



2019 Annual General Shareholders' Meeting

Meeting Agenda (Translation)

May 31, 2019

Note to Readers:

If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

Taiming Assurance Broker Co., Ltd.

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Meeting Procedure

Taiming Assurance Broker Co., Ltd. 2019 Annual General Shareholders' Meeting

Time: 9:00 a.m. on Friday, May 31, 2019

Place: Conference Hall, 6th Floor, No. 49, Guanqian Rd., Taipei

1. Call the Meeting to Order
2. Chairman Remarks
3. Matters to Report
4. Proposals
5. Discussions
6. Elections
7. Other Matters for Discussion
8. Special Motions
9. Adjournment

Matters to Report

1. 2018 Business Report

The Company's consolidated revenue grew by 9.91% in 2018 and the insurance brokerage business grew steadily. In December 2018, the Board of Directors obtained 100% shares of Link-Aim Life Insurance Broker Co., Ltd. by means of share conversion. We will jointly take "the most professional retirement brand" as the operating target, expand the insurance brokerage market in the Chinese regions, promote the concept of insurance retirement, and guarantee the retirement and nursing life of the insured.

The Company has made continuous efforts to implement corporate governance, standing out from the 675 listed companies at over-the-counter market that have been evaluated and winning the top 5% of the results of the 4th corporate governance evaluation sponsored by TWSE and TPEx, ranking among the top 34 listed companies at over-the-counter market, and only three of them are from the finance industry.

In 2018, the Company proposed four policies of "Technology, Dedication, Satisfaction and Service". Based on the physical insurance channel, with technology as the innovation, combining insurance and technology, the Company established the exclusive business auxiliary platform for insurance salesmen, established satisfaction survey, and served customers attentively. In addition, through cooperation and exchange with colleges and universities, the Company has been recognized by young students and won the "Dragon & Phoenix Award of Insurance" in 2018. It is one of the insurance companies most desired by fresh graduates from the department of finance and insurance in Taiwan.

We hereby state the overall situation, concerning 2018 annual business operation, 2019 annual business plan, future development strategies, external competitions, and regulatory environment and overall operation environment as follows:

I. 2018 Financial and Business Performance

(1) Revenue

The turnover net amount of the Company and its subsidiaries in 2018 was NT\$ 720,606 thousand, an increase of NT\$64,989 thousand from NT\$ 655,617 thousand in 2017, an increase of 9.91%.

(2) Profits

The Company and its subsidiaries consolidated net profit before tax for 2018 was NT\$ 84,038 thousand. Net profit after tax was NT\$75,806 thousand. The basic earnings per share were NT\$3.55, and the basic earnings per share was NT\$ 3.2.

II. 2019 Business Plan

(1) Operating Objectives

1. In 2019, the Company put forward "professional @ innovation" policy, is committed to "InsurTec" insurance development of science and technology, establishing the "mobile insurance" and "online insurance" platforms, and through the e-platform of salesman to the insurance activity process improvement planning, improve the administrative efficiency, quickly serve customers, and reduce the business administrative obligation to increase the time of serving customers.
2. The Company will continue to make efforts to expand cross-industry alliances and inter-industry cooperation projects, in order to expand the market and increase the income of various businesses.
3. The Company will promote the elite insurance talents in the Chinese regions, and actively explore the local insurance financial market in China.

(3) Important Product and Sales Policies

1. In 2019, the Company will adopt the strategy of "stratified operation, group training, and segment marketing" to promote its business, improve the efficiency through systematic stratified operation, match the specific skills through group training in business development, and meet the needs of insured customers through segment marketing.
2. The Company will be based on solid commodity training, accompany the salespersons to be familiar with the focus of commodities, continue to develop the retirement and physically handicapped markets, and target to be the elite retirement brand.
3. Continue to promote the professional glory and professional training of MDRT, IDA, and FChFP, and promote the recruitment and implementation of all personnel, with every staff being the Taiming ambassador, implementing the recruitment and actual performance.

III. Developmental Strategies in the Future

In response to the fintech development trend, science and technology is gradually changing the insurance market. Responding quickly to market changes and embracing technology have become decisive factors in the future. The Company will provide convenient platform for salesmen by means of technology tools and cooperate with insurance companies. In the future, the Company can provide customer electronic insurance policies and contract changes and other services supported by cloud services.

The Company is committed to become the most professional retirement brand, guarantee the retired lives of insured elderly, and consider the needs of the elderly annuity and medical care. Through branding and building a team of elites, we target on the young

adults, advocating early planning for the different stage of their lives for the prospect of retiring with security.

IV. Influences from external, regulatory and overall business environment

Looking ahead to the increased risk of financial market changes caused by China-US trade changes in 2019, the Company will closely observe the changes of the market and provide appropriate commodity portfolio to the insured customers, so as to protect the insured and moderately reduce the risk through insurance planning.

Under the wave of global evolution in financial governance systems, the competent authority has been tightening up the regulations on consumer protection, information security, money-laundering prevention and anti-terrorist funding. The authority has been requesting the businesses to establish stringent monitoring systems, which has also brought certain level of pressure to the businesses. In response, the Company has set up internal control and audit and legal compliance systems to stay updated to the latest laws and regulations. We have also launched education and training programs on compliance and implemented annual compliance audit as part of our preventive and monitoring practices.

The Company will continue to pursue business expansion, corporate governance performance and become the most professional insurance brokerage enterprises in the Chinese regions as the goal, in order to repay shareholders' care and support.

Ladies and gentlemen, wish you good health and all the best.

Chairman of the Board:
Cheng-Chih Li

Manager:
Yang-Kuo Chen

Accounting Manager:
Shu-Fen Yang

2. 2018 Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors of Taiming Assurance Broker Co., Ltd. (TABC) has submitted the Company's 2018 Business Report, Financial Statements and Distribution of Profits to the Audit Committee. Mr. Wang-Sheng Lin and Mr. Chen-Hsiu Yang, the independent auditors from the CPA firm of Deloitte & Touche, were retained by the Board to audit TABC's Financial Statements and have issued an audit report.

The Business Report, Financial Statements and Distribution of Profits have been reviewed and determined to be correct and accurate by the Audit Committee of TABC. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report on behalf of all members of the committee to the 2019 Annual General Shareholders' Meeting for ratifications.

Taiming Assurance Broker Co., Ltd.

Chairman of the Audit Committee: Tsung Ju Lee

April 19, 2019

3. 2018 Compensation to Directors and Employees

In accordance with Article 18.1 of the Company's Corporate Charter. Two percent (2%) of the Company's profits for 2018 is remuneration that will be provided to the directors and employees. The compensation to directors or employees is NT\$1,977,991, respectively, and both of which are distributed in cash.

4. Amendment to the Corporate Governance Best Practice

Principles

According to the amendment to the Corporate Governance Best Practice Principles for TWSE & TPEx Listed Companies, amended by Order No. 10700540421 issued by Taipei Exchange (TPEx) on December 21, 2018, TABC has planned to revise some articles of the Corporate Governance Best Practice Principles accordingly. The Comparison Table of the amendment is attached hereto as Attachment I (please see page11 to page 24).

Proposals

1. 2018 Business Report and Financial Statements

Proposed by the Board

Proposal: Adoption of the 2018 Business Report and Financial Statements

Explanation:

1. The 2018 Business Report (please see page 2 to 3) and Financial Report (please see page 4) have been completed and approved in the 22nd meeting of the 2nd Audit Committee and in the 27th meeting of the 6th Board of Directors on February 20, 2019, and audited by independent auditors, Wang-Sheng Lin and Chen-Hsiu Yang, of Deloitte & Touche.
2. The Audit Committee's review report is attached hereto as Attachment II (please see page 25 to 44).

Resolution:

2. Adoption of the Proposal for Distribution of 2018 Profits

Proposed by the Board

Proposal: Adoption of the 2018 Earnings Distributions

Explanation:

1. TABC's 2018 financial statements have been audited. According to the Article 19 of the Company's Corporate Charter regarding the distribution of profits, the distribution of 2018 profit was compiled and attached as Attachment III (please see page 45). On April 19, 2019, the audit committee's review report was issued after the 23rd meeting of the 2nd Audit Committee, and the resolution was adopted at the 28th meeting of the 6th Board of Directors held on April 19, 2019.
2. The capital bonus distribution of the Company shall be based on the number of newly issued 1,336,303 shares after the conversion of the added shares, and the total number of ordinary shares after the merger is 25,024,303 shares.
3. Henceforward, if the number of outstanding shares in circulation is affected due to the redemption of shares of the Company, equity conversion or other reasons, resulting in the change of the shareholder dividend ratio and the need for correction, it is proposed to submit to the shareholders for delegation of authority of the chairman of the Board to deal with it at the regular meeting.
4. The Board of Directors will be authorized by the shareholders' meeting to decide on the matters for allocation of the earnings.

Resolution:

Discussions

1. Cash Dividend Distribution for Capital Surplus

Proposed by the Board

Proposal: Proposal for the submission and discussion of the cash capital bonus distribution from capital surplus.

Explanation:

1. This proposal has been resolved and approved at the 28th meeting of the 6th Board of Directors on April 19, 2019.
2. In accordance with Article 241 of the Company Act, the Company intends to issue a cash dividend of NT\$ 8,758,506 to shareholders on capital surplus in excess of the ordinary share premium. Based on the total number of shares of 25,024,303 of the combined ordinary shares after conversion with Link-Aim shares, a cash allotment of NT\$ 0.35 shall be made for each share. The cash allotment shall be made up to round numbers according to the shares held by shareholders as recorded in the bookkeeping of shareholders on the allocation base date, and the amount below round numbers shall be deducted; the total amount of fractional amount shall be included in other income of the Company.
3. Henceforward, if the number of outstanding shares in circulation is affected due to the redemption of shares of the Company, equity conversion or other reasons, resulting in the change of the shareholder dividend ratio and the need for correction, it is proposed to submit to the shareholders for delegation of authority of the chairman of the Board to deal with it at the regular meeting.
4. After the regular meeting of shareholders such as this case is approved, it is proposed to authorize the chairman of the Board to set another allocation base date, issuance date and other related matters. The total amount of capital bonus distributed in cash to individual shareholders shall be paid with round numbers.
5. In case of any change of the decree or amendment of the order of the competent authority, the chairman of the Board shall be authorized to deal with the issue in full according to the law.

Resolution:

2. Amendment to the Operating Procedure for Acquisition and Disposal of Assets

Proposed by the Board

Proposal: To provide support for the law revision, the Company intends to revise some provisions of the Acquisition or Disposal of Asset Processing Procedures and discuss them.

Explanation:

According to the amendment of Regulations Governing the Acquisition and Disposal of Assets by Public Issue Companies, issued by Order No. 1070331908 from the Financial Supervisory Commission dated on August 29, 2018, TABC has planned to amend some articles of the Operating Procedure for Acquisition and Disposal of Assets. The comparison table of the amendment is attached hereto as Attachment IV. (please see page 46 to 72)

Resolution:

3. Amendment to the Procedures for Engaging in Derivatives Trading

Proposed by the Board

Proposal: It is proposed to amend part of the Company's provisions on Procedures for Engaging in Derivatives Trading for discussion.

Explanation:

According to the revised procedure of power of decision of the Company, it is proposed to amend part of the Company's provisions on Procedures for Engaging in Derivatives Trading for discussion. The comparison table of the amendment is attached hereto as Attachment V. (please see page 73 to 77)

Resolution:

Elections

1. Election of the 7th Director of the Company

Proposed by the Board

Proposal: Elect six Directors (including three Independent Directors) for the 7th term of the Company.

Explanation:

1. The term of office of the 6th Director of the Company is about to expire, and it is proposed to re-elect six Directors (including three Independent Directors) for the 7th term in accordance with Article 195 of the Company Act and Article 13 of the articles of association. The term of office is three years, starting from May 31, 2019 and ending on May 30, 2022.
2. In order to facilitate the full re-election of Directors, the term of office of the current Directors shall expire upon the completion of the re-election of new Directors on May 31, 2019.
3. The candidate nomination system is adopted for the election of Directors (including independent directors) of the Company, and the candidate list of Directors will be nominated and considered by the Company at the 28th meeting of the 6th Board of Directors on April 19, 2019. The check list is as follows:

Sequence number	Name of Candidate		Major academic (work) experience	Number of shares held
1	Director	Taiwan Navigator Asset Investment Co., Ltd. Representative: Cheng-Chih Li	Education: Architecture Division, Public Engineering Department, China University of Technology Current Post: Chairman of the Board Chairman of the Board, Taifeng Financial Advisors Co., Ltd. Chairman of the Board, Ching-Yu Financial Management Co., Ltd. Chairman of the Board, All Safe Co., Ltd. Legal representative of Shanghai Lianda Insurance Agent Co., Ltd. Chairman of the Board, Kun Shan Feng Sheng Insurance Agency Co., Ltd. Previous Post: Sales Manager, TIANJIN EVEST INT'L TRADING CO., LTD Sales Manager, Niche International Futures Company Business Marketing Director, MetLife, Inc. Head of Sales and Marketing Division, Headquarter of MetLife, Inc.	9,025,907

Sequence number	Name of Candidate		Major academic (work) experience	Number of shares held
			Manager of Banqiao Communications Department, MetLife, Inc.	
2	Director	Taiwan Navigator Asset Investment Co., Ltd. Representative: Chao-Feng Chen	Education: Master Program in Long-Term Care, Taipei Medical University Graduated from the Department of Accounting, Chung Yuan Christian University Current Post: Vice Chairman of the Board, Taiming Assurance Broker Co., Ltd. Independent Director, United Advertising Director, Waterland Securities Investment Consulting Director, Waterland Financial Holding Co., Ltd Director, Waterland Venture Capital Co., Ltd. Chairman of the Board, E-Life Co., Ltd. Supervisor, Guanhua Investment Co., Ltd. Previous Post: Vice Chairman, Navigator Financial Leasing Co., Ltd Partner certified public accountant, Deloitte & Touche Supervisor of R.O.C CPA Association (ROCCPA) Chairman of the Regulatory Commission, The National Federation of CPA Associations of the R.O.C.	9,025,907
3	Director	Cheng-Rong Enterprise Co., Ltd.	-	47,959
4	Independent Director	Chuang-Teng Tsai	Education: Bank Insurance Department, Feng Chia University Current: Independent Director, Taiming Assurance Broker Co., Ltd. Previous Post: Manager, Taiwan Cooperative Bank Co., Ltd. Deputy Manager, Farmers Bank of China	0
5	Independent Director	Chien-Hsiang Chang	Education: Graduated from the School of Business, National Taiwan University Current Post: None Previous Post: Director, SIRTEC INTERNATIONAL CO., LTD. Supervisor, Taiming Assurance Broker Co., Ltd. Taiwan Fire & Marine Insurance Company, Ltd. Deputy General Manager of General Manager Office and Manager of Management Department General Audit of The Board of Directors Assistant Manager and Manager of Finance Department	0

Sequence number	Name of Candidate		Major academic (work) experience	Number of shares held
6	Independent Director	Fu-Kuei Huang	Education: Graduated in accounting from National Cheng Kung University Current Post: CPA, First Credit CPA Firm Previous Post: Financial Assistant Manager, Tailung Capital Inc. Director, Taiwan Taomee Technology Co., Ltd.	0

Election Results:

Other Matters

1. Discussion on the Relief of Certain Directors from Their Non-competition Obligations.

Proposed by the Board

Proposal: Proposal to relief of certain directors from their non-competition obligations. Please proceed to discussion.

Explanation:

1. According to Paragraph 1 of Article 209 of the Company Act, a director acting on behalf of himself (herself) or another in matters within the business scope of the Company shall obtain approval at the shareholders meeting.
2. Certain directors of the 7th Board, due to business needs, have undertaken the same or similar activities within the Company's business scope. Under the premise of no damage to the interests of the Company, the approval for participation in the businesses will be obtained at the shareholders' meeting to remove the Board directors' non-competition restriction.
3. The lists for the relief of certain directors of the 7th Board from their non-competition obligations are as follows:

Director	Relief of Non-competition Obligations	
	Concurrent Company	Position
Taiwan Navigator Asset Investment Co., Ltd. Representative: Cheng-Chih Li	Shanghai Lianda Insurance Agent Co., Ltd.	Chairman and Legal Representative
	Kun Shan Feng Sheng Insurance Agency Co., Ltd.	Chairman of the Board
	All Safe Co., Ltd.	Chairman of the Board
Taiwan Navigator Asset Investment Co., Ltd. Representative: Chao-Feng Chen	International Bills Finance Corporation	Director
	Wen Ding Venture Capital Co., Ltd.	Director
	Waterland Securities Investment Consulting	Director
	United Advertising	Independent Director
	Guanhua Investment Co., Ltd.	Supervisor
	E-Life Co., Ltd.	Chairman of the Board
Independent Director Fu-Kuei Huang	First Credit CPA Firm	CPA
	Taiwan Taomee Technology Co., Ltd.	Independent Director

Special Motions

Adjournment

Attachments

1. The Corporate Governance Best Practice Principles' Comparison Table of the Amendment Draft

Attachment I

Taiming Assurance Broker Co., Ltd.

The Corporate Governance Best Practice Principles

Comparison Table of the Amendment Draft

Article	Amended Articles	Current Articles	Explanation
Article 3	<p>The Company shall design and implement its internal control system in accordance with the guidelines for the establishment of internal control system by the publicly owned corporation, considering the overall business activities of the Company and its subsidiaries, and review the internal control system from time to time, so as to ensure the design and implementation of the system to be continuously effective in accordance with the changes of the internal and external environment of the Company.</p> <p>The Board of Directors and management of the Company shall, in addition to the self-assessment of the internal control system, review the self-assessment results of each department and the audit report of the quarterly audit and audit unit at least annually, and the audit committee shall pay attention to and supervise it. The Company is advised to establish a communication channel and mechanism among independent</p>	<p>The Company shall design and implement its internal control system in accordance with the guidelines for the establishment of internal control system by the publicly owned corporation, considering the overall business activities of the Company and its subsidiaries, and review the internal control system from time to time, so as to ensure the design and implementation of the system to be continuously effective in accordance with the changes of the internal and external environment of the Company.</p> <p><u>The formulation or amendment of the internal control system shall be submitted to the Board of Directors for approval; if the independent director has objections or reservations, they shall be set out in the minutes of the Board of Directors; upon the establishment of the audit committee, the Company shall obtain the consent of more than half of all members of the audit committee and submit it to the Board of Directors for resolution.</u></p> <p>The Board of Directors and management of the Company shall, in addition to the self-assessment of the internal control system, review the self-assessment</p>	<p>1. Paragraph 1 prescribes that "the Company shall establish internal control system in accordance with the provisions of the publicly owned corporation", which is sufficient to cover the contents of Paragraph 2, Paragraph 5 and Paragraph 6. For the conciseness of the provisions, it is hereby deleting Paragraph 2, Paragraph 5, and Paragraph 6.</p> <p>2. The third Paragraph moves to the second and modifies the text accordingly.</p> <p>3. The fourth Paragraph moves to the third and the text is not amended.</p> <p>4. Adding a fourth provision, the appointment/removal, appraisal, and remuneration of the internal auditors shall be reported to the Board of Directors or signed by the audit supervisor and submitted to the Chairman of the Board for approval.</p>

Article	Amended Articles	Current Articles	Explanation
	<p>directors, audit committee, and internal audit supervisor. Directors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the Board of Directors. Also, the convener of the audit committee shall report to the shareholders' meeting on his/her communication with the independent directors and the internal audit supervisor.</p> <p>The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them, and urge them to conduct audits effectively, to evaluate problems of the internal control system, and to assess the efficiency of its operations, in order to ensure that the system can operate effectively on an on-going basis and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.</p> <p><u>The appointment/removal, appraisal, and remuneration of internal auditors of the</u></p>	<p>results of each department and the audit report of the quarterly audit and audit unit at least annually, and the audit committee shall pay attention to and supervise it. The Company is advised to establish a communication channel and mechanism among independent directors, audit committee, and internal audit supervisor. Directors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the Board of Directors. The evaluation of the effectiveness of the internal control system shall be approved by more than half of all members of the audit committee and submitted to the Board of Directors for resolution. The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them, and urge them to conduct audits effectively, to evaluate problems of the internal control system, and to assess the efficiency of its operations, in order to ensure that the system can operate effectively on an on-going basis and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.</p> <p><u>In order to implement the internal control system and strengthen the professional competence of the internal auditors, so as to improve and maintain the quality of</u></p>	

Article	Amended Articles	Current Articles	Explanation
	<u>Company shall be submitted to the Board of Directors or signed by the audit supervisor and submitted to the Chairman of the Board for approval.</u>	<u>the audit and the implementation effect, the Company shall set up the internal auditors' duty agents.</u> <u>The Paragraph 3 of Article 11 regarding qualified internal auditing personnel, and the provisions of Article 16, Article 17, and Article 18, the regulations governing the internal control system established from the publicly owned corporation, can be applied to the duty agents referred to in the preceding paragraph.</u>	
Article 3-1	<p>The Company shall, in accordance with the size, business status, and management needs of the Company, appoint a qualified and appropriate number of corporate governance personnel and appoint one corporate governance supervisor as the top supervisor responsible for corporate governance related affairs; he/she shall be qualified as a lawyer or CPA or hold the position of head of legal, financial, stock or corporate governance related affairs in a securities, financial or futures related institution or publicly owned corporation for more than three years. The relevant affairs of corporate governance described in the preceding paragraph should at least include the following:</p> <p>1. Manage meetings of the Board of Directors and the Board of shareholders in accordance with the law, and assist the Company in complying with the relevant laws and regulations of the Board of Directors and the Board of shareholders.</p>	<p>The Company shall set up full-time (or part-time) units or personnel for matters related to corporate governance, and senior executives for supervision, whose work experience in the legal, financial or stock management field in a public offering company is more than three years or they are qualified as a lawyer or an accountant.</p> <p>The relevant affairs of corporate governance in the preceding company may at least include the following:</p> <p>1. Handle company registration and change of registration.</p> <p>2. Manage meetings of the Board of Directors and the Board of shareholders in accordance with the law, and assist the Company in complying with the relevant laws and regulations of the Board of Directors and the Board of shareholders.</p> <p>3. Record the meeting of Board of Directors and Shareholders Meeting.</p>	<p>1. Paragraph 1 of the Article is amended with reference to Article 3-1 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies issued by the Company on December 12, 2018.</p> <p>2. Subparagraph 1 of Paragraph 2, Subparagraph 2 is deleted by reference to the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p> <p>3. Subparagraph 2 and Subparagraph 3 are moved into Subparagraph 1 and 2.</p> <p>4. The Company added the third subparagraph of the Corporate Governance Best Practice Principles for the aforementioned TWSE/TPEX Listed Companies.</p> <p>5. Subparagraph 4 is divided as the fourth and fifth subparagraph, and the text is amended accordingly.</p> <p>6. Subparagraph 5 is deleted because the</p>

Article	Amended Articles	Current Articles	Explanation
	<p>2. Record the meeting of Board of Directors and Shareholders Meeting.</p> <p>3. Assist in the appointment and continuing education of Directors and Independent Directors.</p> <p>4. Provide required business information for the Directors and Independent Directors.</p> <p>5. Assist Directors and Independent Directors to follow the laws and regulations.</p> <p>6. Handle other affairs in accordance with the Articles of Association or other contracts.</p>	<p>4. Provide required business information for the Directors and Independent Directors, and the latest regulatory developments related to the operating company, so as to assist Directors and Independent Directors to follow the laws and regulations.</p> <p>5. Handle affairs related to investor relations.</p> <p>6. Handle other affairs in accordance with the Articles of Association or other contracts.</p>	<p>investor relationship matters are not explicitly defined as corporate governance matters by reference to the Corporate Governance Best Practice Principles of various countries.</p>
Article 6	<p>The Board of Directors of the Company shall properly arrange issues and procedures at the Shareholders Meeting, decide principles and procedures of nominee directors and shareholders' proposal, and reasonably process shareholders' proposals forth according to the laws. The Shareholders Meeting shall be arranged at a convenient place and reserve sufficient time, and appoint sufficient qualified personnel to handle registration procedures. Documents on the shareholders' attendance shall be arbitrarily added, and shall leave enough time for reasonable discussion on various topics, and give shareholders the appropriate opportunity to speak. The Chairman of the Board of directors shall preside over the Shareholders Meeting convened by the Board of Directors, and more than half of the</p>	<p>The Board of Directors of the Company shall properly arrange issues and procedures at the Shareholders Meeting, decide principles and procedures of nominee directors and shareholders' proposal, and reasonably process shareholders' proposals forth according to the laws. The Shareholders Meeting shall be arranged at a convenient place and reserve sufficient time, and appoint sufficient qualified personnel to handle registration procedures. Documents on the shareholders' attendance shall be arbitrarily added, and shall leave enough time for reasonable discussion on various topics, and give shareholders the appropriate opportunity to speak. The Shareholders Meeting convened by the Board of Directors shall be presided over by the Chairperson personally and more than half of the Board of</p>	<p>The new shareholders' meeting is held by a majority of the Directors (including at least one-half of the Directors), and the convener of the Audit Committee shall attend the meeting in person. The convener of the Audit Committee shall also attend the meeting in person. The other functional committee members shall also attend the meeting in person, and the amendments are amended in the second paragraph of the amendments.</p>

Article	Amended Articles	Current Articles	Explanation
	Directors (including at least one Independent Director) and the convener of the audit committee shall attend the meetings in person, and at least one representative of other members of the functional committee shall attend the meetings, and the attendance shall be recorded in the minutes of the Shareholders Meeting.	Directors (including at least one independent director) and at least one member of the functional committee shall attend personally, and the attendance in the Shareholders Meeting shall be recorded.	
Article 7	<p>The Company shall encourage shareholders to participate in corporate governance, and shall appoint a professional stock agency to handle the affairs of the Shareholders Meeting to ensure it is convened under legal, effective and safe premises. The Company shall use various methods, including utilizing technically advanced information disclosure and voting methods, and submit annual report, annual financial report, meeting notice, meeting handbook and supplement materials in both Chinese and English, and electronic voting shall be conducted, so as to improve the attendance rate of shareholders to the Shareholder Meetings. This also ensures that shareholders can implement their rights at the Shareholder Meetings according to law.</p> <p>The Company is advised to avoid filing provisional motions and amendments to the original motions at the Shareholders Meeting; in electing Directors and Independent Directors in the current year, the candidate nomination system shall be included and adopted. The Company shall arrange the shareholders to vote for the Shareholders Meeting</p>	<p>The Company shall encourage shareholders to participate in corporate governance, and shall appoint a professional stock agency to handle the affairs of the Shareholders Meeting to ensure it is convened under legal, effective and safe premises. The Company shall use various methods, including utilizing technically advanced information disclosure and voting methods, and submit meeting notice, meeting handbook and supplement materials in both Chinese and English to improve the attendance rate of shareholders to the Shareholder Meetings. This also ensures that shareholders can implement their rights at the Shareholder Meetings according to law.</p> <p>When the Company adopts electronic voting at the Shareholders Meeting, it should be avoided to revise the provisional motion and the original motion. The annual election of directors and independent directors shall adopt candidate nomination system. The Company shall arrange the shareholders to vote for the Shareholders Meeting cases one by one, and input</p>	<p>1. Referring to the Corporate Governance Best Practice Principles for the aforementioned TWSE/TPEX Listed Companies, the Company will simultaneously upload new annual reports, annual financial reports and other materials. In addition, the new Shareholders Meeting may adopt the provisions of electronic voting to implement shareholder activism, thus revising the first paragraph.</p> <p>2. The Shareholders Meeting shall avoid the introduction of provisional motions and amendments to the original motions, which are not limited to electronic voting, and shall therefore be amended.</p> <p>3. Article 11 of the "rules for the use of letter of proxy by a publicly owned corporation to attend the Shareholders Meeting" has regulated the issuance of souvenirs for the Shareholders Meeting, and the relevant contents shall be deleted from Paragraph 4.</p>

Article	Amended Articles	Current Articles	Explanation
	cases one by one, and input the results of shareholders' agreeing, opposing, or abstaining from voting into the public information observation station on that very day of holding the Shareholders Meeting.	the results of shareholders' agreeing, opposing, or abstaining from voting into the public information observation station on that very day of holding the Shareholders Meeting. <u>If the Company gives commemorative shareholder meeting gifts to shareholders, no prejudicial or biased treatment shall be involved.</u>	
Article 11	Shareholders shall have the right to share the surplus of the Company. In order to ensure the investment rights and interests of shareholders, the Board of shareholders may, in accordance with the provisions of Article 184 of the Company Act, examine the lists made by the Board of Directors and the reports of the audit committee, and decide on the allocation of surplus or deficiency. When the Shareholders Meeting carries out aforementioned audit, an inspector may be appointed. Shareholders may, in accordance with Article 245 of the Company Act, request the court to appoint an inspector to examine the Company's business accounts, estate status, specific matters, specific transaction documents, and records. The Board of Directors, the audit committee and the managers of the Company shall fully cooperate with the inspectors in the preceding two paragraphs and shall not evade, obstruct, or refuse the inspectors.	Shareholders shall have the right to share the surplus of the Company. In order to ensure the investment rights and interests of shareholders, the Board of shareholders may, in accordance with the provisions of Article 184 of the Company Act, examine the lists made by the Board of Directors and the reports of the audit committee, and decide on the allocation of surplus or deficiency. When the Shareholders Meeting carries out aforementioned audit, an inspector may be appointed. Shareholders may, in accordance with Article 245 of the Company Act, request the court to appoint an inspector to examine the Company's business accounts and estate status. The Board of Directors, the audit committee and the managers of the Company shall fully cooperate with the inspectors in the preceding two paragraphs and shall not obstruct, refuse or evade the inspectors.	In accordance with Article 245 of the Company Act for the inspectors, to amend the second and third paragraphs.
Article 22	The Company shall, in accordance with the provisions of the Company Act, specify in its articles of association that the candidate nomination system	According to the Company Act, Directors of the Company shall be persons of legal ability elected at Shareholders Meeting in accordance with the	In compliance with the announcement of the simplified procedure of shareholders nomination from the revised Company Act of

Article	Amended Articles	Current Articles	Explanation
	shall be adopted for the election of Independent Directors, carefully evaluate the qualifications of the nominee and whether there are any matters listed in Article 30 of the Company Act, and shall act in accordance with Article 192-1 of the Company Act.	nomination system for candidate declared in Articles of Association. The qualifications, education background, working experiences and the existence of any other matters set forth in Article 30 of the Company Act with respect to the candidates recommended by shareholders or directors shall be reviewed in advance; no other documentary evidence of the qualifications shall be increased, and the review result thereof shall be provided to shareholders for their reference, so that qualified directors can be elected. <u>The Board of Directors shall, in accordance with the provisions, carefully evaluate the qualifications listed in the preceding paragraph and other matters and the candidate's will after acting as a director before listing the list of the candidates.</u>	Paragraph 4, Article 192-1 on August 1st, 2018, whether the nominee is included in the list of candidates for Directors, it shall be judged in accordance with the provisions of Paragraph 5 of the same article and shall not require the Board of Directors or other conveners to examine the nominee, and thus amend Paragraph 1 and delete Paragraph 2.
Article 24	According to the Articles of Association of the Company, three Independent Directors shall be set, and the number of Independent Directors shall not be less than 1/5 of the number of directors. Independent Directors shall be qualified with expertise and his shareholder and part-time job shall be restricted. Unless in compliance with the appropriate laws and/or regulations, Independent Directors shall not act as the director (including Independent Director) or supervisor of more than five TWSE/TPEX listed companies, and they shall maintain independence within the scope of their directorial duties and shall	According to the Articles of Association of the Company, three Independent Directors shall be set, and the number of Independent Directors shall not be less than 1/5 of the number of directors. Independent Directors shall be qualified with expertise and his shareholder and part-time job shall be restricted. Unless in compliance with the appropriate laws and/or regulations, Independent Directors shall not act as the director (including Independent Director) or supervisor of more than five TWSE/TPEX listed companies, and they shall maintain independence within the scope of their directorial duties and shall	1. Paragraph 8 covers Paragraphs 3 and 7, for conciseness, Paragraphs 3 and 7 are hereby deleted. 2. The current Paragraph 4 is moved to Paragraph 3, and the current Paragraph 8 is moved to Paragraph 6.

Article	Amended Articles	Current Articles	Explanation
	<p>not have any direct or indirect interest in the Company.</p> <p>If the Company and its group enterprises and organizations and other company and its group enterprises and organizations nominate their directors, supervisors or managers as candidates of Independent Directors of the other, the Company shall disclose the candidate in authorizing Independent Directors and explain the suitability of the candidate. If one is elected as an Independent Director, the number of votes cast shall be revealed. The aforementioned group enterprises and organizations are applicable for subsidiaries of the Company, whose direct or indirect endowment exceeds 50% of incorporated foundation, and other institutions or legal person with essential control ability. Independent directors and non-independent directors shall not convert their status during their tenure.</p> <p>The professional qualification, restrictions on both shareholding and concurrent positions held, determination of independence, nomination</p>	<p>not have any direct or indirect interest in the Company.</p> <p><u>The Company's independent director shall be elected according to Article 192-1 of the Company Act (nomination of candidates).</u></p> <p><u>The nomination system shall be clearly stated in the article of association.</u></p> <p><u>Shareholders shall elect independent directors from the candidate list.</u></p> <p><u>Independent directors and non-independent directors shall be elected according to Article 198 of the Company Act. Election quota shall be calculated separately.</u></p> <p>If the Company and its group enterprises and organizations and other company and its group enterprises and organizations nominate their directors, supervisors or managers as candidates of Independent Directors of the other, the Company shall disclose the candidate in authorizing Independent Directors and explain the suitability of the candidate. If one is elected as an Independent Director, the number of votes cast shall be revealed. The aforementioned group enterprises and organizations are applicable for subsidiaries of the Company, whose direct or indirect endowment exceeds 50% of incorporated foundation, and other institutions or legal person with essential control ability. Independent directors and non-independent directors shall not convert their status during their tenure.</p> <p><u>If the dismissal of an independent director results in insufficient number of independent directors (based on Paragraph 1 or the article</u></p>	

Article	Amended Articles	Current Articles	Explanation
	method, and other requirements to be followed shall be handled in accordance with the Securities and Exchange Act, and rules that regulate The Taiwan Stock Exchange or GreTai Securities Market.	of association), a <u>supplemental election shall be held at the next shareholders meeting. If all the independent directors are dismissed, the Company shall convene a provisional shareholders meeting to elect new independent directors within 60 days from the actual dismissal.</u> The professional qualification, restrictions on both shareholding and concurrent positions held, determination of independence, nomination method, and other requirements to be followed shall be handled in accordance with the Securities and Exchange Act, and rules that regulate The Taiwan Stock Exchange or GreTai Securities Market.	
Article 26	The Company shall expressly stipulate the scope of duties of independent directors and empower them with manpower and material support related to the exercise of their power. The Company or other members of the Board shall not obstruct, refuse or avoid independent directors. The Company shall stipulate the remuneration of the directors in the articles of association, which shall fully reflect individual performance and long-term operation performance of the Company, and the risk of company's operation shall be taken into consideration. A reasonable and different remuneration shall be set for independent directors.	The Company shall expressly stipulate the scope of duties of independent directors and empower them with manpower and material support related to the exercise of their power. The Company or other Board members shall not restrict or obstruct independent directors in the execution of their duties. The Company shall stipulate the remuneration of the directors in the articles of association, which shall fully reflect individual performance and long-term operation performance of the Company, and the risk of company's operation shall be taken into consideration. A reasonable and different remuneration shall be set for independent directors. <u>Under the Articles of Association of the Company, the resolution of the Shareholder Meeting, or by</u>	1. In conjunction with Article 14-2 of the Securities and Exchange Act, amend Paragraph 1. 2. The remuneration for TWSE & TPEX Listed Companies shall be handled in accordance with Article 235-1 of the Company Act. In addition, according to the Ministry of Economic Affairs' letter NO. 09102174870 dated August 22, 2002, "when the special surplus reserve is transferred into the "undistributed surplus", the surplus distribution shall be distributed according to the method prescribed in the articles of association"; since they have been followed accordingly, thus the third Paragraph is deleted.

Article	Amended Articles	Current Articles	Explanation
		<u>order of competent authorities, if any special surplus reserves are to be drawn, such allocation shall be made after the allocation of legal surplus reserves and before the distribution of remuneration of the directors and supervisors and employee bonuses, and the Articles of Association shall specify the method for profit distribution to be adopted when the reversal of the special surplus reserves are included in the undistributed earnings.</u>	
Article 28	The Company shall establish an audit committee. The Committee consists of the entire Board of Independent Directors, the number of which shall not be fewer than three, one of whom is the convener, and at least one shall have accounting or financial expertise.	<p>The Company shall establish an audit committee. The Committee consists of the entire Board of Independent Directors, the number of which shall not be fewer than three, one of whom is the convener, and at least one shall have accounting or financial expertise.</p> <p><u>After the establishment of the audit committee of the Company, the provisions of the Securities and Exchange Act, Company Act, other statutes, and this code for supervisors shall apply to the audit committee.</u></p> <p><u>After the establishment of the audit committee of the Company, the following matters shall be agreed by more than half of all members of the audit committee and submitted to the Board of Directors for resolution. Article 25 of this code shall not apply for:</u></p> <ol style="list-style-type: none"> <u>1. Adoption or amendment of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act.</u> <u>2. Assessment of the effectiveness of the internal control system</u> <u>3. Establish or amend</u> 	Paragraph 5 prescribes that the exercise of the functional authority of the audit committee and its Independent Directors and related matters shall be handled in accordance with the relevant provisions. For the conciseness of the provisions, it is hereby deleting Paragraphs 3 and 4, the original Paragraph 5 is moved to Paragraph 3.

Article	Amended Articles	Current Articles	Explanation
	<p>The exercise of the functional authority of the audit committee and its independent directors and related matters shall be handled in accordance with the Securities and Exchange Act, measures for the audit committee of a publicly owned corporation to exercise its functional authority, and provisions of the stock exchange or over-the-counter trading center.</p>	<p><u>procedures for the acquisition or disposal of assets, the trading of derivative products, the lending of funds to others, the endorsement of others, or the provision of guarantee in respect of material financial transactions pursuant to Article 36-1 of the Securities and Exchange Act, Company Act.</u></p> <p><u>4. Items that involve the director's own interests.</u></p> <p><u>5. Major assets or derivative product trading.</u></p> <p><u>6. Material loan, endorsement, or guarantee of funds.</u></p> <p><u>7. Raising, issuing, or privately placing marketable securities.</u></p> <p><u>8. The appointment, dismissal, and compensation of certified accountants.</u></p> <p><u>9. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.</u></p> <p><u>10. Annual financial report and semi-annual financial report.</u></p> <p><u>11. Other major items required by other companies or the competent authority.</u></p> <p>The exercise of the functional authority of the audit committee and its independent directors and related matters shall be handled in accordance with the Securities and Exchange Act, measures for the audit committee of a publicly owned corporation to exercise its functional authority, and provisions of the stock exchange or over-the-counter trading center.</p>	
Article 28-1	The Company shall set up Remuneration Committee, and more than half of the members shall be independent directors;	The Company shall set up Remuneration Committee; professional qualification, power execution and regulations of the	1. In order to continuously strengthen the independence of the remuneration committee, the first paragraph shall

Article	Amended Articles	Current Articles	Explanation
	professional qualification, power execution and regulations of the organization of other employees of the Articles of Association and other matters shall be in accordance with the Measures for the Establishment and Exercise of and Powers by the Remuneration Committee of the Company whose stock is listed on the Stock Exchange or Traded Over the Counter.	organization of other employees of the Articles of Association and other matters shall be in accordance with the Measures for the Establishment and Exercise of and Powers by the Remuneration Committee of the Company whose stock is listed on the Stock Exchange or Traded Over the Counter. <u>The Remuneration Committee shall exercise the care of a good administrator, faithfully fulfill the following function and power and submit the suggestion to the Board of Directors for discussion:</u> <u>1. Formulate and regularly review the policy, system, standards, and structure of the performance assessment, salary, and remuneration of directors and managerial officers.</u> <u>2. Periodically evaluate and establish the remuneration of directors, supervisors, and managerial officers.</u> <u>The Remuneration Committee shall fulfill the aforementioned function and power in accordance with the following principles:</u> <u>1. For the performance evaluation and remuneration of directors and supervisors, typical pay levels by peer companies shall be adopted and individual performance, performance of company's operation and future risk shall be taken into consideration.</u> <u>2. Directors and supervisors shall not be induced to engage in activity to pursue remuneration exceeding the risk the Company may tolerate.</u> <u>3. For the proportion of remuneration for the short-term performance and the time of payment for partly</u>	be amended so that more than half of the members of the remuneration committee shall be independent directors. 2. Paragraph 1 prescribes the exercise of functional authority of the remuneration committee and its members and related matters shall be handled in accordance with the relevant provisions. For the conciseness of the provisions, it is hereby deleting Paragraphs 2 and 3.

Article	Amended Articles	Current Articles	Explanation
		<u>variable remuneration to the directors and senior supervisors, the industry characteristics and the nature of the business of the Company shall be taken into consideration.</u>	
Article 29	<p><u>In order to improve the quality of financial reports, the Company shall appoint accounting supervisors as their agents.</u></p> <p><u>The accounting supervisor's agent referred to in the preceding paragraph shall continue to study annually in accordance with the accounting supervisor, so as to strengthen the professional competence of the accounting supervisor's agent.</u></p> <p><u>Accountants involved in the preparation of financial reports should also take professional courses for more than six hours per year; he/she may take part in the internal education and training of the Company or take professional courses organized by the accounting authority for further education.</u></p> <p>The Company shall select a professional, responsible, and independent certified accountant to regularly audit the financial position and internal control of the Company. The Company shall properly review and improve the disclosure of abnormal or missing items timely discovered by the accountant during the audit process, and put forward specific suggestions for improvement or fraud prevention, and shall establish communication channels or mechanisms between the independent director, the audit committee and the certified public</p>	<p>The Company shall select a professional, responsible, and independent certified accountant to regularly audit the financial position and internal control of the Company. The Company shall properly review and improve the disclosure of abnormal or missing items timely discovered by the accountant during the audit process, and put forward specific suggestions for improvement or fraud prevention.</p> <p>The Company shall regularly evaluate the independence of the recruited CPAs. If the Company has not replaced the CPA for seven consecutive years or the CPA has been disciplined or the Company has suffered any loss or damage to its independence, the Company shall evaluate whether it is necessary to replace the CPA and report the evaluation result to the</p>	<p>In compliance with Article 29 of the Corporate Governance Best Practice Principles for TWSE & TPEX Listed Companies, add Paragraphs 1, 2, and 3. Paragraph 1 is moved to Paragraph 4, and the communication channels between independent directors, audit committee members, and certified public accountants shall be established, and thus amend the relevant provisions.</p> <p>The second Paragraph moves to the fifth and modifies the text accordingly.</p>

Article	Amended Articles	Current Articles	Explanation
	<p>accountant, and establish internal procedures and bring them under the control of the internal control system.</p> <p>The Company shall regularly (at least once a year) assess the independence and suitability of the recruited CPA. If the Company has not replaced the CPA for seven consecutive years or the CPA has been disciplined or the Company has suffered any loss or damage to its independence, the Company shall evaluate whether it is necessary to replace the CPA and report the evaluation result to the Board of Directors.</p>	Board of Directors.	
Article 33	<p>After the Company has established independent directors, the independent directors shall attend the matters that shall be mentioned to the Board of Directors in Article 14-3 of the Securities and Exchange Act in person, and shall not appoint non-independent directors to represent the Company. If the independent director has any objection or reservation, it shall be stated in the minute book of the Board of Directors; if an independent director is unable to attend the Board meeting in person to express his/her objection or reservation, he/she shall, unless there is a valid reason, give a written opinion in advance and put it in the minute book of the Board meeting.</p> <p>In case of any of the following matters proposed by the Board of Directors, it shall, in addition to the matters specified in the minute book, make a public declaration at a Market Observation Post System</p>	<p>After the Company has established independent directors, the independent directors shall attend the matters that shall be mentioned to the Board of Directors in Article 14-3 of the Securities and Exchange Act in person, and shall not appoint non-independent directors to represent the Company. If the independent director has any objection or reservation, it shall be stated in the minute book of the Board of Directors; if an independent director is unable to attend the Board meeting in person to express his/her objection or reservation, he/she shall, unless there is a valid reason, give a written opinion in advance and put it in the minute book of the Board meeting.</p> <p>Matters to be decided by the Board of Directors, if any of the following matters are involved, shall be reported in the minute book and shall be declared at the Market Observation Post System before the next business</p>	<p>The Company amended the second subparagraph of the Corporate Governance Best Practice Principles for the aforementioned TWSE/TPEX Listed Companies. The addition shall make a public declaration at a Market Observation Post System two hours before the trading hours of the first business day starting from the date of the Board meeting.</p>

Article	Amended Articles	Current Articles	Explanation
	<p>two hours before the trading hours of the first business day starting from the date of the Board meeting:</p> <p>1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.</p> <p>2. For matters not approved by the audit committee of the Company, the consent of more than two-thirds of all the directors shall be obtained.</p> <p>The Board of Directors may, depending on the contents of the bill, inform the relevant departments that the managers who are not directors shall attend the meeting, and report the current business situation of the Company, and answer questions raised by the Directors. CPAs, lawyers or other professionals may also be invited to attend the meeting if necessary to assist the Directors in understanding the current situation of the Company and making appropriate resolutions. However, the directors shall leave the meeting during discussion and voting.</p>	<p>day's trading hours commencing on the date of the Board meeting:</p> <p>1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.</p> <p>2. For matters not approved by the audit committee of the Company, the consent of more than two-thirds of all the directors shall be obtained.</p> <p>The Board of Directors may, depending on the contents of the bill, inform the relevant departments that the managers who are not directors shall attend the meeting, and report the current business situation of the Company, and answer questions raised by the Directors. CPAs, lawyers or other professionals may also be invited to attend the meeting if necessary to assist the Directors in understanding the current situation of the Company and making appropriate resolutions. However, the directors shall leave the meeting during discussion and voting.</p>	
Article 35	<p>The Company shall refer the following matters to the Board of Directors for discussion:</p> <p>1. Business plans of the Company.</p> <p>2. Annual and semi-annual financial reports.</p> <p>3. Adoption or amendment of an internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and evaluation of the effectiveness of the internal control system.</p> <p>4. Adoption or amendment of the Company's procedures</p>	<p>The Company shall refer the following matters to the Board of Directors for discussion:</p> <p>1. Business plans of the Company.</p> <p>2. Annual and semi-annual financial reports.</p> <p>3. Adoption or amendment of internal control level in accordance with Article 14-1 of the Securities and Exchange Act.</p> <p>4. Adoption or amendment of the Company's procedures for handling or amendment of assets, derivative product</p>	<p>In accordance with the provisions of Article 7, Paragraph 1, of the "measures for discussion of the Board of Directors of a publicly owned corporation", Subparagraphs 3 and 10 of Paragraph 1 shall be amended.</p>

Article	Amended Articles	Current Articles	Explanation
	<p>for handling or amendment of assets, derivative product trading, loaning of funds to other parties, or providing guarantees for other parties in accordance with Article 36-1 of the Securities and Exchange Act.</p> <p>5. Raising, issuing, or privately placing equity-type securities.</p> <p>6. Performance appraisal and remuneration standards of the Manager.</p> <p>7. Directors' remuneration structure and system.</p> <p>8. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.</p> <p>9. A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next Board meeting.</p> <p>10. Pursuant to Article 14-3 of the Securities and Exchange Act, other major matters that shall be resolved by the Board of shareholders or referred to the Board of Directors for resolution or prescribed by the competent authority in accordance with the law or the articles of association.</p> <p>Except for the matters referred to in the preceding paragraph, where the Board of Directors authorizes the exercise of delegation of authority of the Board of Directors by an order of the Board of Directors or the articles of association during the recess of the Board of Directors, the authorization level, contents or matters shall be specific and clear, and the authorization shall not be generalized.</p>	<p>trading, loaning of funds to other parties, or providing guarantees for other parties in accordance with Article 36-1 of the Securities and Exchange Act.</p> <p>5. Raising, issuing, or privately placing equity-type securities.</p> <p>6. Performance appraisal and remuneration standards of the Manager.</p> <p>7. Directors' remuneration structure and system.</p> <p>8. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.</p> <p>9. A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next Board meeting.</p> <p>10. Pursuant to Article 14-3 of the Securities and Exchange Act, other major matters that shall be resolved by the Board of shareholders or referred to the Board of Directors or prescribed by the competent authority in accordance with the law or the articles of association. Except for the matters referred to in the preceding paragraph, where the Board of Directors authorizes the exercise of delegation of authority of the Board of Directors by an order of the Board of Directors or the articles of association during the recess of the Board of Directors, the authorization level, contents or matters shall be specific and clear, and the authorization shall not be generalized.</p>	

Article	Amended Articles	Current Articles	Explanation
Article 37	<p>Members of the Board of Directors shall faithfully conduct corporate affairs and discharge this duty of care as good managers. In conducting the affairs of the Company, the Board members shall exercise their power with a high level of self-discipline and prudential attitude. Unless matters are reserved for resolutions in Shareholders Meetings by law or in the Articles of Association of the Company, they shall ensure that all matters will faithfully adhere to the resolutions of Board of Directors.</p> <p>The Company formulates methods and procedures for performance evaluation, and evaluates the Board of Directors, Functional Committees and individual directors through self-evaluation, peer's review and external professional institutions or in other appropriate ways. The evaluation content for Board of Directors shall include the following factors, and evaluation indicators shall be defined according to the needs of the Company:</p> <ol style="list-style-type: none"> 1. Degree of participation in the Company's operation. 2. Enhance the quality of decision-making of the Board of Directors. 3. Composition and structure of the Board of Directors. 4. Election and continuous development of directors. 5. Internal controls. <p>The content of performance evaluation for directors should include the following factors and adjustment shall be made as needed by the Company appropriately:</p>	<p>Members of the Board of Directors shall faithfully conduct corporate affairs and discharge this duty of care as good managers. In conducting the affairs of the Company, the Board members shall exercise their power with a high level of self-discipline and prudential attitude. Unless matters are reserved for resolutions in Shareholders Meetings by law or in the Articles of Association of the Company, they shall ensure that all matters will faithfully adhere to the resolutions of Board of Directors.</p> <p><u>Board resolutions that involve company management development and major decisions shall be evaluated carefully, and shall not affect the promotion and operation of corporate governance.</u></p> <p>The Company formulates methods and procedures for performance evaluation, and evaluates the Board of Directors, Functional Committees and individual directors through self-evaluation, peer's review and external professional institutions or in other appropriate ways. The evaluation content for Board of Directors (Functional Committees) shall include the following factors, and evaluation indicators shall be defined according to the needs of the Company:</p> <ol style="list-style-type: none"> 1. Degree of participation in the Company's operation. 2. Enhance the quality of decision-making of the Board of Directors. 3. Composition and structure of the Board of Directors. 4. Election and continuous development of directors. 5. Internal controls. <p>The content of performance</p>	<ol style="list-style-type: none"> 1. Paragraph 1 has covered Paragraph 2, Paragraph 2 is hereby deleted. 2. The current Paragraphs 3 and 4 are moved to Paragraphs 2 and 3. In order to improve the integrity and effectiveness of the evaluation on Board of Directors, it is necessary to include individual Board members and functional committees in the evaluation in accordance with the relevant domestic and international standards and practices. To make the content of functional committee performance evaluation more clear, the second paragraph is moved for amendment accordingly and a fourth paragraph is added, which specifies the orientation of functional committee performance evaluation and shall be adjusted according to the needs of the Company. 3. In order to assist the Board of Directors in understanding the operating performance and performance of its functions, it is advised to amend Paragraph 5 through Board performance assessment as a reference for the compensation and nomination and renewal of individual directors.

Article	Amended Articles	Current Articles	Explanation
	<p>1. The grasp of the Company's goals and missions;</p> <p>2. Recognition of directors' duties;</p> <p>3. Degree of participation in the Company's operation;</p> <p>4. Management of internal relationship and communication;</p> <p>5. Professional and continuing education of directors.</p> <p>6. Internal controls.</p> <p><u>The functional committee performance evaluation should include the following aspects and consider the Company's needs for appropriate adjustments:</u></p> <p><u>1. Degree of participation in the Company's operation.</u></p> <p><u>2. Functional committee responsibilities.</u></p> <p><u>3. Improve the quality of functional committee decisions.</u></p> <p><u>4. Composition of functional committee and selection of members.</u></p> <p><u>5. Internal controls.</u></p> <p>The Company is advised to submit the results of the performance appraisal to the Board of Directors for the reference of individual directors' remuneration and nomination and renewal.</p>	<p>evaluation for directors should include the following factors and adjustment shall be made as needed by the Company appropriately:</p> <p>1. The grasp of the Company's goals and missions;</p> <p>2. Recognition of directors' duties;</p> <p>3. Degree of participation in the Company's operation;</p> <p>4. Management of internal relationship and communication;</p> <p>5. Professional and continuing education of directors.</p> <p>6. Internal controls.</p> <p>The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.</p>	
Article 39	<p>The Company shall buy liability insurance according to the scope of directors' liabilities they are legally responsible for during their tenure's business implementations. The objective is to lower and distribute the risk of major damages caused to the Company and shareholders as a result of directors' error or negligence.</p> <p>After the Company has insured or renewed the liability insurance for the</p>	<p>According to Articles of Association or Shareholders Meeting resolution, the Company shall buy liability insurance according to the scope of directors' liabilities they are legally responsible for during their tenure's business implementations. The objective is to lower and distribute the risk of major damages caused to the Company and shareholders as a result of directors' error or negligence.</p> <p>The Company shall incorporate the insured</p>	<p>In order to enable Directors to perform their duties wholeheartedly and to create the best interests for shareholders, and to comply with the provisions of Article 193-1 of the Company Act for the insurance of Directors' liability insurance, hereby amend Subparagraphs 1 and 2.</p>

Article	Amended Articles	Current Articles	Explanation
	Directors, the most recent Board meeting report shall be submitted regarding such important contents such as the insured amount, coverage and premium rate of its liability insurance.	amount, insurance coverage and premium rate and other major items of the liability insurance into the report to be submitted to the forthcoming Board of Directors after the purchase hereof.	
A r t i c l e	<p>Information disclosure is an important responsibility of the Company, and the Company shall faithfully perform its obligations in accordance with relevant laws and regulations and regulations of the stock exchange.</p> <p><u>the Company is advised to announce and declare the annual financial report within two months after the end of the accounting period, and to announce and declare the first, second and third quarter financial reports and the operating conditions of each month before the prescribed period.</u></p> <p>The Company shall establish an online declaration system for public information, appoint a person to be responsible for the collection and disclosure of company information, and establish a spokesman system to ensure timely disclosure of information that may affect decisions of shareholders and interested affiliates.</p>	<p>Information disclosure is an important responsibility of the Company, and the Company shall faithfully perform its obligations in accordance with relevant laws and regulations and regulations of the stock exchange.</p> <p>The Company shall establish an online declaration system for public information, appoint a person to be responsible for the collection and disclosure of company information, and establish a spokesman system to ensure timely disclosure of information that may affect decisions of shareholders and interested affiliates.</p>	For the benefit of shareholders in advance of the quarterly and annual financial reports, as well as the monthly operating status and other financial information for investors to make decisions, refer to the CG Watch report issued by the Asian Corporate Governance Association and the corporate governance evaluation index 3.4 "whether the Company shall publish its annual financial report within two months after the end of the accounting period", the second paragraph is hereby added , and the current Paragraph 2 is moved to Paragraph 3.

2. Independent Auditor's Report and Financial Statements

Attachment 2

Consolidated Financial Statements for the Years Ended December 31, 2018 and 2017

Independent Auditors' Report

The Board of Directors and Shareholders
Taiming Assurance Broker Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Taiming Assurance Broker Co., Ltd. and its subsidiaries (the Company), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2018. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's consolidated financial statements for the year ended December 31, 2018 are stated as follows :

Revenue recognition

Key audit matters

The Taiming Company's revenue of 2018 totaled at NT\$ 720,606 thousand. In which, NT\$ 472,604 thousand were commissions for the first year and the renewal years from the top 10 insurance companies, totaled for 66% of the revenue.

The monthly commission revenue of the Taiming Company is based on the customer's contract performance obligation. Revenue is measured over time according to the transaction price for the contract with customers. Premium of insurance products at rates agreed upon with insurance companies and on other terms. Besides it also receives policy settlement commission, which is checked for any difference. The calculation of the commission revenue from the premium of the first year and the renewal years could either be over- or underestimated, and therefore, it is a key audit issue.

The accounting policy on commission revenue assessment is shown in Note 4.

Audit process followed:

1. Identify the internal control mechanism followed by the management to calculate the commission revenue correctly and observe how it operates.
2. Obtain the commission computation formula followed and data from information system, policy information of the first year and the renewal years and the computation factors including the commission rate agreed upon with insurance companies, independently recalculate the commission revenue amount renewal years to assess if it is correct.
3. Obtain sample lists of life insurance and group insurance policy commission accounts of the top ten insurance companies from the policy information system, and audit the accounts against the statements provided by these companies to verify whether the book amount conforms to the statement amount.
4. Audit the computation list according to the transaction price for the contract with customers, and assure the method and calculation logic is consistent.

Other Matter

We have also audited the parent company only financial statements of Taiming Assurance Broker Co., Ltd. as of and for the years ended December 31, 2018 and 2017 on which we have issued an unmodified opinion.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the

Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2018 and are therefore the key audit matters. We describe these matters in our auditors' report unless law

or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Wang-Sheng Lin and Chen-Hsiu Yang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 20, 2019

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail. Also, as stated in Note X to the financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS **DECEMBER 31, 2018 AND 2017** **(In Thousands of New Taiwan Dollars)**

ASSETS	2018		2017	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 109,712	17	\$ 95,830	16
Financial assets at fair value through profit or loss - current	108,772	17	52,913	9
Fair value through other comprehensive income financial assets - current	33,825	5		
Available-for-sale financial assets - current			107,157	18
Amortized cost financial assets - current	13,500	2		
Contract assets - current	37,189	6		
Debt investments with no active market - current			13,500	3
Notes and trade receivables	98,901	15	90,218	15
Other receivables	2,502	-	948	-
Other current assets	<u>1,966</u>	<u>-</u>	<u>1,147</u>	<u>-</u>
Total current assets	<u>406,367</u>	<u>63</u>	<u>361,713</u>	<u>61</u>
NON-CURRENT ASSETS				
Fair value through other comprehensive income financial assets - non-current	91,255	14		
Financial assets measured at cost - non-current			104,000	17
Investments accounted for using the equity method	2,861	-	5,028	1
Contract assets - non-current	12,842	2		
Property and equipment	47,458	7	48,601	8
Investment properties	68,308	11	68,672	12
Deferred tax assets	9,922	2	1,785	-
Other non-current assets - other	<u>8,704</u>	<u>1</u>	<u>6,198</u>	<u>1</u>
Total non-current assets	<u>241,350</u>	<u>39</u>	<u>234,284</u>	<u>39</u>
TOTAL	<u>\$ 647,717</u>	<u>100</u>	<u>\$ 595,997</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes payable	\$ 17	-	\$ 231	-
Other payables	132,992	21	96,339	16
Current tax liabilities	12,383	2	6,501	1
Other current liabilities - other	<u>9,393</u>	<u>1</u>	<u>8,026</u>	<u>2</u>
Total current liabilities	<u>154,785</u>	<u>24</u>	<u>111,097</u>	<u>19</u>
NON-CURRENT LIABILITIES				
Provisions - non-current	9,940	1	20,224	3
Deferred tax liabilities	10,098	2	236	-
Long-term payables	20,426	3		
Guarantee deposits received	<u>507</u>	<u>-</u>	<u>504</u>	<u>-</u>
Total non-current liabilities	<u>40,971</u>	<u>6</u>	<u>20,964</u>	<u>3</u>
Total liabilities	<u>195,756</u>	<u>30</u>	<u>132,061</u>	<u>22</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital				
Ordinary shares	<u>236,880</u>	<u>37</u>	<u>236,880</u>	<u>40</u>
Capital surplus	<u>51,892</u>	<u>8</u>	<u>51,892</u>	<u>9</u>
Retained earnings				
Legal reserve	89,048	14	80,078	13
Special reserve	1,488	-	-	-
Unappropriated earnings	<u>99,001</u>	<u>15</u>	<u>96,574</u>	<u>16</u>
Total retained earnings	<u>189,537</u>	<u>29</u>	<u>176,652</u>	<u>29</u>
Other equity	<u>(31,921)</u>	<u>(5)</u>	<u>(1,488)</u>	<u>-</u>
Total equity attributable to owners of the company	<u>446,388</u>	<u>69</u>	<u>463,936</u>	<u>78</u>
EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTEREST	<u>5,573</u>	<u>1</u>		
Total equity	<u>451,961</u>	<u>70</u>	<u>463,936</u>	<u>78</u>
TOTAL	<u>\$ 647,717</u>	<u>100</u>	<u>\$ 595,997</u>	<u>100</u>

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 720,606	100	\$ 655,617	100
OPERATING COSTS	<u>541,848</u>	<u>75</u>	<u>491,607</u>	<u>75</u>
GROSS PROFIT	<u>178,758</u>	<u>25</u>	<u>164,010</u>	<u>25</u>
OPERATING EXPENSES				
Selling and marketing expenses	13,459	2	6,441	1
General and administrative expenses	<u>89,312</u>	<u>12</u>	<u>76,743</u>	<u>12</u>
Total operating expenses	<u>102,771</u>	<u>14</u>	<u>83,184</u>	<u>13</u>
PROFIT FROM OPERATIONS	<u>75,987</u>	<u>11</u>	<u>80,826</u>	<u>12</u>
NON-OPERATING INCOME AND EXPENSES				
Other income	7,468	1	13,838	2
Other gains & losses	814	-	10,246	2
Share of profit or loss of associates	<u>(231)</u>	-	<u>(88)</u>	-
Total non-operating income and expenses	<u>8,051</u>	<u>1</u>	<u>23,996</u>	<u>4</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	84,038	16	104,822	16
INCOME TAX EXPENSE	<u>19,168</u>	<u>3</u>	<u>15,121</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>64,870</u>	<u>9</u>	<u>89,701</u>	<u>13</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(86)	-	(113)	-
Other comprehensive incomeUnrealized gains or losses on fair value through other comprehensive income financial assets	(30,489)	(4)		
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>4</u>	<u>-</u>	<u>19</u>	<u>-</u>
	<u>(30,571)</u>	<u>(4)</u>	<u>(94)</u>	<u>-</u>

(Continued)

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	<u>2018</u>		<u>2017</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign financial statements	(567)	-	(75)	-
Unrealized gain/(loss) on available-for-sale financial assets	<u>-</u>	<u>-</u>	<u>(1,522)</u>	<u>-</u>
	<u>(567)</u>	<u>-</u>	<u>(1,597)</u>	<u>-</u>
Other comprehensive income/(loss) for the year, net of income tax	<u>(31,138)</u>	<u>(4)</u>	<u>(1,691)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 33,732</u>	<u>5</u>	<u>\$ 88,010</u>	<u>13</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 75,806	14	\$ 89,701	14
Non-controlling interests	<u>(10,936)</u>	<u>(2)</u>	<u>-</u>	<u>-</u>
	<u>\$ 64,870</u>	<u>9</u>	<u>\$ 89,701</u>	<u>14</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 45,131	6	\$ 88,010	13
Non-controlling interests	<u>(11,399)</u>	<u>(1)</u>	<u>-</u>	<u>-</u>
	<u>\$ 33,732</u>	<u>5</u>	<u>\$ 88,010</u>	<u>13</u>
EARNINGS PER SHARE				
Basic	<u>\$ 3.20</u>		<u>\$ 3.79</u>	
Diluted	<u>\$ 3.19</u>		<u>\$ 3.78</u>	

(Concluded)

TAIHING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owner of the Company										
	Equity Attributable to Owner of the Company					Other Equity					
	Share Capital	Retained Earnings				Unrealized Gains or Losses on Available-for-sale Financial Assets	Exchange Difference on Translating of Foreign Operations	Unrealized Gains or Losses on fair value through other comprehensive income Assets	Total	Available-for-non controlling Interests	Total Equity
	Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE, JANUARY 1, 2017	\$ 236,880	\$ 51,892	\$ 71,499	\$ 5,688	\$ 85,659	\$ 109	\$ -	\$ -	\$ 451,727	\$ -	\$ 451,727
Appropriation of 2016 earnings											
Legal reserve	-	-	8,579	-	(8,579)		-	-	-	-	-
Reversal of special reserve	-	-	-	(5,688)	5,688		-	-	-	-	-
Cash dividends					(75,801)				(75,801)		(75,801)
Net income for the year ended December 31, 2017	-	-	-	-	89,701		-	-	89,701	-	89,701
Other comprehensive income/(loss), net of tax for the year ended December 31, 2017	-	-	-	-	(94)	(1,522)	(75)	-	(1,691)	-	(1,691)
Total comprehensive income/(loss) for the year ended December 31, 2017	-	-	-	-	89,607	(1,522)	(75)	-	80,010	-	88,010
Balance, December 31, 2017	236,880	51,892	80,078	-	96,574	(1,413)	(75)	-	463,936	-	463,936
Effect of retrospective application and retrospective restatement	-	-	-	-	12,962	1,413	-	(1,253)	13,122	-	13,122
Retrospective balance, January 1, 2018	236,880	51,892	80,078	-	109,536		(75)	(1,253)	477,058	-	477,058
Appropriation of 2017 earnings											
Legal reserve	-	-	8,970	-	(8,970)		-	-	-	-	-
Special reserve	-	-	-	1,488	(1,488)		-	-	-	-	-
Cash dividends	-	-	-	-	(75,801)		-	-	(75,801)	-	(75,801)
Net income for the year ended December 31, 2018	-	-	-	-	75,806		-	-	75,806	(10,936)	64,870
Other comprehensive income/(loss), net of tax for the year ended December 31, 2018	-	-	-	-	(82)	-	(104)	(30,489)	(30,675)	(463)	(31,138)
Total comprehensive income/(loss) for the year ended December 31, 2018	-	-	-	-	75,724	-	(104)	(30,489)	45,131	(11,399)	33,732
Non-controlling interests	-	-	-	-	-	-	-	-	-	16,972	16,972
BALANCE, DECEMBER 31, 2018	\$ 236,880	\$ 51,892	\$ 89,048	\$ 1,488	\$ 99,001	\$	\$ (179)	\$ (31,742)	\$ 446,388	\$ 5,573	\$ 451,961

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 84,038	\$ 104,822
Adjustments for:		
Depreciation expenses	3,305	2,830
Amortization expenses	-	-
Impairment loss reversed on trade receivables	(4)	(46)
Net (gain)/loss on fair value changes of financial assets held for trading	(671)	38
Interest income	(2,523)	(1,562)
Dividend income	(2,589)	(9,920)
Share of loss of associates	231	88
Gain on disposal of investment	-	(10,189)
Changes in operating assets and liabilities		
Financial assets held for trading	-	32,134
Contract assets	15,328	-
Notes and trade receivables	(8,683)	18,122
Other receivables	1,110	(902)
Prepayments of pension	(101)	(101)
Prepayments	-	(328)
Other current assets	(392)	2
Notes payable	(214)	27
Other payables	(3,280)	(20,184)
Provisions	(172)	808
Other current liabilities	1,269	(2,603)
Other liabilities	-	1
Cash generated from operations	<u>86,652</u>	<u>113,037</u>
Income tax paid	<u>(14,176)</u>	<u>(18,605)</u>
Net cash generated from operating activities	<u>72,476</u>	<u>94,432</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of fair value through other comprehensive income financial assets	\$ (1,248)	\$ -
Capital reduction of fair value through other comprehensive income financial assets	\$ 1,996	\$ -
Acquisition of current financial assets at fair value through profit or loss	(30,000)	-
Dispose of current financial assets at fair value through profit or loss	29,987	-
Purchase of available-for-sale financial assets	-	(76,200)
Proceeds from sale of available-for-sale financial assets	-	53,690
Proceeds from sale of debt investments with no active market	-	6,500
Purchase of financial assets measured at cost	-	(50,000)
Purchase of Investments accounted for using the equity method	(1,155)	(3,417)
Net assets on acquisition of subsidiaries	4,220	-
Payments for property and equipment	(1,798)	(4,161)
Increase in refundable deposits	(106)	(501)
Increase in other assets-non-current	(132)	-
Interests received	2,523	1,562
Dividends received	<u>2,589</u>	<u>9,920</u>
Net cash generated from/(used in) investing activities	<u>6,876</u>	<u>(62,607)</u>

(Continued)

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposit received	3	-
Cash dividends paid	(75,801)	(75,801)
Non-controlling interests	<u>10,328</u>	<u>-</u>
Net cash used in financing activities	<u>(65,470)</u>	<u>(75,801)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	13,882	(43,976)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>95,830</u>	<u>139,806</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 109,712</u>	<u>\$ 95,830</u>

(Concluded)

Parent Company Only Financial Statements for the Years Ended December 31, 2018 and 2017

Independent Auditors' Report

The Board of Directors and Shareholders
Taiming Assurance Broker Co., Ltd.

Opinion

We have audited the accompanying parent company only financial statements of Taiming Assurance Broker Co., Ltd. (the Company), which comprise the parent company only balance sheets as of December 31, 2018 and 2017, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2018 and 2017, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2018. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2018 are stated as follows :

Revenue recognition

Key audit matters

The Taiming Company's revenue of 2018 totaled at NT\$ 714,467 thousand. In which, NT\$ 472,604 thousand were commissions for the first year and the renewal years from the top 10 insurance companies,

totaled for 66% of the revenue.

The monthly commission revenue of the Taiming Company is based on the customer's contract performance obligation. Revenue is measured over time according to the transaction price for the contract with customers. Premium of insurance products at rates agreed upon with insurance companies and on other terms. Besides it also receives policy settlement commission, which is checked for any difference. The calculation of the commission revenue from the premium of the first year and the renewal years could either be over- or underestimated, and therefore, it is a key audit issue.

The accounting policy on commission revenue assessment is shown in Note 4.

Audit process followed:

1. Identify the internal control mechanism followed by the management to calculate the commission revenue correctly and observe how it operates.
2. Obtain the commission computation formula followed and data from information system, policy information of the first year and the renewal years and the computation factors including the commission rate agreed upon with insurance companies, independently recalculate the commission revenue amount renewal years to assess if it is correct.
3. Obtain sample lists of life insurance and group insurance policy commission accounts of the top ten insurance companies from the policy information system, and audit the accounts against the statements provided by these companies to verify whether the book amount conforms to the statement amount.
4. Audit the computation list according to the transaction price for the contract with customers, and assure the method and calculation logic is consistent.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2018 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Wang-Sheng Lin and Chen-Hsiu Yang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 20, 2019

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail. Also, as stated in Note X to the financial statements, the additional footnote disclosures that are not required under generally accepted accounting principles were not translated into English.

TAIMING ASSURANCE BROKER CO., LTD.

BALANCE SHEETS

DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars)

ASSETS	2018		2017	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 105,251	16	\$ 95,498	16
Financial assets at fair value through profit or loss - current	108,772	17	52,913	9
Fair value through other comprehensive income financial assets - current	33,825	5		
Available-for-sale financial assets - current			107,157	18
Amortized cost financial assets - current	13,500	2		
Contract assets - current	37,189	6		
Debt investments with no active market - current			13,500	3
Notes and trade receivables	98,878	16	90,223	15
Other receivables	945	-	947	-
Other current assets	925	-	1,141	-
Total current assets	399,285	62	361,379	61
NON-CURRENT ASSETS				
Fair value through other comprehensive income financial assets - non-current	91,255	14		
Financial assets measured at cost - non-current			104,000	17
Investments accounted for using the equity method	5,776	1	5,358	1
Contract assets - non-current	12,842	2		
Property and equipment	46,955	7	48,601	8
Investment properties	68,308	11	68,672	12
Deferred tax assets	9,922	2	1,785	-
Other non-current assets - other	6,319	1	6,198	1
Total non-current assets	241,377	38	234,614	39
TOTAL	\$ 640,662	100	\$ 595,993	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Notes payable	\$ 17	-	\$ 231	-
Other payables	131,531	21	96,339	16
Current tax liabilities	12,383	2	6,501	1
Other current liabilities - other	9,372	1	8,022	2
Total current liabilities	153,303	24	111,093	19
NON-CURRENT LIABILITIES				
Provisions - non-current	9,940	1	20,224	3
Deferred tax liabilities	10,098	2	236	-
Long-term payables	20,426	3		
Guarantee deposits received	507	-	504	-
Total non-current liabilities	40,971	6	20,964	3
Total liabilities	194,274	30	132,057	22
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital				
Ordinary shares	236,880	37	236,880	40
Capital surplus	51,892	8	51,892	9
Retained earnings				
Legal reserve	89,048	14	80,078	13
Special reserve	1,488	-	-	-
Unappropriated earnings	99,001	16	96,574	16
Total retained earnings	189,537	30	176,652	29
Other equity	(31,921)	(5)	(1,488)	-
Total equity attributable to owners of the company	446,388	70	463,936	78
TOTAL	\$ 640,662	100	\$ 595,993	100

TAIHING ASSURANCE BROKER CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 714,467	100	\$ 655,559	100
OPERATING COSTS	<u>537,177</u>	<u>75</u>	<u>491,587</u>	<u>75</u>
GROSS PROFIT	<u>177,290</u>	<u>25</u>	<u>163,972</u>	<u>25</u>
OPERATING EXPENSES				
Selling and marketing expenses	6,769	1	6,441	1
General and administrative expenses	<u>79,916</u>	<u>11</u>	<u>76,713</u>	<u>12</u>
Total operating expenses	<u>86,685</u>	<u>12</u>	<u>83,154</u>	<u>13</u>
PROFIT FROM OPERATIONS	<u>90,605</u>	<u>13</u>	<u>80,818</u>	<u>12</u>
NON-OPERATING INCOME AND EXPENSES				
Other income	7,517	1	13,898	2
Other gains & losses	831	-	10,246	2
Share of profit or loss of associates	<u>(3,979)</u>	<u>(1)</u>	<u>(140)</u>	-
Total non-operating income and expenses	<u>4,369</u>	<u>-</u>	<u>24,004</u>	<u>4</u>
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	94,974	13	104,822	16
INCOME TAX EXPENSE	<u>19,168</u>	<u>3</u>	<u>15,121</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>75,806</u>	<u>10</u>	<u>89,701</u>	<u>13</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	(86)	-	(113)	-
Other comprehensive incomeUnrealized gains or losses on fair value through other comprehensive income financial assets	(30,489)	(4)		
Income tax relating to items that will not be reclassified subsequently to profit or loss	4	-	19	-

(Continued)

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	<u>2018</u>		<u>2017</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign financial statements	(104)	-	(75)	-
Unrealized gain/(loss) on available-for-sale financial assets	<u> </u>	<u>-</u>	<u>(1,522)</u>	<u>-</u>
Other comprehensive income/(loss) for the year, net of income tax	<u>(30,675)</u>	<u>(4)</u>	<u>(1,691)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 45,131</u>	<u>6</u>	<u>\$ 88,010</u>	<u>13</u>
EARNINGS PER SHARE				
Basic	<u>\$ 3.20</u>		<u>\$ 3.79</u>	
Diluted	<u>\$ 3.19</u>		<u>\$ 3.78</u>	

(Concluded)

TAIHING ASSURANCE BROKER CO., LTD.
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

						Other Equity			
	Share Capital		Retained Earnings			Unrealized Gains or Losses on Available-for-sale Financial Assets	Exchange Difference on Translating of Foreign Operations	Unrealized Gains or Losses on fair value through other comprehensive income Assets	Total Equity
	Ordinary Shares	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings				
BALANCE, JANUARY 1, 2017	\$ 236,880	\$ 51,892	\$ 71,499	\$ 5,688	\$ 85,659	\$ 109	\$ -	\$ -	\$ 451,727
Appropriation of 2016 earnings									
Legal reserve	-	-	8,579	-	(8,579)		-	-	-
Reversal of special reserve	-	-	-	(5,688)	5,688		-	-	-
Cash dividends					(75,801)				(75,801)
Net income for the year ended December 31, 2017	-	-	-	-	89,701		-	-	89,701
Other comprehensive income/(loss), net of tax for the year ended December 31, 2017	-	-	-	-	(94)	(1,522)	(75)	-	(1,691)
Total comprehensive income/(loss) for the year ended December 31, 2017	-	-	-	-	89,607	(1,522)	(75)	-	88,010
Balance, December 31, 2017	236,880	51,892	80,078	-	96,574	(1,413)	(75)	-	463,936
Effect of retrospective application and retrospective restatement	-	-	-	-	12,962	1,413	-	(1,253)	13,122
Retrospective balance, January 1, 2018	236,880	51,892	80,078	-	109,536		(75)	(1,253)	477,058
Appropriation of 2017 earnings									
Legal reserve	-	-	8,970	-	(8,970)		-	-	-
Special reserve				1,488	(1,488)				
Cash dividends	-	-	-	-	(75,801)		-	-	(75,801)
Net income for the year ended December 31, 2018	-	-	-	-	75,806		-	-	75,806
Other comprehensive income/(loss), net of tax for the year ended December 31, 2018	-	-	-	-	(82)	-	(104)	(30,489)	(30,675)
Total comprehensive income/(loss) for the year ended December 31, 2018	-	-	-	-	75,724	-	(104)	(30,489)	45,131
BALANCE, DECEMBER 31, 2018	\$ 236,880	\$ 51,892	\$ 89,048	\$ 1,488	\$ 99,001	\$	\$ (179)	\$ (31,742)	\$ 446,388

TAIMING ASSURANCE BROKER CO., LTD.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 94,974	\$ 104,822
Adjustments for:		
Depreciation expenses	3,243	2,830
Impairment loss reversed on trade receivables	(4)	(46)
Net (gain)/loss on fair value changes of financial assets held for trading	(671)	38
Interest income	(2,512)	(1,562)
Dividend income	(2,589)	(9,920)
Share of loss of associates	3,979	140
Gain on disposal of investment	-	(10,189)
Changes in operating assets and liabilities		
Financial assets held for trading	-	32,134
Contract assets	15,328	-
Notes and trade receivables	(8,655)	18,132
Other receivables	6	(901)
Prepayments of pension	(101)	(101)
Other current assets	216	(329)
Notes payable	(214)	27
Other payables	(4,447)	(20,184)
Provisions	(172)	808
Other current liabilities	1,350	(2,607)
Other liabilities	-	1
Cash generated from operations	99,731	113,093
Income tax paid	(14,176)	(18,605)
Net cash generated from operating activities	<u>85,555</u>	<u>94,488</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of fair value through other comprehensive income financial assets	\$ (1,248)	\$ -
Capital reduction of fair value through other comprehensive income financial assets	\$ 1,996	\$ -
Acquisition of current financial assets at fair value through profit or loss	(30,000)	-
Dispose of current financial assets at fair value through profit or loss	29,987	-
Purchase of available-for-sale financial assets	-	(76,200)
Proceeds from sale of available-for-sale financial assets	-	53,690
Proceeds from sale of debt investments with no active market	-	6,500
Purchase of financial assets measured at cost	-	(50,000)
Purchase of Investments accounted for using the equity method	(4,501)	(3,417)
Payments for property and equipment	(1,233)	(4,161)
Increase in refundable deposits	(106)	(501)
Interests received	2,512	1,562
Dividends received	2,589	9,920
Net cash generated from/(used in) investing activities	<u>(4)</u>	<u>(62,607)</u>

(Continued)

TAIMING ASSURANCE BROKER CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in guarantee deposit received	3	-
Cash dividends paid	<u>(75,801)</u>	<u>(75,801)</u>
Net cash used in financing activities	<u>(75,798)</u>	<u>(75,801)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	9,753	(43,920)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>95,498</u>	<u>139,418</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 105,251</u>	<u>\$ 95,498</u>

(Concluded)

3. Adoption of the Proposal for Distribution of 2018 Profits

Attachment III

Taiming Assurance Broker Co., Ltd. Distribution of 2018 Profits

Unit: NT\$

Items		Amount	
		Subtotal	Total
Unappropriated retained earnings of previous years			10,314,212
Plus: IFRS 15 Opening Adjustment Number			12,786,684
Plus: IFRS 9 Opening Adjustment Number			175,000
Less: Determining the remeasurement of defined benefit plan is recognized in the retained earnings			(81,737)
Plus: Net income of 2017			75,806,777
Less: Legal surplus reserve (10%)			(7,580,678)
Plus: Appropriated as special capital reserve of the previous rotation period (to be determined)			1,487,427
Less: Special surplus reserve			(31,920,847)
Retained earnings available for distribution for this period			60,986,838
Distributable items:			
Cash dividends to common shareholders – NT\$ 2.4 per share	2.4	(60,058,327)	(60,058,327)
Unappropriated retained earnings at the end of this period			928,511

Note:

1. Priority is given to surplus reserves in 2018, followed by surplus reserves in 2017.
2. The cash dividends are calculated up to NT\$ 1. Decimal points are rounded down and the uncounted shares in fractions of NT\$ 1 is included in other incomes.
3. Allocate 2% of employee bonus and NT\$1,977,991 to be distributed in cash. 2% of the total amount of bonus to Directors and the amount of NT\$1,977,991 is distributed in cash.
4. The capital bonus distribution of the Company shall be based on the number of newly issued 1,336,303 shares after the conversion of the added shares, and the total number of shares of common stock after the merger is 25,024,303 shares.
5. If the number of outstanding shares is affected by the subsequent buyback of shares of the Company, equity conversion, or other reasons, resulting in the change of the shareholder dividend ratio and the need for correction, it is proposed to submit to the shareholders for authorization of the Chairman of the Board at a Shareholders Meeting.

Chairman of the Board:
Cheng-Chih Li

Manager:
Yang-Kuo Chen

Accounting Manager:
Shu-Fen Yang

4. Amendment to the Operating Procedure for Acquisition and Disposal of Assets

Attachment IV

Taiming Assurance Broker Co., Ltd.

The Operating Procedure for Acquisition and Disposal of Assets

Comparison Table of the Amendment

Article	Amended Articles	Original Article	Current Articles	Explanation
Article 3	<p>The term "assets" as used in this program is the following:</p> <ol style="list-style-type: none"> Investment in stocks, government bonds, corporate bonds, bank debentures, commendation fund securities, depository receipts, subscription (put) warrants, beneficiary securities, and asset-based securities. Real estate (including land, houses, and buildings, and investment real estates) and equipment. Membership card. Intangible assets such as patent, copyright, ownership of trade mark and franchising right. <u>Right-of-use asset.</u> <u>Claims from financial institutions.</u> <p>(including receivables, bills purchased and discounted and loans, and collections).</p> <ol style="list-style-type: none"> <u>Derivative products.</u> <u>Assets acquired or disposed of by merger, spin off, acquisition or transfer of shares pursuant to law.</u> <u>Other important assets.</u> 	Article 3	<p>The term "assets" as used in this program is the following:</p> <ol style="list-style-type: none"> Investment in stocks, government bonds, corporate bonds, bank debentures, commendation fund securities, depository receipts, subscription (put) warrants, beneficiary securities, and asset-based securities. Real estate (including land, houses and buildings, investment real estate, and land use rights) and equipment. Membership card. Intangible assets such as patent, copyright, ownership of trade mark and franchising right. <ol style="list-style-type: none"> <u>Claims from financial institutions.</u> <p>(including receivables, bills purchased and discounted and loans, and collections).</p> <ol style="list-style-type: none"> <u>Derivative products.</u> <u>Assets acquired or disposed of by merger, spin off, acquisition or</u> 	<p>1. In accordance with the provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease commune, a new fifth paragraph is hereby added to expand the scope of right-of-use asset, and the current second paragraph of land use right is moved to the fifth paragraph.</p> <p>2. The current Subparagraphs 5 to 9 are moved to Subparagraphs 6 to 9.</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
			<u>transfer of shares pursuant to law.</u> <u>8. Other important assets.</u>	
Article 4	<p>The terms of this procedure are defined as follows:</p> <p>1. Derivatives: a forward contract, option contract, futures contract, leverage margin contract, swap contract whose value is derived from a specific interest rate, price of a financial instrument, price of a product, exchange rate, price, or rate index, credit rating, or credit index, or other variables. A combination of the above, or a combination of embedded derivative product or structured product, etc. The term "forward contract" does not include insurance contract, performance contract, after-sales service contract, long-term lease contract, and long-term purchase (sale) contract.</p> <p>2. In accordance with the legal merger, spin off, or the transferee of shares acquisition or disposition of assets: refers to the method according to the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act, or other legal merger, spin off, or assets acquired or disposed of through acquisition, or the issuance of new shares pursuant to Article 156-3 of the Company Act to transfer shares of other companies (hereinafter referred to as</p>	Article 4	<p>The terms of this procedure are defined as follows:</p> <p>1. Derivatives: forward contracts, option contracts, futures contracts, leverage margin contracts, swap contracts, and compound contracts derived from the value of such products as assets, interest rates, exchange rates, indexes, or other interests. The term "forward contract" does not include insurance contract, performance contract, after-sales service contract, long-term lease contract, and long-term purchase (sale) contract.</p> <p>2. In accordance with the legal merger, spin off, or the transferee of shares acquisition or disposition of assets: refers to the method according to the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act, or other legal</p>	<p>1. In conjunction with the definition of financial instruments under International Financial Reporting Standards (IFRSs) NO. 9, amend Paragraph 1, the scope of derivative instruments under this procedure, and make a textual amendment.</p> <p>2. The amended provisions issued on August 1, 2018 in the Company Act shall come into force on November 1, 2018, and then, in accordance with the amended provisions, the amended article "Article 156 Paragraph 8" referred to in Subparagraph 2 shall be amended as "Article 156-3".</p> <p>3. Considering that futures traders, securities investment trusts and securities</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>"transferee").</p> <p>3. Affiliate and subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>4. Professional valuer: Refers to real estate valuer or other real estate, and shall be engaged in real estate and equipment valuation business.</p> <p>5. Date of occurrence: refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Boards of Directors' resolutions, or other dates that can confirm the trade counterpart and monetary amount of the transaction, whichever date is earlier. However, in the case of an investor subject to the approval of the competent authority, the aforementioned date or the date of receipt of the approval of the competent authority shall prevail.</p> <p>6. Investment in mainland China: refers to investment in the mainland by the Investment Commission of the Ministry of Economic Affairs in accordance with the licensing regulations for investment or technical cooperation in the mainland.</p> <p>7. <u>Investment professionals: It refers to financial holding companies, banks, insurance companies, bill finance companies, trust companies, enterprises, securities firms operating</u></p>		<p>merger, spin off, or assets acquired or disposed of through acquisition, or the issuance of new shares pursuant to Paragraph 8, Article 156 of the Company Act to transfer shares of other companies (hereinafter referred to as "transferee").</p> <p>3. Affiliate and subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>4. Professional valuer: Refers to real estate valuer or other real estate, and shall be engaged in real estate and equipment valuation business.</p> <p>5. Date of occurrence: refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Boards of Directors' resolutions, or other dates that can confirm the trade counterpart and monetary amount of the transaction, whichever date is earlier. However, in the case of an investor subject to the approval of the competent authority, the aforementioned date or the date of</p>	<p>investment advisers who engage in proprietary business have expertise in investing in securities, they may frequently trade securities based on the need to avoid risks or the application of funds, and therefore absorb them in the scope of investment as a specialist; in addition, in order to simplify the regulations, Article 5 of the supplementary provisions of order NO. 0920001151 of March 21, 2003 of the former Securities and Futures Regulatory Commission of the Ministry of Finance was absorbed into this standard, and the scope of professional institutional investors concerned in Article 3 of the regulations on the management of overseas structured commodities was taken into consideration, and Paragraph 7 was added,</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p><u>proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.</u></p> <p>8. <u>Stock exchange: domestic stock exchange referring to companies limited by shares of Taiwan stock exchange; foreign stock exchange referring to any organized stock exchange market regulated by the securities regulatory authority of that country.</u></p> <p>9. <u>Business premises of a securities firm: the business premises of a domestic securities firm refer to the place where, in accordance with the securities firm business premises, a securities firm is required to set up a special counter for trading securities; the business premises of a foreign securities firm refer to the business premises of a financial institution that is managed by a foreign securities regulatory authority and is permitted to conduct securities business.</u></p>		<p>receipt of the approval of the competent authority shall prevail.</p> <p>6. Investment in mainland China: refers to investment in the mainland by the Investment Commission of the Ministry of Economic Affairs in accordance with the licensing regulations for investment or technical cooperation in the mainland.</p>	<p>which specifies the scope of investment as a specialty, and repeal the former act.</p> <p>4. To clearly define the stock exchange at home and abroad and the business premises of a securities firm, so that the Company can properly follow, it may refer to Article 5 of the administrative rules on entrusted trading dealer of foreign securities by a dealer and Article 2 of the administrative measures on entrusted trading of securities by a dealer, the scope of domestic and overseas stock exchanges and the business premises of securities firms shall be specified in new Subparagraphs 8 and 9.</p>
Article 7	The following items shall be recorded in this procedure and shall be handled in accordance	Article 7	The following items shall be recorded in this procedure and shall be	1. In accordance with the

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>with this procedure:</p> <ol style="list-style-type: none"> 1. Scope of assets. 2. Evaluation procedure: it shall include the method of price determination and reference basis, etc. 3. Operating procedure: the quota of delegation of authority, level, execution unit, and transaction process, etc., shall be included. 4. Public declaration procedure. 5. The total amount of non-business use of real estates and the right-of-use asset or marketable securities acquired by the Company and its subsidiaries, and the ceiling of individual marketable securities. 6. Procedures for controlling the acquisition or disposal of assets by subsidiaries. 7. Penalties for personnel who violates these standards or procedures. 8. Other important matters. <p>Except as provided in the preceding paragraph, the affiliate transactions, derivative transactions, enterprise merging, spin off, acquisitions, or share transfers of the Company, these procedures shall be established in accordance with the provisions of Section 3 to Section 5 of the handling guidelines.</p> <p><u>If the Company does not intend to engage in derivative product trading, it may, after being submitted to the Board of Directors for approval, be exempted from the procedures for engaging in derivative product trading.</u></p> <p><u>Henceforward, any derivative product trading shall be handled in accordance with the preceding articles and paragraphs.</u></p>		<p>handled in accordance with this procedure:</p> <ol style="list-style-type: none"> 1. Scope of assets. 2. Evaluation procedure: it shall include the method of price determination and reference basis, etc. 3. Operating procedure: the quota of delegation of authority, level, execution unit, and transaction process, etc., shall be included. 4. Public declaration procedure. 5. The total amount of real estate or marketable securities acquired by the Company and its subsidiaries for non-business use and the ceiling of individual securities. 6. Procedures for controlling the acquisition or disposal of assets by subsidiaries. 7. Penalties for personnel who violates these standards or procedures. 8. Other important matters. <p>Except as provided in the preceding paragraph, the affiliate transactions, derivative transactions, enterprise merging, spin off, acquisitions, or share transfers of the Company, these procedures shall be established in accordance with the provisions of Section 3 to Section 5 of the handling guidelines.</p>	<p>provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease communicate, the Subparagraph 5 of Paragraph 1 is hereby amended to absorb the right to use right-of-use asset of real estate not for business purposes in the calculation of the ceiling of the procedures prescribed by the Company.</p> <p>2. Considering that a publicly owned corporation does not intend to engage in derivative product trading, it is not necessary to prescribe a procedure for dealing in derivative product trading, a third paragraph is then added to specify the circumstances under which it is exempted from enactment.</p> <p>3. The current Paragraph 3 is moved to Paragraph 4.</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	The Company shall urge its subsidiaries to formulate and implement procedures for the acquisition or disposal of assets in accordance with the handling guidelines.		The Company shall urge its subsidiaries to formulate and implement procedures for the acquisition or disposal of assets in accordance with the handling guidelines.	
Article 9	<p>For the Company's acquisition or disposal of real estate, equipment, or right-of-use asset, the responsible unit shall sign and report relevant reasons for such acquisition or disposal and then transact based on the authorized quota and hierarchical criteria in the Company after inquiry, price comparison or bargaining. If the transaction amount for the Company's acquisition or disposal of the real estate or equipment other than equipment that is traded with the domestic government institutions, manufactured on the self-owned lands or leased lands, or equipment or its right-of-use asset acquired or disposed for operation purpose is 20% of the Company's paid-in capital or NTD 300 million or more, an appraisal report issued by a professional appraiser shall be obtained and the following conditions shall be met:</p> <p>1. If the pegged price, specific price or special price need to be taken as the reference basis for transaction price due to special reasons, such transaction shall be decided by the Board of Directors; the same applies to subsequent changes in the terms of the transaction.</p>	Article 9	<p>For the Company's acquisition or disposal of real estate or equipment, the responsible unit shall sign and report relevant reasons for such acquisition or disposal and then transact based on the authorized quota and hierarchical criteria in the Company after inquiry, price comparison or bargaining.</p> <p>In acquiring or disposing of real estate 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:</p>	<p>1. The government agencies mentioned in the first paragraph refer to the central and local government agencies of our country. Considering the transactions with the central and local government agencies of our country, it is necessary to conduct auction or bidding in accordance with relevant regulations. The possibility of price manipulation is low, so expert opinions may be exempted. In the case of transactions with foreign government agencies, as the relevant provisions and bargaining mechanism are less clear, they are not</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>2. If the transaction price is over NTD 1 billion, the Company shall retain at least two Professional Appraisers to perform the appraisal.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (hereinafter abbreviated as "ARDF") and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is more than 20% of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>4. No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date provided.</p>		<p>1. If a fixed price, specific price, or special price is required as the reference basis for the transaction price due to special reasons, the transaction shall first be approved by the resolution of the Board of Directors, and the change of future transaction conditions shall be handled according to the above procedures.</p> <p>2. If the transaction price is over NTD 1 billion, the Company shall retain at least two Professional Appraisers to perform the appraisal.</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC</p>	<p>exempted from the scope of this Article. Therefore, the provisions in Paragraph 1 are amended to be limited to domestic government agencies only.</p> <p>2. In accordance with the provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease communique, Paragraph 1 is hereby amended to include the right-of-use asset in this article.</p> <p>3. Subparagraph 1 of Paragraph 1 shall be amended accordingly to conform to the legal procedures.</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	If where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.		Accounting Research and Development Foundation (hereinafter abbreviated as "ARDF") and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: (1) The discrepancy between the appraisal result and the transaction amount is more than 20% of the transaction amount. (2) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. 4. No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date provided. If where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.	
Article 10	When the Company acquires or disposes of the marketable	Article 10	When the Company acquires or disposes of	According to the amendment

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>securities, it shall consider the net worth per share, profitability, and market value of each share, evaluate the reasonableness of the price, and submit the evaluation report by the competent authority and follow the authorization limit and level regulations of the Company. When the Company acquires or disposes of the marketable securities, it shall, prior to the date of the occurrence of the securities, obtain the latest certified financial statements of the target company, which have been examined and certified by the CPA or have been reviewed, for the purpose of assessing the transaction price. In addition, if the transaction amount reaches to 20% of the paid-up capital of the Company or more than NT\$ 300 million, the Company shall consult the CPA before the date of the transaction to express its opinion on the reasonability of the transaction price. If a CPA needs to use an expert report, he/she shall comply with the provisions of NO.20 of the Statement of Auditing Standards issued by the ROC Accounting Research and Development Foundation.</p> <p><u>The provision in the preceding paragraph shall not apply to the public quotation of marketable securities with active market, or the ROC Financial Supervisory Commission provides otherwise, or if one of the following conditions is met: (1) The acquisition of marketable securities by cash through the establishment or fundraising pursuant to law, and the rights recognized by the acquisition of marketable securities shall be equal to the</u></p>		<p>the marketable securities, it shall consider the net worth per share, profitability, and market value of each share, evaluate the reasonableness of the price, and submit the evaluation report by the competent authority and follow the authorization limit and level regulations of the Company. When the Company acquires or disposes of the marketable securities, it shall, prior to the date of the occurrence of the securities, obtain the latest certified financial statements of the target company, which have been examined and certified by the CPA or have been reviewed, for the purpose of assessing the transaction price. In addition, if the transaction amount reaches to 20% of the paid-up capital of the Company or more than NT\$ 300 million, the Company shall consult the CPA before the date of the transaction to express its opinion on the reasonability of the transaction price. If a CPA needs to use an expert report, he/she shall comply with the provisions of NO.20 of the Statement of Auditing Standards issued by the ROC Accounting Research and Development Foundation.</p> <p><u>However, unless otherwise regulated by the Financial Supervisory</u></p>	<p>of Regulations Governing the Acquisition and Disposal of Assets by Public Issue Companies, issued by Order No. 1070331908 from the Financial Supervisory Commission dated on August 29, 2018, amending the provisions of Paragraph 3 of this article, nine additional paragraphs were added regarding the acquisition or disposal of non-applicable marketable securities. Prior to the date of the occurrence of the facts, the financial statements of the target company, which have recently been certified by the CPA or have been reviewed, shall be taken as a reference for the evaluation of the transaction price; or a provision requiring an accountant to offer an opinion on the reasonableness of the transaction</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p><u>proportion of the capital contribution.</u></p> <p><u>(2) Marketable securities issued at face value by an issuing company carrying out a cash capital increase in accordance with relevant laws and regulations, with this Company as a sponsor of the issue.</u></p> <p><u>(3) Participating in the subscription of directly or indirectly 100% investment companies for the issuance of additional cash marketable securities, or 100% owned subsidiary companies participating in the subscription of additional cash marketable securities.</u></p> <p><u>(4) Marketable securities of listed companies at a stock exchange, over-the-counter, or emerging stock market, traded at a stock exchange or the dealer business premises.</u></p> <p><u>(5) Bonds that are domestic government bonds subject to conditions of redemption or return-sale.</u></p> <p><u>(6) Public placement fund.</u></p> <p><u>(7) To acquire or dispose of the stocks of listed companies in accordance with the Securities Market (TPEX) bidding procedures or auction procedures.</u></p> <p><u>(8) Participate in the cash capital increase and stock subscriptions of publicly owned corporations or subscribe for corporate bonds (including bank debenture) in Taiwan, and the obtained marketable securities are not private offering marketable securities.</u></p> <p><u>(9) In accordance with Article 11, Paragraph 1, of the Securities Investment Trust and Consulting Act, the investment strategy of a domestic private offering fund purchased before the establishment of the fund, or</u></p>		<p><u>Commission, the marketable securities are subject to an open quotation in the active market.</u></p>	<p>price prior to the date of the occurrence of the facts.</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<u>of a purchased or redemption domestic private fund, is stated in the deed of trust, except for the securities credit transaction and the non-charge-off securities related commodity, the investment scope is the same as that of a public placement fund.</u>			
Article 11	<p>When the Company acquires or disposes of the intangible assets, right-of-use assets, or memberships, the Company shall consider the market conditions and future profits thereof, and evaluate the reasonableness of price. The competent authority shall submit the appraisal report and follow the limit and level authorized by the Company's power of decision.</p> <p>Where a public 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 Accounting Research and Development Foundation.</p>	Article 11	<p>When the Company acquires or disposes of the memberships or intangible assets, the Company shall consider the market conditions and future profits thereof, and evaluate the reasonableness of price. The organization responsible shall submit the appraisal and follow the limit and level authorized by the Company's authorization mechanism.</p> <p>Where a public 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 Accounting Research and Development Foundation.</p>	The reasons for amendment shall be the same as Descriptions 1 and 2 in Article 9, combine and make a textual amendment.
Article 12	The amount of the first three	<u>Article</u>	The amount of the first	Amend the

Article	Amended Articles	Original Article	Current Articles	Explanation
	paragraphs shall be calculated in accordance with Paragraph 2 of Article 31, and the said one-year period shall be calculated on the basis of the date on which the transaction actually occurred, and calculated one year in advance, and the part of the appraisal report or the opinion of the CPA issued by the professional appraiser in accordance with this procedure shall not be included in the calculation.	<u>11-1</u>	three paragraphs shall be calculated in accordance with Paragraph 2 of Article 30, and the said one-year period shall be calculated on the basis of the date on which the transaction actually occurred, and calculated one year in advance, and the part of the appraisal report or the opinion of the CPA issued by the professional appraiser in accordance with this procedure shall not be included in the calculation.	terms and adjust the quoted terms.
<u>Article 13</u>	If the Company obtains or disposes of the assets through the auction procedure of the court, it can replace the appraisal report or the opinion of the CPA with the certificate issued by the court.	<u>Article 12</u>	If the Company obtains or disposes of the assets through the auction procedure of the court, it can replace the appraisal report or the opinion of the CPA with the certificate issued by the court.	The Amendment of Terms
<u>Article 14</u>	<p>In acquiring or disposing assets, the Company and its affiliates shall, in addition to handling relevant resolution procedures and assessing the reasonableness of transaction conditions in accordance with the provisions of this procedure, obtain the appraisal report or CPA's opinion issued by the professional appraiser in accordance with Articles 9 to 12 of this procedure if the transaction amount amounts to more than 10% of the total assets of the Company. The transaction amount referred to in the preceding paragraph shall be calculated in accordance with the provisions of Article 12.</p> <p>When judging whether the trade counterpart is an affiliate, it is necessary not only pay attention to its legal form, but also consider the substantial</p>	<u>Article 13</u>	<p>In acquiring or disposing assets, the Company and its affiliates shall, in addition to handling relevant resolution procedures and assessing the reasonableness of transaction conditions in accordance with the provisions of this procedure, obtain the appraisal report or CPA's opinion issued by the professional appraiser in accordance with Articles 9 to 12 of this procedure if the transaction amount amounts to more than 10% of the total assets of the Company. The transaction amount referred to in the preceding paragraph shall be calculated in accordance with the provisions of Article 11-</p>	Amend the terms and adjust the second paragraph of quoted terms.

Article	Amended Articles	Original Article	Current Articles	Explanation
	relationship.		1. When judging whether the trade counterpart is an affiliate, it is necessary not only pay attention to its legal form, but also consider the substantial relationship.	
<u>Article 15</u>	When the Company intends to acquire or dispose of real estate or right-of-use assets thereof from or to an affiliate, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to an affiliate 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 following information and materials shall be submitted to the Audit Committee and Board of Directors for approval before the contract is signed or payments made: 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the affiliate as a trade counterpart. 3. With respect to the acquisition of real estate from an affiliate, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.	<u>Article 14</u>	When the Company intends to acquire or dispose of real estate from or to an affiliate, or when it intends to acquire or dispose of assets other than real estate from or to an affiliate 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 audited by the Audit Committee and approved by the Board of Directors: 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the affiliate as a trade counterpart.	1. Amend the terms and adjust the quoted terms of Subparagraph 3 of Paragraph 1 and Paragraph 2. 2. The government bond referred to in the first paragraph refers to domestic government bond, which is mainly based on the clear and easy reference of the credit of Taiwan's central and local governments, and therefore can be exempted from the procedures of submitting to the audit committee for examination and the Board of Directors for approval. As for foreign government, the bond and credit are not consistent, and they are not exempted from the scope of

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>4. The date and price at which the affiliate originally acquired the real estate, the original trade counterpart, and that trade counterpart's relationship to the Company and the affiliate.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the application of funds.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The amount of the transaction referred to in the preceding paragraph shall be calculated in accordance with paragraph 2 of article 30, and the said one-year period shall be calculated on the basis of the date on which the transaction actually occurred, and calculated one year in advance. If it has been submitted to the audit committee for review in accordance with the provisions of these standard procedures and approved by the Board of Directors shall not be included in the calculation.</p> <p>With respect to the acquisition or disposal of business-use equipment between the Company and its parent or subsidiaries, the Company's Board of Directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the Board chairman to decide such matters when the</p>		<p>3. With respect to the acquisition of real estate from an affiliate, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.</p> <p>4. The date and price at which the affiliate originally acquired the real estate, the original trade counterpart, and that trade counterpart's relationship to the Company and the affiliate.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the application of funds.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The amount of the transaction referred to in the preceding paragraph shall be calculated in accordance with paragraph 2 of article 30, and the said one-year period shall be calculated</p>	<p>this article, the provisions are specifically limited to domestic government bond. In addition, in accordance with the provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease communique, the right-of-use asset shall be included in this article, and the first paragraph shall be amended for clarity.</p> <p>3. Considering the necessity and demand for the sublease of office, land, plant or equipment, etc. to the publicly owned corporation and its parent company or its subsidiaries due to the overall planning of the business, the third paragraph is hereby amended to relax the right to use the equipment or the right to use the real estate acquired or disposed of by the publicly owned</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting.</p> <p>Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minute book of the Board of Directors meeting.</p> <p>The matters for which paragraph 1 requires audited by the Audit Committee shall first be approved by more than half of all audit committee members and then submitted to the Board of Directors for a resolution, and shall be subject to application of Article 6, paragraphs 4 and 5.</p>		<p>on the basis of the date on which the transaction actually occurred, and calculated one year in advance. If it has been submitted to the audit committee for review in accordance with the provisions of these standard procedures and approved by the Board of Directors shall not be included in the calculation.</p> <p>With respect to the acquisition or disposal of business-use equipment between the Company and its parent or subsidiaries, the Company's Board of Directors may pursuant to Article 7, paragraph 1, subparagraph 3 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>Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minute book of the Board of Directors meeting.</p> <p>The matters for which</p>	<p>corporation and its parent company or its subsidiaries for business use, the chairman may be authorized to handle the matter first, and a textual amendment shall be made.</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
			paragraph 1 requires audited by the Audit Committee shall first be approved by more than half of all audit committee members and then submitted to the Board of Directors for a resolution, and shall be subject to application of Article 6, paragraphs 4 and 5.	
<u>Article 16</u>	<p>The Company shall evaluate the reasonableness of transaction costs by the following methods when acquiring the real estate or the right-of-use asset from the affiliates:</p> <ol style="list-style-type: none"> 1. The interest on the necessary funds and the obligation costs to be borne by the buyer shall be added at the transaction price of the affiliates concerned. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property. This may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the affiliate has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall 	<u>Article 15</u>	<p>The Company shall evaluate the reasonableness of the transaction costs by the following means in acquiring real estate from an affiliate:</p> <ol style="list-style-type: none"> 1. The interest on the necessary funds and the obligation costs to be borne by the buyer shall be added at the transaction price of the affiliates concerned. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property. This may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the affiliate has previously created a mortgage on the property as security for a loan; provided, the actual 	<ol style="list-style-type: none"> 1. The Amendment of Terms 2. In accordance with the provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease commune, the Subparagraphs 1 to 4 are hereby amended to absorb the right-of-use asset of real estate obtained from leasing affiliate into this article. 3. Considering the necessity and demand for the sublease of office, land, plant or real estate, etc. to the publicly owned corporation and its parent company or its subsidiaries due to the overall planning of the

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>not apply where the financial institution is an affiliate of one of the trading counterparties.</p> <p>In the case of the combined purchase or lease of land and premises of the same target, the transaction costs of the land and premises may be assessed in accordance with either of the methods mentioned in the preceding paragraph.</p> <p>The Company shall evaluate the cost of the real estate or its right-of-use assets obtained from the affiliates in accordance with the provisions of the preceding two paragraphs, and shall consult the CPA for review and express specific opinions.</p> <p>If the Company acquires the real estate or its right-of-use asset from the affiliates, under any of the following circumstances, it shall act in accordance with the provisions of Article 15 and the preceding three provisions shall not apply:</p> <ol style="list-style-type: none"> 1. The affiliates acquire the real estate or the right-of-use asset by inheritance or bestowal. 2. More than 5 years will have elapsed from the time the affiliate signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction. 3. The real estate is acquired through signing of a joint development contract with the affiliate, or through engaging an affiliate to build real estate, either on the Company's own land or on leased land. 4. <u>The publicly owned corporation, its parent company, its subsidiaries,</u> 		<p>cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more.</p> <p>However, this shall not apply where the financial institution is an affiliate of one of the trading counterparties.</p> <p>In the case of the combined purchase of land and premises of the same target, the transaction costs may be assessed by either of the methods mentioned in the preceding paragraph in respect of the land and premises.</p> <p>The Company shall evaluate the cost of the real estate obtained from the affiliates in accordance with the provisions of Paragraphs 1 and 2, and shall consult the CPA for review and express specific opinions.</p> <p>If the Company acquires the real estate from the affiliates, under any of the following circumstances, it shall act in accordance with the provisions of Article 14 and the preceding three provisions shall not apply:</p> <ol style="list-style-type: none"> 1. The affiliates acquire the real estate by inheritance or bestowal. 	<p>business, and the aforementioned transactions involved irregular transactions have a lower risk, hence the new Subparagraph 4 of Paragraph 4 is added to rule out the provisions for assessing the reasonableness of transaction costs from the transaction that shall be in accordance with this article. Since such transactions have been excluded from the application of this article, it is therefore not necessary to apply the provisions of Article 17 on the reasonableness of the price of the transaction, and Article 18 on the appropriated as special capital reserve that shall be made provision.</p> <p>4. The preamble texts of the third and fourth subparagraphs shall be amended to conform to the legal operation.</p>

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	<u>or its subsidiaries that directly or indirectly hold 100% of the issued shares or the total capital acquire the right-of-use asset of real estate for business purposes.</u>		<p>2. More than five years will have elapsed from the time the affiliate signed the contract to obtain the real estate to the signing date for the current transaction.</p> <p>3. The real estate is acquired through signing of a joint development contract with the affiliate, or through engaging an affiliate to build real estate either on the Company's own land or on leased land.</p>	
<u>Article 17</u>	<p>If the appraisal results of the Company in accordance with Paragraph 1 and Paragraph 2 of the preceding article is lower than the transaction price, the Company shall act in accordance with Article 18. However, the following circumstances shall not apply if objective evidence is presented and the specific opinions of real estate professional appraisers and CPAs are provided:</p> <p>1. Where the affiliates have obtained the land or leased land for re-construction, they shall provide evidence that meet with one of the following conditions:</p> <p>(1) Vacant lands are appraised according to the method prescribed in the preceding article, while houses are added to the reasonable construction profit according to the construction cost of the affiliates, whose total amount exceeds the actual transaction</p>	<u>Article 16</u>	<p>If the appraisal results of the Company in accordance with Paragraph 1 and Paragraph 2 of the preceding article is lower than the transaction price, the Company shall act in accordance with Article 17. However, the following circumstances shall not apply if objective evidence is presented and the specific opinions of real estate professional appraisers and CPAs are provided:</p> <p>1. Where the affiliates have obtained the land or leased land for re-construction, they shall provide evidence that meet with one of the following conditions:</p> <p>(1) Vacant lands are appraised according to the method prescribed in the preceding article,</p>	<p>1. The terms has been amended, and the quoted preamble of first paragraph has been adjusted.</p> <p>2. In line with the practical operation of real estate leasing such as plant leasing, the acquisition of right-of-use asset of real estate from affiliates can be relaxed, and the lease transactions of non-affiliates in neighboring areas within one year can be used as reference cases for calculating and estimating the reasonableness of transaction</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>price. The so-called "reasonable construction profit" shall be determined by the average operating margin of the affiliate's construction department in the recent three years or the lowest of the most recent gross margin of the construction industry published by the Ministry of Finance.</p> <p>(2) Other non-affiliate transactions on other floors or adjacent areas of the same target premises within one year with similar floor area, and similar transaction conditions after the evaluation of reasonable floor or area price according to the practice of real estate sale and lease.</p> <p>2. Where the Company acquiring real estate or obtaining real estate right-of-use assets through leasing or from an affiliate provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by non-affiliates within one year.</p> <p>Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in</p>		<p>while houses are added to the reasonable construction profit according to the construction cost of the affiliates, whose total amount exceeds the actual transaction price. The so-called "reasonable construction profit" shall be determined by the average operating margin of the affiliate's construction department in the recent three years or the lowest of the most recent gross margin of the construction industry published by the Ministry of Finance.</p> <p>(2) Other non-affiliate transactions on other floors or adjacent areas of the same target premises within one year with similar floor area, and similar transaction conditions after the evaluation of reasonable floor or area spread according to the practice of real estate sale.</p> <p><u>(3) In the case of other non-affiliate lease cases within one year on other floors of the same target premises, the</u></p>	<p>prices. Also, the combine Item 3 of Subparagraph 1 of Paragraph 1 into Item 2, and add leasing cases deemed to be transaction case, and hereby amend Item 2 of Subparagraph 1 and Subparagraph 2 of Paragraph 1, and Subparagraph 2, so as to be for clarity.</p>

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	<p>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; transactions involving similarly sized parcels in principle refers to transactions completed by unaffiliates for parcels with a land area of no less than 50 percent of the property in the planned transaction; within one year refers to the year preceding the date of occurrence of the acquisition of the real estate or obtainment of the right-of-use assets thereof.</p>		<p><u>transaction terms are estimated to be equivalent according to the reasonable floor spread that is required by the practice of real estate lease.</u></p> <p>2. The Company provides evidences to prove that the transaction conditions of the real estate purchased from the affiliates are the same as the transaction cases of other non-affiliates in the neighboring areas within one year and the area is in proximity.</p> <p>Completed transactions involving 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 present value; transactions involving similarly sized parcels in principle refers to transactions completed by non-affiliates 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 estate or obtainment of the right-of-use assets thereof.</p>	

Article	Amended Articles	Original Article	Current Articles	Explanation
<u>Article 18</u>	<p>The Company shall handle the following matters when acquiring the real estate or its right-of-use asset from the affiliates and the appraisal results are lower than the transaction price as stipulated in the preceding two articles:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41-1 of the Securities and Exchange Act against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase. An investor whose investment in the Company is evaluated by the equity method to be a publicly owned corporation, he/she shall also set aside an appropriated as special capital reserve in accordance with Paragraph 1, Article 41 of the Securities and Exchange Act, in proportion to the number of his/her shares held. 2. The audit committee shall act in accordance with Article 218 of the Company Act. 3. The handling of the first two subparagraphs shall be reported to the Shareholders Meeting, and the transaction details shall be disclosed in the annual report and the public statement. <p>Where the Company has set aside appropriated as special capital reserve in accordance with the provisions of the preceding paragraph, it shall not use the appropriated as special capital reserve until the assets acquired by the Company at a high price or under hire purchase that have</p>	<u>Article 17</u>	<p>The Company shall handle the following matters when acquiring the real estate from the affiliates and the appraisal results are lower than the transaction price as stipulated in the provisions of Article 15 and Article 16:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41-1 of the Securities and Exchange Act against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase. An investor whose investment in the Company is evaluated by the equity method to be a publicly owned corporation, he/she shall also set aside an appropriated as special capital reserve in accordance with Paragraph 1, Article 41 of the Securities and Exchange Act, in proportion to the number of his/her shares held. 2. The audit committee shall act in accordance with Article 218 of the Company Act. 3. The handling of Subparagraphs 1 and 2 shall be reported to the Shareholders Meeting, and the 	<ol style="list-style-type: none"> 1. The Amendment of Terms 2. In accordance with the provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease <p>communicue, the preamble and Subparagraph 1 of Paragraph 1, and Paragraphs 2 and 3 are hereby amended, the right-of-use asset of real estate obtained from the leasing parties shall be included into the standard of items to be handled when the appraisal cost is lower than the transaction price.</p> <ol style="list-style-type: none"> 3. Add the final part of Subparagraph 2 of Paragraph to specify that a company has established an audit committee, the first part of this item shall apply mutatis mutandis to members of the independent directors of the audit

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	<p>been recognized as losses, or the lease has been disposed of or terminated, or the lease has been properly considered or restored to its original condition, or there is no other evidence that it is unreasonable, and the approval of the Financial Supervisory Commission is obtained. When the Company acquires real estate or right-of-use asset from an affiliate, it shall also follow the preceding two paragraphs if there is other evidence indicating that the transaction is an irregular transaction.</p>		<p>transaction details shall be disclosed in the annual report and the public statement.</p> <p>Where the Company has set aside appropriated as special capital reserve in accordance with the provisions of the preceding paragraph, it shall not use the appropriated as special capital reserve until the assets acquired by the Company at a high price that have been recognized as losses, or the lease has been disposed of, or the lease has been properly considered or restored to its original condition, or there is no other evidence that it is unreasonable, and the approval of the Financial Supervisory Commission is obtained.</p> <p>When the Company acquires real estate from an affiliate, it shall also follow the preceding two paragraphs if there is other evidence indicating that the transaction is an irregular transaction.</p>	<p>committee.</p> <p>4. The preamble texts of the first paragraph and Subparagraph 3 shall be amended to conform to the legal operation.</p>
<u>Article 19</u>	<p>The Company shall pay attention to the following important risk management and audit matters when engaging in derivative transaction, and incorporate them into the handling procedures:</p> <ol style="list-style-type: none"> 1. The trading principles and guidelines: shall include the types of derivative transaction, the operation or hedging strategies, the division of rights and responsibilities, the key 	<u>Article 18</u>	<p>The Company shall pay attention to the following important risk management and audit matters when engaging in derivative transaction, and incorporate them into the handling procedures:</p> <ol style="list-style-type: none"> 1. The trading principles and guidelines: shall include the types of derivative transaction, the operation or 	The Amendment of Terms

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	<p>points of performance evaluation and the total contract amount of derivative transaction, and the maximum amount of total and individual contract losses, etc.</p> <p>2. Risk management measures.</p> <p>3. Internal audit system.</p> <p>4. Regular assessment methods and abnormal situation handling.</p>		<p>hedging strategies, the division of rights and responsibilities, the key points of performance evaluation and the total contract amount of derivative transaction, and the maximum amount of total and individual contract losses, etc.</p> <p>2. Risk management measures.</p> <p>3. Internal audit system.</p> <p>4. Regular assessment methods and abnormal situation handling.</p>	
<u>Article 20</u>	<p>The Company shall adopt the following risk management measures when engaging in derivative transactions:</p> <p>1. The scope of risk management shall include credit, market price, liquidity, cash flow, operation, and legal risk management.</p> <p>2. Trading personnel engaged in derivatives and operational personnel engaged in confirmation, delivery, etc., shall not serve concurrently.</p> <p>3. Risk measurement, monitoring, and control personnel shall be assigned to a different department that the personnel in the preceding subparagraph and shall report to the Board of Directors or senior management personnel with no responsibility for trading or position decision-making.</p> <p>4. The positions held in a derivatives exchange</p>	<u>Article 19</u>	<p>The Company shall adopt the following risk management measures when engaging in derivative transactions:</p> <p>1. The scope of risk management shall include credit, market price, liquidity, cash flow, operation, and legal risk management.</p> <p>2. Trading personnel engaged in derivatives and operational personnel engaged in confirmation, delivery, etc., shall not serve concurrently.</p> <p>3. Risk measurement, monitoring, and control personnel shall be assigned to a different department that the personnel in the preceding subparagraph and shall report to the Board of Directors</p>	<p>1. The Amendment of Terms</p> <p>2. The texts of Subparagraph 4 are amended accordingly.</p>

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	<p>shall be evaluated at least once a week, but at least twice a month for hedging transactions required by the business, and the evaluation report shall be sent to the senior executive authorized by the Board of Directors.</p> <p>5. Other important risk management measures.</p>		<p>or senior management personnel with no responsibility for trading or position decision-making.</p> <p>4. The positions held in a derivatives exchange shall be evaluated at least once a week, but at least twice a month for hedging transactions required by the business, and the evaluation report shall be sent to the senior executive authorized by the Board of Directors.</p> <p>5. Other important risk management measures.</p>	
<u>Article 21</u>	<p>The Board of Directors shall, in accordance with the following principles, supervise and manage the derivatives transactions of the Company:</p> <ol style="list-style-type: none"> 1. The designated senior executives shall, at all times, pay attention to the supervision and control of derivatives trading risks. 2. Regularly evaluate whether the performance of derivatives trading conforms to the established business strategy and whether the undertaking risk is within the tolerance of the Company. <p>Senior executives authorized by the Board of Directors shall manage derivatives transactions in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. Periodically evaluate the adequacy of current risk management practices and ensure that these guidelines and 	<u>Article 20</u>	<p>The Board of Directors shall, in accordance with the following principles, supervise and manage the derivatives transactions of the Company:</p> <ol style="list-style-type: none"> 1. The designated senior executives shall, at all times, pay attention to the supervision and control of derivatives trading risks. 2. Regularly evaluate whether the performance of derivatives trading conforms to the established business strategy and whether the undertaking risk is within the tolerance of the Company. <p>Senior executives authorized by the Board of Directors shall manage derivatives</p>	The Amendment of Terms

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	<p>procedures are followed.</p> <p>2. Supervise the trading and profit and loss situation, and take necessary measures in case of any abnormality, and immediately report to the Board of Directors; the Board of Directors shall have independent directors present and express opinions.</p> <p>If the Company engages in derivative transaction and authorizes relevant personnel to deal with it in accordance with the provisions on dealing with derivative transaction, it shall report to the Board of Directors of the nearest future afterwards.</p>		<p>transactions in accordance with the following principles:</p> <ol style="list-style-type: none"> 1. Periodically evaluate the adequacy of current risk management practices and ensure that these guidelines and procedures are followed. 2. Supervise the trading and profit and loss situation, and take necessary measures in case of any abnormality, and immediately report to the Board of Directors; the Board of Directors shall have independent directors present and express opinions. <p>If the Company engages in derivative transaction and authorizes relevant personnel to deal with it in accordance with the provisions on dealing with derivative transaction, it shall report to the Board of Directors of the nearest future afterwards.</p>	
<u>Article 22</u>	<p>The Company shall establish a memorandum book for the type, amount, date of approval by the Board of Directors and the matters which shall be carefully evaluated in accordance with Subparagraph 4 of Article 20, Subparagraph 2 of Paragraph 1 and Subparagraph 1 of Paragraph 2 of the preceding article, and the details are set out in the memorandum book for future reference.</p> <p>The internal auditors of the Company shall regularly learn</p>	<u>Article 21</u>	<p>The Company shall establish a memorandum book for the type, amount, date of approval by the Board of Directors and the matters which shall be carefully evaluated in accordance with Subparagraph 4 of Article 19, Subparagraph 2 of Paragraph 1 of and Subparagraph 1 of Paragraph 2 of Article 20, and the details are set out in the memorandum book for future</p>	<ol style="list-style-type: none"> 1. The Amendment of Terms 2. The first paragraph shall be adjusted to conform to the legal operation.

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	about the licensure of internal control of derivative transactions, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the audit committee in writing of any major violation.		reference. The internal auditors of the Company shall regularly learn about the licensure of internal control of derivative transactions, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the audit committee in writing of any major violation.	
<u>Article 23</u>	The Company shall establish a memorandum book for the type, amount, date of approval by the Board of Directors and the matters which shall be carefully evaluated in accordance with Subparagraph 4 of Article 19, Subparagraph 2 of Paragraph 1 of and Subparagraph 1 of Paragraph 2 of Article 20, and the details are set out in the memorandum book for future reference. The internal auditors of the Company shall regularly learn about the licensure of internal control of derivative transactions, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the audit committee in writing of any major violation.	<u>Article 22</u>	The Company shall establish a memorandum book for the type, amount, date of approval by the Board of Directors and the matters which shall be carefully evaluated in accordance with Subparagraph 4 of Article 19, Subparagraph 2 of Paragraph 1 of and Subparagraph 1 of Paragraph 2 of Article 20, and the details are set out in the memorandum book for future reference. The internal auditors of the Company shall regularly learn about the licensure of internal control of derivative transactions, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the audit committee in writing of any major violation.	The Amendment of Terms
<u>Article 24</u>	In the event that the Company participates in the merger, spin off, or acquisition, it shall prepare an open document to	<u>Article 23</u>	In the event that the Company participates in the merger, spin off, or acquisition, it shall	The Amendment of Terms

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	<p>shareholders prior to the meeting of the shareholders' committee regarding the important provisions and related matters of the merger, spin off, or acquisition, and deliver it to shareholders together with the expert opinions in Paragraph 1 of the preceding article and the notice of meeting of the shareholders' committee, for the reference of whether to approve the merger, spin off, or acquisition. However, this provision shall not apply to matters which may be exempted from holding a shareholders' meeting to resolve on merger, spin off, or acquisition pursuant to other legislative requirement.</p> <p>For companies participating in the merger, spin off, or acquisition, if the shareholders' meeting of either party cannot be held due to insufficient attendance, insufficient voting rights or other legal restrictions, or the resolution is rejected by the shareholders' meeting, the Company participating in the merger, spin off, or acquisition shall immediately make public the reasons for the occurrence, subsequent processing, and the expected date of the shareholders' meeting.</p>		<p>prepare an open document to shareholders prior to the meeting of the shareholders' committee regarding the important provisions and related matters of the merger, spin off, or acquisition, and deliver it to shareholders together with the expert opinions in Paragraph 1 of the preceding article and the notice of meeting of the shareholders' committee, for the reference of whether to approve the merger, spin off, or acquisition. However, this provision shall not apply to matters which may be exempted from holding a shareholders' meeting to resolve on merger, spin off, or acquisition pursuant to other legislative requirement.</p> <p>For companies participating in the merger, spin off, or acquisition, if the shareholders' meeting of either party cannot be held due to insufficient attendance, insufficient voting rights or other legal restrictions, or the resolution is rejected by the shareholders' meeting, the Company participating in the merger, spin off, or acquisition shall immediately make public the reasons for the occurrence, subsequent processing, and the expected date of the shareholders' meeting.</p>	
<u>Article 25</u>	For the Company and company participating in the merger, spin off, or	<u>Article 24</u>	For the Company and company participating in the merger, spin off, or	1. The Amendment of Terms

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	<p>acquisition, the Board of Directors and shareholders meeting shall be held on the same day to decide on matters related to merger, spin off, or acquisition, unless otherwise provided for by laws or special factors that have been reported to Financial Supervisory Commission for approval in advance.</p> <p>The Board of Directors of the Company and the Company participating in the transfer of shares shall be convened on the same day unless otherwise stipulated by other laws or unless special factors that have been reported to Financial Supervisory Commission for approval in advance.</p> <p>If the Company participates in a merger, spin off, acquisition, or transfer of shares, the following information shall be kept in a complete written record for five years for inspection:</p> <ol style="list-style-type: none"> 1. Basic information of personnel: including the job title, name, ID card number (or passport number for a foreigner) of all persons involved in the merger, spin off, acquisition, or share transfer plan, or the execution person of the plan before the disclosure of the information. 2. Dates of important matters: including the dates of signing of letter of intent or memo, proxy of financial or legal counsel, deed and Board meeting. 3. Important documents and minute books: including plans for merger, spin off, acquisition, or transfer of shares, letters of intent or memo, important deeds and minute book of the 		<p>acquisition, the Board of Directors and shareholders meeting shall be held on the same day to decide on matters related to merger, spin off, or acquisition, unless otherwise provided for by laws or special factors that have been reported to Financial Supervisory Commission for approval in advance.</p> <p>The Board of Directors of the Company and the Company participating in the transfer of shares shall be convened on the same day unless otherwise stipulated by other laws or unless special factors that have been reported to Financial Supervisory Commission for approval in advance.</p> <p>If the Company participates in a merger, spin off, acquisition, or transfer of shares, the following information shall be kept in a complete written record for five years for inspection:</p> <ol style="list-style-type: none"> 1. Basic information of personnel: including the job title, name, ID card number (or passport number for a foreigner) of all persons involved in the merger, spin off, acquisition, or share transfer plan, or the execution person of the plan before the disclosure of the information. 2. Dates of important matters: including the dates of signing 	<p>2. Texts of Paragraph 5 shall be amended accordingly to conform to the legal procedures.</p>

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	<p>Board.</p> <p>If the Company participates in the merger, spin off, acquisition, or transfer of shares, it shall, within two days from the date of the adoption of the resolution of the Board of Directors, submit the information in Subparagraphs 1 and 2 of the preceding paragraph to the Financial Supervisory Commission for future reference in an Internet information system in a prescribed format.</p> <p>Where a company participating in a merger, spin off, acquisition, or transfer of shares has a company that is not a listed company or whose shares are traded at the business premises of a securities dealer, our Company shall enter into an agreement with the Company and act in accordance with the provisions of the preceding two paragraphs.</p>		<p>of letter of intent or memo, proxy of financial or legal counsel, deed and Board meeting.</p> <p>3. Important documents and minute books: including plans for merger, spin off, acquisition, or transfer of shares, letters of intent or memo, important deeds and minute book of the Board.</p> <p>If the Company participates in the merger, spin off, acquisition, or transfer of shares, it shall, within two days from the date of the adoption of the resolution of the Board of Directors, submit the information in Subparagraphs 1 and 2 of the preceding paragraph to the Financial Supervisory Commission for future reference in an Internet information system in a prescribed format.</p> <p>Where a company participating in a merger, spin off, acquisition, or transfer of shares has a company that is not a listed company or whose shares are traded at the business premises of a securities dealer, our Company shall enter into an agreement with the Company and act in accordance with the provisions of paragraphs 3 and 4.</p>	
<u>Article 26</u>	People who participate in or know the merger, spin off, acquisition, or transfer of shares shall issue a written letter of confidentiality	<u>Article 25</u>	People who participate in or know the merger, spin off, acquisition, or transfer of shares shall issue a written letter of	The Amendment of Terms

Article	Amended Articles	Original Article	Current Articles	Explanation
	commitment and shall not disclose the contents of the plans before public disclosure of the information, nor shall they use their own names or under the names of other people to trade and merge, demerge, acquire, or transfer of shares of all the Company's shares and other marketable securities with equity property.		confidentiality commitment and shall not disclose the contents of the plans before public disclosure of the information, nor shall they use their own names or under the names of other people to trade and merge, demerge, acquire, or transfer of shares of all the Company's shares and other marketable securities with equity property.	
<u>Article 27</u>	<p>The Company participating in a merger, spin off, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, spin off, acquisition, or transfer of shares:</p> <ol style="list-style-type: none"> 1. The handling of cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with stock option, preferred shares with stock option, stock warrants, or other equity based marketable securities. 2. The act of disposing of the Company's material assets, etc., which affects the Company's financial operations. 3. The occurrence of major disasters, major technological changes and other events affecting the Company's shareholders' equity and interests or securities prices. 4. Any party of the Company participating in the merger, spin off, 	<u>Article 26</u>	<p>The Company participating in a merger, spin off, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, spin off, acquisition, or transfer of shares:</p> <ol style="list-style-type: none"> 1. The handling of cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with stock option, preferred shares with stock option, stock warrants, or other equity based marketable securities. 2. The act of disposing of the Company's material assets, etc., which affects the Company's financial operations. 	The Amendment of Terms

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>acquisition, or transfer of shares shall purchase back the treasury stocks in accordance with the law.</p> <p>5. Increase or decrease in the number of subjects or families participating in merger, spin off, acquisition, or transfer of shares.</p> <p>6. Other conditions which may be changed in the contract and which have been disclosed to the public.</p>		<p>3. The occurrence of major disasters, major technological changes and other events affecting the Company's shareholders' equity and interests or securities prices.</p> <p>4. Any party of the Company participating in the merger, spin off, acquisition, or transfer of shares shall purchase back the treasury stocks in accordance with the law.</p> <p>5. Increase or decrease in the number of subjects or families participating in merger, spin off, acquisition, or transfer of shares.</p> <p>6. Other conditions which may be changed in the contract and which have been disclosed to the public.</p>	
<u>Article 28</u>	<p>Where the Company participates in the merger, spin off, acquisition, or transfer of shares, the deed shall set forth the rights and obligations of the Company participating in the merger, spin off, acquisition, or transfer of shares and shall set forth the following:</p> <p>1. Handling of breach of contract.</p> <p>2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or spin off.</p> <p>3. The participating company</p>	<u>Article 27</u>	<p>Where the Company participates in the merger, spin off, acquisition, or transfer of shares, the deed shall set forth the rights and obligations of the Company participating in the merger, spin off, acquisition, or transfer of shares and shall set forth the following:</p> <p>1. Handling of breach of contract.</p> <p>2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any</p>	The Amendment of Terms

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>may, after the base date for calculating the proportion of shares to be exchanged, buy back the number of treasury stocks and the principles for dealing with them in accordance with the law.</p> <p>4. The handling method for the increase or decrease of the number of main parts or homes.</p> <p>5. Preliminary progress schedule for plan execution, and anticipated completion date.</p> <p>6. The relevant procedures of the expected convening dates of shareholders' meeting based on laws when a plan is overdue and still undone.</p>		<p>company that is extinguished in a merger or spin off.</p> <p>3. The participating company may, after the base date for calculating the proportion of shares to be exchanged, buy back the number of treasury stocks and the principles for dealing with them in accordance with the law.</p> <p>4. The handling method for the increase or decrease of the number of main parts or homes.</p> <p>5. Preliminary progress schedule for plan execution, and anticipated completion date.</p> <p>6. The relevant procedures of the expected convening dates of shareholders' meeting based on laws when a plan is overdue and still undone.</p>	
<u>Article 29</u>	After public disclosure of the information, if any company participating in a merger, spin off, acquisition, or transfer of shares, this Company is a party intending to further carry out another merger, spin off, acquisition, or transfer of shares with another company, any procedure or legal action already completed for the original merger, spin off, acquisition, or transfer of shares shall be carried out anew, with exceptions for cases where the number of participating companies is decreased, and where the shareholders' meeting resolved	<u>Article 28</u>	After public disclosure of the information, if any company participating in a merger, spin off, acquisition, or transfer of shares, this Company is a party intending to further carry out another merger, spin off, acquisition, or transfer of shares with another company, any procedure or legal action already completed for the original merger, spin off, acquisition, or transfer of shares shall be carried out anew, with exceptions for cases where the number of	The Amendment of Terms

Article	Amended Articles	Original Article	Current Articles	Explanation
	to authorize the Board of Directors to alter the limits of authority, this Company shall be exempt from re-convening of shareholders' meeting to generate another resolution.		participating companies is decreased, and where the shareholders' meeting resolved to authorize the Board of Directors to alter the limits of authority, this Company shall be exempt from re-convening of shareholders' meeting to generate another resolution.	
<u>Article 30</u>	Where the Company is a non-publicly owned corporation participating in the merger, spin off, acquisition, or transfer of shares, the Company shall enter into an agreement with the Company and act in accordance with the provisions of Article 25, Article 26 and the preceding article.	<u>Article 29</u>	Where the Company is a non-publicly owned corporation participating in the merger, spin off, acquisition, or transfer of shares, the Company shall enter into an agreement with the Company and act in accordance with the provisions of Article 24, Article 25, Article 28, and the preceding article.	1. The Amendment of Terms 2. Adjust the quoted articles and make text amendments to conform to the legal procedures.
<u>Article 31</u>	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: 1. Acquisition or disposal of real estate or right-of-use assets from or to an affiliate, or acquisition or disposal of assets other than real estate or right-of-use assets from or to an affiliate where the transaction amount reaches 20% or more of paid-up capital, 10% or more of the Company's total assets, or NT\$300 million or more. However, this shall not apply to trading of	Article 30	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: 1. Acquisition or disposal of real estate from or to an affiliate, or acquisition or disposal of assets other than real estate from or to an affiliate where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the	1. The Amendment of Terms 2. To amend the government bond stipulated in Subparagraph 1 of Paragraph 1 and Item 1 of Subparagraph, mainly taking into account the clear and easy reference of the credit of Taiwan's central and local governments. As for foreign government, the bond and credit are not consistent, and they are not exempted from the scope of

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>domestic government bonds or bonds under redemption and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. To merge, spin off, acquire, or transfer shares.</p> <p>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>4. Where the type of asset acquired or disposed is equipment for business use or its right-of-use asset, the trade counterpart is not an affiliate, and the transaction amount meets any of the following:</p> <p>(1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>(2) For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>5. Where real estate is acquired under an arrangement on engaging others to build on the 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</p>		<p>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 resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. To merge, spin off, acquire, or transfer shares.</p> <p>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>4. Where the type of asset acquired or disposed is equipment for business use, the trade counterpart is not an affiliate, and the transaction amount meets any of the following criteria:</p> <p>(1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>(2) For a public company whose</p>	<p>this article, the provisions are hereby amended and specifically limited to domestic government bond.</p> <p>3. In accordance with the provisions of the International Financial Reporting Standards (IFRSs) NO. 16 lease communiqué, the main text of Subparagraphs 1, 4, and 5 of Paragraph 1, and Subparagraph 3 of Paragraph 2 are hereby amended, as to absorb the right-of-use asset in this article.</p> <p>4. Considering the specification of the announcement of the affiliate transaction has been specified in Subparagraph 1 of Paragraph 1, and Subparagraph 6 of the same paragraph is the specification of the transactions of non-affiliates, for the compliance of the</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>separate sale, and the transaction counterparty is not a related party, the amount the Company expects to invest in the transaction reaches more than NT\$500 million.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-up capital or NT\$300 million. This however shall not apply under the following circumstances:</p> <p>(1) Trading in domestic government bonds.</p> <p>(2) Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription by investment professionals of ordinary corporate bonds or of general bank debentures (excluding subordinated bonds) without equity characteristics that are offered and issued in the domestic primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>(3) Trading of bonds under repurchase/ resale</p>		<p>paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>5. Where land is acquired under an arrangement on engaging others to build on the 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 reaches NT\$500 million.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-up capital or more than NT\$300 million. This however shall not apply under the following circumstances:</p> <p>(1) Trading in government bonds.</p> <p>(2) Securities trading</p>	<p>Company, hereby amend Subparagraph 6 of Paragraph 1, for the purpose of clarity.</p> <p>5. Amend Item 2, Subparagraph 7, Paragraph 1. (1) Considering that the trading of securities by an investment specialist on a stock exchange or the business premises of a securities firm in or outside Taiwan is a regular business activity, which is likely to result in frequent public announcements, the publication of such announcements shall be exempted on the basis of the material considerations of information disclosure. For the purpose of unifying the normative terms of these standards, such principles as the subject matter or institutions mentioned in these standards shall be uniformly included at home and abroad, and then the terms at home and</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. 3. The cumulative transaction amount of real estate or its right-of-use assets acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>The so-called "within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>A public company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic publicly owned corporation and enter the information in the</p>		<p>by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription by investment professionals of ordinary corporate bonds or of general bank debentures without equity characteristics that are offered and issued in the domestic primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>(3) Trading of bonds under repurchase/ resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual 	<p>abroad shall be deleted.</p> <p>(2) Considering that the purchase of ordinary corporate bonds in foreign primary markets by an investment specialist is a regular act and its commodity nature is simple; domestic securities investment trust enterprises and futures trust enterprises are regulated by the FSC, and the subscription or purchase or repurchase of the funds raised by them (excluding overseas funds) are also the regular behaviors of investment professionals. Therefore, it is necessary to amend and relax the exemption announcement on the issuance of securities before the trading of investment professionals. Also, Considering the high risk of subordinated bonds, it is also specified that the ordinary</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When a public 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 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.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company headquarters, where they shall be retained for 5 years except where another act provides otherwise.</p>		<p>transaction.</p> <p>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.</p> <p>3. The cumulative transaction amount of real estate acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>The so-called "within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>A public company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any</p>	<p>corporate bonds and ordinary financial bonds without equity are excluded.</p> <p>6. Subparagraph 3 of Paragraph 1 shall be amended accordingly to conform to the legal procedures.</p> <p>7. Texts of Paragraph 4 and Paragraph 6 shall be amended accordingly</p>

Article	Amended Articles	Original Article	Current Articles	Explanation
			<p>subsidiaries that are not domestic publicly owned corporation and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When a public 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 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.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company headquarters, where they shall be retained for 5 years except where another act provides otherwise.</p>	
<u>Article 32</u>	<p>Under any of the following circumstances occurs after the Company announces the transactions declared in accordance with the preceding article, shall publicly announce and report the relevant information on the FSC's designated website within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1. The relevant contracts signed in the original transaction are subject to</p>	<u>Article 31</u>	<p>Under any of the following circumstances occurs after the Company announces the transactions declared in accordance with the preceding article, shall publicly announce and report the relevant information on the FSC's designated website within 2 days counting inclusively from the date of occurrence of the event:</p>	The Amendment of Terms.

Article	Amended Articles	Original Article	Current Articles	Explanation
	<p>change, termination, or rescission.</p> <p>2. The merger, spin off, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3. There are changes to the declaration contents of the original announcement.</p>		<p>1. The relevant contracts signed in the original transaction are subject to change, termination, or rescission.</p> <p>2. The merger, spin off, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3. There are changes to the declaration contents of the original announcement.</p>	
<u>Article 33</u>	Where a subsidiary of the Company is not a domestic publicly owned corporation, and where the acquisition or disposal of assets is subject to the provisions of Chapter 3 of this law, the Company shall make a public announcement. The preceding paragraph applies to the declaration standards set forth in Paragraph 1 of Article 30, which stipulate that 20% of the paid-up capital or 10% of the total assets shall be subject to the paid-up capital or the total assets of the Company.	<u>Article 32</u>	Where a subsidiary of the Company is not a domestic publicly owned corporation, and where the acquisition or disposal of assets is subject to the provisions of Chapter 3 of this law, the Company shall make a public announcement. The preceding paragraph applies to the declaration standards set forth in Paragraph 1 of Article 30, which stipulate that 20% of the paid-up capital or 10% of the total assets shall be subject to the paid-up capital or the total assets of the Company.	The Amendment of Terms.
<u>Article 34</u>	The provisions of this procedure regarding 10% of total assets shall be calculated based on the amount of total assets in the most recent individual or individual financial report stipulated in the standards for the preparation of financial reports of securities issuers.	<u>Article 32-1</u>	The provisions of this procedure regarding 10% of total assets shall be calculated based on the amount of total assets in the most recent individual or individual financial report stipulated in the standards for the preparation of financial reports of securities issuers.	The Amendment of Terms.
<u>Article 35</u>	If the relevant personnel of the Company violate the handling	<u>Article 33</u>	If the relevant personnel of the Company violate	The Amendment of

Article	Amended Articles	Original Article	Current Articles	Explanation
	rules or this procedure, they shall act according to the working rules and internal regulations of the Company.		the handling rules or this procedure, they shall act according to the working rules and internal regulations of the Company.	Terms.
<u>Article 36</u>	This procedure shall be implemented after being approved by the Board of Directors and submitted to the Board of shareholders for approval.	<u>Article 34</u>	This procedure shall be implemented after being approved by the Board of Directors and submitted to the Board of shareholders for approval.	The Amendment of Terms.

5. The Comparison Table of the Amendment of the Company's Procedures for Engaging in Derivatives Trading

Attachment V

Taiming Assurance Broker Co., Ltd. Procedures for Engaging in Derivatives Trading Comparison Table of the Amendment Draft

Article	Amended Articles	Current Articles	Explanation
Article 2	<p>1. Transaction Type</p> <p>(1) The term "derivative" used by the Company refers to the contract (such as forward contract, option, futures, interest rate or exchange rate, exchange, and the compound contract of the above commodity combination, etc.) in which the value of the derivative is derived from such commodities as assets, interest rate, exchange rate, index or other interests.</p> <p>(2) Matters relating to margin trade shall be handled in accordance with the relevant provisions of this procedure. The provisions of this procedure may not apply to bond transactions subject to redemption conditions.</p> <p>2. Operation (Hedging) Strategies</p> <p>Derivatives trading shall be conducted for the purpose of hedging, and commodities trading shall be selected to avoid risks arising from the business operation of the Company. The currency held must conform to the foreign currency demand of the actual import and export transactions of the Company, and the Company's overall internal position (foreign currency income and expenditure) should be squared off by itself, so as to reduce the Company's overall foreign exchange risk and save foreign exchange operating costs. Transactions for other specific purposes shall be carefully evaluated and</p>	<p>1. Transaction Type</p> <p>(1) The term "derivative" used by the Company refers to the contract (such as forward contract, option, futures, interest rate or exchange rate, exchange, and the compound contract of the above commodity combination, etc.) in which the value of the derivative is derived from such commodities as assets, interest rate, exchange rate, index or other interests.</p> <p>(2) Matters relating to margin trade shall be handled in accordance with the relevant provisions of this procedure. The provisions of this procedure may not apply to bond transactions subject to redemption conditions.</p> <p>2. Operation (Hedging) Strategies</p> <p>Derivatives trading shall be conducted for the purpose of hedging, and commodities trading shall be selected to avoid risks arising from the business operation of the Company. The currency held must conform to the foreign currency demand of the actual import and export transactions of the Company, and the Company's overall internal position (foreign currency income and expenditure) should be squared off by itself, so as to reduce the Company's overall foreign exchange risk and save foreign exchange operating costs. Transactions for other specific purposes shall be carefully evaluated and</p>	<p>1. In accordance with the revised power of decision of the Company on August 14, 2018, text amendment shall be made accordingly.</p> <p>2. The Company has set up an audit committee to replace the supervisor and amend the text of this article.</p>

Article	Amended Articles	Current Articles	Explanation
	<p>submitted to the Board of Directors for approval before proceeding.</p> <p>3. Division of Rights and Responsibilities</p> <p>(1) The Financial Department</p> <ol style="list-style-type: none"> 1. Responsible for the strategy formulation of the whole company's financial asset trading. 2. Trading personnel shall regularly calculate positions, collect market information, make trend judgment and risk assessment, formulate operational strategies, prepare internal documents and obtain approval from the director of the power of decision for trading purposes. 3. Execute transactions according to delegation of authority and established policies. 4. When there are major changes in the financial market and the trading personnel judge that the established strategies are no longer applicable, they shall put forward an evaluation statement at any time, sign an internal document, reformulate the strategies, and take them as the basis for trading upon the approval of the General Manager. <p>(2) The Accounting Department</p> <ol style="list-style-type: none"> 1. Provide information on risk exposure positions. 2. Accounting and preparation of financial statements based on International Financial Reporting Standards. 3. Declare and announce according to the regulations of FSC. <p>(3) Derivative Approval Authority</p> <ol style="list-style-type: none"> 1. Authority to approve hedging transactions 	<p>submitted to the Board of Directors for approval before proceeding.</p> <p>3. Division of Rights and Responsibilities</p> <p>(1) The Financial Department</p> <ol style="list-style-type: none"> 1. Responsible for the strategy formulation of the whole company's financial asset trading. 2. Trading personnel shall regularly calculate positions, collect market information, make trend judgment and risk assessment, formulate operational strategies, prepare internal documents and obtain approval from the director of the power of decision for trading purposes. 3. Execute transactions according to delegation of authority and established policies. 4. When there are major changes in the financial market and the trading personnel judge that the established strategies are no longer applicable, they shall put forward an evaluation statement at any time, sign an internal document, reformulate the strategies, and take them as the basis for trading upon the approval of the General Manager. <p>(2) The Accounting Department</p> <ol style="list-style-type: none"> 1. Provide information on risk exposure positions. 2. Accounting and preparation of financial statements based on International Financial Reporting Standards. 3. Declare and announce according to the regulations of FSC. <p>(3) Derivative Approval Authority</p> <ol style="list-style-type: none"> 1. Authority to approve hedging transactions 	

Article	Amended Articles		Current Articles			Explanation
	Approver	Single Approval Authority	Approver	<u>Daily Approval Authority</u>	<u>Net Cumulative Position Trading Authority</u>	
	Chairman of the Board	<u>NT\$50,000,000 or below</u>				
	<u>Board of Directors</u>	<u>NTD\$50,000,000 (inclusive) or above</u>	<u>Financial Officer</u>	<u>US\$500.00 or below</u>	<u>US\$1,500,000 (inclusive) or below</u>	
	<p>2. Other special-purpose transactions shall not be carried out until they are submitted to the Board of Directors for approval.</p> <p>3. Where the Company engages in derivative transactions in accordance with the prescribed procedures or other legislative requirements that shall be approved by the Board of Directors, the Company shall submit the directors' objection information to the audit committee if there is any objection from the directors and there is a record or written statement. In addition, the Company has set up independent directors. When submitting the acquisition or disposal of assets to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be stated in the minute book of the Board of Directors.</p> <p>(4) The Audit Department Responsible for understanding the licensure of internal control of derivative transactions and checking the compliance of trading departments with operational procedures, analyzing trading cycles, preparing audit reports and reporting to the Board of Directors in case of major</p>		<u>General Manager</u>	<u>US\$500.00 or below</u> <u>US\$2,000.00 (inclusive)</u>	<u>US\$1,500,000 or below</u> <u>US\$5,000.00 (inclusive) or below</u>	
			Chairman of the Board	<u>US\$2,000.00 or above</u>	<u>US\$5,000,000 or below</u> <u>US\$10,000.00 (inclusive) or below</u>	
						<p>2. Other special-purpose transactions shall not be carried out until they are submitted to the Board of Directors for approval.</p> <p>3. Where the Company engages in derivative transactions in accordance with the prescribed procedures or other legislative requirements that shall be approved by the Board of Directors, the Company shall submit the directors' objection information to the supervisors if there is any objection from the directors and there is a record or written statement. In addition, in case that the Company has set up independent directors. When submitting the acquisition or disposal of assets to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be stated in the minute book of the Board of Directors.</p>

Article	Amended Articles	Current Articles	Explanation
	<p>deficiencies.</p> <p>(5) Performance Evaluation</p> <p>1. Hedging Transactions</p> <p>(1) The performance evaluation is based on the gain or loss between the exchange rate cost on the Company's books and the transaction of derivatives.</p> <p>(2) The financial department shall provide the foreign exchange position evaluation and the foreign exchange market trend and the market analysis to the General Manager as the management reference and instruction.</p> <p>2. Special-Purpose Transactions</p> <p>The performance evaluation is based on the actual gain or loss, and the accountants shall regularly prepare the position statements for the reference of the management.</p> <p>(6) Total Contract Amount and Establishment of Upper Limit of Loss</p> <p>1. Total Contract Amount</p> <p>(1) Transaction Limit for Hedging Transactions</p> <p>The financial department shall master the overall position of the Company to avoid transaction risks. The amount of hedging transactions shall not exceed two thirds of the overall net position of the Company. If the amount exceeds two thirds, it shall be reported to the General Manager for approval.</p> <p>(2) Specific-Purpose Transactions</p> <p>Based on the prediction of market changes, the financial department</p>	<p>(4) The Audit Department Responsible for understanding the licensure of internal control of derivative transactions and checking the compliance of trading departments with operational procedures, analyzing trading cycles, preparing audit reports and reporting to the Board of Directors in case of major deficiencies.</p> <p>(5) Performance Evaluation</p> <p>1. Hedging Transactions</p> <p>(1) The performance evaluation is based on the gain or loss between the exchange rate cost on the Company's books and the transaction of derivatives.</p> <p>(2) The financial department shall provide the foreign exchange position evaluation and the foreign exchange market trend and the market analysis to the General Manager as the management reference and instruction.</p> <p>2. Special-Purpose Transactions</p> <p>The performance evaluation is based on the actual gain or loss, and the accountants shall regularly prepare the position statements for the reference of the management.</p> <p>(6) Total Contract Amount and Establishment of Upper Limit of Loss</p> <p>1. Total Contract Amount</p> <p>(1) Transaction Limit for Hedging Transactions</p> <p>The financial department shall master the overall position of the Company to avoid transaction risks. The amount of hedging transactions shall not exceed two thirds of the overall net</p>	

Article	Amended Articles	Current Articles	Explanation
	<p>may formulate strategies as required and submit them to the Board of Directors for approval before proceeding. The total contract amount of the Company's net accumulated position for the Company's specific transaction shall be limited to US\$ 5 million.</p> <p>2. Establishment of Upper Limit of Loss</p> <p>(1) Hedging transactions are not subject to an additional loss limit because the loss or gain of the hedging position is offset against each other.</p> <p>(2) For a specific purpose, a stop loss point shall be established after the position is established to prevent excess loss. The stop loss shall be limited to 10% of the contract value of the trade. If the loss exceeds 10% of the contract value, the stop loss shall be reported to the General Manager immediately and shall be reported to the Board of Directors for taking necessary measures.</p> <p>(3) The maximum amount of loss for an individual contract shall not exceed 5% of the transaction contract amount.</p> <p>(4) The maximum annual loss of the trading operation for the specific purpose of the Company is US\$ 300,000.</p>	<p>position of the Company. If the amount exceeds two thirds, it shall be reported to the General Manager for approval.</p> <p>(2) Specific-Purpose Transactions</p> <p>Based on the prediction of market changes, the financial department may formulate strategies as required and submit them to the Board of Directors for approval before proceeding. The total contract amount of the Company's net accumulated position for the Company's specific transaction shall be limited to US\$ 5 million.</p> <p>2. Establishment of Upper Limit of Loss</p> <p>(1) Hedging transactions are not subject to an additional loss limit because the loss or gain of the hedging position is offset against each other.</p> <p>(2) For a specific purpose, a stop loss point shall be established after the position is established to prevent excess loss. The stop loss shall be limited to 10% of the contract value of the trade. If the loss exceeds 10% of the contract value, the stop loss shall be reported to the General Manager immediately and shall be reported to the Board of Directors for taking necessary measures.</p> <p>(3) The maximum amount of loss for an individual contract shall not exceed 5% of the transaction contract amount.</p> <p>(4) The maximum annual loss of the trading operation for the specific</p>	

Article	Amended Articles	Current Articles	Explanation
		purpose of the Company is US\$ 300,000.	
Article 5	The internal auditors shall regularly learn about the licensure of internal control of derivative transactions and analyze the trading cycle, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the audit committee in writing of any major violation.	The internal auditors shall regularly learn about the licensure of internal control of derivative transactions and analyze the trading cycle, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the supervisors in writing of any major violation.	The Company has set up an audit committee to replace the supervisor and amend the text of this article.
Article 10	The Company engaged in derivative transactions shall notify the audit committee in writing of any material violation discovered by its internal auditors. Where the relevant personnel of the transaction violates the handling procedures and has specific causes and serious circumstances, he/she shall be punished according to the working rules of the Company according to the seriousness of the circumstances.	The Company engaged in derivative transactions shall notify the supervisors in writing of any material violation discovered by its internal auditors. Where the relevant personnel of the transaction violates the handling procedures and has specific causes and serious circumstances, he/she shall be punished according to the working rules of the Company according to the seriousness of the circumstances.	The Company has set up an audit committee to replace the supervisor and amend the text of this article.
Article 11	After the "Procedures for Engaging in Derivatives Trading" of the Company is adopted by the Board of Directors, it shall be submitted to the audit committee and submitted to the Board of shareholders for approval, and the revised procedures shall be the same. The Company shall also send the directors' objection information to the audit committee if there is any objection from the directors and it is recorded or stated in writing. In addition, the Company has set up independent directors. When submitting the "Procedures for Engaging in Derivatives Trading" to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be stated in the minute book of the Board of Directors.	After the "Procedures for Engaging in Derivatives Trading" of the Company is adopted by the Board of Directors, it shall be submitted to the supervisors and submitted to the Board of shareholders for approval, and the revised procedures shall be the same. The Company shall also send the directors' objection information to the supervisors if there is any objection from the directors and it is recorded or stated in writing. In addition, in case that the Company has set up independent directors. When submitting the "Procedures for Engaging in Derivatives Trading" to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be stated in the minute book of the Board of Directors.	The Company has set up an audit committee to replace the supervisor and amend the text of this article.

Appendix

1. The Company's "Rules of Shareholders' Meetings"

Appendix 1

Taiming Assurance Broker Co., Ltd. Rules of Shareholders' Meetings

Article 1

To establish a sound governance system, the Company, in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies, formulated the rule and established an effective corporate governance structure, and disclosed it at the public information observation station.

Article 2

Unless otherwise provides in relevant laws and regulations, these Rules and Procedures of Shareholders' Meeting shall prevail.

Article 3

Unless otherwise provided by regulations, shareholders' meeting is convened by the Board of Directors.

This Company shall prepare the notice for shareholders' meeting 30 days prior to an annual general meeting of shareholders or 15 days prior to an ad hoc shareholders' meeting, along with the form for appointment of representation, matters to be recognized, matters to be discussed and information regarding appointment or dismissal of directors in the form of electronic files and upload them to the Market Observation Post System. This Company shall prepare the shareholders' meeting agenda 21 days prior to an annual general meeting of shareholders or 15 days prior to an provisional shareholders' meeting in the form of electronic files and upload them to the Market Observation Post System. This Company shall prepare the shareholders' meeting agenda 15 days prior to the day of the shareholders' meeting and made available to all shareholders, as well as displaying the agenda at the stock agent commissioned by the Company and at the site of the shareholders' meeting.

The purpose for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be delivered in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or spin off of the Company, or any matter under Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice and shall not be raised as special motions.

Shareholders holding 1 percent or more of the total number of outstanding shares of the Company may submit a proposal to the Company for discussion at a general shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. When any of the circumstances provided in the subparagraphs of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce the commencement of accepting shareholder proposals, and the location and time period for their submission; the period for submission shall not be less than 10 days. Proposals submitted by shareholders are limited to 300 Chinese characters, and no proposal containing more than 300 Chinese characters will be included in the meeting agenda. Shareholders raising proposals shall be present in person or by proxy at the general shareholders' meeting and take part in discussions of the proposal. The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform the shareholders who have raised proposals the result of the evaluation and list the proposals conforming to the requirements set out in this Article in the shareholders' meeting notice. At the shareholders' meeting, the Board of Directors shall explain the reasons for excluding any of the shareholders' proposals from the agenda.

Article 4

Shareholders may appoint a proxy to attend the meeting by expressing the intent in the form for appointment of representation provided by the Company, stating the scope of authorization and the identity of the proxy.

Each shareholder may only present one letter of appointment of representation and appoint one proxy only. The letter of appointment of representation shall be delivered to the Company no later than 5 days prior to the date of the shareholders' meeting. In case two or more appointment letters are received from one shareholder, the letter arriving first shall prevail, unless a declaration is made to revoke the previous appointment letter.

Shareholders who intend to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by electronic transmission after a letter of appointment of representation has been delivered to the Company, a notice expressing the intent to withdraw the proxy appointment shall be filed with the Company in writing no later than Two Days prior to the date of the shareholders' meeting stated in the shareholders' meeting notice; otherwise, the voting power exercised by the appointed proxy at the meeting shall prevail.

Article 5

The venue where a shareholders' meeting is to be held shall be in the premises of the Company or a location accessible for the shareholders with appropriate means to ensure the success of the event. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in the decision-making process for the location and time of a shareholders' meeting.

Article 6

The Company shall specify in its shareholders' meeting notice the time and location for the reception of the attendees of the shareholders' meeting, and other matters that call for special attention.

The reception time described in the preceding paragraph shall be at least 30 minutes before the meeting commences. The reception counter shall be precisely indicated and staffed with sufficient and competent personnel to assist the shareholders to sign in.

Shareholders and their proxies (collectively referred to as "shareholders") shall attend shareholders' meetings with their meeting pass, sign-in cards, or other certificates that validate the attendance. The Company may not arbitrarily add requirements demanding for other documents beyond those showing eligibility presented by shareholders. Solicitors for proxy forms shall also bring document(s) in proof of identity for verification.

The Company shall prepare a shareholder sign-in book for signing or request the shareholders to hand in a sign-in card in lieu of signing on the attendance book. The Company shall provide each shareholder attending the meeting with a meeting agenda handbook, annual report, meeting pass, speaker's slips, voting slip, and other meeting materials. Where an election of directors is scheduled, ballots shall also be provided. When a government agency or a legal person is attending the meeting as a shareholder, it may be represented by more than one representatives. When a legal person is appointed to attend as a proxy, it may designate only one person for representation in the meeting.

Article 7

When a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the Board. In case the chairperson of the Board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson. If the Board has not appointed a vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as the chair, or, if managing directors have not been appointed, one of the directors shall be appointed to act as the chair. Where the chairperson does not make such appointment, the managing directors or the directors shall elect one person from among themselves to serve as chair.

When electing the chair from managing directors or directors, those who have held the positions for six months or longer and understand the financial and business operations of the Company shall be considered with priority. The same shall apply when a representative of a legal person is elected to preside over the meeting as chairperson.

The shareholders' meeting convened by the Board of Directors shall be presided over by the Chairperson in personal and more than half of the Board of Directors and at least one member of each of functional committees shall attend in person. The attendance record shall be documented in the shareholders' meeting minutes.

If a shareholders' meeting is convened by a rightful person outside the Board of Directors, the person convening the meeting shall chair the meeting. When there are two or more conveners, a chairperson shall be elected between them.

The Company may appoint its attorneys, certified public accountants, or related persons to attend a shareholders meeting in a non-voting capacity.

Article 8

The Company shall record the full process of the meeting, from the beginning of reception, discussions to voting/vote counting, in an uninterrupted audio and video file.

The afore mentioned audio and video file shall be kept for at least one year. If, however, a shareholder files a lawsuit drawing legal grounds from Article 189 of the Company Act, the records shall be retained until the end of the litigation.

Article 9

Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in book and sign-in cards, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the scheduled meeting time. However, when the attending shareholders do not represent the majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of the issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of the issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10

If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions in the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a rightful party outside the Board of Directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda stated in the preceding two paragraphs (including special motions), except by a resolution of the shareholders meeting. If the chairperson declares the meeting adjourned in violation of the rules and procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairperson in accordance with the statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chairperson shall allow ample opportunities for explanation and discussion of the proposals and of amendments or the special motions put forward by the shareholders during the meeting. When the chairperson deems that a proposal has been discussed sufficiently to put to a vote, the chairperson may announce the discussion closed and call for a vote.

Article 11

Before speaking at the shareholders' meeting, the shareholder requesting to speak must specify the subject, his/her shareholder account number (or attendance card number) and account name on the speaker's slip. The order shall be set by the chairperson.

A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content deviates from the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda, the chairperson may end the speech.

When a shareholder is speaking, other shareholders may not speak or interrupt, unless they have sought and obtained consent from the chairperson and the speaking shareholder. The chairperson shall stop any interruptions.

When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives may speak on the same proposal.

After a shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

Article 12

Voting at a shareholders' meeting shall be calculated based the number of shares.

When making a resolution in a shareholders' meeting, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

Shareholders who are in conflict of interest shall abstain from voting on the associated proposals and shall not exercise voting rights as proxy for any other shareholders.

The number of shares without voting rights, as described in the preceding paragraph, shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder service agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or deemed non-voting shares under paragraph 2, article 179 of the Company Act.

When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic transmission. When voting rights are exercised by correspondence or electronic transmission, the method used to exercise the rights shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the special motions and revisions to the original proposals of that meeting; it is therefore advisable that the Company shall avoid submission of special motions and revision to the original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, but later decides to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights stated in the preceding paragraph shall be made known to the Company by the same means through which the voting rights were exercised no later than 2 business days before the date of the shareholders' meeting. If the notice to retract is submitted after that time, the voting rights exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means and simultaneously by proxy, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided in the Company Act and in the Company's Corporate Charter, approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, the chairperson or personnel designated by the chairperson shall announce the total votes represented by the attending shareholders before each round of voting. The results, agreed, disagreed or abstained, on each motion shall be uploaded to the Market Observation Post System on the same day of the shareholders' meeting.

When there is a revised or alternative version to a proposal, the Chairperson shall present the different versions of the same proposal together and decide on the order in which they will be put to a vote. When any of the versions is passed, other versions of the proposal deemed rejected, and no further voting shall be required.

The chairperson shall appoint personnel for monitoring and counting of votes, but the person appointed to monitor the voting process shall be a shareholder.

Vote counting for motions or election shall be conducted at an open space in the venue of the shareholder meeting and the results, including statistical weights, shall be announced immediately after counting and recorded.

Article 14

Election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules of the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes each of them received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit drawing legal grounds from Article 189 of the Company Act, the records shall be retained until the end of the litigation.

Article 15

Resolutions made in a shareholders' meeting shall be made into meeting minutes. The meeting minutes shall be signed or stamped by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the meeting. Electronic means may be adopted for printing and distribution of the meeting minutes.

Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16

The Company shall compile a list in the prescribed format to provide information on the number of shares represented by solicitors and proxies, and make an expressive disclosure inside the venue of the shareholders meeting.

When a resolution made in the shareholders' meeting involves material information that requires disclosure under applicable laws or regulations or directives of Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administration of a shareholders' meeting shall wear badges or arm bands for identification.

The chairperson may instruct proctors or security personnel to help maintain order at the meeting place. Proctors or security personnel engaged to maintain order at the meeting place shall wear badges or armbands bearing the word "Proctor" for identification.

When a shareholder attempts to speak through any device other than the equipment set up by the Company during a shareholders' meeting, the chairperson may act to stop the shareholder from so doing.

When a shareholder violates the rules and procedure and obstructs the proceedings, while defying the chairperson's call to maintain order, the chairperson may instruct the proctors or security personnel to escort the shareholder out from the venue.

Article 18

When a meeting is in progress, the chairperson may announce a break if necessary. In case a event of force majeure occurs, the chairperson may rule to suspend the meeting and announce a time to resumed when possible.

If the meeting venue is no longer available for continuous use before all matters (including special motions) on the meeting agenda have been addressed, the shareholders' meeting may raise a motion for a resolution to seek another venue to continue the meeting.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules and Procedures, along with any amendments hereto, shall be implemented after approval by the shareholders' meetings.

2. The Corporate Charter

Appendix 2

Taiming Assurance Broker Co., Ltd. Corporate Charter

Chapter 1 General

- Article 1: The Company is organized according to the Company Act under the name of Taiming Assurance Broker Co., Ltd.
- Article 2: The Company may engage in the following business activities:
H602011 Life Insurance Brokerage
H602021 Property Insurance Brokerage
- Article 3: The Company set up its headquarters in Taipei City. When necessary, it may set up branch offices domestically or abroad with a resolution by the Board of Directors.
- Article 4: The Company makes public announcements in accordance with Article 28 of the Company Act.
- Article 4-1: The Company's external investment may exceed the paid-up capital by more than 40 percent and the Board of Directors, and shall be authorized by the Board of Directors.
- Article 4-2: The Company may, for the needs of its business or the invested enterprise, handle the issue of endorsement guarantee in accordance with the provisions of the Company's endorsement guarantee operation procedure.

Chapter 2 Shares

- Article 5: the total capital of the Company is NT\$300,000,000, divided into 30 million shares, each of which shall be NT\$10, and authorized to be issued by the Board of Directors in several issues.
- Article 6: Shares of the Company are name-bearing certificates, signed and stamped by more than three Directors, and issued in compliance with relevant laws and regulations after approval.

Shares of the Company are issued without physical certificates, but shall be recorded at the Centralized Securities Depository.
- Article 7: The book closure date implemented to facilitate each general and provisional shareholders' meeting shall be determined in accordance with the provisions in Article 165 of the Company Act and five days before the base day set for share transfer and settlement of dividend and other interests.

Chapter 3 Shareholders' Meeting

Article 8: Shareholders' meeting can be classified into general or provisional meeting. The general meeting is held at least once per year, commenced within six months from the end of a fiscal year, and the provisional meeting is held whenever necessary in accordance with the relevant laws and regulations. The shareholders' meeting notice can be delivered in electronic form when consented by the receiver. For shareholders holding less than one thousand registered shares, the notice stated in the preceding paragraph can be delivered in the form of a public announcement.

Article 8-1: When the Company intends to revoke a public offering, the matter shall be raised at the shareholders' meeting and determined by a resolution.

Article 9: Shareholder may appoint a proxy to attend the shareholders' meeting on behalf by providing a signed and stamped letter of appointment of representation in the format provided by the Company, stating the scope of authorization.

The use of the letter of appointment of representation shall be in compliance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" enforced by the competent authority, unless other stipulated in the Company Act.

Article 10: Unless otherwise prescribed in laws and regulations, holder of each share shall have one vote.

Article 11: Unless otherwise stipulated for in the Company Act, resolutions at a shareholders' meeting shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

The voting rights of the Company's shareholders may be exercised in writing or by way of electronic transmission at a shareholders' meeting.

Article 12: where the shareholder of the Company is only a legal person shareholder, the Board of Directors shall exercise the functions and powers of the Board of shareholders of the Company, and the provisions of the articles of association concerning the Board of shareholders shall not apply.

Chapter 4 Directors and Audit Committee

Article 13: The Company shall have 6 to 9 directors and the authorization for the number of directors will be given to the Board of Directors. The Board of Directors shall have at least three independent directors and not less than 1/5 of the total number of directors. The term of office of directors is three years. The directors shall be elected by the shareholders' meeting from among the persons with disposing capacity, regardless of their shares. At the expiration of the term of office of a director and under the circumstance that the election cannot be held in time, the director's term is lengthened until the newly elected director takes office.

As specified in Article 192-1 of the Company Act, the candidate nomination system shall be followed for election of directors in the Company. The shareholders shall elect directors from the list of director candidates. Relevant laws and regulations shall be followed to select candidates with professional qualifications as independent directors, shareholding, restrictions on part-time job, affirmation of independence, nomination and election mode or other matters.

The Company may buy liability insurance for its directors, within the scope of business during their term of office.

Article 13-1: The audit committee of the Company shall be composed of all independent directors, with no less than three members, one of whom shall be the convener, and at least one of whom shall have financial or accounting expertise.

Article 14: Article 14: where the Board of Directors is organized by the directors, the attendance of more than two-thirds of the directors and the consent of more than half of the directors shall be mutually referred to one chairman of the Board and one vice chairman of the Board. The chairman of the Board represents the Company externally.

Article 14-1: Convening of the Board of Directors' meeting shall state the cause and notify the directors Seven Days in advance. However, in times of emergency, a meeting may be called at any time. The notice mentioned in the preceding paragraph may be effected in writing or by means of electronic transmission.

Article 15: in case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, his representative shall be selected according to Article 208 of the Company Act. Unless otherwise provided, a Board of Directors meeting requires presence of over half of the directors and agreed upon by over half of the directors present. Directors may appoint proxies with a letter of appointment of representation, stating the scope of authorization. However, one proxy can only be appointed by one director.

If the meeting of the Board of Directors is conducted by video conference, the directors taking part in the video conference are deemed to have attended the meeting in person.

Article 16: Compensations for the directors shall be determined by the Board of Directors according the involvement and contribution of each director, with reference to the industry standards.

Chapter 5 Managers

Article 17: The Company may engage managers and their appointment, dismissal and compensations shall be conducted in accordance with Article 29.

Chapter 6 Accounting

Article 18: Article 18: at the end of each accounting period, the Board of Directors shall prepare (i) business report (ii) financial statements (iii) motions for the allocation of surplus or deficiency and other forms, submit them to the audit committee for examination and verification in accordance with the law, and submit them to the shareholders' regular meeting for recognition.

Article 18-1: If the Company has profits in a fiscal year, it shall set aside 1% to 5% of the profits as employee compensation and not more than 5% of the profits as director compensation. However, if the Company has accumulated losses, the profits shall be first reserved for offsetting the losses.

The employee compensation stated in the preceding paragraph may be paid in the forms of stock or cash, and the directors' compensations in cash only.

The payouts of employee bonus and director compensations shall be determined by the Board of Directors meeting attended by more than two-third of all Board members present and agreed upon by no less than one-half of the members present and reported at the shareholder's meeting.

Article 19: If there is surplus in the Company's final account, priorities should be made to pay taxes and make up for the accumulated losses, and followed by 10 percent of legal surplus reserve. However, the legal surplus reserve has reached the Company's total paid-in capital and continuous contribution is not required. When needed, the legal surplus reserve may be transferred or reversed into the special surplus reserve in accordance with the relevant laws and regulations. If there is still a surplus, the Board of Directors shall propose to the shareholders' meeting for distribution of this surplus.

In the changing business environment, the Company is still in the growth stage. For future expansion, shareholder bonuses are paid in complementary forms of cash and stock, under the principle of no less than 50 percent of cash dividend, while adjustments may be made when necessary through a resolution at the shareholders' meeting.

Chapter 7 Supplementary Provisions

Article 20: For matters not specified in this Corporate Charter, compliance with the Company Act shall be met.

Article 21: This Corporate Charter was established on October 3,2002.

The first revision was approved on May 1, 2004.

The second revision was approved on June 10, 2005.

The third revision was approved on June 9, 2006.

The fourth revision was approved on June 13, 2007.

The fifth revision was approved on June 20, 2008.

The sixth revision was approved on June 17, 2009.

The seventh revision was approved on June 14, 2013.

The eighth revision was approved on July 26, 2013.

The ninth revision was approved on October 11, 2013.

The tenth revision was approved on May 14, 2014.

The eleventh revision was approved on June 10, 2015.

The twelfth revision was approved on June 15, 2016.

The thirteenth revision was approved on June 14, 2017.

The fourth revision was approved on June 8, 2018.

The eleventh Amendment was approved on February 20, 2019.

3. Corporate Governance Best Practice Principles

Appendix 3

Taiming Assurance Broker Co., Ltd. **The Corporate Governance Best Practice Principles**

Chapter 1	General Provisions
Article 1	<p>To establish a sound governance system, the Company, in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, formulated the rule and established an effective corporate governance structure, and disclosed it at the public information observation station.</p>
Article 2	<p>In addition to complying with laws and regulations of Articles of Association, the Company's establishment of corporate governance system shall be in accordance with the following principles:</p> <ol style="list-style-type: none">1. Ensure shareholders' rights and interests.2. Strengthen the Function of the Board of Directors.3. Exert the function of the functional committee.4. Respect stakeholders' rights and interests.5. Improve information transparency.
Article 3	<p>The Company shall design and implement its internal control system in accordance with the guidelines for the establishment of internal control system by the publicly owned corporation, considering the overall business activities of the Company and its subsidiaries, and review the internal control system from time to time, so as to ensure the design and implementation of the system to be continuously effective in accordance with the changes of the internal and external environment of the Company.</p> <p>The formulation or amendment of the internal control system shall be submitted to the Board of Directors for approval; if the independent director has objections or reservations, they shall be set out in the minutes of the Board of Directors; upon the establishment of the audit committee, the Company shall obtain the consent of more than half of all members of the audit committee and submit it to the Board of Directors for resolution.</p> <p>The Board of Directors and management of the Company shall, in addition to the self-assessment of the internal control system, review the self-assessment results of each department and the audit report of the quarterly audit and audit unit at least annually, and the audit committee shall pay attention to and supervise it. The Company is advised to establish a communication channel and mechanism among independent directors, audit committee, and internal audit supervisor. Directors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the Board of Directors. The evaluation of the effectiveness of the internal control system shall be approved by more than half of all members of the audit committee and submitted to the Board of Directors for resolution.</p> <p>The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them, and urge them to conduct audits effectively, to evaluate problems of the internal control system, and to assess the efficiency of its operations,</p>

in order to ensure that the system can operate effectively on an on-going basis and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

In order to implement the internal control system and strengthen the professional competence of the internal auditors, so as to improve and maintain the quality of the audit and the implementation effect, the Company shall set up the internal auditors' duty agents.

The Paragraph 3 of Article 11 regarding qualified internal auditing personnel, and the provisions of Article 16, Article 17, and Article 18, the regulations governing the internal control system established from the publicly owned corporation, can be applied to the duty agents referred to in the preceding paragraph.

Article 3-1 The Company shall set up full-time (or part-time) units or personnel for matters related to corporate governance, and senior executives for supervision, whose work experience in the legal, financial or stock management field in a public offering company is more than three years or they are qualified as a lawyer or an accountant.

The relevant affairs of corporate governance in the preceding company should at least include the following:

1. Handle company registration and change of registration.
2. Manage meetings of the Board of Directors and the Board of shareholders in accordance with the law, and assist the Company in complying with the relevant laws and regulations of the Board of Directors and the Board of shareholders.
3. Record the meeting of Board of Directors and Shareholders Meeting.
4. Provide required business information for the Directors and Independent Directors, and the latest regulatory developments related to the operating company, so as to assist Directors and Independent Directors to follow the laws and regulations.
5. Handle affairs related to investor relations.
6. Handle other affairs in accordance with the Articles of Association or other contracts.

Chapter 2 Ensure Shareholders' Rights and Interests

Section 1 Encourage Shareholders to Participate in Corporate Governance

Article 4 The Company shall implement a corporate governance system that ensures shareholders' rights and interests, and fair treatment of all shareholders.

The Company shall build a corporate governance system that can ensure shareholders fully understand and participate in major company items, and have the rights to make decisions.

Article 5 The Company shall convene the shareholders' meeting in accordance with the provisions of the Company Act and relevant laws and regulations, and formulate complete rules of procedure. For matters that should be resolved by the shareholders' meeting, the rules of procedure shall be followed.

The resolution of the Board of shareholders of the Company shall comply with the provisions of the act and the articles of association of the Company.

Article 6 The Board of Directors of the Company shall properly arrange issues and procedures at the Shareholders Meeting, decide principles and procedures of nominee directors and shareholders' proposal, and reasonably process shareholders' proposals forth according to the laws. The Shareholders Meeting shall be arranged at a convenient place and reserve sufficient time, and appoint sufficient qualified personnel to handle registration procedures. Documents on the shareholders' attendance shall be arbitrarily added, and shall leave enough time for

reasonable discussion on various topics, and give shareholders the appropriate opportunity to speak.

The Shareholders Meeting convened by the Board of Directors shall be presided over by the Chairperson personally and more than half of the Board of Directors (including at least one independent director) and at least one member of the functional committee shall attend personally, and the attendance in the Shareholders Meeting shall be recorded.

Article 7

The Company shall encourage shareholders to participate in corporate governance, and shall appoint a professional stock agency to handle the affairs of the Shareholders Meeting to ensure it is convened under legal, effective and safe premises. The Company shall use various methods, including utilizing technically advanced information disclosure and voting methods, and submit meeting notice, meeting handbook and supplement materials in both Chinese and English to improve the attendance rate of shareholders to the Shareholder Meetings. This also ensures that shareholders can implement their rights at the Shareholder Meetings according to law.

When the Company adopts electronic voting at the Shareholders Meeting, it should be avoided to revise the provisional motion and the original motion. The annual election of directors and independent directors shall adopt candidate nomination system.

The Company shall arrange the shareholders to vote for the Shareholders Meeting cases one by one, and input the results of shareholders' agreeing, opposing, or abstaining from voting into the public information observation station on that very day of holding the Shareholders Meeting.

If the Company gives commemorative shareholder meeting gifts to shareholders, no prejudicial or biased treatment shall be involved.

Article 8

The Company shall, in accordance with the Company Act and relevant laws and regulations, record in the minute book of the shareholders' meeting of the year, month, day, place, name of the chairman and method of resolution, and shall record the essentials of the proceedings and the results thereof. The election of directors shall include the method of voting and the election weight of the elected directors.

The minute book of the shareholders' meeting shall be kept permanently and properly during the duration of the Company, and shall be fully disclosed if the Company has a website.

Article 9

The chairman of the shareholders' committee shall be fully aware of and abide by the rules of procedure set by the Company, and shall maintain the smooth agenda, and shall not arbitrarily announce the closure of the meeting.

In order to protect the equity of majority shareholders, in case the chairman announces the dissolution of the meeting in violation of the rules of procedure, other members of the Board of Directors shall promptly assist the shareholders present in the procedures prescribed by law and elect one chairman with the consent of more than half of the voting rights of the shareholders present to continue the meeting.

Article 10

The Company shall pay attention to stockholders' equity, and shall comply with the relevant regulations on information disclosure, and provide information about the Company's finance, business, insider shareholding and corporate governance to shareholders frequently and immediately by using the information observation station or the website set up by the Company.

In order to treat shareholders equally, all information referred to in the preceding paragraph shall be disclosed simultaneously in English.

In order to safeguard the stockholders' equity and implement the equal treatment of shareholders, the Company shall formulate internal regulations and prohibit insiders from trading securities by using the market non-public information.

Article 11 Shareholders shall have the right to share the surplus of the Company. In order to ensure the investment rights and interests of shareholders, the Board of shareholders may, in accordance with the provisions of Article 184 of the Company Act, examine the lists made by the Board of Directors and the reports of the audit committee, and decide on the allocation of surplus or deficiency. When the Shareholders Meeting carries out aforementioned audit, an inspector may be appointed.

Shareholders may, in accordance with Article 245 of the Company Act, request the court to appoint an inspector to examine the Company's business accounts and estate status.

The Board of Directors, the audit committee and the managers of the Company shall fully cooperate with the inspectors in the preceding two paragraphs and shall not evade, obstruct, or refuse the inspectors.

Article 12 The Company's acquisition or disposal of assets, capital loans and endorsements guarantees and other significant financial business behavior, shall be dealt with in accordance with the relevant provisions of the law, and the Company shall set up relevant operating procedures to be submitted to the Shareholders Meeting's adopting, in order to safeguard shareholders' rights and interests.

When the Company is dealing with matters of merger or public acquisition, besides to handling in accordance with the relevant laws and regulations, it shall pay attention to fairness and rationality of merger or public acquisition plans and transaction, and pay attention to information disclosure and integrity of subsequently the Company's financial structure.

Article 13 In order to ensure the stockholders' equity, the Company shall have special personnel to properly handle suggestions, doubts, and disputes of the stockholders.

Where the stockholders' equity are damaged due to the violation of laws or articles of association by resolutions of the Board of shareholders or resolutions of the Board of Directors of the Company, or the violation of laws or articles of association by directors or managers in the performance of their duties, the Company shall properly handle the lawsuits brought by shareholders according to law.

The Company shall establish internal procedures to properly handle the preceding two paragraphs, keep written records for future reference, and absorb them into the control of the internal control system.

Article 13-1 The Board of Directors of the Company is responsible for establishing an interaction mechanism with the shareholders to enhance mutual understandings of the Company's development objectives.

Article 13-2 The Board of Directors of listed companies shall, besides communicating with shareholders through Shareholders Meetings and encouraging shareholders to participate in the Shareholders Meetings, contact shareholders in an efficient way, understand shareholders' views with handlers and independent directors together and topics for discussion concerned, and make a clear explanation of company policy, in order to obtain the support of shareholders.

Section 2	Corporate Governance Relations between the Company and its Affiliates
Article 14	The Company and affiliated company's management authorization over personnel, assets, and financial management should be clear. Risk assessment should be implemented and appropriate firewalls established.
Article 15	<p>Except as otherwise provided in the act, the manager of the Company shall not serve concurrently with the manager position of a related company.</p> <p>Where a director acts for himself/herself or another person within the business scope of the Company, he/she shall explain the important contents of his/her act to the shareholders' meeting and obtain its permission.</p>
Article 16	The Company shall establish a sound financial, business, and accounting management system in accordance with relevant laws and regulations, and shall properly conduct comprehensive risk assessment with its related companies on correspondent banks, customers and suppliers, and implement necessary control mechanisms to reduce credit risks.
Article 17	<p>When the Company and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. For the contract should clearly set the price terms and payment terms, and put an end to unconventional transactions.</p> <p>Transactions or contracts between the Company and its affiliates and shareholders shall also be handled in accordance with the principles set forth in the preceding paragraph.</p>
Article 18	<p>The judicial person shareholders who have the ability to control the Company shall abide by the following matters:</p> <ol style="list-style-type: none"> 1. The Company shall have an obligation of good faith to other shareholders and shall not directly or indirectly cause the Company to operate out of business practices or other disadvantageous interests. 2. The representative shall, in accordance with the relevant regulations on the exercise of rights and participation in the resolution, exercise the voting rights with good faith principle and in the best interests of all shareholders, and perform the duty of loyalty and care in the meeting of shareholders. 3. The nomination of directors of the Company shall be handled in accordance with the relevant laws and regulations and the articles of association of the Company, and shall not exceed the terms of reference of the shareholders' meeting and the Board of Directors. 4. Do not improperly interfere in the Company's decision-making or interfere with business activities. 5. Do not restrict or obstruct the operation of the Company by means of unfair competition such as monopolizing procurement or closing sales channels. 6. The legal representative appointed by the elected director shall meet the professional qualifications required by the Company and shall not be arbitrarily reappointed.
Article 19	<p>The Company shall keep in hand at all times a list of the substantial shareholders and the ultimate controllers of the substantial shareholders who hold a relatively large proportion of shares and can actually control the Company.</p> <p>The Company shall regularly disclose any hypothecation, increase or decrease of the shares of shareholders holding more than 10% of the shares, or other important matters that may</p>

cause changes in the shares, for the supervision of other shareholders.

The term "substantial shareholder" as mentioned in Paragraph 1 shall mean the shareholders whose shareholding ratio is more than 5% or whose shareholding ratio is in the top ten, provided that the Company may, in accordance with the shareholding situation of the Company under its actual control, set a lower shareholding ratio.

Chapter 3

Strengthen the Function of the Board of Directors

Section 1

Structure of the Board of Directors

Article 20

The Board of Directors of the Company shall guide the Company strategies, supervise the management levels, and be responsible for the Company and the shareholders. For various work and arrangement of the Company's governance system, the Authority of the Board of Directors shall be fully exercised according to regulations, Articles of Association, or Shareholders Meeting resolutions of.

The Company's Board of Directors shall consist of at least five directors, depending on the scale of company operation and development, and the status of primary shareholders, and actual operating needs.

Diversification shall be considered to form the Board of Directors. In addition to directors served as the Company managers shall not be more than 1/3 of all directors, appropriate diversification policies shall be drawn up for their own operation, operation patterns and development demands, including but not limited to the standards of the following two aspects:

1. Basic conditions and values: gender, age, nationality, culture, and so on.
2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

The Board members shall possess knowledge, skills, and quality that are adequate for carrying out their duties.

To achieve the goals of corporate governance, the Board of Directors on the whole shall possess the following abilities:

1. Operation judgment ability.
2. Accounting and financial analysis ability.
3. Operation management ability.
4. Crisis management ability.
5. Industry knowledge.
6. International market perspective.
7. Leadership.
8. Decision ability.

Article 21

The Company shall draw up fair, just and open director election procedures in accordance with the protection of shareholders' rights and interests, the principle of equitable treatment to shareholders, encourage shareholders to participate in and adopt cumulative voting system according to the provisions of the Company Law to fully reflect the opinions of the shareholders.

Unless approved by the Company's competent authority, the majority of the Board members shall not have spousal relationship or familiar relationship within the second degree of kinship. When the number of directors falls below five due to the dismissal of a director for any reason,

the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Corporate Charter, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

The aggregate shareholding percentage of all members of the Board of Directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22 According to the Company Act, Directors of the Company shall be persons of legal ability elected at Shareholders Meeting in accordance with the nomination system for candidate declared in Articles of Association. The qualifications, education background, working experiences and the existence of any other matters set forth in Article 30 of the Company Act with respect to the candidates recommended by shareholders or directors shall be reviewed in advance; no other documentary evidence of the qualifications shall be increased, and the review result thereof shall be provided to shareholders for their reference, so that qualified directors can be elected.

The Board of Directors shall, in accordance with the provisions, carefully evaluate the qualifications listed in the preceding paragraph and other matters and the candidate's will after acting as a director before listing the list of the candidates.

Article 23 Clear distinctions shall be drawn between the responsibilities and duties of the Chairperson of the Board of the Company and those of its General Manager.

Chairperson shall not also act as the General Manager. If the Chairperson also acts as the General Manager or they are spouses or within the first degree of kinship, the number of Independent Directors should be increased.

If the Company sets up a functional committee, the responsibilities and duties of the committee shall be clearly defined.

Section 2 Independent Director System

Article 24 According to the Articles of Association of the Company, three Independent Directors shall be set, and the number of Independent Directors shall not be less than 1/5 of the number of directors.

Independent Directors shall be qualified with expertise and his shareholder and part-time job shall be restricted. Unless in compliance with the appropriate laws and/or regulations, Independent Directors shall not act as the director (including Independent Director) or supervisor of more than five TWSE/TPEX listed companies, and they shall maintain independence within the scope of their directorial duties and shall not have any direct or indirect interest in the Company.

The Company's independent director shall be elected according to Article 192-1 of the Company Act (nomination of candidates). The nomination system shall be clearly stated in the article of association. Shareholders shall elect independent directors from the candidate list. Independent directors and non-independent directors shall be elected according to Article 198 of the Company Act. Election quota shall be calculated separately.

If the Company and its group enterprises and organizations and other company and its group enterprises and organizations nominate their directors, supervisors or managers as candidates

of Independent Directors of the other, the Company shall disclose the candidate in authorizing Independent Directors and explain the suitability of the candidate. If one is elected as an Independent Director, the number of votes cast shall be revealed.

The aforementioned group enterprises and organizations are applicable for subsidiaries of the Company, whose direct or indirect endowment exceeds 50% of incorporated foundation, and other institutions or legal person with essential control ability.

Independent directors and non-independent directors shall not convert their status during their tenure.

If the dismissal of an independent director results in insufficient number of independent directors (based on Paragraph 1 or the article of association), a supplemental election shall be held at the next shareholders meeting. If all the independent directors are dismissed, the Company shall convene a provisional shareholders meeting to elect new independent directors within 60 days from the actual dismissal.

The professional qualification, restrictions on both shareholding and concurrent positions held, determination of independence, nomination method, and other requirements to be followed shall be handled in accordance with the Securities and Exchange Act, and rules that regulate The Taiwan Stock Exchange or GreTai Securities Market.

Article 25

Unless the competent authority grants an exemption, the matters below shall acquire an approval by the Board of Directors; shall the Company's Independent Directors have any objections or reserved opinions, such shall be specified in the minute book of the Board of Directors:

1. Adoption or amendment of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act.
2. To establish or amend procedures for the acquisition or disposal of assets, the trading of derivatives, the lending of funds to others, the endorsement of others, or the provision of guarantee in respect of material financial transactions pursuant to Section 36-1 of the Securities and Exchange Act.
3. Items that involve the director's own interests.
4. Major assets or derivative transaction.
5. Material loan, endorsement, or guarantee of funds.
6. Raising, issuing, or privately placing equity-type marketable securities.
7. The appointment, dismissal, and compensation of certified accountants.
8. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.
9. Other material matters prescribed by the competent authority.

Article 26

The Company shall expressly stipulate the scope of duties of independent directors and empower them with manpower and material support related to the exercise of their power. The Company or other Board members shall not restrict or obstruct independent directors in the execution of their duties.

The Company shall stipulate the remuneration of the directors in the articles of association, which shall fully reflect individual performance and long-term operation performance of the Company, and the risk of company's operation shall be taken into consideration. A reasonable and different remuneration shall be set for independent directors.

Under the Articles of Association of the Company, the resolution of the Shareholder Meeting,

or by order of competent authorities, if any special surplus reserves are to be drawn, such allocation shall be made after the allocation of legal surplus reserves and before the distribution of remuneration of the directors and supervisors and employee bonuses, and the Articles of Association shall specify the method for profit distribution to be adopted when the reversal of the special surplus reserves are included in the undistributed earnings.

Section 3

Audit Committee and Other Functional Committees

Article 27

For the purpose of developing monitoring functions and strengthening management mechanisms, the Board of Directors of the Company shall take into account the size of the Company, nature of business, and the number of the Board of Directors, and set up auditing, remuneration and any other functional committees based on the concept of the Company's social responsibility and sustainable business; all these shall be specified in the Articles of Association.

Functional committees shall be responsible to the Board of Directors, and submit their proposals to the Board for voting. However, this does not apply to audit committee's implementation of their supervisory authority according to Article 14.4.4 of the Securities and Exchange Act.

Functional committees shall set their organization regulations to be passed by the Board of Directors through resolution. The content of the organization regulations shall include the number of members of the committee, their tenure period, their authorization, meeting rules, and resources provided by the Company for implementation of their authority.

Article 28

The Company shall establish an audit committee.

The Committee consists of the entire Board of Independent Directors, the number of which shall not be fewer than three, one of whom is the convener, and at least one shall have accounting or financial expertise.

After the establishment of the audit committee of the Company, the provisions of the Securities and Exchange Act, Company Act, other statutes, and this code for supervisors shall apply to the audit committee.

After the establishment of the audit committee of the Company, the following matters shall be agreed by more than half of all members of the audit committee and submitted to the Board of Directors for resolution. Article 25 of this code shall not apply for:

1. Adoption or amendment of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system
3. Establish or amend procedures for the acquisition or disposal of assets, the trading of derivative products, the lending of funds to others, the endorsement of others, or the provision of guarantee in respect of material financial transactions pursuant to Article 36-1 of the Securities and Exchange Act, Company Act.
4. Items that involve the director's own interests.
5. Major assets or derivative product trading.
6. Material loan, endorsement, or guarantee of funds.
7. Raising, issuing, or privately placing marketable securities.
8. The appointment, dismissal, and compensation of certified accountants.
9. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.

10. Annual financial report and semi-annual financial report.

11. Other major items required by other companies or the competent authority.

The exercise of the functional authority of the audit committee and its independent directors and related matters shall be handled in accordance with the Securities and Exchange Act, measures for the audit committee of a publicly owned corporation to exercise its functional authority, and provisions of the stock exchange or over-the-counter trading center.

Article 28-1

The Company shall set up Remuneration Committee; professional qualification, power execution and regulations of the organization of other employees of the Articles of Association and other matters shall be in accordance with the Measures for the Establishment and Exercise of and Powers by the Remuneration Committee of the Company whose stock is listed on the Stock Exchange or Traded Over the Counter.

The Remuneration Committee shall exercise the care of a good administrator, faithfully fulfill the following function and power and submit the suggestion to the Board of Directors for discussion:

1. Formulate and regularly review the policy, system, standards, and structure of the performance assessment, salary, and remuneration of directors and managerial officers.
2. Periodically evaluate and establish the remuneration of directors, supervisors, and managerial officers.

The Remuneration Committee shall fulfill the aforementioned function and power in accordance with the following principles:

1. For the performance evaluation and remuneration of directors and supervisors, typical pay levels by peer companies shall be adopted and individual performance, performance of company's operation and future risk shall be taken into consideration.
2. Directors and supervisors shall not be induced to engage in activity to pursue remuneration exceeding the risk the Company may tolerate.
3. For the proportion of remuneration for the short-term performance and the time of payment for partly variable remuneration to the directors and senior supervisors, the industry characteristics and the nature of the business of the Company shall be taken into consideration.

Article 28-2

The Company is advised to establish channels for internal and external personnel to report and reporter protection mechanisms. The unit handling complaints shall be independent and provide encrypted protection for the files submitted by the reporters, and appropriately restrict access to these profiles. The Company shall establish internal procedures and take them into the Company's control system for management purposes.

Article 29

The Company shall select a professional, responsible, and independent certified accountant to regularly audit the financial position and internal control of the Company. The Company shall properly review and improve the disclosure of abnormal or missing items timely discovered by the accountant during the audit process, and put forward specific suggestions for improvement or fraud prevention.

The Company shall regularly evaluate the independence of the recruited CPAs. If the Company has not replaced the CPA for seven consecutive years or the CPA has been disciplined or the Company has suffered any loss or damage to its independence, the Company shall evaluate whether it is necessary to replace the CPA and report the evaluation result to

	the Board of Directors.
Article 30	<p>The Company is advised to appoint qualified and professional lawyers to provide appropriate legal advisory services to the Company, or to assist the Board of Directors and management in enhancing their legal literacy, so as to avoid the violation of laws and regulations by the Company and relevant personnel, and to facilitate the operation of corporate governance under the relevant legal framework and legal procedures.</p> <p>The Company shall, as the case may be, appoint a lawyer to assist the directors or management in any litigation or dispute with shareholders in the execution of their business in accordance with the law.</p> <p>The audit committee or its independent directors may, on behalf of the Company, appoint lawyers, CPAs, or other professionals to conduct necessary inspections or provide consulting services on matters related to the exercise of functions and powers at the expense of the Company.</p>
Section 4	Rules and Decision-Making Procedures for Board of Directors Meetings
Article 31	<p>The Board of Directors of the Company shall be convened at least once a quarter and may be convened at any time in case of emergency. The convening of the Board of Directors shall set forth the reasons for the convening, notify the directors seven days in advance, and provide sufficient meeting materials, which shall be sent together with the convening notice. If there are any inadequacies in the meeting materials, the directors shall have the right to request for supplement or postpone the deliberation upon the resolution of the Board of Directors.</p> <p>The Company shall set Board meeting procedure specifications. The main procedure content, work procedures, items that should be recorded in the meeting records, public notifications, and other items to be followed should be according to the Regulations Governing Procedure for Board of Director Meetings of publicly owned corporation.</p>
Article 32	<p>If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter. Directors should also exercise self-discipline and not support each other unduly.</p> <p>Matters sensitive to a director shall be prescribed in the rules of procedure of the Board of Directors.</p>
Article 33	<p>After the Company has established independent directors, the independent directors shall attend the matters that shall be mentioned to the Board of Directors in Article 14-3 of the Securities and Exchange Act in person, and shall not appoint non-independent directors to represent the Company. If the independent director has any objection or reservation, it shall be stated in the minute book of the Board of Directors; if an independent director is unable to attend the Board meeting in person to express his/her objection or reservation, he/she shall, unless there is a valid reason, give a written opinion in advance and put it in the minute book of the Board meeting.</p> <p>Matters to be decided by the Board of Directors, if any of the following matters are involved, shall be reported in the minute book and shall be declared at the Market Observation Post</p>

System before the next business day's trading hours commencing on the date of the Board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. For matters not approved by the audit committee of the Company, the consent of more than two-thirds of all the directors shall be obtained.

The Board of Directors may, depending on the contents of the bill, inform the relevant departments that the managers who are not directors shall attend the meeting, and report the current business situation of the Company, and answer questions raised by the Directors. CPAs, lawyers or other professionals may also be invited to attend the meeting if necessary to assist the Directors in understanding the current situation of the Company and making appropriate resolutions. However, the directors shall leave the meeting during discussion and voting.

Article 34

The Board of Directors of the Company shall record the meeting and summary of the resolutions, methods and results of each proposal in accordance with the relevant regulations.

The minute book of the Board of Directors shall be signed or stamped by the chairman and the recorder and distributed to each director within 20 days after the meeting. The attendance book of the Board of Directors shall be a part of the minute book, and shall be included in the important archives of the Company, which shall be kept permanently and properly for the duration of the Company.

The production, distribution and keeping of the minute book shall be done by electronic means.

The Company shall record both video and audio of the entire proceedings of the Board meetings for at least five years by electronic means.

The aforesaid provisions shall not apply to the relevant audio or video recording materials, which shall be continued to be kept in the event of litigation concerning matters decided by the Board of Directors before the expiration of the aforesaid keeping period.

Where the Board of Directors is convened by video conferencing, the audio and video recordings of the Board of Directors' meetings shall be part of the minute book and shall be kept permanently.

When a resolution of the Board of Directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders' meeting, and thus causes an injury to the Company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35

The Company shall refer the following matters to the Board of Directors for discussion:

1. Business plans of the Company.
2. Annual and semi-annual financial reports.
3. Adoption or amendment of internal control level in accordance with Article 14-1 of the Securities and Exchange Act.
4. Adoption or amendment of the Company's procedures for handling or amendment of assets, derivative product trading, loaning of funds to other parties, or providing guarantees for other parties in accordance with Article 36-1 of the Securities and Exchange Act.

5. Raising, issuing, or privately placing equity-type securities.
6. Performance appraisal and remuneration standards of the Manager.
7. Directors' remuneration structure and system.
8. Appointment and dismissal of finance manager, accounting manager, and head of internal audit.
9. A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next Board meeting.
10. Pursuant to Article 14-3 of the Securities and Exchange Act, other major matters that shall be resolved by the Board of shareholders or referred to the Board of Directors for resolution or prescribed by the competent authority in accordance with the law or the articles of association.

Except for the matters referred to in the preceding paragraph, where the Board of Directors authorizes the exercise of delegation of authority of the Board of Directors by an order of the Board of Directors or the articles of association during the recess of the Board of Directors, the authorization level, contents or matters shall be specific and clear, and the authorization shall not be generalized.

Article 36

The Company shall clearly entrust the matters handled by the resolutions of the Board of Directors to the appropriate execution units or personnel, and require them to carry out according to the planned schedule and objectives. At the same time, the Company shall include the tracking management and assess the execution process.

The Board of Directors shall be fully informed of the progress of the execution and report to the next meeting for the execution of the Board's business decisions.

Section 5

Duty of Care and Responsibility of The Directors

Article 37

Members of the Board of Directors shall faithfully conduct corporate affairs and discharge this duty of care as good managers. In conducting the affairs of the Company, the Board members shall exercise their power with a high level of self-discipline and prudential attitude. Unless matters are reserved for resolutions in Shareholders Meetings by law or in the Articles of Association of the Company, they shall ensure that all matters will faithfully adhere to the resolutions of Board of Directors.

Board resolutions that involve company management development and major decisions shall be evaluated carefully, and shall not affect the promotion and operation of corporate governance.

The Company formulates methods and procedures for performance evaluation, and evaluates the Board of Directors, Functional Committees and individual directors through self-evaluation, peer's review and external professional institutions or in other appropriate ways. The evaluation content for Board of Directors (Functional Committees) shall include the following factors, and evaluation indicators shall be defined according to the needs of the Company:

1. Degree of participation in the Company's operation.
2. Enhance the quality of decision-making of the Board of Directors.
3. Composition and structure of the Board of Directors.
4. Election and continuous development of directors.
5. Internal controls.

The content of performance evaluation for directors should include the following factors and adjustment shall be made as needed by the Company appropriately:

1. The grasp of the Company's goals and missions;
2. Recognition of directors' duties;
3. Degree of participation in the Company's operation;
4. Management of internal relationship and communication;
5. Professional and continuing education of directors.
6. Internal controls.

The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.

Article 37-1 The Company shall establish a succession plan for the management level, and the Board of Directors shall regularly evaluate the development and execution of the plan to ensure the sustainable operation.

Article 38 Where a resolution of the Board of Directors violates laws and regulations or the articles of association and upon the request of shareholders or independent directors who hold shares for more than one year and notify the Board of Directors to suspend the execution of the resolution, the members of the Board of Directors shall deal with or suspend the execution of the relevant resolution as soon as appropriate.

The Board of Directors shall act in accordance with the preceding paragraph and promptly report to the audit committee or the independent directors of the audit committee if they find that the Company is at risk of material damage.

Article 39 According to Articles of Association or Shareholders Meeting resolution, the Company shall buy liability insurance according to the scope of directors' liabilities they are legally responsible for during their tenure's business implementations. The objective is to lower and distribute the risk of major damages caused to the Company and shareholders as a result of directors' error or negligence.

The Company shall incorporate the insured amount, insurance coverage and premium rate and other major items of the liability insurance into the report to be submitted to the forthcoming Board of Directors after the purchase hereof.

Article 40 In their new or current positions, members of the Board of Directors are suggested to continuously take refresher courses in finance, risk management, sales, business, accounting, law, corporate social responsibility and other related subjects organized by designated organizations for the implementation of the training program for directors of listed companies, and all levels of staff are required to enhance their professional and legal knowledge.

Chapter 4 Respect Stakeholders' Rights and Interests

Article 41 The Company shall maintain a smooth communication channel with banks, other creditors, employees, consumers, suppliers, communities, or other stakeholders who deal with the Company, as well as respect and safeguard their due legal rights and interests. Furthermore, a zone dedicated to the shareholders shall be set separately on the Company's website.

In the event of a management takeover, the Company shall note the soundness of its financial structure thereafter.

When any of a stakeholder's legal rights or interests is harmed, the Company shall handle the matter in a proper manner and in good faith.

Article 42	Correspondent banks and other creditors shall be provided with sufficient information to enable them to make judgments and decisions regarding the operation and financial position of the Company. When their legitimate equity is infringed upon, the Company shall respond positively and take a responsible attitude so that creditors can obtain appropriate consideration.
Article 43	The Company shall establish communication channels for employees, encourage employees to communicate directly with management or directors, and appropriately reflect employees' opinions on the Company's operation and financial position or major decisions involving employees' interests.
Article 44	While maintaining normal operation and development and maximizing the interests of shareholders, the Company shall pay attention to the rights and benefits of consumers, community environmental protection and public welfare, and attach importance to the Company's social responsibility.
Chapter 5	Enhance Information Transparency
Section 1	Strengthen Information Disclosure
Article 45	<p>Information disclosure is an important responsibility of the Company, and the Company shall faithfully perform its obligations in accordance with relevant laws and regulations and regulations of the stock exchange.</p> <p>The Company shall establish an online declaration system for public information, appoint a person to be responsible for the collection and disclosure of company information, and establish a spokesman system to ensure timely disclosure of information that may affect decisions of shareholders and interested affiliates.</p>
Article 46	<p>In order to improve the accuracy and timeliness of material information disclosure, the Company shall appoint a person who has a comprehensive understanding of the Company's finance and business, or who can coordinate all departments to provide relevant information, and who can act as the Company's spokesman and acting spokesman on behalf of the Company.</p> <p>The Company shall have more than one acting spokesperson, and if any acting spokesperson fails to perform his/her speaking duties, he/she shall be able to speak on his/her own behalf, but the order of agency shall be confirmed to avoid confusion.</p> <p>In order to implement the spokesman system, the Company shall stipulate a unified procedure for speaking, and require management and employees to keep confidential the financial and business secrets and not arbitrarily spread information.</p> <p>In case of change by a spokesman or acting spokesman, the information shall be disclosed immediately.</p>
Article 46-1	<p>The audit committee may from time to time investigate the business and financial position of the Company, and the relevant departments of the Company shall cooperate in providing the books and documents required for the audit.</p> <p>The audit committee may, on behalf of the Company, entrust lawyers or CPAs to audit the Company's finance and business, provided that the Company shall inform the relevant personnel of its obligation of confidentiality.</p> <p>The Board of Directors or the manager shall submit the report upon the request of the audit committee and shall not for any reason obstruct, evade or refuse the audit committee's</p>

inspection.

When the audit committee performs its duties, the Company shall provide necessary assistance as required, and the reasonable expenses required shall be borne by the Company.

Article 46-2 In order for the audit committee to timely discover possible defects of the Company, the Company shall establish communication channels between employees, shareholders and stakeholders and the audit committee.

If the audit committee finds any malpractice, it shall promptly take appropriate measures to prevent the malpractice from spreading and shall report it to the relevant competent authority or unit when necessary.

The audit committee shall have an in-depth understanding of the reasons for the resignation or replacement of the Company's General Manager and the heads of the Financial, Accounting, R&D, and Internal Audit Departments or certified public accountants.

If the audit committee neglects its duties and causes damage to the Company, it shall be liable for indemnity to the Company.

Article 47 The Company shall use the convenience of the Internet to set up a website to provide information related to the Company's financial affairs and corporate governance for the reference of shareholders and stakeholders. English version of financial, corporate governance or other relevant information may also be provided.

The website referred to in the preceding paragraph shall be maintained by a person in charge. The information listed in the website shall be accurate, correct, and updated immediately to avoid the possibility of misleading.

Article 48 Investor conference convened by the Company shall be organized pursuant to rules set by the Taiwan Stock Exchange, and be recorded by video or audio. Financial and business information from the investor conference shall be uploaded to an Internet information reporting system pursuant to rules issued by the Taiwan Stock Exchange, and stakeholders shall have access to it through the Company's website or other appropriate channels.

Section 2 Disclosure of Corporate Governance Information

Article 49 The Company shall, in accordance with relevant laws and the regulations issued by the Taiwan Stock Exchange, disclose the year's information related to corporate governance and keep it updated (in case audit committee is set, the information of supervisor shall be not disclosed):

1. Corporate governance structure and regulations.
2. Ownership structure and the rights and interests of shareholders (including specific and explicit dividend policy).
3. The structure of the Board of Directors, the professionalism and independence of its members.
4. The Board of Directors and manager's responsibilities.
5. The composition, responsibility, and independence of the Audit Committee.
6. The composition, responsibility, and operation of the Remuneration Committee and other functional committees.
7. Remuneration given to directors, General Manager and vice General Manager in recent two years, and the analysis of the percentage of total remuneration to net profit (after tax) ratio analysis, remuneration policy, standards and formation, procedure for setting remuneration, and correlation to management performance. Under exceptional circumstances, individual director and supervisor's remuneration shall be disclosed.

8. Circumstances of directors' advanced study
9. Stakeholders' rights, relationship, appeal channel, issue concerned and appropriate response mechanism.
10. Detailed information disclosure items regulated by law.
11. The disparity of the Company's operation from its governance code and the Code of Governance & Practice OTC and Listed Companies issued by the authorities responsible, and the causes.
12. Other corporate governance related information.

The Company shall use appropriate methods to disclose its specific plans and measures for improving the corporate governance based on the actual implementation hereof.

Chapter 6

Supplementary Provisions

Article 50

The Company shall pay attention to the development of domestic and international corporate governance systems at any time so as to review and improve the corporate governance system established by the Company so as to enhance the effectiveness of corporate governance.

Article 51

This code shall come into force upon the adoption of a resolution of the Board of Directors and shall be amended accordingly.

4. Amendment to the Company's Standard Procedure for Acquisition or Disposal of Assets

Appendix 4

Taiming Assurance Broker Co., Ltd. The Operating Procedure for Acquisition and Disposal of Assets

Article 1 Purpose

This procedure is formulated to strengthen the control over the acquisition or disposal of the Company's assets and to implement the open information processing operations.

Article 2 Legal Basis

This procedure is prescribed in accordance with Article 36 of the Securities and Exchange Act and the "Operating Procedure for Acquisition and Disposal of Assets" (hereinafter referred to as the Operating Procedure) issued by Financial Regulatory Commission (hereinafter referred to as FSC).

The scope of application of the assets referred to in Article 3 of this procedure is as follows:

1. Investment in stocks, government bonds, corporate bonds, bank debentures, commendation fund securities, depository receipts, warrants of subscription (sale), beneficiary securities, and asset-foundation securities.
2. Real estate (including land, houses and buildings, investment real estate, and land use rights) and equipment.
3. Membership card.
4. Intangible assets such as patent right, copyright, trademark right, and franchising right, etc.
5. Claims of financial institutions (including accounts receivable, bills purchased and discounted and loans, and receivables on demand)
6. Derivatives.
7. Assets acquired or disposed of by merger, spin off, acquisition or transfer of shares pursuant to law.
8. Other important assets.

The terms used in Article 4 of this procedure is defined as follows:

1. Derivatives: forward contracts, option contracts, futures contracts, leverage margin contracts, swap contracts, and compound contracts derived from the value of such products as assets, interest rates, exchange rates, indexes, or other interests. The term "forward contract" does not include insurance contract, performance contract, after-sales service contract, long-term lease contract, and long-term purchase (sale) contract.
2. In accordance with the legal merger, spin off, or the transferee of shares acquisition or disposition of assets: refers to the method according to the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act, or other legal merger, spin off, or assets acquired or disposed of through

acquisition, or the issuance of new shares pursuant to Paragraph 8, Article 156 of the Company Act to transfer shares of other companies (hereinafter referred to as "transferee").

3. Affiliate and subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional valuer: Refers to real estate valuer or other real estate, and shall be engaged in real estate and equipment valuation business.
5. Date of occurrence: refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Boards of Directors' resolutions, or other dates that can confirm the trade counterpart and monetary amount of the transaction, whichever date is earlier. However, in the case of an investor subject to the approval of the competent authority, the aforementioned date or the date of receipt of the approval of the competent authority shall prevail.
6. Investment in mainland China: refers to investment in the mainland by the Investment Commission of the Ministry of Economic Affairs in accordance with the licensing regulations for investment or technical cooperation in the mainland.

Article 5

The amount of assets to be acquired by the Company and its subsidiaries is as follows:

1. The total amount of real estate not for business use shall not be higher than the net value of the Company.
2. The total amount of long-term and short-term marketable securities shall not be higher than the net value of the Company.
3. The amount invested in individual marketable securities shall not be higher than the net value of the Company.
4. Where the Company invests in a subsidiary directly or indirectly holding 50% of the voting rights shares, the amount of investment shall not be subject to this article.

Article 6

The Company formulates these procedures in accordance with the standards, and they shall be approved by the Board of Directors.

When this procedure is submitted to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be set forth in the minute book of the Board of Directors.

This procedure shall be approved by more than half of all members of the audit committee and submitted to the Board for resolution.

Without the consent of more than half of the members of the audit committee, the preceding paragraph may be agreed by more than two-thirds of the directors, and the resolutions of the audit committee shall be set forth in the minute book of the Board of Directors.

The members of the audit committee referred to in Paragraph 3 and the directors referred to in the preceding paragraph shall be the actual incumbents.

Article 7

The following items shall be recorded in this procedure and shall be handled in accordance with this procedure:

1. Scope of Assets
2. Evaluation procedure: shall include the method of price determination and reference basis, etc.
3. Operating procedure: the authorization quota, level, execution unit and transaction process shall be included.
4. Declaration procedure for public announcement.
5. The total amount of real estate or securities acquired by the Company and its subsidiaries for non-business use and the limits of individual marketable securities.
6. Control procedures for the acquisition or disposal of assets by a subsidiary.
7. Penalties for violation of these guidelines or the procedures from relevant personnel.
8. Other important matters.

Except as provided in the preceding paragraph, the affiliate transactions, derivative transactions, enterprise merging, spin off, acquisitions, or share transfers of the Company, these procedures shall be established in accordance with the provisions of Section 3 to Section 5 of the handling guidelines.

The Company shall urge its subsidiaries to formulate and implement procedures for the acquisition or disposal of assets in accordance with the handling guidelines.

Article 8

The acquisition or disposal of assets by the Company in accordance with this procedure or other legal provisions shall be submitted to the Board of Directors for discussion with full consideration of the opinions of the independent directors. If the independent directors have any objection or reservation, it shall be set forth in the minute book of the Board of Directors.

Material asset or derivative transactions shall be subject to the approval of more than half of all the members of the audit committee and a resolution of the Board of Directors, applying mutatis mutandis the provisions of Paragraphs 4 and 5 of Article 6.

Article 9

For the Company's acquisition or disposal of real estate or equipment, the responsible unit shall sign and report relevant reasons for such acquisition or disposal and then transact based on the authorized quota and hierarchical criteria in the Company after inquiry, price comparison or bargaining.

In acquiring or disposing of real estate 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. If a fixed price, specific price, or special price is required as the reference basis for the transaction price due to special reasons, the transaction shall first be approved by the resolution of the Board of Directors, and the change of future transaction conditions shall be handled according to the above procedures.
2. If the transaction price is over NTD 1 billion, the Company shall retain at least two Professional Appraisers to perform the appraisal.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (hereinafter abbreviated as "ARDF") and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - (I) The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.
 - (II) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
4. No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date provided. If where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 10

When the Company acquires or disposes of the marketable securities, it shall consider the net worth per share, profitability, and market value of each share, evaluate the reasonableness of the price, and submit the evaluation report by the competent authority and follow the authorization limit and level regulations of the Company.

When the Company acquires or disposes of the marketable securities, it shall, prior to the date of the occurrence of the securities, obtain the latest certified financial statements of the target company, which have been examined and certified by the CPA or have been reviewed, for the purpose of assessing the transaction price. In addition, if the transaction amount reaches to 20% of the paid-up capital of the Company or more than NT\$ 300 million, the Company shall consult the CPA before the date of the transaction to express its opinion on the reasonability of the transaction price. If a CPA needs to use an expert report, he/she shall comply with the provisions of NO.20 of the Statement of Auditing Standards issued by the ROC Accounting Research and Development Foundation.

However, unless otherwise regulated by the Financial Supervisory Commission, the marketable securities are subject

to an open quotation in the active market.

Article 11

When the Company acquires or disposes of the memberships or intangible assets, the Company shall consider the market conditions and future profits thereof, and evaluate the reasonableness of price. The organization responsible shall submit the appraisal and follow the limit and level authorized by the Company's authorization mechanism.

Where a public 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 Accounting Research and Development Foundation.

Article 11-1

The amount of the first three paragraphs shall be calculated in accordance with Paragraph 2 of Article 30, and the said one-year period shall be calculated on the basis of the date on which the transaction actually occurred, and calculated one year in advance, and the part of the appraisal report or the opinion of the CPA issued by the professional appraiser in accordance with this procedure shall not be included in the calculation.

Article 12

If the Company obtains or disposes of the assets through the auction procedure of the court, it can replace the appraisal report or the opinion of the CPA with the certificate issued by the court.

Article 13

In acquiring or disposing assets, the Company and its affiliates shall, in addition to handling relevant resolution procedures and assessing the reasonableness of transaction conditions in accordance with the provisions of this procedure, obtain the appraisal report or CPA's opinion issued by the professional appraiser in accordance with Articles 9 to 12 of this procedure if the transaction amount amounts to more than 10% of the total assets of the Company.

The transaction amount referred to in the preceding paragraph shall be calculated in accordance with the provisions of Article 11-1.

When judging whether the trade counterpart is an affiliate, it is necessary not only pay attention to its legal form, but also consider the substantial relationship.

Article 14

When the Company intends to acquire or dispose of real estate from or to an affiliate, or when it intends to acquire or dispose of assets other than real estate from or to an affiliate 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 audited by the Audit Committee and approved by the Board of Directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the affiliate as a trade counterpart.
3. With respect to the acquisition of real estate from an affiliate, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.
4. The date and price at which the affiliate originally acquired the real estate, the original trade counterpart, and that trade counterpart's relationship to the Company and the affiliate.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the application of funds.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

The amount of the transaction referred to in the preceding paragraph shall be calculated in accordance with paragraph 2 of article 30, and the said one-year period shall be calculated on the basis of the date on which the transaction actually occurred, and calculated one year in advance. If it has been submitted to the audit committee for review in accordance with the provisions of these standard procedures and approved by the Board of Directors shall not be included in the calculation.

With respect to the acquisition or disposal of business-use equipment between the Company and its parent or subsidiaries, the Company's Board of Directors may pursuant to Article 7, paragraph 1, subparagraph 3 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.

Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the Board of Directors pursuant to Paragraph 1, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minute book of the Board of Directors meeting.

The matters for which paragraph 1 requires audited by the Audit Committee shall first be approved by more than half of all audit committee members and then submitted to the Board of Directors for a resolution, and shall be subject to application of Article 6, paragraphs 4 and 5.

Article 15

The Company shall evaluate the reasonableness of the transaction costs by the following means in acquiring real estate from an affiliate:

1. The interest on the necessary funds and the obligation costs to be borne by the buyer shall be added at the transaction price of the affiliates concerned. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property. This may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the affiliate has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is an affiliate of one of the trading counterparties.

In the case of the combined purchase of land and premises of the same target, the transaction costs may be assessed by either of the methods mentioned in the preceding paragraph in respect of the land and premises.

The Company shall evaluate the cost of the real estate obtained from the affiliates in accordance with the provisions of Paragraphs 1 and 2, and shall consult the CPA for review and express specific opinions.

If the Company acquires the real estate from the affiliates, under any of the following circumstances, it shall act in accordance with the provisions of Article 14 and the preceding three provisions shall not apply:

1. The affiliates acquire the real estate by inheritance or bestowal.
2. More than five years will have elapsed from the time the affiliate signed the contract to obtain the real estate to the signing date for the current transaction.
3. The real estate is acquired through signing of a joint development contract with the affiliate, or through engaging an affiliate to build real estate, either on the Company's own land or on leased land.

Article 16

If the appraisal results of the Company in accordance with Paragraph 1 and Paragraph 2 of the preceding article is lower than the transaction price, the Company shall act in accordance with Article 17. However, the following circumstances shall not apply if objective evidence is presented and the specific opinions of real estate professional appraisers and CPAs are provided:

1. If the affiliate has obtained vacant land or leased land for construction, he/she may prove that he/she meets one of the following conditions:
 - (1) Vacant lands are appraised according to the method prescribed in the preceding article, while houses are added to the reasonable construction profit according to the construction cost of the affiliates, whose total amount exceeds the actual transaction price. The so-called "reasonable construction profit" shall be determined by the average operating margin of the affiliate's construction department in the recent three years or the lowest of the most recent gross margin of the construction industry published by the Ministry of Finance.
 - (2) Cases of transactions by other non-affiliates on other floors of the same target premises or in adjacent

areas within one year, whose area is similar, and whose transaction conditions are comparable after the evaluation of reasonable floor or regional spread according to the real estate sales practice.

- (3) In the case of other non-affiliate lease cases within one year on other floors of the same target premises, the transaction terms are estimated to be equivalent according to the reasonable floor spread that is required by the practice of real estate lease.
2. The Company provides evidences to prove that the transaction conditions of the real estate purchased from the affiliates are the same as the transaction cases of other non-affiliates in the neighboring areas within one year and the area is similar.

Completed transactions involving 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 present value; transactions involving similarly sized parcels in principle refers to transactions completed by non-affiliates 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 estate or obtainment of the right-of-use assets thereof.

Article 17

The Company shall handle the following matters when acquiring the real estate from the affiliates and the appraisal results are lower than the transaction price as stipulated in the provisions of Article 15 and Article 16:

1. A special reserve shall be set aside in accordance with Article 41-1 of the Securities and Exchange Act against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase. An investor whose investment in the Company is evaluated by the equity method to be a publicly owned corporation, he/she shall also set aside an appropriated as special capital reserve in accordance with Paragraph 1, Article 41 of the Securities and Exchange Act, in proportion to the number of his/her shares held.
2. The audit committee shall act in accordance with Article 218 of the Company Act.
3. It shall report to the shareholders' meeting the handling of Subparagraphs 1 and 2, and disclose the transaction details in the annual report and public statement.

Where the Company has set aside appropriated as special capital reserve in accordance with the provisions of the preceding paragraph, it shall not use the appropriated as special capital reserve until the assets acquired by the Company at a high price that have been recognized as losses, or the lease has been disposed of, or the lease has been properly considered or restored to its original condition, or there is no other evidence that it is unreasonable, and the approval of the Financial Supervisory Commission is obtained.

When the Company acquires real estate from an affiliate, it shall also follow the preceding 2 paragraphs if there is other evidence indicating that the transaction is an irregular transaction.

Article 18

The Company shall pay attention to the following important risk management and audit matters when engaging in derivative transaction, and incorporate them into the handling procedures:

1. The trading principles and guidelines: shall include the types of derivative transaction, the operation or hedging strategies, the division of rights and responsibilities, the key points of performance evaluation and the total contract amount of derivative transaction, and the maximum amount of total and individual contract losses, etc.
2. Risk management measures.
3. Internal audit system.
4. Regular assessment methods and abnormal situation handling.

Article 19

The Company shall adopt the following risk management measures when engaging in derivative transactions:

1. The scope of risk management shall include credit, market price, liquidity, cash flow, operation, and legal risk management.
2. Trading personnel engaged in derivatives and operational personnel engaged in confirmation, delivery, etc., shall not serve concurrently.
3. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board of Directors or senior management personnel with no responsibility for trading or position decision-making.
4. The positions held in a derivatives exchange shall be evaluated at least once a week, but at least twice a month for hedging transactions required by the business, and the evaluation report shall be sent to the senior executive authorized by the Board of Directors.
5. Other important risk management measures.

Article 20

The Board of Directors shall, in accordance with the following principles, supervise and manage the derivatives transactions of the Company:

1. The designated senior executives shall, at all times, pay attention to the supervision and control of derivatives trading risks.
2. Regularly evaluate whether the performance of derivatives trading conforms to the established business strategy and whether the undertaking risk is within the tolerance of the Company.

Senior executives authorized by the Board of Directors shall manage derivatives transactions in accordance with the following principles:

1. Periodically evaluate the adequacy of current risk management practices and ensure that these guidelines and procedures are followed.
2. Supervise the trading and profit and loss situation, and take necessary measures in case of any abnormality, and immediately report to the Board of Directors; the Board of Directors shall have independent directors present

and express opinions.

If the Company engages in derivative transaction and authorizes relevant personnel to deal with it in accordance with the provisions on dealing with derivative transaction, it shall report to the Board of Directors of the nearest future afterwards.

Article 21

The Company shall establish a memorandum book for the type, amount, date of approval by the Board of Directors and the matters which shall be carefully evaluated in accordance with Subparagraph 4 of Article 19, Subparagraph 2 of Paragraph 1 of and Subparagraph 1 of Paragraph 2 of Article 20, and the details are set out in the memorandum book for future reference.

The internal auditors of the Company shall regularly learn about the licensure of internal control of derivative transactions, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the audit committee in writing of any major violation.

Article 22

The Company conducting a merger, spin off, acquisition, or transfer of shares, prior to convening the Board of Directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

Article 23

In the event that the Company participates in the merger, spin off, or acquisition, it shall prepare an open document to shareholders prior to the meeting of the shareholders' committee regarding the important provisions and related matters of the merger, spin off, or acquisition, and deliver it to shareholders together with the expert opinions in Paragraph 1 of the preceding article and the notice of meeting of the shareholders' committee, for the reference of whether to approve the merger, spin off, or acquisition. However, this provision shall not apply to matters which may be exempted from holding a shareholders' meeting to resolve on merger, spin off, or acquisition pursuant to other legislative requirement.

For companies participating in the merger, spin off, or acquisition, if the shareholders' meeting of either party cannot be held due to insufficient attendance, insufficient voting rights or other legal restrictions, or the resolution is rejected by the shareholders' meeting, the Company participating in the merger, spin off, or acquisition shall immediately make public the reasons for the occurrence, subsequent processing, and the expected date of the shareholders' meeting.

Article 24

For the Company and company participating in the merger, spin off, or acquisition, the Board of Directors and shareholders meeting shall be held on the same day to decide on matters related to merger, spin off, or acquisition, unless otherwise provided for by laws or special factors that have been reported to Financial Supervisory Commission for approval in advance.

The Board of Directors of the Company and the Company participating in the transfer of shares shall be convened on the same day unless otherwise stipulated by other laws or unless special factors that have been reported to Financial Supervisory Commission for approval in advance.

If the Company participates in a merger, spin off, acquisition, or transfer of shares, the following information shall be kept in a complete written record for five years for inspection:

1. Basic information of personnel: including the job title, name, ID card number (or passport number for a foreigner) of all persons involved in the merger, spin off, acquisition, or share transfer plan, or the execution person of the plan before the disclosure of the information.
2. Dates of important matters: including the dates of signing of letter of intent or memo, proxy of financial or legal counsel, deed and Board meeting.
3. Important documents and minute books: including plans for merger, spin off, acquisition, or transfer of shares, letters of intent or memo, important deeds and minute book of the Board.

If the Company participates in the merger, spin off, acquisition, or transfer of shares, it shall, within two days from the date of the adoption of the resolution of the Board of Directors, submit the information in Subparagraphs 1 and 2 of the preceding paragraph to the Financial Supervisory Commission for future reference in an Internet information system in a prescribed format.

Where a company participating in a merger, spin off, acquisition, or transfer of shares has a company that is not a listed company or whose shares are traded at the business premises of a securities dealer, our Company shall enter into an agreement with the Company and act in accordance with the provisions of paragraphs 3 and 4.

Article 25

People who participate in or know the merger, spin off, acquisition, or transfer of shares shall issue a written letter of confidentiality commitment and shall not disclose the contents of the plans before public disclosure of the information, nor shall they use their own names or under the names of other people to trade and merge, demerge, acquire, or transfer of shares of all the Company's shares and other marketable securities with equity property.

Article 26

The Company participating in a merger, spin off, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, spin off, acquisition, or transfer of shares:

1. The handling of cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares,

issuance of corporate bonds with stock option, preferred shares with stock option, stock warrants, or other equity based marketable securities.

2. The act of disposing of the Company's material assets, etc., which affects the Company's financial operations.
3. The occurrence of major disasters, major technological changes and other events affecting the Company's shareholders' equity and interests or securities prices.
4. Any party of the Company participating in the merger, spin off, acquisition, or transfer of shares shall purchase back the treasury stocks in accordance with the law.
5. Increase or decrease in the number of subjects or families participating in merger, spin off, acquisition, or transfer of shares.
6. Other conditions which may be changed in the contract and which have been disclosed to the public.

Article 27

Where the Company participates in the merger, spin off, acquisition, or transfer of shares, the deed shall set forth the rights and obligations of the Company participating in the merger, spin off, acquisition, or transfer of shares and shall set forth the following:

1. The handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The participating company may, after the base date for calculating the proportion of shares to be exchanged, buy back the number of treasury stocks and the principles for dealing with them in accordance with the law.
4. The handling method for the increase or decrease of the number of main parts or homes.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. The relevant procedures of the expected convening dates of shareholders' meeting based on laws when a plan is overdue and still undone

Article 28

After public disclosure of the information, if any company participating in a merger, spin off, acquisition, or transfer of shares, this Company is a party intending to further carry out another merger, spin off, acquisition, or transfer of shares with another company, any procedure or legal action already completed for the original merger, spin off, acquisition, or transfer of shares shall be carried out anew, with exceptions for cases where the number of participating companies is decreased, and where the shareholders' meeting resolved to authorize the Board of Directors to alter the limits of authority, this Company shall be exempt from re-convening of shareholders' meeting to generate another resolution.

Article 29

Where the Company is a non-publicly owned corporation participating in the merger, spin off, acquisition, or transfer

of shares, the Company shall enter into an agreement with the Company and act in accordance with the provisions of Article 24, Article 25, Article 28, and the preceding article.

Article 30

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:

1. Acquisition or disposal of real estate from or to an affiliate, or acquisition or disposal of assets other than real estate from or to an affiliate 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 resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. To merge, spin off, acquire, or transfer shares.
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.
4. Where the type of asset acquired or disposed is equipment for business use, the trade counterpart is not an affiliate, and the transaction amount meets any of the following criteria:
 - (1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - (2) For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
5. Where land is acquired under an arrangement on engaging others to build on the 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 reaches NT\$500 million.
6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-up capital or NT\$300 million. This however shall not apply under the following circumstances:
 - (1) Trading of government bonds.
 - (2) Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription by investment professionals of ordinary corporate bonds or of general bank debentures without equity characteristics that are offered and issued in the domestic primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.

- (3) Trading of bonds under repurchase/ resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within one year.
3. The cumulative amount of real estate acquired or disposed of (acquired and disposed of separately) in the same development plan within one year.
4. The cumulative amount of the same marketable securities acquired or disposed of (acquired and disposed of separately) within one year.

The so-called "within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.

A public company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic publicly owned corporation and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

When a public 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 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. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company headquarters, where they shall be retained for 5 years except where another act provides otherwise.

Article 31

Under any of the following circumstances occurs after the Company announces the transactions declared in accordance with the preceding article, shall publicly announce and report the relevant information on the FSC's designated website within 2 days counting inclusively from the date of occurrence of the event:

1. The relevant contracts signed in the original transaction are subject to change, termination or rescission.
2. The merger, spin off, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. There are changes to the declaration contents of the original announcement.

Article 32

Where a subsidiary of the Company is not a domestic publicly owned corporation, and where the acquisition or disposal of assets is subject to the provisions of Chapter 3 of this law, the Company shall make a public announcement.

The preceding paragraph applies to the declaration standards set forth in Paragraph 1 of Article 30, which stipulate that 20% of the paid-up capital or 10% of the total assets shall be subject to the paid-up capital or the total assets of the Company.

Article 32-1

The provisions of this procedure regarding 10% of total assets shall be calculated based on the amount of total assets in the most recent individual or individual financial report stipulated in the standards for the preparation of financial reports of securities issuers.

Article 33

If the relevant personnel of the Company violate the handling rules or this procedure, they shall act according to the working rules and internal regulations of the Company.

Article 34

This procedure shall be implemented after being approved by the Board of Directors and submitted to the Board of shareholders for approval.

5. Procedures for Engaging in Derivatives Trading

Appendix 5

Taiming Assurance Broker Co., Ltd.

Article 1 Purpose

1. In order to effectively manage the Company's revenues and expenditures, assets and liabilities, reduce the risks caused by changes in foreign exchange and interest rates, and thus increase the competitiveness of the Company, this procedure is hereby formulated as the basis for the accurate management of the Company's financial asset transactions.
2. This procedure is established in accordance with the "Operating Procedure for Acquisition and Disposal of Assets". If there is anything not covered herein, it shall be handled in accordance with relevant laws and regulations.

Article 2: Principles and Approach of Transaction

1. Transaction Type
 - (1) The term "derivative" used by the Company refers to the contract (such as forward contract, option, futures, interest rate or exchange rate, exchange, and the compound contract of the above commodity combination, etc.) in which the value of the derivative is derived from such commodities as assets, interest rate, exchange rate, index or other interests.
 - (2) Matters relating to margin trade shall be handled in accordance with the relevant provisions of this procedure. The provisions of this procedure may not apply to bond transactions subject to redemption conditions.
2. Operation (Hedging) Strategy

Derivatives trading shall be conducted for the purpose of hedging, and commodities trading shall be selected to avoid risks arising from the business operation of the Company. The currency held must conform to the foreign currency demand of the actual import and export transactions of the Company, and the Company's overall internal position (foreign currency income and expenditure) should be squared off by itself, so as to reduce the Company's overall foreign exchange risk and save foreign exchange operating costs. Transactions for other specific purposes shall be carefully evaluated and submitted to the Board of Directors for approval before proceeding.
3. Division of Rights and Responsibilities
 - (1) The Financial Department
 1. Responsible for the strategy formulation of the whole company's financial trading.
 2. Trading personnel shall regularly calculate positions, collect market information, make trend

judgment and risk assessment, formulate operational strategies, prepare internal documents and obtain approval from the director of the power of decision for trading purposes.

3. Execute transactions according to delegation of authority and established policies.
4. When there are major changes in the financial market and the trading personnel judge that the established strategies are no longer applicable, they shall put forward an evaluation statement at any time, sign an internal document, reformulate the strategies, and take them as the basis for trading upon the approval of the General Manager.

(2) The Accounting Department

1. Provide information on risk exposure positions.
2. Accounting and preparation of financial statements based on International Financial Reporting Standards.
3. Declare and announce according to the regulations of FSC.

(3) Derivative Approval Authority

1. Hedging Transaction Approval Authority

Approver	Daily Approval Authority	Net Cumulative Position Trading Authority
Financial Officer	US\$500,000 or below	US\$1,500,000 (inclusive) or below
General Manager	US\$500,000- US\$2,000,000 (inclusive)	US\$1,500,000- US\$5,000,00 (inclusive) or below
Chairman of the Board	US\$2,000,000 or above	US\$5,000,000- US\$10,000,000 (inclusive) or below

2. Other special-purpose transactions shall not be carried out until they are submitted to the Board of Directors for approval.
3. Where the Company engages in derivative transactions in accordance with the prescribed procedures or other legislative requirements that shall be approved by the Board of Directors, the Company shall submit the directors' objection information to the supervisors if there is any objection from the directors and there is a record or written statement. In addition, in case that the Company has set up independent directors. When submitting the acquisition or disposal of assets to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be stated in the minute book of the Board of Directors.

(4) The Audit Department

Responsible for understanding the licensure of internal control of derivative transactions and checking the compliance of trading departments with operational procedures, analyzing trading cycles, preparing audit reports and reporting to the Board of Directors in case of major deficiencies.

(5) Performance Evaluation

1. Hedging Transactions

- (1) The performance evaluation is based on the gain or loss between the exchange rate cost on

the Company's books and the transaction of derivatives.

- (2) The Financial Department shall provide the foreign exchange position evaluation and the foreign exchange market trend and the market analysis to the General Manager as the management reference and instruction.
 2. Specific-Purpose Transactions: the performance evaluation is based on the actual gain or loss, and the accountants shall regularly prepare the position statements for the reference of the management.
- (6) Total Contract Amount and Establishment of Upper Limit of Loss
1. Total Contract Amount
 - (1) Transaction Limit for Hedging Transactions: The financial department shall master the overall position of the Company to avoid transaction risks. The amount of hedging transactions shall not exceed two thirds of the overall net position of the Company. If the amount exceeds two thirds, it shall be reported to the General Manager for approval.
 - (2) Specific-Purpose Transactions: Based on the prediction of market changes, the financial department may formulate strategies as required and submit them to the Board of Directors for approval before proceeding. The total contract amount of the Company's net accumulated position for the Company's specific transaction shall be limited to US\$ 5 million.
 2. Establishment of Upper Limit of Loss
 - (1) Hedging transactions are not subject to an additional loss limit because the loss or gain of the hedging position is offset against each other.
 - (2) For a specific purpose, a stop loss point shall be established after the position is established to prevent excess loss. The stop loss shall be limited to 10% of the contract value of the trade. If the loss exceeds 10% of the contract value, the stop loss shall be reported to the General Manager immediately and shall be reported to the Board of Directors for taking necessary measures.
 - (3) The maximum amount of loss for an individual contract shall not exceed 5% of the transaction contract amount.
 - (4) The maximum annual loss of the trading operation for the specific purpose of the Company is US\$ 300,000.

Article 3 Accounting Treatment

The accounting treatment of the relevant transactions of the Company shall be handled in accordance with the relevant provisions of the accounting system except as provided in this procedure.

Article 4 Risk Management Measures

1. Credit risk management:

As the market is prone to the operational risks of derivative financial assets due to the changes of various factors, the following principles shall be followed in the market risk management:

- (1) Trade counterpart: mainly well-known financial institutions at home and abroad.

- (2) Traded commodities: limited to commodities provided by well-known financial institutions at home and abroad.
2. Market risk management:
- Mainly the exchange transaction market provided by banks, and futures market is not considered for the time being.
3. Liquidity risk management:
- To ensure market liquidity, financial products should be selected with high liquidity (i.e. they can be squared off in the market at any time). Financial institutions entrusted with transactions must have sufficient information and the ability to trade in any market at any time.
4. Cash flow risk management:
- To ensure the stability of the Company's working capital turnover, the capital source of the Company engaged in the derivative transaction shall be limited to its own capital, and the operating amount shall consider the capital demand of the cash income and expenditure forecast in the next three months.
5. Operational risk management:
- (1) The company's authorized quota, operating procedures and absorbed internal audit shall be truly followed to avoid operational risks.
- (2) Trading personnel engaged in derivatives and operational personnel engaged in confirmation, delivery, etc., shall not serve concurrently.
- (3) Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board of Directors or senior management personnel with no responsibility for trading or position decision-making.
- (4) The positions held in a derivatives exchange shall be evaluated at least once a week, but at least twice a month for hedging transactions required by the business, and the evaluation report shall be sent to the senior executive authorized by the Board of Directors.
6. Commodity risk management:
- Insider traders shall have complete and correct professional knowledge of financial assets and require banks to fully expose risks so as to avoid risks of financial assets.
7. Legal risk management:
- Documents signed with financial institutions shall be signed with appropriate authority to avoid legal risks.

Article 5 Internal Audit System

The internal auditors shall regularly learn about the licensure of internal control of derivative transactions and analyze the trading cycle, and make audit reports on the compliance of the monthly audit and trading department with the procedures for dealing with derivative transactions, and shall inform the supervisors in writing of any major violation.

Article 6 Regular Assessment Methods and Abnormality Handling

1. The Board of Directors shall authorize high-level executives regularly to monitor and assess whether or not to engage in derivatives trading is in accordance with the Company for trade procedure, and the risk is in the allowable bearing range, the market price assessment when there is abnormal situation, such as the holding position more than loss ceiling), shall immediately report to the Board of Directors, and adopt coping measures.
2. The positions held in a derivatives exchange shall be evaluated at least once a week, but at least twice a month for hedging transactions required by the business, and the evaluation report shall be sent to the senior executive authorized by the Board of Directors.

Article 7 Supervision and Management Principles of the Board of Directors When Engaging in Derivatives Trading

1. The Board of Directors shall designate senior executives to keep the derivatives transaction risk under supervision and control. The management principles are as follows:
 - (1) Regularly evaluate whether the risk management measures currently in use are appropriate and are in accordance with the "Operating Procedure for Acquisition and Disposal of Assets" and the procedures for dealing with derivatives transactions prescribed by the Company.
 - (2) Supervise the trading and profit and loss situation, and take necessary measures in case of any abnormality, and immediately report to the Board of Directors. If the Company has set up independent directors, the Board of Directors shall have independent directors present and express opinions.
2. Regularly evaluate whether the performance of derivatives trading conforms to the established business strategy and whether the undertaking risk is within the tolerance of the Company.
3. Where the Company authorizes the relevant personnel to deal with the derivatives transactions in accordance with the provisions of the derivatives transaction procedures, it shall report to the Board of Directors afterwards.

Article 8 The Company shall establish a memorandum book for the type, amount, date of approval by the Board of Directors and the matters which shall be carefully evaluated in accordance with Paragraph 2 of Article 6, Paragraphs 1 and 2 of Article 7, and the details are set out in the memorandum book for future reference.

Article 9 Public Declaration Procedure (After Public Issue)

1. The Company shall, on a monthly basis, enter into the information reporting website designated by the FSC by the 10th day of each month, in accordance with the prescribed format, the information of the Company and its non-domestic publicly listed subsidiaries engaged in derivative transactions as of the end of last month.
2. In the event that the loss of a derivative transaction reaches the maximum amount of all or any individual contract loss specified in this procedure, the relevant information shall be announced and reported on the website designated by the FSC within two days from the date of occurrence in accordance with the prescribed format.

Article 10 Penalty

The company engaged in derivative transactions shall notify the supervisors in writing of any material violation discovered by its internal auditors. Where the relevant personnel of the transaction violates the handling procedures and has specific causes and serious circumstances, he/she shall be punished according to the working rules of the Company according to the seriousness of the circumstances.

Article 11 Implementation and Revision

After the "Procedures for Engaging in Derivatives Trading" of the Company is adopted by the Board of Directors, it shall be submitted to the supervisors and submitted to the Board of shareholders for approval, and the revised procedures shall be the same. The company shall also send the directors' objection information to the supervisors if there is any objection from the directors and it is recorded or stated in writing.

In addition, in case that the Company has set up independent directors. When submitting the "Procedures for Engaging in Derivatives Trading" to the Board of Directors for discussion, the opinions of the independent directors shall be fully considered. If the independent directors have objections or reservations, they shall be stated in the minute book of the Board of Directors.

6. Rules for Election of Directors

Appendix 6

Taiming Assurance Broker Co., Ltd.

Rules for Election of Directors

Article 1

For the purpose of fair, just, and open selection of directors, the present measures are hereby formulated in accordance with Article 21 and Article 41 of the code of Corporate Governance Best Practice Principles for TWSE & TPEX Listed Companies.

Article 2

The selection and appointment of directors of the Company shall be governed by this act unless otherwise provided in the act or the articles of association.

Article 3

The selection of directors of the Company shall consider the overall allocation of the Board of Directors. Diversification shall be considered to form the Board of Directors. Appropriate diversification policy shall be drawn up for their own operation, operation patterns and development demands, including but not limited to the standards of the following two major aspects:

1. Basic conditions and values: gender, age, nationality, culture, and so on.

Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

Members of the Board of Directors shall generally possess the knowledge, skills and literacy necessary for performing their duties, and their overall abilities shall be as follows:

1. Operation judgment ability.
2. Accounting and financial analysis ability.
3. Operation management ability.
4. Crisis management ability.
5. Industry knowledge.
6. International market perspective.
7. Leadership.
8. Decision ability.

More than half of the Directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.

Article 4

The qualification of the independent director of the Company shall be in accordance with the provisions of Article 2, Article 3 and Article 4 of the “Measures for The Establishment of Independent Directors of a Publicly Owned Corporation”.

The selection of the independent directors of the Company shall comply with the provisions of Article 5, Article 6, Article 7, Article 8 and Article 9 of the “Measures for The Establishment of Independent Directors of a Publicly Owned Corporation”, and shall be conducted in accordance with Article 24 of the “Corporate Governance Best Practice Principles for TWSE & TPEX Listed Companies”.

Article 5

Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company’s Corporate Charter, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or Subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6

The election of the directors of the Company shall adopt the cumulative voting system. Each share shall have the same voting right as the number of directors to be elected. One person may be collectively elected, or several persons may

be allocated for election.

Article 7

The Board of Directors shall prepare an election ticket equal to the number of directors to be elected, add the weight thereof and distribute it to the shareholders attending the shareholders' meeting, and the name of the electors shall be substituted by the number of the attendance certificate printed on the election ticket.

Article 8

The number of directors of the Company shall be calculated in accordance with the articles of association, and the number of independent and non-independent directors shall be calculated respectively. Those who have more electoral votes shall be elected successively. If more than two directors have the same number of votes and exceed the prescribed number of directors, the number of directors with the same number of votes shall be determined by drawing lots.

Article 9

Prior to the commencement of the election, the chairman shall appoint a number of vote monitors and a number of vote talkers with shareholder status to perform the relevant functions. Ballot boxes shall be prepared by the Board of Directors and shall be opened and inspected openly by the voting supervisors before the voting.

Article 10

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, if the government or judicial person shareholder is the elected person, the name of the government or judicial person and the name of its representative shall be indicated in the name column of the registered elector of the election ticket; if there are several representatives, their names shall be added separately.

Article 11

An election ticket shall be invalid if:

1. Votes not prepared by the Board of Directors.

One who casts a blank ballot at a ballot box.

Illegible or altered writing.

If the registered elector is a shareholder, the name of his/her household and the number of his/her household do not correspond to the register of shareholders; if the voter is not a shareholder, his/her name and identity document number are not verified.

Other than the name of the elector's household (name) or the number of the shareholder's household (identification document number) and the number of voting rights allocated, other words are written within.

An elector whose name is the same as that of any other shareholder and whose shareholder's account number or identification document number is not entered for identification.

Article 12

Open ballot boxes right after the voting, the chairman shall announce the list of directors elected on the spot and the weight of their election. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit drawing legal grounds from Article 189 of the Company Act, the records shall be retained until the end of the litigation.

Article 13

The Board of Directors of the Company shall issue a letter of advice of election to the elected director.

Article 14

Matters not covered by these measures shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 15

These measures shall be implemented after being approved by the Board of shareholders and shall be the same when amended.

7. Information Regarding Compensations of Employees and Directors

Appendix 7

Information on Compensations of Employees and Directors

At the 27th meeting of the 6th Board of Directors on February 20, 2019, the Company discussed and approved the consideration of NT\$1,977,991 for employees and bonus to directors of NT\$1,977,991 in 2018, totaling NT\$3,955,982. The payment was made in cash and will be implemented after the approval of this shareholders' meeting.

The sum stated above conformed to the sum recognized for the fiscal year.

8. The effect of dividend distributions for the current fiscal year on the Company's operating performance, earnings per share, and return on equity

Appendix 8

The effect of dividend distributions for the current fiscal year on the Company's operating performance, earnings per share, and return on equity

Not applicable, because no stock dividend has been allocated this year.

9. Shareholding of the 6th Board of Directors

Appendix 9

Taiming Assurance Broker Co., Ltd. Shareholding of the 6th Board of Directors

Stock Transfer Closing date: April 2, 2019

Title	Name	Appointment date	Term	Shares currently holding
Chairman of the Board	Taiwan Navigator Asset Investment Co., Ltd. Representative: Cheng-Chih Li	2016.06.15	3	9,025,907
Vice Chairman	Taiwan Navigator Asset Investment Co., Ltd. Representative: Chao-Feng Chen	2016.06.15	3	9,025,907
Director	Taiwan Navigator Asset Investment Co., Ltd. Representative: Tsui-Jung Chen	2016.06.15	3	9,025,907
Director	Cheng-Rong Enterprise Co., Ltd. Representative: Yang-Kuo Chen	2016.06.15	3	47,959
Director	Cheng-Rong Enterprise Co., Ltd. Representative: Pei-Chin Li	2016.06.15	3	47,959
Independent Director	Tsung-Ju Li	2016.06.15	3	0
Independent Director	Chuang-Teng Tsai	2016.06.15	3	0
Independent Director	Tsung-Han Hsieh	2016.06.15	3	0
Number of shares held by all directors: 9,073,866, accounting for 38.31% of total shares.				

- Note: 1. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the total number of shares held by all directors shall be no less than 2,842,560 in total (15% of the Company's total issued shares).
3. The Company has set up an Audit Committee to replace the Supervisory Board. Therefore, regulations regarding shareholding of supervisors do not apply.

Additional information

Proposal raised by shareholders in this general shareholders' meeting

Content:

1. In accordance with Article 172 1 of the Company Act, a shareholder holding more than one percent of the total number of shares issued may submit a written application to the Company for a regular meeting of shareholders and the nomination of candidates for directors (including independent directors).
2. This year's regular meeting of the shareholders of the Company will accept the shareholder proposal from 9 am on March 22, 2019 to 5 PM on April 2, 2019, and has been announced at the public information observation station in accordance with the law.
3. The Company did not receive any shareholder's proposal or nomination of director candidates during the aforementioned acceptance period.