereafter will be omitted.	
Article 11 (Shareholder speech) Omit first to sixth paragraph Where a virtual shareholders meeting is convened, shareholders attending the	Article 11 (Shareholder speech) Omit first to sixth paragraph	Revision has been made in accordance with the amendment of related laws and regulations

Amended article	Existing article	Explanation
virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply. As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.		and the Company practice.
Article 13	Article 13	Revision has been made in
Omit first to third paragraph	Omit first to third paragraph	accordance
After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the	After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting.	with the amendment of related laws and regulations and the Company practice.

Amended article	Existing article	Explanation
shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail. Omit fifth to eighth paragraph	If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail. Omit fifth to eighth paragraph	
When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.	Onlit intil to eighth paragraph	
In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately. When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in		

Amended article	Existing article	Explanation
accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration 2 days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online. When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposal.		
Article 15 Omit first to third paragraph	Article 15 Omit first to third paragraph	Revision has been made in accordance
Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and		with the amendment of related laws and regulations and the Company practice.

Amended article	Existing article	Explanation
actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.		
Article 16 (Public disclosure) On the day of a shareholders meeting, the company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above	Article 16 (Public disclosure) On the day of a shareholders meeting, the company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.	Revision has been made in accordance with the amendment of related laws and regulations and the Company practice.

Amended article	Existing article	Explanation
meeting materials to the virtual		
meeting platform at least 30		
minutes before the meeting		
starts, and keep this information		
disclosed until the end of the		
meeting.		
During the Company's virtual		
shareholders meeting, when the		
meeting is called to order, the		
total number of shares		
represented at the meeting shall		
be disclosed on the virtual		
meeting platform. The same shall		
apply whenever the total number		
of shares represented at the		
meeting and a new tally of votes		
is released during the meeting.		
If matters put to a resolution at a	If matters put to a resolution at a	
shareholders meeting constitute	shareholders meeting constitute	
material information under	material information under	
applicable laws or regulations or	applicable laws or regulations or	
under Taiwan Stock Exchange	under Taiwan Stock Exchange	
Corporation (or Taipei Exchange)	Corporation (or Taipei Exchange)	
regulations, the company shall	regulations, the company shall	
upload the content of such	upload the content of such	
resolution to the MOPS within	resolution to the MOPS within	
the prescribed time period.	the prescribed time period.	

Amended article	Existing article	Explanation
Article 19 (Disclosure of information at virtual meetings) In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.	(New Article)	Added in accordance with the amendment of related laws and regulations and the Company practice.
Article 20 (Location of the chair and secretary of virtual-only shareholders meeting) When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.	(New Article)	Added in accordance with the amendment of related laws and regulations and the Company practice.
Article 21 (Handling of disconnection) In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before	(New Article)	Added in accordance with the amendment of related laws and regulations and the Company

Amended article	Existing article	Explanation
and during the meeting to help		practice.
resolve communication technical		
issues.		
In the event of a virtual		
shareholders meeting, when		
declaring the meeting open, the		
chair shall also declare, unless		
under a circumstance where a		
meeting is not required to be		
postponed to or resumed at		
another time under Article 44-20,		
paragraph 4 of the Regulations		
Governing the Administration of		
Shareholder Services of Public		
Companies, if the virtual meeting		
platform or participation in the		
virtual meeting is obstructed due		
to natural disasters, accidents or		
other force majeure events before		
the chair has announced the		
meeting adjourned, and the obstruction continues for more		
than 30 minutes, the meeting shall be postponed to or resumed		
on another date within five days,		
in which case Article 182 of the		
Company Act of Taiwan (R.O.C.)		
shall not apply.		
strait flot appry.		
For a meeting to be postponed or		
resumed as described in the		
preceding paragraph,		
shareholders who have not		
registered to participate in the		
affected shareholders meeting		
online shall not attend the		
postponed or resumed session.		

Amended article	Existing article	Explanation
For a meeting to be postponed or		
resumed under the second		
paragraph, the number of shares		
represented by, and voting rights		
and election rights exercised by		
the shareholders who have		
registered to participate in the		
affected shareholders meeting		
and have successfully signed in		
the meeting, but do not attend		
the postpone or resumed session,		
at the affected shareholders		
meeting, shall be counted		
towards the total number of		
shares, number of voting rights		
and number of election rights		
represented at the postponed or		
resumed session.		
During a postponed or resumed		
session of a shareholders meeting		
held under the second paragraph,		
no further discussion or		
resolution is required for		
proposals for which votes have		
been cast and counted and results		
have been announced, or list of		
elected directors and		
independent directors.		
When the Company convenes a		
hybrid shareholders meeting, and		
the virtual meeting cannot		
continue as described in second		
paragraph, if the total number of		
shares represented at the		
meeting, after deducting those		
represented by shareholders		
attending the virtual		

Amended article	Existing article	Explanation
shareholders meeting online, still		
meets the minimum legal		
requirement for a shareholder		
meeting, then the shareholders		
meeting shall continue, and not		
postponement or resumption		
thereof under the second		
paragraph is required.		
The day the singumentary as where a		
Under the circumstances where a		
meeting should continue as in the		
preceding paragraph, the shares		
represented by shareholders		
attending the virtual meeting		
online shall be counted towards		
the total number of shares		
represented by shareholders		
present at the meeting, provided		
these shareholders shall be		
deemed abstaining from voting		
on all proposals on meeting		
agenda of that shareholders		
meeting.		
When postponing or resuming a		
meeting according to the second		
paragraph, the Company shall		
handle the preparatory work		
based on the date of the original		
shareholders meeting in		
accordance with the		
requirements listed under Article		
44-20, paragraph 7 of the		
Regulations Governing the		
Administration of Shareholder		
Services of Public Companies of		
Taiwan (R.O.C.).		
For dates or period set forth		

Amended article	Existing article	Explanation
under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of Taiwan (R.O.C.), and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies of Taiwan (R.O.C.), the Company hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.		
Article 22 (Handling of digital divide) When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.	(New Article)	Added in accordance with the amendment of related laws and regulations and the Company practice.
Article <u>23</u> [omitted]	Article <u>19</u> [omitted]	Adjust the number.

Annex X Comparison Table for Amendment to the Policies and Procedures for Loaning of Funds and Making of Endorsements Guarantees

Comparison Table for Amendments to the Policies and Procedures for Loaning of Funds and Making of Endorsements Guarantees of Green River Holding Co. Ltd.

Amended article	Existing article	Explanation
Article 3	Article 3	Revision has
Entities to which the Company can loan funds	Entities to which the Company can loan funds	been made in accordance with the amendment
Under Article 15 of the Company Act of Taiwan (R.O.C.), the Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:	Under Article 15 of the Company Act of Taiwan (R.O.C.), the Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:	of related laws and regulations and the Company practice.
Where an inter-company or inter-firm business transaction calls for a loan arrangement; or	Where an inter-company or inter-firm business transaction calls for a loan arrangement; or	
2. Where an inter-company or inter-firm short-term financing facility is necessary. The term "short-term" means one year.	2. Where an inter-company or inter-firm short-term financing facility is necessary. The term "short-term" means one year.	
3. Instead of any regulations in the registered site of the subsidiary company should be followed, the overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares can loan funds to each other because of the capital movement or the demand for operations;	3. Instead of any regulations in the registered site of the subsidiary company should be followed, the overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares can loan funds to each other because of the capital movement or the demand for operations;	

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Amended article	Existing article	Explanation
or a overseas company in which the Company holds, directly or indirectly, 100% of the voting shares loan funds to the Company. The restriction in paragraph 1, subparagraph 2 about short-term financing facility shall not apply to the inter-company loans above.	or a overseas company in which the Company holds, directly or indirectly, 100% of the voting shares loan funds to the Company. The restriction in paragraph 1, subparagraph 2 about short-term financing facility shall not apply to the inter-company loans above.	
The aggregate amount of loans and the maximum amount permitted to a single borrower	The aggregate amount of loans and the maximum amount permitted to a single borrower	
1. The total amount available for lending purpose shall not exceed forty percent (40%) of the Company's net worth. The maximum amount for lending a single borrower, or enterprises in any single industry and financing to any single group of affiliated enterprises, or members of a single corporate group shall not exceed forty percent (40%) of the Company's net worth.	1. The total amount available for lending purpose shall not exceed forty percent (40%) of the Company's net worth. The maximum amount for lending a single borrower, or enterprises in any single industry and financing to any single group of affiliated enterprises, or members of a single corporate group shall not exceed forty percent (40%) of the Company's net worth.	
2. The total lending amount to a company or a firm having business relationship with the Company shall not exceed total transaction amount between both parties (the "transaction amount" shall mean sales or purchase amount between both parties whichever is commensurate during the period of one year prior to	2. The total lending amount to a company or a firm having business relationship with the Company shall not exceed total transaction amount between both parties (the "transaction amount" shall mean sales or purchase amount between both parties whichever is commensurate during the period of one year prior to	

Amended article	Existing article	Explanation
the time of lending), and shall not exceed forty percent (40%) of the Company's net worth. 3. The total lending amount to a company or a firm who is in need of fund for a short-term period shall not exceed forty percent (40%) of the Company's net worth.	the time of lending), and shall not exceed forty percent (40%) of the Company's net worth. 3. The total lending amount to a company or a firm who is in need of fund for a short-term period shall not exceed forty percent (40%) of the Company's net worth.	
4. The total amount and the maximum amount for fund lending between the overseas companies whose voting shares are 100% owned by the Company, either directly or indirectly; or an overseas company in which the Company holds, directly or indirectly, 100% of the voting shares loan funds to the Company, shall not exceed three hundred percent (300%) and one hundred and fifty percent (150%), respectively, of the Company's net worth.	4. The total amount and the maximum amount for fund lending between the overseas companies whose voting shares are 100% owned by the Company, either directly or indirectly; or an overseas company in which the Company holds, directly or indirectly, 100% of the voting shares loan funds to the Company, shall not exceed three hundred percent (300%) and one hundred and fifty percent (150%), respectively, of the Company's net worth.	
Duration of loans and calculation of interest	Duration of loans and calculation of interest	
The duration of each loan (including loan extension) shall be in one year. Under special circumstances, the duration of loan can be extended based on the actual situation after the approval by the board of directors without disobeying relevant regulations of the competent authority.	The duration of each loan (including loan extension) shall be in one year. Under special circumstances, the duration of loan can be extended based on the actual situation after the approval by the board of directors without disobeying relevant regulations of the competent authority.	

Amended article	Existing article	Explanation
The interest of each loan shall be based on lending base rate of the Company's correspondent banks and may be adjusted according to the Company's cost of funds. Inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares or an overseas company in which the Company holds, directly or indirectly, 100% of the voting shares loan funds to the Company, may be adjusted for the duration of loans and calculation of interest in according to actual needs after approved by the board of directors. The maximum duration for lending single borrower shall not exceed 5 years. The duration can be extended at most twice after the approval by the board of directors. The maximum duration for each extension shall not exceed 5 years.	The interest of each loan shall be based on lending base rate of the Company's correspondent banks and may be adjusted according to the Company's cost of funds. Inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares or an overseas company in which the Company holds, directly or indirectly, 100% of the voting shares loan funds to the Company, may be adjusted for the duration of loans and calculation of interest in according to actual needs after approved by the board of directors. The maximum duration for lending single borrower shall not exceed 5 years and cannot be extend.	
Entities for which the Company can make endorsements/guarantees	Entities for which the Company can make endorsements/guarantees	Revision has been made in accordance with the amendment
The Company may make endorsements/guarantees for the following companies: 1. A company with which it does business.	The Company may make endorsements/guarantees for the following companies: 1. A company with which it does business.	of related laws and regulations and the Company practice.

Amended article	Existing article	Explanation
2. A company in which the Company directly or indirectly holds more than 50% of the voting shares.	2. A company in which the Company directly or indirectly holds more than 50% of the voting shares.	,
3. A company that directly or indirectly holds more than 50% of the voting shares in the Company.	3. A company that directly or indirectly holds more than 50% of the voting shares in the Company.	
Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other.	Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other.	
Where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages, such endorsements/ guarantees may be made free of the restriction of the preceding two paragraphs.	Where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages, such endorsements/ guarantees may be made free of the restriction of the preceding two paragraphs.	
Capital contribution referred to in the preceding paragraph shall mean capital contribution directly by the Company, or through a company in which the Company holds 100% of the voting shares.	Capital contribution referred to in the preceding paragraph shall mean capital contribution directly by the Company, or through a company in which the Company holds 100% of the voting shares.	
Aggregate endorsement/guarantee amount and the amount for any single entity	Aggregate endorsement/guarantee amount and the amount for any single entity	
1. The aggregate endorsement/guarantee amount of the Company shall not exceed three hundred percent (300%) of the Company's net worth;	1. The aggregate endorsement/guarantee amount of the Company shall not exceed three hundred percent (300%) of the Company's net worth;	

Amended article	Existing article	Explanation
and the endorsement/guarantee amount of the Company for any single entity shall not exceed one hundred and fifty percent (150%) of the Company's net worth.	and the endorsement/guarantee amount of the Company for any single entity shall not exceed one hundred and fifty percent (150%) of the Company's net worth.	
2. The aggregate endorsement/guarantee amount of the Company and its subsidiaries shall not exceed eight hundred and fifty percent (850%) of the Company's net worth; and the endorsement/guarantee amount of the Company and its subsidiaries for any single entity shall not exceed seven hundred percent (700%) of the Company's net worth.	2. The aggregate endorsement/guarantee amount of the Company and its subsidiaries shall not exceed three hundred percent (300%) of the Company's net worth; and the endorsement/guarantee amount of the Company and its subsidiaries for any single entity shall not exceed two hundred percent (200%) of the Company's net worth.	
3. When the Company makes endorsements/guarantees with for a company having business relationship, the Company should consider the transaction amount between both parties (the "transaction amount" shall mean sales or purchasing purchase amount between both parties whichever is commensurate during the period of one year prior to the time of making endorsements/guarantees).	3. When the Company makes endorsements/guarantees with for a company having business relationship, the Company should consider the transaction amount between both parties (the "transaction amount" shall mean sales or purchasing purchase amount between both parties whichever is commensurate during the period of one year prior to the time of making endorsements/guarantees).	
Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares make endorsements/guarantees amount for each other may not exceed 10% of the net worth of the Company,	Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares make endorsements/guarantees amount for each other may not exceed 10% of the net worth of the Company,	

Amended article	Existing article	Explanation
provided that the previous	provided that the previous	
subparagraph restriction	subparagraph restriction	
shall not apply to	shall not apply to	
endorsements/guarantees	endorsements/guarantees	
made between companies in	made between companies in	
which the Company holds,	which the Company holds,	
directly or indirectly, 100% of	directly or indirectly, 100% of	
the voting shares.	the voting shares.	

Annex XI Comparison Table for Amendments to the Procedures for Acquisition or Disposal of Assets

Comparison Table for Amendments to the Procedures for Acquisition or Disposal of Assets of

Green River Holding Co. Ltd.

Amended article	Existing article	Explanation
Article 6	Article 6	Revision and
Operating Procedures for Acquisition or Disposal of Securities:	Operating Procedures for Acquisition or Disposal of Securities:	text adjustment have been made in accordance with the amendment of
1. Evaluation and Operating Procedures:	1. Evaluation and Operating Procedures:	related laws and regulations.
The company's acquisition or disposition of securities shall be governed by the Internal Control Policy- Investment Cycle.	The company's acquisition or disposition of securities shall be governed by the Internal Control Policy- Investment Cycle.	
2. Process of Approval:	2. Process of Approval:	
If in acquiring or disposing of securities where the	If in acquiring or disposing of securities where the	
transaction amount less than 20 percent of the company's paid-in capital or NT\$300	transaction amount less than 20 percent of the company's paid-in capital or NT\$300	
million, the company shall obtain an appraisal report	million, the company shall obtain an appraisal report	
prior to the date of occurrence of the event and it shall be submitted for approval by the	prior to the date of occurrence of the event and it shall be submitted for	
chairman; if in acquiring or disposing of securities where	approval by the chairman; if in acquiring or disposing of	
the transaction amount 20 percent of the company's paid-in capital or NT\$300	securities where the transaction amount 20 percent of the company's	
million or more, the company	paid-in capital or NT\$300	

Amended article	Existing article	Explanation
shall submitted for discussion	million or more, the	
by the board of directors and	company shall submitted for	
followed by the result of the	discussion by the board of	
board meeting minutes.	directors and followed by the	
	result of the board meeting	
	minutes.	
3. Process of Evaluation:	3. Process of Evaluation:	
The company acquiring or	The company acquiring or	
disposing of securities shall,	disposing of securities shall,	
prior to the date of	prior to the date of	
occurrence of the event,	occurrence of the event,	
obtain financial statements of	obtain financial statements	
the issuing company for the	of the issuing company for	
most recent period, certified	the most recent period,	
or reviewed by a certified	certified or reviewed by a	
public accountant, for	certified public accountant,	
reference in appraising the	for reference in appraising	
transaction price, and if the	the transaction price, and if	
dollar amount of the	the dollar amount of the	
transaction is 20 percent of	transaction is 20 percent of	
the company's paid-in capital	the company's paid-in	
or NT\$300 million or more,	capital or NT\$300 million or	
the company shall	more, the company shall	
additionally engage a	additionally engage a	
certified public accountant	certified public accountant	
prior to the date of	prior to the date of	
occurrence of the event to	occurrence of the event to	
provide an opinion regarding	provide an opinion	
the reasonableness of the	regarding the reasonableness	
transaction price. This	of the transaction price. <u>If the</u>	
requirement does not apply,	<u>CPA needs to use the report</u>	
however, to publicly quoted	of an expert as evidence, the	
prices of securities that have	<u>CPA shall do so in</u>	
an active market, or where	accordance with the	
otherwise provided by	provisions of Statement of	
regulations of the Taiwan	Auditing Standards No. 20	
Financial Supervisory	published by the Accounting	
Commission (FSC).	Research Development	

Amended article	Existing article	Explanation
4. Quota Limitation In the event the company acquired the securities which the amount of transaction specified should be limited herein 20 percent of the net worth; this shall not apply to trading of securities with its subsidiaries. In the event the company acquired the individual securities which the amount of transaction specified should be limited herein 10 percent of the net worth; this shall not apply to trading of individual securities with its subsidiaries.	Existing article Foundation (ARDF). This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Taiwan Financial Supervisory Commission (FSC). 4. Quota Limitation In the event the company acquired the securities which the amount of transaction specified should be limited herein 20 percent of the net worth; this shall not apply to trading of securities with its subsidiaries. In the event the company acquired the individual securities which the amount of transaction specified should be limited herein 10 percent of the net worth; this shall not apply to trading of individual securities with its subsidiaries.	Explanation
Article 7	Article 7	Revision and
Operating Procedures for Acquisition or Disposal of Real Property or Equipment: 1. Evaluation and Operating Procedures	Operating Procedures for Acquisition or Disposal of Real Property or Equipment: 1. Evaluation and Operating Procedures	text adjustment have been made in accordance with the amendment of related laws and regulations.
The company's acquisition or disposition of real property or	The company's acquisition or disposition of real property	

equipment shall be governed by the Internal Control Policy- Investment Cycle. 2. Process of Approval The department which requests for acquiring or disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company's paid-in capital or NT\$300 million, the company, the transaction advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting	Amended article	Existing article	Explanation
Policy- Investment Cycle. 2. Process of Approval The department which requests for acquiring or disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company, the transaction shall be submitted for approval in advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for directors and followed by the result of the board meeting	equipment shall be governed	or equipment shall be	
Cycle. 2. Process of Approval The department which requests for acquiring or disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company, the transaction shall be submitted for approval in advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting	by the Internal Control	governed by the Internal	
2. Process of Approval The department which requests for acquiring or disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company's paid-in capital or NT\$300 million, the company, the transaction advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's paid-in capital or NT\$300 million or more, the company's shall submitted for discussion by the board of directors and followed by the result of the board meeting	Policy- Investment Cycle.	Control Policy- Investment	
The department which requests for acquiring or disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company's paid-in capital or NT\$300 million, the company, the transaction shall be submitted for adjustment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting		Cycle.	
The department which requests for acquiring or disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company's paid-in capital or NT\$300 million, the company, the transaction shall be submitted for advance by the board of directors; if in acquiring or Misposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting	2 D (A 1		
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disposing real property or equipment should do documentation regarding the purpose of this transaction, the price, the terms of payment and the appraisal report. Per transaction, if in acquiring or disposing of real property or equipment where the transaction amount is less than 20 percent of the company's paid-in capital or NT\$300 million, the company the transaction shall be submitted for approval in advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting	The department which	The department which	
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percent of the company's paid-in capital or NT\$300 million, the company, the transaction shall be submitted for approval in advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting percent of the company's paid-in capital or NT\$300 million, the company, the transaction shall be submitted for advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting			
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submitted for approval in advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting submitted for approval in advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting			
advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting advance by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting			
directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors; if in acquiring or disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting		11	
disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting disposing of real property or equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting	•	-	
equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting equipment where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting		1 0	
transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting			
20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting	1 1	1 1	
paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting paid-in capital or NT\$300 million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting			
million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting million or more, the company shall submitted for discussion by the board of directors and followed by the result of the board meeting			
shall submitted for discussion by the board of directors and followed by the result of the board meeting shall submitted for discussion by the board of directors and followed by the result of the board meeting		_	
directors and followed by the result of the board meeting directors and followed by the result of the board meeting			
directors and followed by the result of the board meeting directors and followed by the result of the board meeting	discussion by the board of	discussion by the board of	
result of the board meeting result of the board meeting	, and the second	_	
	-		
minutes. minutes.	minutes.	minutes.	

Amended article	Existing article	Explanation
3. Process of Evaluation	3. Process of Evaluation	
o. Trocess of Evaluation	or freeds of Evaluation	
In acquiring or disposing of	In acquiring or disposing of	
real property or equipment	real property or equipment	
or right-of-use assets where	or right-of-use assets where	
the transaction amount	the transaction amount	
reaches 20 percent of the	reaches 20 percent of the	
company's paid-in capital or	company's paid-in capital or	
NT\$300 million or more, the	NT\$300 million or more, the	
company, unless transacting	company, unless transacting	
with a Taiwanese	with a Taiwanese	
government agency,	government agency,	
engaging others to build on	engaging others to build on	
its own land, engaging others	its own land, engaging others	
to build on rented land, or	to build on rented land, or	
acquiring or disposing of	acquiring or disposing of	
equipment or right-of-use	equipment or right-of-use	
assets for business use, shall	assets for business use, shall	
obtain an appraisal report	obtain an appraisal report	
prior to the date of	prior to the date of	
occurrence of the event from	occurrence of the event from	
a professional appraiser and	a professional appraiser and	
shall further comply with the	shall further comply with the	
following provisions:	following provisions:	
A.Where due to special	A.Where due to special	
circumstances it is	circumstances it is	
necessary to give a limited	necessary to give a limited	
price, specified price, or	price, specified price, or	
special price as a reference	special price as a reference	
basis for the transaction	basis for the transaction	
price, the transaction shall	price, the transaction shall	
be submitted for approval	be submitted for approval	
in advance by the board of	in advance by the board of	
directors, and the same	directors, and the same	
procedure shall be	procedure shall be	
followed whenever there is	followed whenever there is	
any subsequent change to	any subsequent change to	
the terms and conditions	the terms and conditions of	

Amended article	Existing article	Explanation
of the transaction.	the transaction.	1
B. Where the transaction	B. Where the transaction	
amount is NT\$1 billion or	amount is NT\$1 billion or	
more, appraisals from two	more, appraisals from two	
or more professional	or more professional	
appraisers shall be	appraisers shall be	
obtained.	obtained.	
C. Where any one of the	C. Where any one of the	
following circumstances	following circumstances	
applies with respect to the	applies with respect to the	
professional appraiser's	professional appraiser's	
appraisal results, unless all	appraisal results, unless all	
the appraisal results for	the appraisal results for the	
the assets to be acquired	assets to be acquired are	
are higher than the	higher than the transaction	
transaction amount, or all	amount, or all the	
the appraisal results for	appraisal results for the	
the assets to be disposed of	assets to be disposed of are	
are lower than the	lower than the transaction	
transaction amount, a	amount, a certified public	
certified public accountant	accountant shall be	
shall be engaged to render	engaged to perform the	
a specific opinion	appraisal in accordance	
regarding the reason for	with the provisions of	
the discrepancy and the	Statement of Auditing	
appropriateness of the	Standards No. 20	
transaction price:	published by the ROC	
1	Accounting Research and	
	Development Foundation	
	(ARDF) and render a	
	specific opinion regarding	
	the reason for the	
	discrepancy and the	
	appropriateness of the	
	transaction price:	
(a) The diagnostic	(a) The diagram	
(a) The discrepancy	(a) The discrepancy	
between the appraisal	between the appraisal	

Amended article	Existing article	Explanation
result and the	result and the	•
transaction amount is	transaction amount is 20	
20 percent or more of	percent or more of the	
the transaction amount.	transaction amount.	
(b) The discrepancy	(b)The discrepancy	
between the appraisal	between the appraisal	
results of two or more	results of two or more	
professional appraisers	professional appraisers	
is 10 percent or more of	is 10 percent or more of	
the transaction amount.	the transaction amount.	
D. No more than 3 months	D.No more than 3 months	
may elapse between the	may elapse between the	
date of the appraisal	date of the appraisal report	
report issued by a	issued by a professional	
professional appraiser and	appraiser and the contract	
the contract execution	execution date; provided,	
date; provided, where the	where the publicly	
publicly announced	announced current value	
current value for the same	for the same period is used	
period is used and not	and not more than 6	
more than 6 months have	months have elapsed, an	
elapsed, an opinion may	opinion may still be issued	
still be issued by the	by the original professional	
original professional	appraiser.	
appraiser.		
4. Appraisal Report	4. Appraisal Report	
In acquiring or disposing real	In acquiring or disposing real	
property or equipment,	property or equipment,	
except for the appraisal	except for the appraisal	
reports, certified public	reports, certified public	
accountants' opinions, and	accountants' opinions, and	
other professional opinions,	other professional opinions,	
the company shall also	the company shall also	
consider the publicly	consider the publicly	
announced current value,	announced current value,	
assessed present value, the	assessed present value, the	
neighboring or closely valued	neighboring or closely	

Amended article	Existing article	Explanation
parcels of real property or	valued parcels of real	·F
book value, the supplier	property or book value, the	
offers.	supplier offers.	
If the purchase of real property from the related parties, the company should first apply the method prescribed under this chapter to assess whether the transaction price is reasonable.	If the purchase of real property from the related parties, the company should first apply the method prescribed under this chapter to assess whether the transaction price is reasonable.	
5. Quota Limitation	5. Quota Limitation	
Unless receiving approval from the Resolution by the Board of Directors of the Company, the company shall not acquire any real property which is not for business use.	Unless receiving approval from the Resolution by the Board of Directors of the Company, the company shall not acquire any real property which is not for business use.	
Article 8	Article 8	Revision has
Operating Procedures for Acquisition or Disposal of Memberships or Intangible Assets:	Operating Procedures for Acquisition or Disposal of Memberships or Intangible Assets:	been made in accordance with the amendment of related laws and regulations.
Evaluation and Operating Procedures	1. Evaluation and Operating Procedures	
In acquiring or disposing of the company's membership or intangible assets, the general manager should indicate a person in charge or the ad hoc group responsible for evaluation of the transaction. 2. Process of Approval	In acquiring or disposing of the company's membership or intangible assets, the general manager should indicate a person in charge or the ad hoc group responsible for evaluation of the transaction. 2. Process of Approval	

Amended article	Existing article	Explanation
The department which	The department which	
requests for acquiring or	requests for acquiring or	
disposing the company's	disposing the company's	
membership or intangible	membership or intangible	
assets, the company should	assets, the company should	
do documentation regarding	do documentation regarding	
the purpose of this	the purpose of this	
transaction, the price, the	transaction, the price, the	
terms of payment and so on.	terms of payment and so on.	
Per transaction, if in	Per transaction, if in acquiring	
acquiring or disposing of the	or disposing of the company's	
company's membership or	membership or intangible	
intangible assets where the	assets where the transaction	
transaction amount is less	amount is less than 20 percent	
than 20 percent of the	of the company's paid-in	
company's paid-in capital or	capital or NT\$300 million, the	
NT\$300 million, the	company, the transaction	
company, the transaction	shall be submitted for	
shall be submitted for	approval in advance by the	
approval in advance by the	board of directors; if in	
board of directors; if in	acquiring or disposing of the	
acquiring or disposing of the	company's membership or	
company's membership or	intangible assets where the	
intangible assets where the	transaction amount reaches	
transaction amount reaches	20 percent of the company's	
20 percent of the company's	paid-in capital or NT\$300	
paid-in capital or NT\$300	million or more, the company	
million or more, the company	shall submitted for discussion	
shall submitted for discussion	by the board of directors and	
by the board of directors and	followed by the result of the	
followed by the result of the	board meeting minutes.	
board meeting minutes.		
3. Process of Evaluation:	3. Process of Evaluation:	
In acquiring or disposing the	In acquiring or disposing the	
company's membership, the	company's membership, the	
company shall refer to	company shall refer to Market	
Market Fair Value、trading	Fair Value · trading condition	

Amended article	Existing article	Explanation
condition and the transaction	and the transaction price and	
price and prepare an analysis	prepare an analysis report	
report based on those	based on those information;	
information; in acquiring or	in acquiring or disposing the	
disposing the company's	company's intangible assets,	
intangible assets, the	the company shall refer to the	
company shall refer to the	appraisal report or Market	
appraisal report or Market	Fair Value、trading condition	
Fair Value、trading	and the transaction price and	
condition and the transaction	prepare an analysis report	
price and prepare an analysis	based on those information.	
report based on those		
information.		
Where the company acquires	Where the company acquires	
or disposes of intangible	or disposes of intangible	
assets or right-of-use assets	assets or right-of-use assets	
thereof or memberships and	thereof or memberships and	
the transaction amount	the transaction amount	
reaches 20 percent or more of	reaches 20 percent or more of	
paid-in capital or NT\$300	paid-in capital or NT\$300	
million or more, except in	million or more, except in	
transactions with a	transactions with a Taiwanese	
Taiwanese government	government agency, the	
agency, the company shall	company shall engage a	
engage a certified public	certified public accountant	
accountant prior to the date	prior to the date of occurrence	
of occurrence of the event to	of the event to render an	
render an opinion on the	opinion on the reasonableness	
reasonableness of the	of the transaction price; the	
transaction price.	CPA shall comply with the	
•	provisions of Statement of	
	Auditing Standards No. 20	
	published by the ARDF.	
Article 10	Article 10	Revision has
	3	been made in
Professional appraisers and	Professional appraisers and	accordance with
their officers, certified public	their officers, certified public	the amendment
accounts, attorneys, and	accounts, attorneys, and	of related laws

Existing article	Explanation
securities underwriters that	and regulations.
provide public companies with	
public accountant's opinions,	
_	
requirements:	
1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received	
party to the transaction.	
3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different	
	provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from

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Amended article	Existing article	Explanation
professional appraisers or	professional appraisers or	
appraisal officers may not be	appraisal officers may not be	
related parties or de facto	related parties or de facto	
related parties of each other.	related parties of each other.	
When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:	When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:	
1. Prior to accepting a case, they	1. Prior to accepting a case, they	
shall prudently assess their	shall prudently assess their	
own professional capabilities,	own professional capabilities,	
practical experience, and	practical experience, and	
independence.	independence.	
2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.	2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.	
3. They shall undertake an item-	3. They shall undertake an item-	
by-item evaluation of the	by-item evaluation of the	
appropriateness and	comprehensiveness, accuracy,	
reasonableness of the sources	and reasonableness of the	
of data used, the parameters,	sources of data used, the	
and the information, as the	parameters, and the	
basis for issuance of the	information, as the basis for	
appraisal report or the	issuance of the appraisal	

Amended article	Existing article	Explanation
opinion.	report or the opinion.	•
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.	4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.	
When the company intends to acquire or dispose of real property or right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of Taiwanese government bonds or bonds under repurchase and resale agreements, or subscription or redemption of Taiwanese domestic money market funds, the company may not proceed to enter into a transaction contract or make a payment	When the company intends to acquire or dispose of real property or right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of Taiwanese government bonds or bonds under repurchase and resale agreements, or subscription or redemption of Taiwanese domestic money market funds, the company may not proceed to enter into a transaction contract or make a payment	Revision has been made in accordance with the amendment of related laws and regulations.

Amended article	Existing article	Explanation
until the following matters have been approved by the board of directors and the audit committee:	until the following matters have been approved by the board of directors and the audit committee:	
1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.	1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.	
2. The reason for choosing the related party as a trading counterparty.	2.The reason for choosing the related party as a trading counterparty.	
3. With respect to the acquisition of real property or right-of-use assets from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.	3.With respect to the acquisition of real property or right-of-use assets from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.	
4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.	4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.	
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.	5.Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.	

Amended article	Existing article	Explanation
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.	6.An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.	Explanation
7. Restrictive covenants and other important stipulations associated with the transaction.	7.Restrictive covenants and other important stipulations associated with the transaction.	
	The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 25, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and the audit committee need not be counted toward the transaction amount.	
With respect to the acquisition or disposal of business-use equipment between the company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, delegate the board chairman to decide such matters when the transaction amount is less than	With respect to the acquisition or disposal of business-use equipment between the company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, delegate the board chairman to decide such matters when the transaction amount is less than	
transaction amount is less than 20 percent of the company's	transaction amount is less than 20 percent of the company's	

Amended article	Existing article	Explanation
paid-in capital or NT\$300	paid-in capital or NT\$300	2. Plantation
million and have the decisions	million and have the decisions	
subsequently submitted to and	subsequently submitted to and	
ratified by the next board of	ratified by the next board of	
directors meeting.	directors meeting.	
1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.	1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.	
2. Acquisition or disposal of real property right-of-use assets held for business use.	2. Acquisition or disposal of real property right-of-use assets held for business use.	
Where the position of independent director has been created in compliance with the provisions of the Act, when the discussion had submitted to the Board of directors in accordance with paragraph 1, shall apply Article 32, paragraph 3.	Where the position of independent director has been created in compliance with the provisions of the Act, when the discussion had submitted to the Board of directors in accordance with paragraph 1, shall apply Article 32, paragraph 3.	
Where an audit committee has been established in compliance with the provisions of the Act, when the discussion shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution, all apply Article 32, paragraph 5.	Where an audit committee has been established in compliance with the provisions of the Act, when the discussion shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution, all apply Article 32, paragraph 5.	
If the company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the company's total assets, the		

Amended article	Existing article	Explanation
company shall submit the		•
materials in all the		
subparagraphs of paragraph 1		
to the shareholders meeting for		
approval before the transaction		
contract may be entered into		
and any payment made.		
However, this restriction does		
not apply to transactions		
between the company and		
subsidiaries or between its		
subsidiaries.		
The calculation of the		
transaction amounts referred to		
in paragraph 1 and the		
preceding paragraph shall be		
made in accordance with		
Article 25, paragraph 2 herein,		
and "within the preceding year"		
as used herein refers to the year		
preceding the date of		
occurrence of the current		
transaction. Items that have		
been approved by the		
shareholders meeting or board		
of directors and the audit		
committee need not be counted		
toward the transaction amount.		
Article 25	Article 25	Revision has
Public announcement and	Public announcement and	been made in
regulatory filing procedures:	regulatory filing procedures:	accordance with
- Garage Procedures	- G	the amendment
Under any of the following	Under any of the following	of related laws
circumstances, the company	circumstances, the company	and regulations.
acquiring or disposing of assets	acquiring or disposing of assets	
shall provide information to its	shall provide information to its	
parent company and make its	parent company and make its	
parent company publicly	parent company publicly	

Amended article	Existing article	Explanation
announce and report the	announce and report the	Explanation
relevant information on the	relevant information on the	
FSC's designated website in the	FSC's designated website in the	
appropriate format as	appropriate format as	
prescribed by regulations	prescribed by regulations	
within 2 days commencing	within 2 days commencing	
immediately from the date of	immediately from the date of	
occurrence of the event:	occurrence of the event:	
1. Acquisition or disposal of real	1. Acquisition or disposal of real	
property or right-of-use assets	property or right-of-use assets	
from or to a related party, or	from or to a related party, or	
acquisition or disposal of	acquisition or disposal of	
assets other than real	assets other than real property	
property or right-of-use assets	or right-of-use assets from or	
from or to a related party	to a related party where the	
where the transaction amount	transaction amount reaches 20	
reaches 20 percent or more of	percent or more of paid-in	
paid-in capital, 10 percent or	capital, 10 percent or more of	
more of the company's total	the company's total assets, or	
assets, or NT\$300 million or	NT\$300 million or more;	
more; provided, this shall not	provided, this shall not apply	
apply to trading of Taiwanese	to trading of Taiwanese	
government bonds or bonds	government bonds or bonds	
under repurchase and resale	under repurchase and resale	
agreements, or subscription	agreements, or subscription or	
or redemption of domestic	redemption of domestic	
money market funds.	money market funds.	
2.14	2.14	
2. Merger, demerger,	2. Merger, demerger,	
acquisition, or transfer of	acquisition, or transfer of	
shares.	shares.	
3. Losses from derivatives	3. Losses from derivatives	
trading reaching the limits on	trading reaching the limits on	
aggregate losses or losses on	aggregate losses or losses on	
individual contracts set out in	individual contracts set out in	
the procedures adopted by	the procedures adopted by	
the company.	the company.	
4. Where the type of asset	4. Where the type of asset	
1. TYTICLE THE TYPE OF ASSET	1. TYTICLE THE TY PE OF ASSET	

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6. Where an asset transaction 6. Where an asset transaction	to invest in the transaction is	to invest in the transaction is	
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other than any of those other than any of those	6. Where an asset transaction	6. Where an asset transaction	
	other than any of those	other than any of those	

Amended article	Existing article	Explanation
referred to in the preceding	referred to in the preceding	Explanation
three subparagraphs, a	three subparagraphs, a	
disposal of receivables by a	disposal of receivables by a	
financial institution, or an	financial institution, or an	
investment in the mainland	investment in the mainland	
China area reaches 20 percent	China area reaches 20 percent	
or more of paid-in capital or	or more of paid-in capital or	
NT\$300 million; provided,	NT\$300 million; provided,	
this shall not apply to the	this shall not apply to the	
following circumstances:	following circumstances:	
A.Trading of Taiwanese government bonds <u>or</u> <u>foreign government bonds</u> <u>with a rating that is not lower than the sovereign rating of Taiwan</u> .	A.Trading of Taiwanese government bonds.	
B. Trading of bonds under repurchase/resale agreements, or subscription or redemption of domestic money market funds issued by the Taiwanese Securities Investment Trust Enterprises	B. Trading of bonds under repurchase/resale agreements, or subscription or redemption of domestic money market funds issued by the Taiwanese Securities Investment Trust Enterprises	
The amount of transactions	The amount of transactions	
above shall be calculated as	above shall be calculated as	
follows:	follows:	
1. The amount of any individual transaction.	1. The amount of any individual transaction.	
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.	2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.	

Amended article	Existing article	Explanation
Timenaca article	Daising unitie	Explanation
3. The cumulative transaction	3. The cumulative transaction	
amount of real property or	amount of real property or	
right-of-use assets	right-of-use assets	
acquisitions and disposals	acquisitions and disposals	
(cumulative acquisitions and	(cumulative acquisitions and	
disposals, respectively)	disposals, respectively)	
within the same development	within the same development	
project within the preceding	project within the preceding	
year.	year.	
4. The cumulative transaction	4. The cumulative transaction	
amount of acquisitions and	amount of acquisitions and	
disposals (cumulative	disposals (cumulative	
acquisitions and disposals,	acquisitions and disposals,	
respectively) of the same	respectively) of the same	
security within the preceding	security within the preceding	
year.	year.	
year.	year.	
"Within the preceding year" as	"Within the preceding year" as	
used in the preceding	used in the preceding	
paragraph refers to the year	paragraph refers to the year	
preceding the date of	preceding the date of	
occurrence of the current	occurrence of the current	
transaction. Items duly	transaction. Items duly	
announced in accordance with	announced in accordance with	
these Regulations need not be	these Regulations need not be	
counted toward the transaction	counted toward the transaction	
amount.	amount.	
The company shall compile	The company shall compile	
monthly reports on the status of	monthly reports on the status of	
derivatives trading engaged in	derivatives trading engaged in	
up to the end of the preceding	up to the end of the preceding	
month by itself and any	month by itself and any	
subsidiaries that are not public	subsidiaries that are not public	
companies in Taiwan and enter	companies in Taiwan and enter	
the information in the	the information in the	
prescribed format into the	prescribed format into the	
information reporting website	information reporting website	
designated by the FSC by the	designated by the FSC by the	
g : : : : ; : : : : : : : : : : : : : :	g : ::: ; : : : : : : ; :::e	

Amended article	Existing article	Explanation
10th day of each month.	10th day of each month.	
When the Company at the time	When the Company at the time	
of public announcement makes	of public announcement makes	
an error or omission in an item	an error or omission in an item	
required by regulations to be	required by regulations to be	
publicly announced and so is	publicly announced and so is	
required to correct it, all the	required to correct it, all the	
items shall be again publicly	items shall be again publicly	
announced and reported in	announced and reported in	
their entirety within two days	their entirety within two days	
counting inclusively from the	counting inclusively from the	
date of knowing of such error or	date of knowing of such error or	
omission.	omission.	
The company acquiring or	The company acquiring or	
disposing of assets shall keep all	disposing of assets shall keep all	
relevant contracts, meeting	relevant contracts, meeting	
minutes, log books, appraisal	minutes, log books, appraisal	
reports and CPA, attorney, and	reports and CPA, attorney, and	
securities underwriter opinions	securities underwriter opinions	
at the company headquarters,	at the company headquarters,	
where they shall be retained for	where they shall be retained for	
5 years except where another	5 years except where another	
act provides otherwise.	act provides otherwise.	