

Time: Tuesday, June 21, 2018 9:00 a.m.

Location: No.3, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei

City, Taiwan, R.O.C

Total outstanding YNM shares : 300,000,000 shares

Total shares represented by shareholders present in-person

or by proxy: 284,956,963 shares

Percentage of shares held by shareholders present in-person

or by proxy : 94.99%

Directors Present : Kuo-Rong Chen, Chen-Hsiang Yao,

Leman C.C. Lee, Atsushi KUBO, Junichi Ohori,

Kenji Shimoyama and Jin-Shun Wu.

Supervisor Present : Kwan-Tao Li

In Attendance : Wan-Yi Liao CPA

Deloitte & Touche Tohmatsu Limited

Chairman: Kuo-Rong Chen

Recorder : Chao-Yen Liang

1. Call to Order

2. Chairman's Address (omitted)

3. Report Items

- (1) To report the Business Operations of 2017(Please refer to the handbook of 2018 Annual General Shareholders' Meeting.)
- (2) 2017 Supervisors' Review Report(Please refer to the handbook of 2018 Annual General Shareholders' Meeting.)
- (3) To report 2017 Compensation Distribution.(Please refer to the handbook of 2018 Annual General Shareholders' Meeting.)

4. Approval Items

Proposal 1: Ratification of the 2017 Business Report and Financial Statements. Please ratify. (Proposed by the Board of Directors.)

Description:

- (1)The compilation of the Company's Fiscal 2017 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 Robert Yu, 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 for the Fiscal 2017 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.

(3)Adoption requested.

Resolution:

Shares repr	esented of	Votes in	Votes	Votes	Votes
voti	ng	favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,069,850	4,248	0	869,865
Total	284,956,963	284,082,850	4,248	0	869,865
%)	99.69	0.00	0.00	0.31

Proposal 2: Recognition of 2017 Earnings Distribution. (Proposed by the Board of Directors.)

Description :

- Based on the audited 2017 financial statement, YNM presents 2017 earnings distribution statement, please refer to the handbook of 2018 Annual General Shareholders' Meeting.
- (2) According to earnings distribution statement, YNM proposes to distribute NT\$ 20 per share and the target date for distributing cash dividend will be set on August 27, 2018. According to the Article 165 of Company Act, entries into register of shareholder shall not be allowed within 5 days prior to the target date of distributing cash dividend. Hence, entries into register of shareholder are not allowed from August 23, 2018 to August 27, 2018.

(3)Request to resolve.

Resolution:

Shares repr	esented of	Votes in	Votes	Votes	Votes
vot	ing	favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,069,818	4,280	0	869,865
Total	284,956,963	284,082,818	4,280	0	869,865
%	ò	99.69	0.00	0.00	0.31

5. Discussions Items

Proposal 1: Approval of distribution by cash from legal reserve. (Proposed by the Board of Directors.)

Explanation:

- (1) In accordance with article 241 of the Company Act "Where a company incurs no loss, it may, pursuant to a resolution by the shareholders' meeting to distribute the legal reserve to its shareholders by cash".
- (2)The company propose to distribute legal reserve, NT\$300 million by cash, which is NT\$1 per share and the target date for distributing cash will be set on August 27, 2018. According to the Article 165 of Company Act, entries into register of shareholder shall not be allowed within 5 days prior to the target date of distributing cash dividend. Hence, entries into register of shareholder are not allowed from August 23, 2018 to August 27, 2018.

(3)Request to resolve.

Resolution:

Shares repr	esented of	Votes in	Votes	Votes	Votes
voti	ing	favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,069,698	4,420	0	869,845
Total	284,956,963	284,082,698	4,420	0	869,845
%	,	99.69	0.00	0.00	0.31

Proposal 2: Amendment to" Operational Procedures for Making of Endorsements and Guarantees ". Please proceed to discuss. (Proposed by the Board of Directors.)

Explanation:

(1)In accordance with the Article 14-4 of Securities Exchange Act, the Company is planning to establish the Audit Committee starting from the 7th Board of Directors in replacement of the previous supervisor system. The "Operational Procedures for Making of Endorsements and Guarantees" of the Company shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as attached hereto (from page 7 to page 9).

(2)Request to resolve.

Resolution:

Shares repr	esented of	Votes in	Votes	Votes	Votes
voti	ing	favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,068,818	4,300	0	870,845
Total	284,956,963	284,081,818	4,300	0	870,845
%)	99.69	0.00	0.00	0.31

After the revision	Before the revision	Description
	Established date of the Procedures: March 30, 2004	Delete the established date which in the 1 ST page of the Procedures.
Article 4.4 Where the Company needs to exceed the limits set out in the procedures to satisfy its business requirements, and where the conditions set out in the procedures are complied with, it shall obtain approval from the <u>Audit Committee, after that</u> <u>obtain resolution from the</u> Board of Directors and half or more of the directors shall act as joint guarantors for any loss that may be caused to the Company by the excess endorsement and guarantee. It shall also amend the procedures accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the shareholders' meeting does not give consent, the Company shall adopt a plan to discharge the amount in excess within a given time limit.	Article 4.4 Where the Company needs to exceed the limits set out in the procedures to satisfy its business requirements, and where the conditions set out in the procedures are complied with, it shall obtain approval from the Board of Directors and half or more of the directors shall act as joint guarantors for any loss that may be caused to the Company by the excess endorsement and guarantee. It shall also amend the procedures accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the shareholders' meeting does not give consent, the Company shall adopt a plan to discharge the amount in excess within a given time limit.	Collaborate to establish the Audit Committee and replace Supervisors.

Comparison Table for the "Operational Procedures for Making of Endorsements and Guarantees"

After the revision	Before the revision	Description
Article 4.5	Article 4.5	Collaborate to
If there is a change of	If there is a change of	establish the
circumstances and the object of	circumstances and the object of	Audit
the third parties guarantee does	the third parties guarantee	Committee
not conform to the provisions of	does not conform to the	and replace
"Regulations Governing Loaning	provisions of "Regulations	Supervisors.
of Funds and Making of	Governing Loaning of Funds	
Endorsements/Guarantees by	and Making of	
Public Companies" or the amount	Endorsements/Guarantees by	
exceeds the limit, the	Public Companies" or the	
improvement plan should be	amount exceeds the limit, the	
developed and submitted to the	improvement plan should be	
Audit Committee for	developed and submitted to	
improvement completion within	the supervisors for	
specified schedule.	improvement completion	
specifica schedule.	within specified schedule.	
	within specified schedule.	
Article 4.8	Article 4.8	Collaborate to
The Company's Internal Audit	The Company's Internal Audit	establish the
Office shall conduct quarterly	Office shall conduct quarterly	Audit
audits on making of	audits on making of	Committee
endorsements and guarantees to	endorsements and guarantees	and replace
third parties, and produce written	to third parties, and produce	Supervisors.
reports to the Audit Committee.	written reports to the	
Any major violations discovered	supervisors. Any major	
must be escalated immediately in	violations discovered must be	
writing to the Audit Committee.	escalated immediately in	
	writing to the <u>supervisors</u> .	
Antiala 4.12		Collaborate to
Article 4.12		Collaborate to
The major endorsements and		establish the
guarantees of the Company shall		Audit
be agreed by the Audit		Committee
Committee according to relevant		and replace
regulations with submission to the Board of Directors for resolution.		Supervisors.

After the revision	Before the revision	Description
Article 10.1	Article 10	Collaborate to
The Procedures shall obtain	The Procedures shall obtain	establish the
approval by the Audit Committee	approval by the Board of	Audit
for the majority of the members,	Directors, after that forward to	Committee
after that obtain resolution from	the supervisors and report to	and replace
the Board of Directors and report	the shareholders' meeting for	Supervisors.
to the shareholders' meeting for	agreement. If any director	
agreement. If any director	expresses dissent and it is	
expresses dissent and it is	contained in the minutes or a	
contained in the minutes or a	written statement, the	
written statement, the Company	Company shall submit the	
shall submit the director's	director's dissenting opinion to	
dissenting opinion to the Audit	the <u>supervisors</u> and	
Committee and shareholders'	shareholders' meeting, the	
meeting, the same procedures	same procedures apply to	
apply to revision. Where	revision. Where independent	
independent directors have	directors have expressed	
expressed objections on record or	objections on record or in	
in writing, these objections must	writing, these objections must	
be raised for discussion in	be raised for discussion in	
shareholders' meeting.	shareholders' meeting.	
Article 10.2		
If the proposal in paragraph 1 has		
not been approved by the		
majority of Audit Committee		
members, it can be resolved with		
the approval of more than two		
thirds of all directors; also, the		
resolution of the Audit Committee		
should be documented in the		
minutes of Board meeting.		
Article 10.3		
The so-called "all Audit		
Committee members" and "all		
directors" in the preceding		
paragraph refer to all the		
incumbents.		
Article 11	Article 11	Add revision
The Procedures were established	The Procedures were	date
on March 30, 2004; 1st revised on	established on March 30, 2004;	
June 22,2007; 2nd revised on June	1st revised on June 22,2007;	
22, 2009 <u>;</u> 3rd revised on June 23.	2nd revised on June 22, 2009	
2011 and 4th revised on June 21,	and 3rd revised on June 23,	
<u>2018.</u>	2011.	

Proposal 3: Amendment to" Operational Procedures for Acquisition and Disposal of Assets".

Please proceed to discuss.

(Proposed by the Board of Directors.)

Explanation:

(1)In accordance with the Article 14-4 of Securities Exchange Act, the Company is planning to establish the Audit Committee starting from the 7th Board of Directors in replacement of the previous supervisor system. The "Operational Procedures for Acquisition and Disposal of Assets" of the Company shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as attached hereto (from page 11 to page 14).

(2)Request to resolve.

Resolution:

Shares repr	esented of	Votes in	Votes	Votes	Votes
vot	ing	favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,069,818	4,300	0	869,845
Total	284,956,963	284,082,818	4,300	0	869,845
%	,	99.69	0.00	0.00	0.31

Comparison Table for the "Operational Procedures for Acquisition and Disposal of Assets"

After the revision	Before the revision	Description
Article 13 .1	Article 13 .1	Collaborate to
When intends to acquire or	When intends to acquire or	establish the
dispose of real property from or	dispose of real property from or	Audit
to a related party, or intends to	to a related party, or intends to	Committee
acquire or dispose of assets other	acquire or dispose of assets	and replace
than real property from or to a	other than real property from or	Supervisors.
related party and the transaction	to a related party and the	-
amount reaches 20 percent or	transaction amount reaches 20	
more of paid-in capital, 10	percent or more of paid-in	
percent or more of the	capital, 10 percent or more of	
Company's total assets, or	the Company's total assets, or	
NTD300 million or more, except	NTD300 million or more, except	
in trading of government bonds	in trading of government bonds	
or bonds under repurchase and	or bonds under repurchase and	
resale agreements, or	resale agreements, or	
subscription or redemption of	subscription or redemption of	
domestic money market funds,	domestic money market funds,	
the Company may not proceed to	the Company may not proceed	
enter into a transaction contract	to enter into a transaction	
or make a payment until the	contract or make a payment	
following matters have been	until the following matters have	
approved by <u>the Audit</u>	been approved by the Board of	
Committee for the majority of	Directors and recognized by the	
the members and obtain	supervisors:	
resolution from the Board of	(Omit)	
Directors :		
(Omit)		
Article 13 .2	Article 13 .2	Collaborate to
The calculation of the transaction	The calculation of the	establish the
amounts referred to in the		Audit
preceding paragraph shall be	1 81 8 1	Committee
made in accordance with Article	be made in accordance with	and replace
25, paragraph 2 herein, and	Article 25, paragraph 2 herein,	Supervisors.
"within the preceding year" as	and "within the preceding year"	
used herein refers to the year	as used herein refers to the year	
preceding the date of occurrence	preceding the date of	
of the current transaction. Items	occurrence of the current	
that have been approved by <u>the</u>	transaction. Items that have	
Audit Committee for the majority	been approved by the Board of	

of the members and obtain	Directors and recognized by the	
After the revision	Before the revision	Description
		Description
resolution from the Board of	supervisors need not be	
Directors need not be counted	counted toward the transaction	
toward the transaction amount.	amount.	
Article 13 .3	Article 13 .3	Change the
According the paragraph <u>1</u> , the	According the <u>pervious</u>	description of
opinions of the independent	paragraph, the opinions of the	the wordings.
directors should be considered	independent directors should be	_
comprehensively when the	considered comprehensively	
Procedures are presented in the	when the Procedures are	
Board meeting for discussion. If	presented in the Board meeting	
the independent directors have	for discussion. If the	
expressed objections, these	independent directors have	
objections must be on record or	expressed objections, these	
,		
in writing.	objections must be on record or	
	in writing.	
		Collaborate to
Article 13.4		
If the proposal in paragraph 1 has		establish the
not been approved by the		Audit
majority of Audit Committee		Committee
members, it can be resolved with		and replace
the approval of more than two		Supervisors.
thirds of all directors; also, the		
resolution of the Audit		
Committee should be		
documented in the minutes of		
Board meeting.		
Article 13 .5		Collaborate to
The so-called "all Audit		establish the
Committee members" and "all		Audit
directors" in the preceding		Committee
paragraph refer to all the		and replace
incumbents.		Supervisors.
	I	I

After the revision	Before the revision	Description
Article 16.1.2	Article 16.1.2	Collaborate to
Where the Company acquires	Where the Company acquires	establish the
real property from a related	real property from a related	Audit Committee
party and the results of	party and the results of	and replace
appraisals conducted in	appraisals conducted in	Supervisors.
accordance with Article 14 and	accordance with Article 14 and	
Article 15 are uniformly lower	Article 15 are uniformly lower	
than the transaction price, the	than the transaction price, the	
following steps shall be taken:	following steps shall be taken:	
2. The <u>Audit Committee</u> shall	2. The <u>supervisors</u> shall comply	
comply with Article 218 of the	with Article 218 of the	
Company Act.	Company Act.	
Article 29 .1	Article 29 .1	Collaborate to
The procedures shall obtain	The procedures shall obtain	establish the
approval <u>by the Audit</u>	approval by the Board of	Audit Committee
Committee for the majority of	Directors, after that forward to	and replace
the members, after that obtain	the supervisors and report to	Supervisors.
resolution from by the Board of	the Shareholder's Meeting for	
Directors and report to the	agreement, so is the	
Shareholder's Meeting for	amendment. If any director	
agreement, so is the	expresses dissent and it is	
amendment. If any director	contained in the minutes or a	
expresses dissent and it is	written statement, the	
contained in the minutes or a	Company shall submit the	
written statement, the Company	0 1	
shall submit the director's	the <u>supervisors</u> .	
dissenting opinion to the <u>Audit</u>		
<u>Committee</u> .		

Article 29 .3 If the proposal in paragraph 1 has not been approved by the majority of Audit Committee members, it can be resolved with the approval of more than two thirds of all Directors; also, the resolution of the Audit Committee should be documented in the minutes of Board meeting.		Collaborate to establish the Audit Committee and replace Supervisors.
After the revision	Before the revision	Description
Article 29.4 The so-called "all Audit Committee members" and "all directors" in the preceding paragraph refer to all the incumbents.		Collaborate to establish the Audit Committee and replace Supervisors.
Article 30 The procedures were established on March 30, 2004; 1st revised on June 16, 2006 (Omit); 7th revised on June 26, 2017 <u>and 8th revised on</u> June 21, 2018.	Article 30 The procedures were established on March 30, 2004; 1st revised on June 16, 2006 (Omit) <u>and</u> 7th revised on June 26, 2017.	Added revision date

Proposal 4: Amendment to "Operational Procedures for Derivatives Trading ". Please proceed to discuss. (Proposed by the Board of Directors.)

Explanation:

(1)In accordance with the Article 14-4 of Securities Exchange Act, the Company is planning to establish the Audit Committee starting from the 7th Board of Directors in replacement of the previous supervisor system. The "Operational Procedures for Derivatives Trading" of the Company shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as attached hereto (from page 16 to page 18).

(2)Request to resolve.

Resolution:

Shares represented of		Votes in	Votes	Votes	Votes
voting		favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,068,818	5,300	0	869,845
Total	284,956,963	284,081,818	5,300	0	869,845
%		99.69	0.00	0.00	0.31

Comparison Table for the" Operational Procedures for Derivatives Trading"

After the revision	Before the revision	Description
		Delete the
	Established date of the	established
	Procedures: March 30, 2004	date which in
		the 1 ST page of
		the Procedures.
Article 4.5.4.5	Article 4.5.4.5	To comply with
The Company shall report to the	The Company shall report to	the
soonest Board of Directors	the Board of Directors Meeting	"Regulations
Meeting when it authorizes the	when it authorizes the relevant	Governing the
relevant personnel to handle	personnel to handle derivates	Acquisition and
derivates trading in accordance	trading in accordance with the	Disposal of
with the Procedures	Procedures	Assets by
		Public
		Companies"
Article 4.5.4.6		Collaborate to
The Company shall obtain		establish the
approval by the Audit Committee		Audit
for the majority of the members,		Committee and
after that report to the Board of		replace
Directors Meeting when it		supervisors.
authorizes the relevant personnel		
to handle derivates trading in		
accordance with the Procedures		
or other laws or regulations.		
Article 4.6	Article 4.6	Collaborate to
Internal Audit System	Internal Audit System	establish the
The internal auditors of the	The internal auditors of the	Audit
Company shall routinely	Company shall routinely	Committee and
understand the adequacy of the	understand the adequacy of	replace
internal control of derivative	the internal control of	supervisors.
transaction. Internal auditors shall	derivative transaction. Internal	
audit the compliance of	auditors shall audit the	
transaction department with the	compliance of transaction	
Procedures monthly and analyze	department with the	
the trading cycles to prepare into	Procedures monthly and	
audit report. In the event of major	analyze the trading cycles to	
violation, notify the <u>Audit</u>	prepare into audit report. In	
<u>Committee in written. The</u>	the event of major violation,	
company should submit the audit	notify the <u>supervisors</u> in	
report with its previous year's	written.	
<u>annual audit plan to the</u>		

After the revision	Before the revision	Description
Financial Supervisory Commission,		Description
R.O.C. before the end of February		
each year.		
Article 4.8.1	Article 4.8.1	Collaborate to
The Procedures shall obtain	The Procedures shall obtain	establish the
approval by the Audit Committee	approval by the Board of	Audit
for the majority of the members,	Directors, after that forward to	Committee and
after that obtain resolution from	the supervisors and report to	replace
the Board of Directors and report	the shareholders' meeting for	supervisors.
to the shareholders' meeting for	agreement, the same	
agreement, the same procedures	procedures apply to revision.	
apply to revision.	If any director expresses	
If any director expresses dissent	dissent and it is contained in	
and it is contained in the minutes	the minutes or a written	
or a written statement, the	statement, the Company shall	
Company shall submit the	submit the director's dissenting	
director's dissenting opinion to	opinion to the <u>supervisors.</u>	
the <u>Audit Committee.</u>	Where independent directors	
Where independent directors	have expressed objections on	
have expressed objections on	record or in writing, these	
record or in writing, these	objections must be raised for	
objections must be raised for	discussion in shareholders'	
discussion in shareholders'	meeting.	
meeting.		
Article 4.8.3		Collaborate to
If the proposal in Paragraph I has		establish the
not been approved by the		Audit
majority of Audit Committee		Committee and
members, it can be resolved with		replace
the approval of more than two		supervisors.
thirds of all directors; also, the		
resolution of the Audit Committee		
should be documented in the		
minutes of Board meeting.		
		Callabaratati
Article 4.8.4		Collaborate to
The so-called "all Audit		establish the
Committee members" and "all directors" in the preceding		Audit Committee and
<u>directors" in the preceding</u> paragraph refer to all the		replace
incumbents.		•
		supervisors.

After the revision	Before The revision	Description
Article 5	Article 5	Added revision
on March 30, 2004 <u>;</u> 1st revised	The Procedures were established on March 30, 2004 <u>and</u> 1st revised on June 22, 2007.	date

Proposal 5: Amendment to "Operational Procedures for Loaning of Funds to Other Parties ". Please proceed to discuss. (Proposed by the Board of Directors.)

Explanation:

(1)In accordance with the Article 14-4 of Securities Exchange Act, the Company is planning to establish the Audit Committee starting from the 7th Board of Directors in replacement of the previous supervisor system. The "Operational Procedures for Loaning of Funds to Other Parties" of the Company shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as attached hereto (from page 20 to page 22).

(2)Request to resolve.

Resolution:

Shares represented of		Votes in	Votes	Votes	Votes
voting		favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	164,067,818	5,300	0	870,845
Total	284,956,963	284,080,818	5,300	0	870,845
%	1	99.69	0.00	0.00	0.31

After the revision	Before the revision	Description
		Delete the
	Established date of the	established
	Procedures: March 30, 2004	date which in
		the 1^{ST} page of
		the Procedures.
Article 6.1	Article 6.1	
Prior to loaning funds to other	Prior to loaning funds to other	
parties, the Company shall	parties, the Company shall	
deliberately evaluate if the	deliberately evaluate if the	
loaning complies with the	loaning complies with the	
regulations of the Procedures,	regulations of the Procedures,	
which shall be consolidated with	which shall be consolidated	
the valuation results and	with the valuation results and	
submitted to the Board of	submitted to the Board of	
Directors for adoption and	Directors for adoption and	
implementation. Such decision	implementation. Such decision	
may not be authorized to others.	may not be authorized to	
Major fund loaning shall comply	others.	
with relevant regulations and with		
the consensus from the Audit		
Committee, in addition to		
submission to the Board of		
Directors for adoption.		
Article 6.4	Article 6.4	Collaborate to
If, as a result of a change in	If, as a result of a change in	establish the
circumstances, an entity for which	circumstances, an entity for	Audit
a counterparty is made does not	which a counterparty is made	Committee and
meet the requirements of the"	does not meet the	replace
Regulations Governing Loaning of	requirements of the	supervisors.
Funds and Making of	"Regulations Governing	
Endorsements/Guarantees by	Loaning of Funds and Making	
Public Companies "or the loan	of Endorsements/Guarantees	
balance exceeds the limit, the	by Public Companies" or the	
Company shall adopt rectification	loan balance exceeds the limit,	
plans and submit the rectification	the Company shall adopt	
plans to the <u>Audit Committee</u> ,	rectification plans and submit	
and shall complete the	the rectification plans to the	
rectification according to the	supervisors, and shall complete	
timeframe set out in the plan.	the rectification according to	
	the timeframe set out in the	
	plan.	

Comparison Table for the" Operational Procedures for Loaning of Funds to Other Parties"

After the revision	Before the revision	Description
Article 6.5	Article 6.5	Collaborate to
The internal auditors shall audit	The internal auditors shall audit	establish the
the operational procedures for	the operational procedures for	Audit
Loaning Funds and the	Loaning Funds and the	Committee and
implementation thereof no less	implementation thereof no less	replace
frequently than quarterly and	frequently than quarterly and	supervisors.
prepare written records	prepare written records	
accordingly. They shall promptly	accordingly. They shall	
notify the <u>Audit Committee</u> in	promptly notify the <u>supervisors</u>	
writing of any material violation	in writing of any material	
found.	violation found	
Article 13.1	Article 13.1	Collaborate to
The Procedures shall obtain	The Procedures shall obtain	establish the
approval by the Audit Committee	approval by the Board of	Audit
for the majority of the members,	Directors, after that forward to	Committee and
after that obtain resolution from	the supervisors and report to	replace
the Board of Directors and report	the Shareholders' Meeting for	supervisors.
to the Shareholders' Meeting for	agreement. If any director	
agreement. If any director	expresses dissent and it is	
expresses dissent and it is	contained in the minutes or a	
contained in the minutes or a	written statement, the	
written statement, the Company	Company shall submit the	
shall submit the director's	director's dissenting opinion to	
dissenting opinion to the Audit	the <u>supervisors</u> and	
Committee and Shareholders'	Shareholders' Meeting, the	
Meeting, the same procedures	same procedures apply to	
apply to revision. Where	revision. Where independent	
independent directors have	directors have expressed	
expressed objections on record or	objections on record or in	
in writing, these objections must	writing, these objections must	
be raised for discussion in	be raised for discussion in	
Shareholder Meeting.	Shareholder Meeting.	
Article 13.2		
If the proposal in Paragraph I has		
not been approved by the		
majority of Audit Committee		
members, it can be resolved with		
the approval of more than two		
thirds of all directors; also, the		
resolution of the Audit Committee		
should be documented in the		
minutes of Board meeting.		
	1	

After the revision	Before the revision	Description
Article 13.3		
The so-called "all Audit		
Committee members" and "all		
directors" in the preceding		
paragraph refer to all the		
incumbents.		
Article 14	Article 14	Added revision
The Procedures were established	The Procedures were	date
on March 30,2004 ;1st revised on	established on March	
June 22, 2007(omit)4th	30,2004 ;1st revised on June	
revised on June 14, 2013; and 5th	22, 2007(omit) <u>and</u> 4th	
<u>revised on June 21, 2018.</u>	revised on June 14, 2013.	

6. Elections Items

Election of the 7th directors

(Proposed by the Board of Directors.)

Explanation:

(1)The term of office of the 6th term of Directors and Supervisors shall expire on June 29, 2018.
According to article 195 of the company law an election of the 7th term of eleven Directors shall be conducted, whose term of office shall be effective from June 21, 2018 to June 20, 2021.

(2)According to Article 20 of the Articles of Incorporation, the election of the Directors shall adopt candidate nomination system. The candidate nomination list has been reviewed by the Board of Directors with qualification on May 11, 2018, which education, experience and other information can be referred to from page 24 to 25.

(3)Please proceed with the election.

Director Candidates List:

	canalaat	CJ LIJU.		
Shareholde r No. or ID card No.	Name of corporate entity and number of shares held		f representative . of shares held	Representative's education /career background
	00000001 Yulon Motor Co., Ltd. Shares held: 143,500,000 shares		Kenneth K.T. Yen Shares held: O shares	Honorary Doctor of Commerce, University of Saint John, USA Chairman, Yulon Motor Co., Ltd. (Current position) Chairman, China Motor Co., Ltd. (Current position)
		Director	Kuo-Rong Chen Shares held: 5,000 shares	NCTU Executive Master of Business Administration President, Yulon Motor Co., Ltd. Director, China Motor Co., Ltd. (Current position) Voice Chairman, Yulon Motor Co., Ltd. (Current position)
			Chen-Hsiang Yao Shares held: O shares	Master of International Business Management, Curtin University of Technology. Voice President, Yulon Motor Co., Ltd. Director and President, Yulon Motor Co., Ltd. (Current position)
			Leman C.C. Lee Shares held: O shares	National Taiwan University of Science and Technology Voice President, Yulon-Nissan Motor Co., Ltd. President, Yulon-Nissan Motor Co., Ltd. (Current position)
00000001) Indepen	Yun-Hua Yang Shares held: O shares	Doctor of Laws, University of Tubingen, Germany Associate Professor, College of Law, National Chengchi University Commissioner of Judicial Yuan Revising Committee Commissioner of Executive Yuan Ministry Justice Independent Doctor and Remuneration Committee member, China Motor Co., Ltd. (Current position) Professor, College of Law, National Chengchi University(Current position)
	dent Director		Hung-Wen Chang Shares held: O shares	Doctor of Business Administration, National Taipei University Director, UltraChip Inc. Supervisor, Asia IC MIC-PROCESS, INC. Dircetor, Chongsheng Investment company. Independent Doctor and Remuneration Committee member, Carnival Co., Ltd. (Current position) Assistant Professor , Corporate Financial and Corporate Management Department, National Taipei University(Current position)

00000002 00000002 Nissan Motor Co., Ltd. Shares held: 120,000,000 shares	Director	Takashi NISHIBAYASHI Shares held: O shares Atsushi KUBO Shares held: O shares Junichi OHORI Shares held: O shares	Bachelor of Commerce, Commercial Science, Waseda University, Japan President, Nissan (China) Investment Co., Ltd. (Current position) Bachelor of Political Science and Economics, Waseda University, Japan General Manager of China Department, Nissan Motor Co., Ltd. (Current position) Master of Engineering, Faculty of Engineering, Musashi Institute of Technology SVP, Yulon-Nissan Motor Co., Ltd.	
	Co., Ltd. Shares held: 120,000,000		Kenji SHIMOYAMA Shares held: 0 shares	(Current position) Bachelor of Engineering, Department of Mechanical Engineering, Kogakuin University, Japan VP, Yulon Nissan Motor Co., Ltd. (Current position)
		Indepen dent Director	Jung-Fang Kuo Shares held: O shares	Master of EMBA, National Taiwan University CPA and President, Zhongzhi United Accounting Firm Senior CPA, Deloitte&Touche Tohmatsu Limited Independent Doctor and Remuneration Committee Member, Carnival Co., Ltd. (Current position) President, Zhongli Accounting Firm (Current position)

Election results:

Number	Title	Name	Number of votes
0000001	Director	Kenneth K. T. Yen	281,686,969
0000001	Director	Kuo-Rong Chen	280,796,457
0000001	Director	Chen-Hsiang Yao	280,585,009
0000001	Director	Leman C.C. Lee	280,685,572
0000002	Director	Takashi NISHIBAYASHI	280,523,165
0000002	Director	Atsushi KUBO	280,498,376
0000002	Director	Junichi OHORI	280,467,374
0000002	Director	Kenji SHIMOYAMA	280,409,206
F121845710	Independent Director	Yun-Hua Yang	279,710,478
A110406293	Independent Director	Hung-Wen Chang	279,709,157
D101404695	Independent Director	Jung-Fang Kuo	279,691,719

7. Others Items

Proposal 1: The Lift on the Prohibition on 7th Directors from "Concurrently Act as a Director and/or Manager of another company". Please proceed to discuss. (Proposed by the Board of Directors.)

> (1)According to regulation of R.O.C. Company Law No.209, first paragraph, A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

(2)Please approve to lift the prohibition that directors shall not act as a director and/or manager of another company in response to the need of the company's business operations.

(3)Request to resolve.

Resolution:

Resolution:

Shares represented of		Votes in	Votes	Votes	Votes
voting		favor	against	invalid	abstained
Attendance	120,013,000	120,013,000	0	0	0
e - voting	164,943,963	160,302,126	1,392,626	0	3,249,211
Total	284,956,963	280,315,126	1,392,626	0	3,249,211
%	,	98.37	0.49	0.00	1.14

- 8. Extraordinary Motions
- 9. Closure of the Meeting
- 10. Time of Closure of the Meeting: AM 09:35

Chairman: Kuo-Rong Chen



Recorder : Chao-Yen Liang

