



**YULON NISSAN MOTOR CO., LTD.**  
**2017 ANNUAL SHAREHOLDERS' MEETING MINUTES**

**Meeting Time:** Monday, June 26, 2017 9:00 a.m.

**Meeting Place:** 1F, No. 3, Sec. 3, Zhonxing Road, Xindian District, New Taipei City. (The Dome Theater at Auto Mall)

**Total outstanding YNM shares :** 300,000,000 shares

**Total shares represented by shareholders present in-person or by proxy :** 281,156,365 shares

**Percentage of shares held by shareholders present in-person or by proxy :** 93.72%

**Directors Present :** Kenneth K. T. Yen. , Kuo-Rong Chen ,

Zhen-Xiang Yao , Leman C.C. Lee , Junichi Otori

, Kenji Shimoyama and Jin-Shun Wu.

**Supervisor Present :** Kwan-Tao Li, Tai-Ming Chen

**In Attendance :** Wan-Yi Liao and Chien-Hsin Hsieh CPA Deloitte & Touch

**Chairman :** Kenneth K. T. Yen.

**Recorder :** Chao-Yen Liang

## **1.Called to order**

## **2.Chairman’s Address(omitted)**

## **3.Report Items:**

(1) To report the business operations of 2016 .

(Please refer to the handbook of 2017 Annual General Shareholders’ Meeting .)

(2) 2016 supervisors’ review financial report .

(Please refer to the handbook of 2017 Annual General Shareholders’ Meeting .)

(3) To report the employee compensation distribution of 2016.

(Please refer to the handbook of 2017 Annual General Shareholders’ Meeting .)

## Ratification Items

### **Proposal 1: Ratification of the 2016 Business Report and Financial Statements. Please ratify.**

(Proposed by the Board of Directors.)

#### **Description:**

1. The compilation of the Company's Fiscal 2016 Business Report and Financial Statements are completed and has been approved by the Board of Directors. The Financial Statements have been audited and certified by Wan-Yi Liao, CPA, and Chien-Hsin Hsieh, CPA, of Deloitte & Touche. The Business Report and Financial Statements have been audited by the Supervisors, and are hereby submitted for adoption by this Annual General Shareholders' Meeting.
2. Please refer to the handbook of 2017 Annual General Shareholders' Meeting for the Fiscal 2016 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.
3. Adoption requested.

#### **Resolution:**

Voting Results :

shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	127,452,000	127,452,000	0	0	0
e - voting	154,606,365	154,118,156	4,055	0	484,154
Total	282,058,365	281,570,156	4,055	0	484,154
%		99.83	0.00	0.00	0.17

Since the percentage of affirmative vote was compliant with the Law, the proposal was acknowledged as submitted.

## **Proposal 2: Recognition of 2016 Earnings Distribution.**

(Proposed by the Board of Directors.)

### **Description :**

1. Based on the audited 2016 financial statement, YNM presents 2016 earnings distribution statement, please refer to the handbook of 2017 Annual General Shareholders' Meeting.
2. According to earnings distribution statement, YNM proposes to distribute cash dividend of NT\$22 per share.
3. Request to resolve.

### **Resolution:**

#### Voting Results :

shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	127,452,000	127,452,000	0	0	0
e - voting	154,606,365	154,118,156	4,055	0	484,154
Total	282,058,365	281,570,156	4,055	0	484,154
%		99.83	0.00	0.00	0.17

Since the percentage of affirmative vote was compliant with the Law, the proposal was acknowledged as submitted.

## Discussions Items

### **Proposal 1: Amendment to Articles of Incorporation. Please discuss.**

(Proposed by the Board of Directors.)

#### **Explanation:**

1. In accordance with the Article 14-4 of Securities Exchange Act and an order by the Financial Supervisory of Commission (R.O.C.) Taiwan concerning establishment of an audit committee, the Company proposes to amend the Article of Incorporation therefore. Please refer to page6 to page9.

2. Request to resolve.

#### **Resolution:**

Voting Results :

shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	127,452,000	127,452,000	0	0	0
e - voting	154,606,365	154,116,114	6,055	0	484,196
Total	282,058,365	281,568,114	6,055	0	484,196
%		99.83	0.00	0.00	0.17

Since the percentage of affirmative vote was compliant with the Law, the proposal was acknowledged as submitted.

Comparison Table for the “Articles of Incorporation”

After the revision	Before The revision	Description
<p>Article 13 The duties and power of shareholders’ meetings are as follows: 1.To modify the articles of incorporation. 2.To elect and discharge directors. 3.To verify annual financial statements. 4.To resolve the increase or reduction of total capital. 5.To resolve proposals of earnings distribution or loss appropriation. 6.To resolve the remuneration to Directors. 7.To resolve the dissolution, acquisition or disposal through merger, or spin-off of the Company. 8.Other duties and power that are authorized by the Company Act or other Laws.</p>	<p>Article 13 The duties and power of shareholders’ meetings are as follows: 1.To modify the articles of incorporation. 2.To elect and discharge Directors_ <u>and supervisors.</u> 3.To verify annual financial statements. 4.To resolve the increase or reduction of total capital. 5.To resolve proposals of earnings distribution or loss appropriation. 6.To resolve the remuneration to Directors <u>and supervisors.</u> 7.To resolve the dissolution, acquisition or disposal through merger, or spin-off of the Company. 8.Other duties and power that are authorized by the Company Act or other Laws.</p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee in lieu of supervisors.</p>
<p>Chapter 4 Directors, <u>Functional Committee</u>, and Managers</p>	<p>Chapter 4 Directors, <u>Supervisors</u>, and Managers</p>	<p>To amend the heading of this chapter to be in line with the establishment of Audit Committee.</p>
<p>Article 20 The Company is with five to <u>eleven</u> (5~<u>11</u>) directors, candidates nomination system is adopted for election of the directors, the shareholders shall elect the directors from among the nominees listed in the roster of director candidates in the shareholders’ meeting, for a 3-year term and may be re-elected. The proportion of total shares owned by all directors shall be in accordance with the regulations specified by the security authority.</p>	<p>Article 20 The Company is with five to <u>ten</u> (5~<u>10</u>) directors <u>and one to three</u> (<u>1~3</u>) <u>supervisors</u>, candidates nomination system is adopted for election of the directors <u>and supervisors</u>, the shareholders shall elect the directors <u>and supervisors</u> from among the nominees listed in the roster of director <u>and supervisor</u> candidates <u>in the</u> shareholders’ meeting, for a 3-year term and may be re-elected. The proportion of total shares owned by all directors <u>and supervisors</u></p>	<p>To delete the requirement about supervisors and amend the seats of the independent directors to be in line with the establishment of Audit Committee in lieu of supervisors.</p>

After the revision	Before The revision	Description
<p>Among the Company’s aforementioned directors, <u>at least three</u> are independent directors who shall be elected by adopting candidate nomination system from the candidate list of independent director in the shareholders’ meeting. The professional qualification, shares, restrictions of holding two positions, nomination and election method and other conditions of the independent directors to be complied, shall be in accordance with the relevant regulations of the security authority.</p>	<p>shall be in accordance with the regulations specified by the security authority. Among the Company’s aforementioned directors, <u>two</u> are independent directors who shall be elected by adopting candidate nomination system from the candidate list of independent director in the shareholders’ meeting. The professional qualification, shares, restrictions of holding two positions, nomination and election method and other conditions of the independent directors to be complied, shall be in accordance with the relevant regulations of the security authority.</p>	
<p>Article 24 Meetings of the Board of Directors shall be convened with a notice to all Directors, at least seven days prior to the meetings by specifying the meeting’s agenda. In case of urgent circumstances, meetings can be convened at any time. <u>The notice of convention of board meetings may be delivered to the directors in writing or by e-mail or fax.</u></p>	<p>Article 24 Meetings of the Board of Directors shall be convened with a notice to all Directors <u>and Supervisors</u>, at least seven days prior to the meetings by specifying the meeting’s agenda. In case of urgent circumstances, meetings can be convened at any time.</p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee in lieu of supervisors; supplement the notification method of convention of a board meeting.</p>
<p>Article 26 <u>The Board of Directors may establish various functional committees. The functional committees shall define their own articles of association and enforce the same upon approval of the Board of Directors.</u></p>	<p>Article 26 <u>The job responsibilities of the supervisors are as follows:</u> <u>1.To review the financial statement reports submitted by the Board of Directors to the shareholders’ meetings.</u> <u>2.To review budget and financial status.</u> <u>3.To supervise and investigate the Company’s business operations.</u> <u>4.Other Job responsibilities according to the Company Act.</u></p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee in lieu of supervisors; add the establishment of the functional committees.</p>

After the revision	Before The revision	Description
<p>Article 27  <u>The Company establishes the Audit Committee consisting of the whole independent directors pursuant to the Securities and Exchange Act.</u>  <u>The functions and other compliance affairs of the Audit Committee shall be in accordance with to the Securities and Exchange Act and other related laws and regulations.</u></p>	<p>Article 27  <u>The supervisor shall attend the meetings of the Board of Directors to express opinions without voting right.</u></p>	<p>To delete the original provision and add the requirement about Audit Committee in lieu of supervisors.</p>
<p>Article 30  The Company's fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>. After the close of each fiscal year, financial settlement shall be processed. The Board of Directors shall prepare the following financial statement reports in accordance with the Company Act and submit to the shareholders' meetings for acceptance:  1. Business reports  2. Financial statements  3. Proposals of earnings distribution or loss appropriation</p>	<p>Article 30  The Company's fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>. After the close of each fiscal year, financial settlement shall be processed. The Board of Directors shall prepare the following financial statement reports in accordance with the Company Act and delivered to the <u>supervisors for review thirty (30) days prior to the shareholders' meeting; the supervisors shall</u> prepare the review reports to be submitted in the shareholders' meetings for acceptance:  1. Business reports  2. Financial statements  3. Proposals of earnings distribution or loss appropriation</p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee in lieu of supervisors;.</p>
<p>Article 32  The Company's directors shall receive remuneration (including travel expenses) of 100,000 New Taiwan Dollars monthly. The Board of Directors are authorized to determine the remuneration of the Chairman of the Board of Directors, based on the level of participation in the Company's operation and contribution without exceeding the highest salary standard decided by the Company. Such remuneration shall be paid regardless of whether the Company business generates.</p>	<p>Article 32  The Company's directors <u>and supervisors shall</u> receive remuneration (including travel expenses) of 100,000 New Taiwan Dollars monthly. The Board of Directors are authorized to determine the remuneration of the Chairman of the Board of Directors, based on the level of participation in the Company's operation and contribution without exceeding the highest salary standard decided by the Company. Such remuneration shall be paid regardless of whether</p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee in lieu of supervisors.</p>



After the revision	Before The revision	Description
profits or experiences loss	the Company business generates profits or experiences loss.	
<p>Article 35  The Articles were formulated on June 30<sup>th</sup>, 2003;....; and the eleventh amendment <u>was</u> made on June 30<sup>th</sup>, 2016; <u>the twelfth amendment is made on June 26<sup>th</sup>, 2017 and shall be applicable as of the director election of 7th term.</u></p>	<p>Article 35  The Articles were formulated on June 30<sup>th</sup>, 2003;....; <u>and</u> the eleventh amendment <u>is</u> made on June 30<sup>th</sup>, 2016.</p>	Specify the dates of amendments and expressly define the date when the amendment shall be enforced.

**Proposal 2: Amendment to” Rules of Directors and Supervisors Election”. Please proceed to discuss.**

(Proposed by the Board of Directors.)

**Explanation:**

1. In accordance with the Article 14-4 of Securities Exchange Act and related regulations, the Company is planning to establish the Audit Committee starting from 2018 in replacement of the previous supervisor system. The “Election of Directors and Supervisors Procedures” shall be amended accordingly to conform to the compliance of relevant business operations. Please refer to page11 to page13.
2. Request to resolve.

**Resolution:**

Voting Results :

shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	127,452,000	127,452,000	0	0	0
e - voting	154,606,365	154,108,114	4,055	0	494,196
Total	282,058,365	281,560,114	4,055	0	494,196
%		99.82	0.00	0.00	0.18

Since the percentage of affirmative vote was compliant with the Law, the proposal was acknowledged as submitted.

## Comparison Table for the “ Rules of Directors and Supervisors Election”

After the revision	Before The revision	Description
Name Yulon Nissan Motor Co., Ltd. Rules for the Election of Directors	Name Yulon Nissan Motor Co., Ltd. Rules for the Election of Directors <u>and Supervisors</u>	To delete the requirement about supervisors to be in line with the establishment of Audit Committee
Article 1 The election of the Company’s directors, unless otherwise provided by the law and regulations and the Company’s Article of Incorporation, is to be processed in accordance with the “Rules for the Election of Directors.”	Article 1 The election of the Company’s directors <u>and supervisors</u> , unless otherwise provided by the law and regulations and the Company’s Article of Incorporation, is to be processed in accordance with the “Rules for the Election of Directors, <u>and Supervisors.</u> ”	To delete the requirement about supervisors to be in line with the establishment of Audit Committee
Article 2 For the Company’s election of directors is handled in accordance with the ballot cumulative suffrage system and each stock share contains the suffrage equivalent to the number of directors to be elected, which can be casted to one or more than one candidate.	Article 2 For the Company’s election of directors <u>and supervisors</u> is handled in accordance with the ballot cumulative suffrage system and each stock share contains the suffrage equivalent to the number of directors <u>and supervisors</u> to be elected, which can be casted to one or more than one candidate.	To delete the requirement about supervisors to be in line with the establishment of Audit Committee
Article 3 The board of directors is to have the ballots printed, which should be equivalent to the number of directors. The ballots should be prepared with the votes of suffrage noted before distributing to the shareholders at the meeting.	Article 3 The board of directors is to have the ballots printed, which should be equivalent to the number of directors <u>and supervisors</u> . The ballots should be prepared with the votes of suffrage noted before distributing to the shareholders at the meeting.	To delete the requirement about supervisors to be in line with the establishment of Audit Committee

After the revision	Before The revision	Description
<p>Article 5 The board of directors is to have the ballot boxes prepared for the election of directors ; also, the ballot boxes should be inspected publicly by the ballot inspectors.</p>	<p>Article 5 The board of directors is to have the ballot boxes prepared for the election of directors <u>and supervisors</u>; also, the ballot boxes should be inspected publicly by the ballot inspectors..</p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee</p>
<p>Article 8 The Company’s directors are elected from the competent individuals in the shareholder’s meeting as independent directors and non-independent directors in that order in accordance with the number of chairs designated in the Articles of Incorporation and the electoral votes from top down. If there are two or more candidates received the same votes of suffrage, resulting more candidates elected than the number of chairs designated, the candidates who received the same votes of suffrage are to take a draw for a solution; also, the Chairman is to take a draw on behalf of the absentees.</p> <p>The elected director who is found with false personal information presented or non-complying with the</p>	<p>Article 8 The Company’s directors <u>and supervisors</u> are elected from the competent individuals in the shareholder’s meeting as independent directors and non-independent directors in that order in accordance with the number of chairs designated in the Articles of Incorporation and the electoral votes from top down. If there are two or more candidates received the same votes of suffrage, resulting more candidates elected than the number of chairs designated, the candidates who received the same votes of suffrage are to take a draw for a solution; also, the Chairman is to take a draw on behalf of the absentees. <u>The individual who has been elected as a director and supervisor at the same time may determine discretionally to assume either one of the positions but not both.</u> The elected director <u>or supervisor</u> who is found with false personal information presented or non-complying with the governing law and regulations will be dismissed</p>	<p>To delete the requirement about supervisors to be in line with the establishment of Audit Committee</p>

After the revision	Before The revision	Description
governing law and regulations will be dismissed and with the vacancy filled by the un-elected candidate who has received the highest votes in the original election.	and with the vacancy filled by the un-elected candidate who has received the highest votes in the original election.	
Article 9 Ballot inspectors are to monitor the count of the votes casted upon the completion of the voting process and then the Chairman is to announce the name of the elected directors publicly.	Article 9 Ballot inspectors are to monitor the count of the votes casted upon the completion of the voting process and then the Chairman is to announce the name of the elected directors <u>and supervisors</u> publicly.	To delete the requirement about supervisors to be in line with the establishment of Audit Committee
Article 10 The Company is to issue a certificate of election to each elected director .	Article 10 The Company is to issue a certificate of election to each elected director <u>and supervisor.</u>	To delete the requirement about supervisors to be in line with the establishment of Audit Committee
Article 11: The matters that are not addressed in the “Rules for the Election of Directors ” should be processed in accordance with the Company Law, Articles of Incorporation, and the related regulations.	Article 11: The matters that are not addressed in the “Rules for the Election of Directors <u>and Supervisors</u> ” should be processed in accordance with the Company Law, Articles of Incorporation, and the related regulations.	To delete the requirement about supervisors to be in line with the establishment of Audit Committee
Article 12 The “Rules for the Election of Directors” is in effect after it is passed in the shareholders’ meeting, same for the amendments made. <u>The Rules were developed on March 30, 2004, 1st revised on June 22, 2007, 2nd revised on June 26, 2017 and shall be applicable as of the director election of 7th term.</u>	Article 12 The “Rules for the Election of Directors <u>and Supervisors</u> ” is in effect after it is passed in the shareholders’ meeting, same for the amendments made.	To delete the requirement about supervisors to be in line with the establishment of Audit Committee: and add the date of revision.

**Proposal 3: Amendment to “ Operational Procedures for Acquisition and Disposal of Assets “. Please proceed to discuss.**

(Proposed by the Board of Directors.)

**Explanation:**

1. For complying with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the Company proposes to amend “ Operational Procedures for Acquisition and Disposal of Assets “. Please refer to page15 to page17.
  
2. Request to resolve.

**Resolution:**

Voting Results :

shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	127,452,000	127,452,000	0	0	0
e - voting	154,606,365	154,116,114	6,055	0	484,196
Total	282,058,365	281,568,114	6,055	0	484,196
%		99.83	0.00	0.00	0.17

Since the percentage of affirmative vote was compliant with the Law, the proposal was acknowledged as submitted.

Comparison Table for the

” Operational Procedures for Acquisition and Disposal of Assets”

After the revision	Before The revision	Description
<p>Article 8 The company, unless transacting with a government <u>organization</u>, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, (Omit)</p>	<p>Article 8 The company, unless transacting with a government <u>agency</u>, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, (Omit)</p>	<p>Accordinging the Act. change to amend wordings</p>
<p>Article 10 The company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a government <u>organization</u>, (Omit)</p>	<p>Article 10 The company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a government <u>agency</u>, (Omit)</p>	<p>Accordinging the Act. change to amend wordings</p>
<p>Article 13 The company intends to acquire or dispose of real property 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 government bonds or bonds under repurchase and resale agreements, or subscription or <u>buy</u> of domestic money market funds <u>which issue by securities investment trust enterprises</u>, (Omit)</p>	<p>Article 13 The company intends to acquire or dispose of real property 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 government bonds or bonds under repurchase and resale agreements, or subscription or <u>redemption</u> of domestic money market funds, (Omit)</p>	<p>Accordinging securities investment trust and consulting Act, money market funds means issue by securities investment trust enterprises and have the permission by Financial Supervisory Commission ROC.</p>

After the revision	Before The revision	Description
<p>Article 17 The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage.</p> <p><u>The company do not need to engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the merger when merger its directly or indirectly holding total share equity subordinate company, or when its directly or indirectly holding total share equity subordinate companies merger each other.</u></p>	<p>Article 17 The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage.</p>	<p>The situation which like exchange shares or distribute dividends will not suppose to happen when company group holding total share with each other.</p>
<p>Article 25, Paragraph 1, Subparagraph 1&amp;4 Subparagraph 1: The company intends to acquire or dispose of real property 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 government bonds or bonds under repurchase and resale agreements, or subscription or <u>buy</u> of</p>	<p>Article 25, Paragraph 1, Subparagraph 1&amp;4 Subparagraph 1: The company intends to acquire or dispose of real property 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 government bonds or bonds under repurchase and resale agreements, or subscription or <u>redemption</u></p>	<p>According securities investment trust and consulting Act, money market funds means issue by securities investment trust enterprises and have the permission by Financial Supervisory Commission ROC.</p>



After the revision	Before The revision	Description
<p>domestic money market funds <u>which issue by securities investment trust enterprises.</u></p> <p>Subparagraph 4: Where an asset transaction other than any of those referred to in the preceding three items,...(omit) , this shall not apply to the following circumstances: (1)Trading of government bonds. (2) Government bonds or bonds under repurchase and resale agreements, or subscription or <u>buy</u> of domestic money market funds <u>which issue by securities investment trust enterprises.</u> (Omit)</p>	<p>of domestic money market funds.</p> <p>Subparagraph 4: Where an asset transaction other than any of those referred to in the preceding three items,...(omit) , this shall not apply to the following circumstances: (1)Trading of government bonds. (2) Government bonds or bonds under repurchase and resale agreements, or subscription or <u>redemption</u> of domestic money market funds. (Omit)</p>	
<p>Article 25 Should there be any mistake or missing in the Company’s required public announcements, the Company needs to repeat its public announcement on all items <u>within 2 days .</u> (Omit)</p>	<p>Article 25 Should there be any mistake or missing in the Company’s required public announcements, the Company needs to repeat its public announcement on all items. (Omit)</p>	<p>To make the deadline of the mistake or missing announcement.</p>
<p>Article 30 The Articles were formulated on March 30, 2004;....; the six amendment was made on June 30 , 2016; and <u>the seven amendment is made on June 26 , 2017.</u></p>	<p>Article 30 The Articles were formulated on March 30, 2004;....; and the six amendment was made on June 30 , 2016</p>	<p>Specify the dates of amendments.</p>

## Elections Items

### **By-Election of the Supervisor**

(Proposed by the Board of Directors.)

Explanation:

1. Mr. Toru Nakano resigned from his supervisors' duty and it become effective on 25th of June. So the company hold a by-election of the supervisor. The term of tenure will be effective from the election date until June 29th, 2018.
2. According to Article 20 of the Articles of Incorporation, the by-election of the supervisor shall adopt candidate nomination system. The candidate nomination list has been reviewed by the Board of Directors with qualification on May 12, 2017, which education, experience and other information are as below:

Supervisor Candidate	
Name	Takahiko Ikushima
Education	Rikkyo University, Faculty of economics
Current Position	Budget and Accounting Department, Financial Management Group, Nissan Motor Co. Ltd., General Manager
Stocks	0 unit

3. The Chairman is asked to appoint the voting scrutineer and teller in accordance with Article 4 of the Rules Governing the Election of Supervisor
4. Request to elect.

**Election results:**

One supervisor was elected by the shareholders present. The newly elected supervisor with votes received follows :

Title	Name	Votes Receives
supervisor	Takahiko Ikushima	278,870,780

**7. Extraordinary Motions**

None

**8. Others to be contained**

None

**9. Closure of the Meeting**

9:27 a.m

**Chairman** : Kenneth K. T. Yen.



**Recorder** : Chao-Yen Liang

