

YULON NISSAN MOTOR CO., LTD.

2019 Annual General Shareholders' Meeting

Agenda

Time: Friday, June 28, 2019 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 :** 284,288,747 shares (include electronic
attendance: 164,288,747 shares)

**Percentage of shares held by shareholders present in-person
or by proxy :** 94.76%

Directors Present :

Yen Chen, Li Lien, Kuo-Rong Chen, Chen-Hsiang Yao,
Leman C.C. Lee, Atsuo TANAKAM, Masahiro
MOCHIZUKI, Yun-Hua Yang, Hung-Wen Chang, and
Jung-Fang Kuo

In Attendance : Wan-Yi Liao CPA

Deloitte & Touche Tohmatsu Limited

Chairperson : Yen Chen, Li Lien

Recorder : Chao-Yen Liang

1. Call to Order

2. Chairperson's Address (omitted)

3. Report Items

(1) To report the Business Operations of 2018

(Please refer to the handbook of 2019 Annual General Shareholders' Meeting.)

(2) 2018 Audit Committee' Report

(Please refer to the handbook of 2019 Annual General Shareholders' Meeting.)

(3) To report 2018 Employees' Compensation Distribution.

(Please refer to the handbook of 2019 Annual General Shareholders' Meeting.)

4. Approval Items

Proposal 1: Ratification of the 2018 Business Report and Financial Statements.

(Proposed by the Board of Directors.)

Description:

- (1)The compilation of the Company's Fiscal 2018 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 Audit Committee, and are hereby submitted for adoption by this Annual General Shareholders' Meeting.
- (2)Please refer to the handbook for the Fiscal 2019 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.
- (3)Adoption requested.

Resolution:

Shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	120,000,000	0	0	0
e - voting	164,288,747	164,263,118	1,356	0	24,273
Total	284,288,747	284,263,118	1,356	0	24,273
%		99.99	0.00	0.00	0.01

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

Proposal 2: Recognition of 2018 Earnings Distribution.

(Proposed by the Board of Directors.)

Description :

- (1) Based on the audited 2018 financial statement, YNM presents 2018 earnings distribution statement, please refer to the Attachment 1.
- (2) According to earnings distribution statement, YNM proposes to distribute NT\$ 17.67 per share and the target date for distributing cash dividend will be set on August 27, 2019. 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, 2019 to August 27, 2019.
- (4) Request to resolve.

Resolution:

Shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	120,000,000	0	0	0
e - voting	164,288,747	164,263,118	1,356	0	24,273
Total	284,288,747	284,263,118	1,356	0	24,273
%		99.99	0.00	0.00	0.01

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

5. Discussions Items

Proposal 1: Amendment to” Operational Procedures for Acquisition and Disposal of Assets ”.

Please proceed to discuss.

(Proposed by the Board of Directors.)

Explanation:

(1)Complied with the requirements under the notice letter No. 1070341072 which issued by Financial Supervisory Commission (FSC) and the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, the company’s “Operational Procedures for Acquisition and Disposal of Assets” shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as Attachment 2.

(2)Request to resolve.

Resolution:

Shares represented of voting	Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	120,000,000	0	0
e - voting	164,288,747	164,263,076	1,356	0
Total	284,288,747	284,263,076	1,356	0
%	99.99	0.00	0.00	0.01

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

Proposal 2: Amendment to” Operational Procedures for Derivatives Trading ”.

Please proceed to discuss.

(Proposed by the Board of Directors.)

Explanation:

(1)Complied with the requirements under the notice letter No. 1070341072 which issued by Financial Supervisory Commission (FSC) and the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, the company’s “Operational Procedures for Derivatives Trading” shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as Attachment 3.

(2)Request to resolve.

Resolution:

Shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	120,000,000	0	0	0
e - voting	164,288,747	164,263,076	1,356	0	24,315
Total	284,288,747	284,263,076	1,356	0	24,315
%		99.99	0.00	0.00	0.01

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

Proposal 3: Amendment to” O Operational Procedures for Loaning of Funds to Other Parties”.

Please proceed to discuss.

(Proposed by the Board of Directors.)

Explanation:

- (1) Complied with the requirements under the notice letter No. 1080304826 which issued by Financial Supervisory Commission (FSC) and the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies”, the company’s “Operational Procedures for Loaning of Funds to Other Parties” shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as Attachment 4.

- (2)Request to resolve.

Resolution:

Shares represented of voting	Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	0	0	0
e - voting	164,288,747	1,356	0	24,347
Total	284,288,747	1,356	0	24,347
%	99.99	0.00	0.00	0.01

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

Proposal 4: Amendment to “Operational Procedures for Making of Endorsements and Guarantees “.
Please proceed to discuss.

(Proposed by the Board of Directors.)

Explanation:

(1) Complied with the requirements under the notice letter No. 1080304826 which issued by Financial Supervisory Commission (FSC) and the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies”, the company’s “Operational Procedures for Making of Endorsements and Guarantees” shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as Attachment 5.

(2)Request to resolve.

Resolution:

Shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	120,000,000	0	0	0
e - voting	164,288,747	164,263,076	1,356	0	24,315
Total	284,288,747	284,263,076	1,356	0	24,315
%		99.99	0.00	0.00	0.01

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

Proposal 5: Approval of the Lift on the Prohibition on Directors from Concurrently Acting as a Director and/or Managerial Personnel of Another Company.

Please proceed to discuss.

(Proposed by the Board of Directors.)

Explanation:

(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. Please refer to the comparison table as Attachment 6.

(3)Request to resolve.

Resolution:

Shares represented of voting		Votes in favor	Votes against	Votes invalid	Votes abstained
Attendance	120,000,000	120,000,000	0	0	0
e - voting	164,288,747	162,661,767	8,707	0	1,618,273
Total	284,288,747	282,661,767	8,707	0	1,618,273
%		99.43	0.00	0.00	0.57

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

8. Extraordinary Motions

9. Closure of the Meeting

10. Time of Closure of the Meeting: AM 09:25

Chairman : Yen Chen, Li Lien

Recorder : Chao-Yen Liang

Attachment 1:**YULON NISSAN MOTOR CO., LTD.****2018 Earnings Distribution Statement**

Unit: NT dollar

Item	Sub-total	Total
Beginning retained earnings		92,178,559
Less: Adjustment arising from investments accounted for using equity method		(53,867)
Add: Remeasurement of defined benefit plans		2,9554,364
2017 Adjusted undistributed earnings (excluded net income)		121,679,056
2017 Net income after tax	5,890,046,514	
Less : Legal reserves	(589,004,651)	
Less : Special reserves	0	
Less : Distribution of shareholders dividends (Cash dividends \$17.67 per share)	(5,301,000,000)	41,863
Ending Undistributed Earnings		121,720,919

Note: Distribution of cash dividends will be calculated to New Taiwan Dollar. Fractional amount less than one dollar will be set aside as other revenue.

Attachment 2:

Comparison Table for the “Operational Procedures for Acquisition and Disposal of Assets”

After the revision	Before the revision	Description
<p>Article 2 The term "assets" as used in these regulations includes the following: 2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.</p> <p>5. Right-of-use asset</p> <p>6.~9.</p>	<p>Article 2 The term "assets" as used in these regulations includes the following: 2. Real property (including land, houses and buildings, investment property, rights to use land, and construction enterprise inventory) and equipment.</p> <p>5.~8.</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”.</p>
<p>Article 3 Terms used in these regulations are defined as follows: 1. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration there for (hereinafter "transfer of shares") under Article 156-3 of the Company Act.</p>	<p>Article 3 Terms used in these regulations are defined as follows: 1. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration there for (hereinafter "transfer of shares") under Article 156, paragraph 8 of the Company Act.</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”.</p>

After the revision	Before the revision	Description
<p>Article 3 Terms used in these regulations are defined as follows: <u>7. Investment Professionals: Investment Professionals refer to those incorporated according to the law and regulated by the local financial authorities, includes: finance holding company, bank, insurance company, bills finance company, trust company, securities dealer & securities underwriter, futures proprietary merchant, securities investment trust enterprise, securities investment consulting enterprise and fund management company.</u> <u>8. Stock Exchange : Internal Stock Exchange refer to Taiwan Stock Exchange(TSEC), and Foreign Stock Exchange refer to any securities market organized and managed by the local securities authority.</u> <u>9. Securities exchange: The term “domestic securities exchange” shall refer to any securities exchange where securities are traded over the counter specially provided by securities firms, as specified in the Regulations Governing Securities Trading on the Taipei Exchange; the term “foreign securities exchange” shall refer to any financial institution premise managed by a foreign securities authority and conducting securities trading.</u></p>	<p>Article 3 Terms used in these regulations are defined as follows: 7. For the calculation total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”.</p>

After the revision	Before the revision	Description
<p>Article 4 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions to the transaction <u>shall comply with the rules as below:</u> <u>1. Having not been pronounced a sentence of imprisonment for more than one year due to the violation of the Act or the offense of fraud, breach of trust, encroachment or forgery or misdoing arising from the performance of business; however, this provision is not applicable to the completion of enforcement or the expiration of probation or a 3-year pardon.</u> <u>2. Not being a related party of any party to the transaction or have a substantive related party relationship with any party to the transaction.</u> <u>3.If the Company is required to obtain an appraisal report from two professional appraisers or more, the professional appraisers or their officers shall not be each other's related party or have a substantive related party relationship.</u></p>	<p>Article 4 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction.</p>	<p>Complied with the amendment of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 4 <u>The personnel referred to in the preceding paragraph shall provide an appraisal report or opinions in accordance with the following:</u> <u>1. Before accepting cases, the personnel shall carefully evaluate their competence, practical experience and independence.</u> <u>2. When auditing cases, the personnel shall plan and implement appropriate operating procedures to draw conclusions and provide reports or opinions; the procedures, data collected and conclusions shall be specified in the working paper.</u> <u>3. The completeness, correctness and reasonableness of sources, parameters and information used shall be evaluated item by item as the basis for the provision of appraisal reports or opinions.</u> <u>4. The statement shall include the professionalism and independence of the related personnel, the reasonableness and correctness of information used, and compliance with related laws and regulations.</u></p>	<p>Article 4</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”.</p>
<p>Chapter 2 treatment scheme First quarter: <u>Evaluation and Operational procedure</u></p>	<p>Chapter 2 treatment scheme First quarter: Establish the treatment scheme</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Companies”.</p>

After the revision	Before the revision	Description
<p>Article 5 : The company acquiring or disposing of assets shall complied with the procedures as below :</p> <p>1. When the Company acquires or disposes of long-term and short-term securities, the related department shall handle the purpose and nature of the acquisition or disposal, the quantity and estimated transaction date and the price_ (in case of non-stock exchange market or non-exchange trading, the Company shall seek a securities analyst's or the CPA's opinion on the reasonableness of the price) in accordance with Subparagraphs 4 and 6 of Article 5 and Article 9 herein.</p> <p>2. When the Company acquires or disposes of real estate, the related department shall handle the purpose or use of the acquisition or disposal, the name, nature, location and area of the transaction, the expected transaction date, the method of the transaction (through bidding or bargaining), price (including brokerage fees in case of a broker), delivery or payment terms in accordance with Subparagraphs 4 and 6 of Article 5 and Article 8 herein.</p>	<p>Article 5 : The company acquiring or disposing of assets shall complied with the procedures as below :</p> <p>1. When the Company acquires or disposes of long-term and short-term securities, the related department shall handle the purpose and nature of the acquisition or disposal, the quantity and estimated transaction date and the in accordance with Subparagraphs 4 and 6 of Article 5 herein.</p> <p>2. When the Company acquires or disposes of real estate, the related department shall handle the purpose or use of the acquisition or disposal, the name, nature, location and area of the transaction, the expected transaction date, the method of the transaction (through bidding or bargaining), price (including brokerage fees in case of a broker), delivery or payment terms in accordance with Subparagraphs 4 and 6 of Article 5 herein.</p>	<p>Complied with the amendment of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 5 : The company acquiring or disposing of assets shall comply with the procedures as below :</p> <p>3. When the Company acquires or disposes of equipment, the related department shall handle the purpose or use of the acquisition or disposal, the name, nature and quantity of the transaction, the expected transaction date, the method of the transaction (through bidding or bargaining), price, delivery or payment terms in accordance with Subparagraph 6 of Article 5 and Article 8 herein.</p> <p>4.The total amount of real estate and right-of-use assets or securities purchased by the Company for non-business uses shall not exceed 50% of the net value of its most recent CPA-certified financial statements, and the amount of investment in individual securities shall not exceed 20% of the paid-in capital of its most recent CPA-certified financial statements; however, real estate shall be purchased in accordance with the related regulations and upon approval of the Board of Directors.</p> <p>5.The total amount of real estate and right-of-use assets or securities purchased by a subsidiary of the Company for non-business uses shall not exceed three times the net value of its most recent</p>	<p>Article 5 : The company acquiring or disposing of assets shall comply with the procedures as below :</p> <p>3.When the Company acquires or disposes of equipment, the related department shall handle the purpose or use of the acquisition or disposal, the name, nature and quantity of the transaction, the expected transaction date, the method of the transaction (through bidding or bargaining), price, delivery or payment terms in accordance with Subparagraph 4 and 6 of Article 5 herein.</p> <p>4.The total amount of real estate or securities purchased by the Company for non-business uses shall not exceed 50% of the net value of its most recent CPA-certified financial statements, and the amount of investment in individual securities shall not exceed 20% of the paid-in capital of its most recent CPA-certified financial statements; however, real estate shall be purchased in accordance with the related regulations and upon approval of the Board of Directors.</p> <p>5.The total amount of real estate or securities purchased by a subsidiary of the Company for non-business uses shall not exceed three times the net value of its most recent CPA-certified financial</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
CPA-certified financial statements.	statements.	
<p>Article 8 In acquiring or disposing of real property, equipment or the right-of-use asset where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or the right-of-use asset for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: 1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.</p>	<p>Article 8 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, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: 1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 9 : The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the 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 Financial Supervisory Commission (FSC).</p>	<p>Article 9 : The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the 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 Financial Supervisory Commission (FSC) except otherwise herein provided as below: 1. Companies incorporated by means of sponsorship or share offer and acquiring securities by cash.— 2. Companies participating in increase in accordance with</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
	<p>related laws and regulations.—</p> <p>3. 100% investee companies participating in acquisition and issuing securities for cash capital increase.—</p> <p>4. TWSE/TPEX listed securities or emerging securities traded on any stock exchange or securities exchange.—</p> <p>5. Government bonds, bonds under repurchase agreement or bonds under reverse repurchase agreement.—</p> <p>6. Domestic and foreign funds.—</p> <p>7. Stocks of TWSE/TPEX listed companies acquired or disposed of in accordance with the TWSE or Taipei Exchange Rules Governing Reverse Auction of TPEX Listed Securities.—</p> <p>8. Securities acquired from the subscription of stocks of listed companies for cash capital increase and not through private placement.—</p> <p>9. Companies purchasing equity before the establishment of the equity in accordance with Paragraph 1, Article 11 of the Securities Investment Trust and Consulting Act and the Order Jin-Guang-Zheng-Si No. 0930005249 dated November 1, 2004.—</p> <p>10. Domestic private equity funds purchased or repurchased, if the investment strategy, as stated in the trust agreement, is the same as that of public equity funds except for securities margin transactions and outstanding securities products held.—</p>	<p>Complied with the amendment of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 10 Where the company acquires or disposes of intangible assets, right-of-use asset or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	<p>Article 10 Where 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 agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>
<p>Article 11 The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 26, 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 for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>Article 12 Article 13</p>	<p>Article 10-1 The calculation of the transaction amounts referred to in the preceding three articles shall be done 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 for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>Article 11 Article 12</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 11.</p>	<p>The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 10-1.</p>	
<p>Article 14 When the company intends to acquire or dispose of real property or the right-of-use asset from or to a related party, or when it intends to acquire or dispose of assets other than real property or the right-of-use asset 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 domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee for the majority of the members , after that obtain resolution from board of directors meeting.</p> <p>3. With respect to the acquisition of real property or the right-of-use asset from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in</p>	<p>Article 13 When 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 redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee for the majority of the members , after that obtain resolution from board of directors meeting.</p> <p>3. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 14-</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>accordance with Article 15 and Article 16.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 26, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction.</p> <p>Items that have been approved by the audit committee and approved by the board of directors need not be counted toward the transaction amount.</p> <p>With respect to the acquisition or disposal between a public company and its parent or subsidiaries, the company's board of directors may pursuant to Article 5 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.</p> <p>1. Where the type of asset acquired or disposed is equipment or the right-of-use asset for business use.</p> <p>2. Where the type of asset acquired or disposed is real estate or the right-of-use asset for business use.</p>	<p>and Article 15.</p> <p>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 audit committee and approved by the board of directors need not be counted toward the transaction amount.</p>	

After the revision	Before the revision	Description
<p><u>Article 15</u></p> <p>The company that acquires real property <u>or the right-of-use asset</u> from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>Where land and structures thereupon are combined as a single property purchased <u>or rent</u> in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>The company that acquires real property <u>or the right-of-use asset</u> from a related party and appraises the cost of the real property <u>or the right-of-use asset</u> in accordance with <u>the previous two paragraphs</u> shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>The company acquires real property <u>or the right-of-use asset</u> from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with <u>proceeding Article</u> and the preceding three paragraphs do not apply:</p> <p>1. The related party acquired the real property <u>or the right-of-use asset</u> through inheritance or as a gift.</p>	<p>Article 14</p> <p>The company that acquires real property from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>The company that acquires real property from a related party and appraises the cost of the real property in accordance with paragraph 1 and paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>The company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 13 and the preceding three paragraphs do not apply:</p> <p>1. The related party acquired the real property through inheritance or as a gift.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property <u>or the right-of-use asset</u> to the signing date for the current transaction.</p> <p><u>4. The Company acquires real estate and its right-of-use assets for business use from its parent company, subsidiaries, or subsidiaries that the Company directly or indirectly holds 100% of the issued shares or total capital.</u></p>	<p>2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction.</p>	
<p>Article 16</p> <p>The company acquires real property from a related party and the results of appraisals conducted in accordance with Article <u>17</u> are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.</p>	<p>Article 15</p> <p>The company acquires real property from a related party and the results of appraisals conducted in accordance with Article 16 are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>2. Where the company acquiring real property or right-of-use asset from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or right-of-use asset.</p>	<p>C. Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.</p> <p>2. Where the company acquiring real property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property.</p>	

After the revision	Before the revision	Description
<p><u>Article 17</u> Where the company acquires real property <u>or right-of-use asset</u> from a related party and the results of appraisals conducted in accordance with <u>the previous two paragraphs</u> are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>1. A special reserve shall be set aside in accordance with the Act against the difference between the real property <u>or right-of-use asset</u> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the company uses the equity method to account for its investment in another company, then the special reserve called for under the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</p> <p>2. <u>Independent director members of</u> the audit committee shall comply with Article 218 of the Company Act.</p> <p>3. Actions taken pursuant to <u>the previous two paragraphs</u> shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p>	<p>Article 16 Where the company acquires real property from a related party and the results of appraisals conducted in accordance with Article 14 and Article 15 are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>1. A special reserve shall be set aside in accordance with the Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the company uses the equity method to account for its investment in another company, then the special reserve called for under the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</p> <p>2. Audit committee shall comply with Article 218 of the Company Act.</p> <p>3. Actions taken pursuant to subparagraph 1 and subparagraph 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p><u>Article 17</u> The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>or rented</u> at a premium, or they have been disposed of, <u>or ended the lease</u>, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent. The company obtains real property <u>or right-of-use asset</u> from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p> <p><u>Article 18</u> <u>Article 19</u></p>	<p>Article 16 The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent. The company obtains real property from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p> <p>Article 17 Article 18</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>
<p><u>Article 20</u> The company participating in a merger, demerger, acquisition, or transfer of shares is not a public company or company's securities trading on Over-The-Counter Markets, the company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of <u>previous two Paragraph.</u></p>	<p>Article 19 The company participating in a merger, demerger, acquisition, or transfer of shares is not a public company or company's securities trading on Over-The-Counter Markets, the company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Paragraph 3, Paragraph 4, Article 20, and Article 23.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 21 Article 22 Article 23 Article 24 Article 25</p> <p>The company participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 20, Article 21, and Article 24.</p>	<p>Article 20 Article 21 Article 22 Article 23 Article 24</p> <p>The company participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 19, Article 20, and Article 23.</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>
<p>Article 26</p> <p>Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1. Acquisition or disposal of real property or right-of-use asset from or to a related party, or acquisition or disposal of assets or right-of-use asset other than real property from or to a related party where 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; provided, this shall not apply to trading of domestic government bonds or bonds under</p>	<p>Article 25</p> <p>Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1. Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where 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; provided, this shall not apply to trading of government bonds or bonds under repurchase and</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p data-bbox="156 153 466 328">repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p data-bbox="156 536 486 1445"><u>3.</u> Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: A. Trading of <u>domestic</u> government bonds. B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. C. Where the type of asset acquired or disposed is <u>equipment or right-of-use asset</u> for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million. D. Where land is acquired under an arrangement on engaging others to build on the</p>	<p data-bbox="486 153 812 296">resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p data-bbox="486 360 812 536">3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p data-bbox="486 536 812 1445"><u>4.</u> Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: A. Trading of government bonds. B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. C. Where the type of asset acquired or disposed is equipment for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million. D. Where land is acquired under an arrangement on engaging others to build on the</p>	<p data-bbox="812 153 987 440">Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p>company's own land, engaging others to build on rented land , joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, the trading counterparty is not a related party, and the amount the company expects to invest in the transaction is less than NT\$500 million.</p> <p>4. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: The amount of transactions above shall be calculated as follows:</p> <p>C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>Article 27</p>	<p>company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction is less than NT\$500 million.</p> <p>4. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: The amount of transactions above shall be calculated as follows:</p> <p>C. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property thereof within the same development project within the preceding year.</p> <p>Article 26</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p><u>Article 28</u> The paid-in capital or total assets of the company shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 26, paragraph 1 requiring a public announcement and regulatory filing in the event the type of transaction specified therein of paid-in capital or total assets. For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.</p> <p><u>Article 29</u> <u>Article 30</u></p>	<p>Article 27 The paid-in capital or total assets of the company shall be the standard for determining whether or not a subsidiary referred to in the preceding paragraph is subject to Article 25, paragraph 1 requiring a public announcement and regulatory filing in the event the type of transaction specified therein reaches 20-percent of paid-in capital or 10-percent of the total assets.</p> <p>Article 28 Article 29</p>	<p>Complied with the amendment of " Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>
<p><u>Article 31</u> The procedures were established on March 30, 2004 ; 1st revised on June 16,2006; 2rd revised on June 22, 2007;(Omit)8th revised on June 21, 2018 and 9th revised on June 28, 2019.</p>	<p>Article 30 The procedures were established on March 30, 2004 ; 1st revised on June 16,2006; 2rd revised on June 22, 2007;(Omit)and8th revised on June 21, 2018.</p>	<p>Added revision date</p>

Attachment 3:

Comparison Table for the "Operational Procedures for Derivatives Trading"

After the revision	Before the revision	Description
<p>Article 3: Scope and Type Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, swap contracts, contracts combining the above products, embedded derivative goods contracts, and structured products, whose value is derived from specific interest rates, financial instrument price, commodity price, foreign exchange rates, price or rate indexes, credit rating, credit indexes, or other.</p> <p>The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.</p>	<p>Article 3: Scope and Type Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests.</p> <p>The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.</p>	<p>Complied with the amendment of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>
<p>Article 4 : Handling Procedures: 3.Public announcement and regulatory reporting procedures (1)When the Company's derivatives trade loss reaches the loss limits stated in Article 4.1.3.2, it should be published on the website designated by the Competent Authority in accordance with the prescribed format within 2 days commencing from the date of occurrence event. (2)The company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is</p>	<p>Article 4 : Handling Procedures: 3.Public announcement and regulatory reporting procedures (1)When the Company's derivatives trade loss reaches the loss limits stated in Article 4.1.3.2, it should be published on the website designated by the Competent Authority in accordance with the prescribed format within 2 days from the date of occurrence of the event. (2)The company should reveal in the financial report about the acquiring or disposing of</p>	<p>Complied with the amendment of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".</p>

After the revision	Before the revision	Description
<p><u>required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</u></p> <p><u>(3)Where any of the following circumstances occurs with respect to a transaction the company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</u></p> <p><u>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</u></p> <p><u>B. Change to the originally publicly announced and reported information.</u></p>	<p>derivatives trading complying with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”, but otherwise are exempted from announcement in pervious provisions of these Regulations.</p> <p>(3)The company should report the pervious year’s internal audit report, internal audit plan, and the audit result of the audit plan to the FSC, and also need to report the amend-conditions of the abnormal items to the FSC before the end of May in the next year.</p>	
<p>Article 4 : Handling Procedures:</p> <p>4. Data saving <u>The company should save the related record in the company, and retain it at least 5 years unless the law provides otherwise.</u></p> <p>7. Others: (2) Matters not covered above the procedure should comply with <u>“Regulations Governing the Acquisition and Disposal of Assets by Public Companies”, “Regulations Governing the Preparation of Financial Reports by Securities Issuers”, and related Act.</u></p>	<p>Article 4 : Handling Procedures:</p> <p>4. Accounting treatment– The accounting treatment of the derivative transactions shall be handled in accordance with the ROC Financial Accounting Standards issued by the Accounting Research and Development Foundation.</p> <p>7. Others:– (2) Matters not covered above the procedure should comply with the company’s “Operational Procedures for Acquisition and Disposal of Assets”</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Company”.</p>

After the revision	Before the revision	Description
<p>(3)The Company shall see to its subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with these Regulations.</p>		
<p>Article 4 : Handling Procedures: 8. Effectiveness and amendment The Procedures shall obtain approval by the Audit Committee for the majority of the members , after that obtain resolution from the Board of Directors and report to the shareholders’ meeting for agreement, the same procedures apply to revision. When the related derivatives trading proposal propose to the Board of Directors for discussing, if any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director’s dissenting opinion to the Audit Committee.</p>	<p>Article 4 : Handling Procedures: 8. Effectiveness and amendment The Procedures shall obtain approval by the Audit Committee for the majority of the members , after that obtain resolution from the Board of Directors and report to the shareholders’ meeting for agreement, the same procedures apply to revision. When the derivatives trading proposal propose to the Board of Directors for discussing, if any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director’s dissenting opinion to the Audit Committee.</p>	<p>Complied with the amendment of “Regulations Governing the Acquisition and Disposal of Assets by Public Company”.</p>
<p>Article 5 The Procedures were established on March 30 2004; 1st revised on June 22, 2007 ; 2rd revised on June 21, 2018, and 3th revised on June 28, 2019.</p>	<p>Article 5 The Procedures were established on March 30 2004; 1st revised on June 22, 2007 and 2rd revised on June 21, 2018.</p>	<p>Add the revision date.</p>

Attachment 4

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

After the revision	Before the revision	Description
<p>Article 2</p> <p><u>The responsible person of a company who has violated the provisions of the preceding Paragraph shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to company resulted there-from.</u></p>	<p>Article 2</p> <p>3. The restriction in article 4 shall not apply to inter-company loans of funds between overseas companies in which the public company holds, directly or indirectly, 100% of the voting shares. However, the provisions of Article 4 & 5 concerning the setting of the amount limits and the durations of loans shall still apply.</p>	<p>Complied with the amendment of "Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>
<p>Article 4</p> <p><u>4. The restriction shall not apply to inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares or loans of funds between the Company and overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares. The limit of total loans should no more than 20 percent of the company's net worth as stated in its latest financial statement and the limit of individual loans should no more than 6 percent of the company's net worth as stated in its latest financial statement.</u></p>	<p>Article 4</p>	<p>Complied with the amendment of "Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 5 <u>3. The lease term shall not more than 3 years in inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares or loans of funds between the Company and overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares. If the borrower want to renew, it need to pay back the loan first, after that it can re-apply the loan.</u></p>	<p>Article 5</p>	<p>Complied with the amendment of " Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>
<p>Article 8 4. "Date of occurrence" in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the <u>loaning</u> counterparty and monetary amount of the transaction, whichever date is earlier.</p>	<p>Article 8 4. "Date of occurrence" in these Regulations means the date of transaction-contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the transaction counterparty and monetary transaction amount of the transaction, whichever date is earlier.</p>	<p>Complied with the amendment of " Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>
<p>Article 11 The company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts, and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.</p>	<p>Article 11 The company shall according- Generally Accepted Accounting Principles to evaluate the status of its loans of funds and reserve sufficient allowance for bad debts, and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.</p>	<p>Complied with the amendment of " Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 13 The so-called “all Audit Committee members” and “all directors” in this article refer to all the incumbents.</p>	<p>Article 13 The so-called “all Audit Committee members” and “all directors” in the preceding paragraph refer to all the incumbents.</p>	<p>Complied with the amendment of “ Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies”.</p>
<p>Article 14 The procedures were established on March 30, 2004 ; 1st revised on June 22,2007; (Omit) ; 5th revised on June 21, 2018, and 6th revised on June 28, 2019.</p>	<p>Article 14 The procedures were established on March 30, 2004 ; 1st revised on June 22, 2007; (Omit); 5th revised on June 21, 2018.</p>	<p>Added revision date</p>

Attachment 5:

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

After the revision	Before the revision	Description
<p>Article 5 The company whose making of endorsements and guarantees reach one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence:</p> <p>3.The balance of endorsements/guarantees by the public company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, book value in investments amount for Using Equity Method, and balance of loans to, such enterprise reaches 30 percent or more of public company's net worth as stated in its latest financial statement.</p> <p>5. "Date of occurrence" in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier.</p>	<p>Article 5 The company whose making of endorsements and guarantees reach one of the following levels shall announce and report such event within two days immediately from the date of occurrence:</p> <p>3.The balance of endorsements/guarantees by the public company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, investment of a long-term nature in, and balance of loans to, such enterprise reaches 30 percent or more of public company's net worth as stated in its latest financial statement.</p>	<p>Complied with the amendment of "Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>

After the revision	Before the revision	Description
<p>Article 8 The company shall evaluate or record the contingent loss for endorsements/guarantees, and shall adequately disclose information on endorsements/guarantees in its financial reports and provide certified public accountants with relevant information for implementation of necessary audit procedures.</p>	<p>Article 8 The company shall evaluate or record the contingent loss for endorsements/guarantees, and shall adequately disclose information on endorsements/guarantees in its financial reports according- International Accounting- Standards No.9 and provide certified public accountants with relevant information for implementation of necessary audit procedures.</p>	<p>Complied with the amendment of " Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>
<p>Article 10 The so-called "all Audit Committee members" and "all directors" in this article refer to all the incumbents.</p>	<p>Article 10 The so-called "all Audit Committee members" and "all directors" in the preceding- paragraph refer to all the incumbents.</p>	<p>Complied with the amendment of " Regulations Governing Loaning of Funds and Making of Endorsements /Guarantees by Public Companies".</p>
<p>Article 11 The procedures were established on March 30, 2004 ; 1st revised on June 22,2007; (Omit) ; 5th revised on June 21, 2018, and 6th revised on June 28, 2019.</p>	<p>Article 11 The procedures were established on March 30, 2004 ; 1st revised on June 22, 2007; (Omit); 5th revised on June 21, 2018.</p>	<p>Added revision date</p>

Attachment 6:**The Lift on the Prohibition on Directors from Concurrently Acting as a Director and/or Managerial Personnel of Another Company**

Title	Name	Acting as a Director and/or Managerial Personnel of Another Company
Chairperson	Yen Chen, Li-lien	<ol style="list-style-type: none">1. Chairperson, Yulon Motor Co., Ltd.2. Chairperson, China Motor Co., Ltd.3. Director, Yulon Finance Co., Ltd.4. Vice Chairperson, Winsome Co., Ltd.5. Chairperson, Tai-Yuen Textiles Co., Ltd.6. Chairperson, Yulon Management Co., Ltd.7. Chairperson, Yu-Pong Business Co., Ltd.8. Director, Chun Yuan Investment Co., Ltd.9. Chairperson, Tai-Wen Textiles Co., Ltd.10. Director, Yen Tjing Ling Medical Foundation11. Chairperson, Yen Tjing Ling Industrial Development Foundation12. Chairperson, Vivienwu Journalism Award Foundation13. Chairperson, Vivienwu Industrial Development and Promotion Association14. Chairperson, Yung Hong Investment Co., Ltd.15. Chairperson, Xiang Wei Investment Co., Ltd.16. Chairperson, Sinshing Investment Co., Ltd.17. Director, Wei Tai Investment Co., Ltd.18. Supervisor, Le Wen Investment Co., Ltd.19. Director, Wen Shen Investment Co., Ltd.20. Chairperson, Yuen Wei Investment Co., Ltd.21. Chairperson, Yun Shueng Investment Co., Ltd.22. Chairperson, Lee Yuan Investment Co., Ltd.23. Chairperson, Ly Pon Investment Co., Ltd.24. Chairperson, Yuan Tuo Investment Co., Ltd.

Title	Name	Acting as a Director and/or Managerial Personnel of Another Company
Director	Chen, Kuo-Rong	<ol style="list-style-type: none"> 1. Vice Chairperson, Yulon Motor Co., Ltd. 2. Director, China Motor Co., Ltd. 3. Chairperson, Luxgen Motor Co., Ltd. 4. Chairperson, Hwa-Chuan Auto Technology Center Co., Ltd. 5. Chairperson, Yulon Finance Co., Ltd 6. Chairperson, Yulon Construction Co., Ltd. 7. Director, Winsome Co., Ltd. 8. Chairperson, Yulon Energy Service Co., Ltd. 9. Director, Tai-Yuen Textiles Co., Ltd. 10. Director and CEO, Yulon Management Co., Ltd. 11. Director, Yu Pong Business Co., Ltd. 12. Director, Chun Yuan Investment Co., Ltd. 13. Director, Tai-Wen Textiles Co., Ltd. 14. Vice Chairperson, Dongfeng Yulon Motor Co., Ltd. 15. Director, Dong Feng Yulon Motor Sales Co., Ltd. 16. Chairperson, Yulon China Motor Investment Co., Ltd. 17. Director, Yen Tjing Ling Medical Foundation 18. Director, Yen Tjing Ling Industrial Development Foundation 19. Director, Vivienwu Journalism Award Foundation 20. Director and CEO, Yung Hong Investment Co., Ltd. 21. Director, Xiang Wei Investment Co., Ltd. 22. Director, Sinshing Investment Co., Ltd. 23. Director, Yu Xin Investment Co., Ltd. 24. Director, Wen Shen Investment Co., Ltd. 25. Director, Yuen Wei Investment Co., Ltd. 26. Director, Yun Shueng Investment Co., Ltd. 27. Director, Lee Yuan Investment Co., Ltd. 28. Director, Ly Pon Investment Co., Ltd. 29. Director, Grand Win Overseas Ltd. 30. Director, Yulon China Investment (Hong Kong) Co., Ltd. 31. Director, Yulon Motor Investment (Hong Kong) Co., Ltd. 32. Director, Yulon New Energy (Hong Kong) Co., Ltd.

		<p>33. Director, Jetford Inc.</p> <p>34. Director, Yulon China Investment Co., Ltd.</p> <p>35. Director, Yulon Overseas Co., Ltd.</p> <p>36. Director, PAC-LINK MANAGEMENT CORP.</p> <p>37. Chairperson, Wen Yang(Samoa) Investment Co., Ltd.</p> <p>38. Chairperson, Tai Xin(Samoa) Investment Co., Ltd.</p> <p>39. Chairperson, Qing Yi(Samoa) Investment Co., Ltd.</p> <p>40. Chairperson, Yi Jan Overseas Investment Co., Ltd.</p> <p>41. Director, Yulon China Holding Co., Ltd.</p> <p>42. Director, Yulon Philippines Investment Co., Ltd.</p> <p>43. Director, Yulon New Energy (Cayman) Co., Ltd.</p> <p>44. Director, Luxgen (Hangzhou) Motor Sales Co., Ltd.</p>
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Title	Name	Acting as a Director and/or Managerial Personnel of Another Company
Director	Yao, Chen Hsiang	<ol style="list-style-type: none"> 1. Director and CEO, Yulon Motor Co., Ltd. 2. Director, Luxgen Motor Co., Ltd. 3. Director, China Engine Co., Ltd. 4. Director, Yulon Finance Co., Ltd. 5. Chairperson, Uni Auto Parts Manufacture Co., Ltd. 6. Chairperson, China Ogihara Co., Ltd. 7. Director, Yulon Construction Co., Ltd. 8. Chairperson, Yu Sing Motor Co., Ltd. 9. Chairperson, Yushin Motor Co., Ltd. 10. Director, Yulon Energy Service Co., Ltd. 11. Chairperson, Ding Long Motor Co., Ltd. 12. Chairperson, Yulon Tobe Motor Co., Ltd. 13. Chairperson, Yu Ching Co., Ltd. 14. Chairperson, China Cast Iron Pipe Co., Ltd. 15. Chairperson, Sin Chi Co., Ltd. 16. Supervisor, Dongfeng Yulon Motor Co., Ltd. 17. Chairperson, Luxgen (Hangzhou) Motor Sales Co., Ltd. 18. Vice Chairperson, Aeolus Automobile Co., Ltd. 19. Director, Guangzhou Aeolus Automobile Co., Ltd. 20. Director, Yulon China Motor Investment Co., Ltd. 21. Chairperson, UNIVATION MOTOR PHILIPPINES, INC. 22. Director, Yung Hong Investment Co., Ltd. 23. Chairperson, Yuen Wen Investment Co., Ltd.
Independent Director	Guo, Rong-Fang	<ol style="list-style-type: none"> 1. Director, Taiwan Business Bank Co., Ltd. 2. Supervisor, Acro Viz Inc. 3. Supervisor, Chong Ren Shu Co., Ltd. 4. Supervisor, Bridgett Management Institute Co., Ltd. 5. Independent Director & Remuneration Committee Member, Tai-Shing Electronics Components Co., Ltd. 6. Independent Director & Remuneration Committee Member, Carnival Industrial Co., Ltd.

