

Matters To Be Ratified:

1. The 2014 Business Report and Financial Statements

- Explanation: 1. The supervisor's review report is hereby issued after reviewing the 2014 financial statements (including the business report and the independent auditor's report issued by CPA Shih, Ching-Pin and CAP Li, Chen-Ming of Deloitte & Touche) without any nonconformity identified.
2. Please approve.

2. The Proposal for Distribution of 2014 Profits and Retained Earnings

- Explanation: 1. Please refer to the 2014 Profit Distribution proposed in accordance with Article 27 of the Company's Articles of Incorporation as follows:

	Unit: NT\$
(1) Calculation of the 2014 earnings available for distribution	
The 2014 Net income	2,083,117,326
Less: 10% legal reserve appropriated	208,311,733
Add: Prior years special reserve reversed	858,397,387
Add: Unappropriated Retained earnings of previous year	7,873,431,556
Less: Change from investments in associates and joint ventures accounted for by using equity method	11,235,576
Add: 2014 Actuarial gain (loss) arising from defined benefit plans	41,660,736
Earnings available for distribution	10,637,059,696
Less: Earnings reserved for business needs	8,749,422,930
2014 earning distribution	1,887,636,766
(2) The 2014 earnings distribution as follows:	
(a) Dividend	1,155,695,979
(b) Shareholder's bonus	731,940,787
Total (cash dividend NT\$2.2 per share)	1,887,636,766
Note: Employee bonus for an amount of NT\$19,261,600 and remuneration to directors and supervisors for an amount of NT\$19,261,600.	

2. When computing the shareholder tax credit in accordance with Article 66-6 of the Income Tax Act, the earnings of 1998 and thereafter is to be distributed with top priority. When computing the unappropriated earnings with additional 10% business income tax levied in accordance with Article 66-9 of the Income Tax Act, the earnings of the most recent year should be distributed with top priority according to the itemized identification method.
3. The distribution of earnings is calculated to the dollar (round up to the dollar). The total amount of the odd shares will be booked as the other income of the Company. It is proposed that the Board authorized the Chairman to fix the record date of ex-cash dividend after the approved by the year 2015 annual shareholder's meeting.
4. This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.
5. Please approve.

Resolutions:

Matters To Be Discussed

1. To approve the revisions of the Articles of Incorporation

Explanation:

- (1) Proposed to have Article 16 and Article 29 of the Company's Articles of Incorporation amended. Please refer to the Article Amendments Table attached.
- (2) Article 16 of the Articles of Incorporation regarding independent directors is applicable for the election of the Board members in 2016.
- (3) The proposal is hereby presented for referendum.

Resolutions:

Amendments Table of “Articles of Incorporation”

No.	After amendment	Before amendment	Remark
Article 16	<p>The Company has <u>9~13 directors</u> and 3 supervisors who are competent shareholders elected in the shareholders’ meeting. The total order shares of the Company held by all directors and supervisors are to be processed in accordance with the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.”</p> <p><u>The number of directors referred to above shall include at least two independent directors that is not less than one fifth of the board of directors.</u></p> <p><u>Directors and supervisors are elected among the shareholders by nomination system in accordance with Article 192-1 of the Company Act. Votes casted for the election of independent directors, non-independent directors, and supervisors are counted and elected separately.</u></p>	<p>The Company has <u>9 directors</u> and 3 supervisors who are competent shareholders elected in the shareholders’ meeting. The total order shares of the Company held by all directors and supervisors are to be processed in accordance with the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies.”</p>	<p>The number of directors is amended for the sake of maintaining flexibility for future growth with independent directors appointed. The requirement of Paragraph 2 is added.</p> <p>In response to the implementation of electronic voting, the Company’s election of directors and supervisors is to be processed in accordance with the nomination system. The requirement of Paragraph 3 is added.</p>
Article 29	<p>The Company’s Articles of Incorporation was stipulated on June 22, 1968 and was in effect after the resolution reached in the general shareholders’ meeting and the approval of the competent authorities received. The amendments of the Articles of Incorporation will be in effect after being resolved in the shareholders’ meeting.</p> <p>Omitted. The 45th amendment was completed on June 10, 2015.</p>	<p>The Company’s Articles of Incorporation was stipulated on June 22, 1968 and was in effect after the resolution reached in the general shareholders’ meeting and the approval of the competent authorities received. The amendments of the Articles of Incorporation will be in effect after being resolved in the shareholders’ meeting.</p> <p>Omitted. The 44th amendment was completed on June 14, 2012.</p>	<p>The date of the current amendment made is stated accordingly.</p>

2. To approve the amendment to the Rules of directors and supervisors Election

Explanation:

- (1) Proposed to have Article 3 and Article 6 of the Company's "Rules for the Election of Directors and Supervisors" amended. Please refer to the Article Amendments Table attached.
- (2) This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.
- (3) The proposal is hereby presented for referendum.

Resolutions:

Amendments Table of “Rules of directors and supervisors Election”

No.	After amendment	Before amendment	Remark
Article 3	<p>The Company’s directors and supervisors <u>are elected as independent directors, non-independent directors, and supervisors in that order in accordance with the number of chairs designated in the Articles of Incorporation and the electoral votes from top down.</u> If there are two or more candidates received the same votes of suffrage resulting more candidates elected than the chairs designated, the candidates who received the same votes of suffrage are to take a draw for a solution; also, the Chairman is to take a draw on behalf of the absentees.</p> <p><u>The Company’s directors and supervisors are elected in accordance with Article 192-1 of the Company Act. The qualifications, independence conditions, and other matters of the independent directors must comply with the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and other relevant regulations.</u></p>	<p>The Company’s directors and supervisors <u>are elected in accordance with the electoral votes from top down.</u> If there are two or more candidates received the same votes of suffrage resulting more candidates elected than the chairs designated, the candidates who received the same votes of suffrage are to take a draw for a solution; also, the Chairman is to take a draw on behalf of the absentees.</p>	<p>In response to the appointment of independent directors, Paragraph 1 is amended and Paragraph 2 is added.</p>
Article 6	<p>If the candidates are a natural person and a shareholder, the voters must have the account name and number of the candidates noted on the ballot. If the</p>	<p>If the candidates are a natural person and a shareholder, the voters must have the account name and number of the candidates noted on the ballot. If the</p>	<p>The identification document number replaces ID Card No. in order to cover</p>

	<p>candidates are not shareholders, the name and <u>identification document number</u> of the candidates must be detailed. If the candidates are governments or institutional shareholders, in addition to the account number, the name of the government or juristic person must be detailed, or the name of the government or juristic person and its representative should be detailed. If there is more than one representative appointed, the name of all the representatives must be listed separately.</p>	<p>candidates are not shareholders, the name and <u>ID Card No.</u> of the candidates must be detailed. If the candidates are governments or institutional shareholders, in addition to the account number, the name of the government or juristic person must be detailed, or the name of the government or juristic person and its representative should be detailed. If there is more than one representative appointed, the name of all the representatives must be listed separately.</p>	<p>foreign nationals.</p>
--	---	--	---------------------------

3. To approve the amendment to the company bylaws on “Procedures for the Acquisition and Disposal of Assets”

Explanation:

(1) Proposed to have the Company’s “Procedures for the acquisition and disposal of assets” amended in response to the Company’s actual operations. Please refer to the Article Amendments Table attached.

(2) This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.

(3) The proposal is hereby presented for referendum.

Resolutions:

**Amendments Table of
“Procedures for the Acquisition and Disposal of Assets”**

No.	After amendment	Before amendment	Remark
Article 10	<p>Procedures governing the acquisition and disposal of derivatives</p> <p>1. Transaction principles and strategies</p> <p>(a) ~ (e) omitted</p> <p>(f) Upper limit of losses</p> <p>1. “For trading purpose”: <u>Upper loss limits of individual contracts shall not exceed 5% of the total contract value. Upper loss limits of all contracts shall not exceed 5% of the total contract value of all contracts.</u></p> <p>2. . For purposes other than trading: Upper loss limits of individual contracts shall not</p>	<p>Procedures governing the acquisition and disposal of derivatives</p> <p>1. Transaction principles and strategies</p> <p>(a) ~ (e) omitted</p> <p>(f) Upper limit of losses</p> <p>1. ”For trade purpose”: <u>The loss limit is not set for each contract but subject to the contract with the same subject matter, having the total loss limit set for each financial instrument:</u></p> <p>(1) <u>Forward or futures contracts: 5% of average costs.</u></p> <p>(2) <u>Options contracts: If this Corporation is the buyer, the upper price limit shall not exceed 5% of the total contract value. If this Corporation is the seller, a maximum of 5% of the total contract value may be added to the charged price.</u></p> <p>(3) <u>Swap and compound contracts: Losses shall not exceed 5% of the total contract value.</u></p> <p>2. . For purposes other than trading: Upper loss limits of individual contracts</p>	<p>Set the individual contract loss limit of the held-for-trade derivatives in accordance with Article 18 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies.” Amended Article 1 paragraph (6) Section 1 of this Article.</p>

	<p>exceed 25% of the total contract value. Upper loss limits of all contracts shall not exceed 25% of the total contract value of all contracts.</p>	<p>shall not exceed 25% of the total contract value. Upper loss limits of all contracts shall not exceed 25% of the total contract value of all contracts.</p>	
	2~4 (Omitted)	2~4 (Omitted)	
Article 14	<p>Subsidiaries of this Corporation shall abide by the following regulations:</p> <p>5. Subsidiaries shall <u>assess</u> independently whether or not their Procedures Governing the Acquisition or Disposal of Assets conform to the provisions set forth in the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and whether or not matters pertaining to the acquisition or disposal of assets are handled in accordance with said procedures. The auditing units of this Corporation shall examine the independent <u>assess</u> reports submitted by the subsidiaries.</p>	<p>Subsidiaries of this Corporation shall abide by the following regulations:</p> <p>5. Subsidiaries shall <u>review</u> independently whether or not their Procedures Governing the Acquisition or Disposal of Assets conform to the provisions set forth in the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and whether or not matters pertaining to the acquisition or disposal of assets are handled in accordance with said procedures. The auditing units of this Corporation shall examine the independent <u>review</u> reports submitted by the subsidiaries.</p>	<p>It is to be handled in accordance with the “Guidelines for Establishment of Internal Control Systems by Public Companies.” The “self-inspection” in Paragraph 5 is amended as “self-assessment.”</p>

4. To approve the amendment to the company bylaws on “Procedures for Lending of Capital to Others”

Explanation:

- (1) Proposed to have the Company’s “Procedures for Lending of Capital to Others” amended in response to the Company’s actual operations. Please refer to the Article Amendments Table attached.
- (2) This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.
- (3) The proposal is hereby presented for referendum.

Resolutions:

Amendments Table of “Procedures for Lending of Capital to Others”

No.	After amendment	Before amendment	Remark
<p>Article 2 Paragraph 2</p> <p>Paragraph 4</p>	<p><u>Total loan amounts granted to companies that have business dealings with this Corporation shall not exceed 35% of the net value as stated in the latest financial statement.</u> Individual loan amounts granted to companies that have business dealings with this Corporation shall not exceed the total transaction amount. The term “total transaction amount of the business dealings” shall refer to the actual order and sales amounts or transaction amounts in the previous fiscal year between this Corporation and the beneficiary at the time of conclusion of the loan contract.</p> <p>If this Corporation extends loans to foreign companies in which it directly or indirectly holds 100% of voting shares, <u>the total loan amount and individual loan amount granted to those who need short-term financing must be handled in accordance with the Company’s Procedure for Loaning of Funds.</u></p>	<p>Individual loan amounts granted to companies that have business dealings with this Corporation shall not exceed the total transaction amount. The term “total transaction amount of the business dealings” shall refer to the actual order and sales amounts or transaction amounts in the previous fiscal year between this Corporation and the beneficiary at the time of conclusion of the loan contract.</p> <p>If this Corporation extends loans to foreign companies in which it directly or indirectly holds 100% of voting shares, <u>the aggregate balance of short-term financing funds shall not exceed 40% of the net value as stated in the latest financial statement.</u></p>	<p>The total loan amount limit to the business counterpart is defined in accordance with Article 3 and Article 9 of the “Regulations Governing Loaning of Funds.” Paragraph 2 of this Article is amended.</p> <p>The loaning of funds engaged with the foreign companies that the Company has directly and indirectly held 100% voting shares is not subject to the threshold of 40% net worth and the one-year restriction. However, for the need of corporate governance, the loaning of funds limit should be stated in Article 9 Paragraph 3 and Paragraph 4 of the “Regulations Governing Loaning of Funds.” Paragraph 4 of this Article is amended.</p>
<p>Article 5 Paragraph 3</p>	<p><u>The agreed</u> interest rates are adopted for the calculation of interest rates for financing funds. Interest rates are adjusted dynamically based on capital costs of this Corporation. Interest rate adjustments shall be implemented upon approval by the General Manager by request of the Finance Division. Interest receivable shall be <u>accrued and paid in accordance</u></p>	<p><u>Floating</u> interest rates are adopted for the calculation of interest rates for financing funds. Interest rates are adjusted dynamically based on capital costs of this Corporation. Interest rate adjustments shall be implemented upon approval by the General Manager by request of the Finance Division. Interest receivable shall be <u>calculated on a monthly basis.</u></p>	<p>Text is amended accordingly under the consideration of the practical operation.</p>

	<u>with the agreed period of time.</u>		
Article 9 Paragraph 4	Subsidiaries shall <u>assess</u> independently whether or not the formulated operating procedures governing loans of funds to others conform to the provisions set forth in the Regulations Governing Loans and Endorsements/ Guarantees and whether or not relevant matters are handled in accordance with said procedures. The Auditing Division of this Corporation shall examine the self- <u>assess</u> reports submitted by the subsidiaries.	Subsidiaries shall <u>review</u> independently whether or not the formulated operating procedures governing loans of funds to others conform to the provisions set forth in the Regulations Governing Loans and Endorsements/ Guarantees and whether or not relevant matters are handled in accordance with said procedures. The Auditing Division of this Corporation shall examine the self- <u>inspection</u> reports submitted by the subsidiaries.	It is to be handled in accordance with the “Guidelines for Establishment of Internal Control Systems by Public Companies.” The “self-inspection” in Paragraph 4 is amended as “self-assessment.”

5. Release from the non-competition restriction on directors in accordance with Article 209 of the Company Law.

Explanation:

- (1) It is to be handled in accordance with Article 209 Paragraph 1 of the Company Act “Directors act on behalf of themselves or others within the business scope of the Company shall explain the material contents of their behavior in the shareholders’ meeting for approval.”
- (2) Mr. Jeff Hsu, the director of the Company, is also the director of Taiwan Global Energy Maritime Co., Ltd., therefore, a proposal is to be presented in the shareholders’ meeting to have the non-compete clause lifted in accordance with Article 209 of the Company Act.
- (3) This proposal was resolved in the 7th board meeting of the 16th term on August 11, 2014.
- (4) The proposal is hereby presented for referendum.

Resolutions:

Matters To Be Discussed

1. To approve the revisions of the Articles of Incorporation

Explanation:

- (1) Proposed to have Article 16 and Article 29 of the Company's Articles of Incorporation amended. Please refer to the Article Amendments Table attached.
- (2) Article 16 of the Articles of Incorporation regarding independent directors is applicable for the election of the Board members in 2016.
- (3) The proposal is hereby presented for referendum.

Resolutions:

Amendments Table of “Articles of Incorporation”

No.	After amendment	Before amendment	Remark
Article 16	<p>The Corporation shall have <u>nine to thirteen Directors</u> and three Supervisors that shall be elected from among capable persons in the stockholders’ meeting. The total registered shares held by all directors and supervisors shall be stipulated based on the standard in the provision of “Director & Supervisor Share Percentage & Audit Implementation Rules For Public Issue Company.”</p> <p><u>The number of directors referred to above shall include at least two independent directors that is not less than one fifth of the board of directors.</u></p> <p><u>Directors and supervisors are elected among the shareholders by nomination system in accordance with Article 192-1 of the Company Act. Votes casted for the election of independent directors, non-independent directors, and supervisors are counted and elected separately.</u></p>	<p>The Corporation shall have <u>nine Directors</u> and three Supervisors that shall be elected from among capable persons in the stockholders’ meeting. The total registered shares held by all directors and supervisors shall be stipulated based on the standard in the provision of “Director & Supervisor Share Percentage & Audit Implementation Rules For Public Issue Company.”</p>	<p>The number of directors is amended for the sake of maintaining flexibility for future growth with independent directors appointed. The requirement of Paragraph 2 is added.</p> <p>In response to the implementation of electronic voting, the Company’s election of directors and supervisors is to be processed in accordance with the nomination system. The requirement of Paragraph 3 is added.</p>
Article 29	<p>The Articles of Incorporation of the Corporation are stipulated on the 22nd day of June 1968 and after resolution was obtained in the stockholders’ regular meeting, it was submitted to the competent authority for approval and became effective on the same day.</p> <p>Subsequent amendment to these Articles of Incorporation shall become effective after being passed at the stockholders’ meeting.</p> <p>Omitted.</p> <p>The forty-fifth revision was in June 10th 2015.</p>	<p>The Articles of Incorporation of the Corporation are stipulated on the 22nd day of June 1968 and after resolution was obtained in the stockholders’ regular meeting, it was submitted to the competent authority for approval and became effective on the same day.</p> <p>Subsequent amendment to these Articles of Incorporation shall become effective after being passed at the stockholders’ meeting.</p> <p>Omitted.</p> <p>The forty-forth revision was in June 14th 2012.</p>	<p>The date of the current amendment made is stated accordingly.</p>

2. To approve the amendment to the Rules of directors and supervisors Election

Explanation:

- (1) Proposed to have Article 3 and Article 6 of the Company's "Rules for the Election of Directors and Supervisors" amended. Please refer to the Article Amendments Table attached.
- (2) This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.
- (3) The proposal is hereby presented for referendum.

Resolutions:

Amendments Table of “Rules of directors and supervisors Election”

No.	After amendment	Before amendment	Remark
Article 3	<p>The candidates for elections of board directors and supervisors of this corporation <u>are elected as independent directors, non-independent directors, and supervisors in that order in accordance with the number of chairs designated in the Articles of Incorporation and the electoral votes from top down</u> based on the number of seats to be elected. If two or more candidates receive the same number of votes and not enough seats are available, the winner shall be selected by lucky draw. If candidates are not present, the chair shall draw lots on their behalf.</p> <p><u>The Company’s directors and supervisors are elected in accordance with Article 192-1 of the Company Act. The qualifications, independence conditions, and other matters of the independent directors must comply with the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and other relevant regulations.</u></p>	<p>The candidates for elections of board directors and supervisors of this corporation <u>who receive votes representing the largest number of voting rights shall be considered elected</u> based on the number of seats to be elected. If two or more candidates receive the same number of votes and not enough seats are available, the winner shall be selected by lucky draw. If candidates are not present, the chair shall draw lots on their behalf.</p>	<p>In response to the appointment of independent directors, Paragraph 1 is amended and Paragraph 2 is added.</p>
Article 6	<p>Candidates shall be natural persons and possess shareholder status. Voters shall enter the candidate’s account name and shareholder account number on the</p>	<p>Candidates shall be natural persons and possess shareholder status. Voters shall enter the candidate’s account name and shareholder account number on the</p>	<p>The identification document number replaces ID Card No. in order to cover</p>

	<p>ballot. If candidates are non-shareholders, voters shall enter their names and <u>identification document number</u>. If candidates are government or corporate shareholders, voters shall enter their account number and the name of the government agency or corporation or both the name of the government agency or corporation and the name of its representative. If there are multiple representatives, the name of each representative shall be specified.</p>	<p>ballot. If candidates are non-shareholders, voters shall enter their names and <u>personal ID numbers</u>. If candidates are government or corporate shareholders, voters shall enter their account number and the name of the government agency or corporation or both the name of the government agency or corporation and the name of its representative. If there are multiple representatives, the name of each representative shall be specified.</p>	<p>foreign nationals.</p>
--	---	--	---------------------------

3. To approve the amendment to the company bylaws on “Procedures for the Acquisition and Disposal of Assets”

Explanation:

(1) Proposed to have the Company’s “Procedures for the acquisition and disposal of assets” amended in response to the Company’s actual operations. Please refer to the Article Amendments Table attached.

(2) This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.

(3) The proposal is hereby presented for referendum.

Resolutions:

**Amendments Table of
“Procedures for the Acquisition and Disposal of Assets”**

No.	After amendment	Before amendment	Remark
Article 10	<p>Procedures governing the acquisition and disposal of derivatives</p> <p>1. Transaction principles and strategies</p> <p>(a) ~ (e) omitted</p> <p>(f) Upper limit of losses</p> <p>1. For trading purpose: <u>Upper loss limits of individual contracts shall not exceed 5% of the total contract value. Upper loss limits of all contracts shall not exceed 5% of the total contract value of all contracts.</u></p> <p>2. . For purposes other than trading: Upper</p>	<p>Procedures governing the acquisition and disposal of derivatives</p> <p>1. Transaction principles and strategies</p> <p>(a) ~ (e) omitted</p> <p>(f) Upper limit of losses</p> <p>1. For trading purpose: <u>Upper limits of losses shall not be defined in individual contracts and shall instead be based on same contract types. Upper loss limits for all contracts shall be determined individually for different instruments:</u></p> <p><u>(1) Forward or futures contracts: 5% of average costs.</u></p> <p><u>(2) Options contracts: If this Corporation is the buyer, the upper price limit shall not exceed 5% of the total contract value. If this Corporation is the seller, a maximum of 5% of the total contract value may be added to the charged price.</u></p> <p><u>(3) Swap and compound contracts: Losses shall not exceed 5% of the total contract value.</u></p> <p>2. . For purposes other than trading: Upper</p>	<p>Set the individual contract upper limit of losses for trading purpose derivatives in accordance with Article 18 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies.” Amended Article 1 paragraph (f) Section 1 of this Article.</p>

	<p>loss limits of individual contracts shall not exceed 25% of the total contract value. Upper loss limits of all contracts shall not exceed 25% of the total contract value of all contracts.</p> <p>2~4 (Omitted)</p>	<p>loss limits of individual contracts shall not exceed 25% of the total contract value. Upper loss limits of all contracts shall not exceed 25% of the total contract value of all contracts.</p> <p>2~4 (Omitted)</p>	
Article 14	<p>Subsidiaries of this Corporation shall abide by the following regulations:</p> <p>5. Subsidiaries shall <u>assess</u> independently whether or not their Procedures Governing the Acquisition or Disposal of Assets conform to the provisions set forth in the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and whether or not matters pertaining to the acquisition or disposal of assets are handled in accordance with said procedures. The auditing units of this Corporation shall examine the independent <u>assess</u> reports submitted by the subsidiaries.</p>	<p>Subsidiaries of this Corporation shall abide by the following regulations:</p> <p>5. Subsidiaries shall <u>review</u> independently whether or not their Procedures Governing the Acquisition or Disposal of Assets conform to the provisions set forth in the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and whether or not matters pertaining to the acquisition or disposal of assets are handled in accordance with said procedures. The auditing units of this Corporation shall examine the independent <u>review</u> reports submitted by the subsidiaries.</p>	<p>It is to be handled in accordance with the “Guidelines for Establishment of Internal Control Systems by Public Companies.” The “<u>review</u>” in Paragraph 5 is amended as “<u>assess</u>”</p>

4. To approve the amendment to the company bylaws on “Procedures for Lending of Capital to Others”

Explanation:

- (1) Proposed to have the Company’s “Procedures for Lending of Capital to Others” amended in response to the Company’s actual operations. Please refer to the Article Amendments Table attached.
- (2) This proposal was resolved in the 9th board meeting of the 16th term on March 18, 2015.
- (3) The proposal is hereby presented for referendum.

Resolutions:

Amendments Table of “Procedures for Lending of Capital to Others”

No.	After amendment	Before amendment	Remark
<p>Article 2 Paragraph 2</p> <p>Paragraph 4</p>	<p><u>Total loan amounts granted to companies that have business dealings with this Corporation shall not exceed 35% of the net value as stated in the latest financial statement.</u> Individual loan amounts granted to companies that have business dealings with this Corporation shall not exceed the total transaction amount. The term “total transaction amount of the business dealings” shall refer to the actual order and sales amounts or transaction amounts in the previous fiscal year between this Corporation and the beneficiary at the time of conclusion of the loan contract.</p> <p>If this Corporation extends loans to foreign companies in which it directly or indirectly holds 100% of voting shares, <u>the total loan amount and individual loan amount granted to those who need short-term financing must be handled in accordance with the Company’s Procedure for Loaning of Funds.</u></p>	<p>Individual loan amounts granted to companies that have business dealings with this Corporation shall not exceed the total transaction amount. The term “total transaction amount of the business dealings” shall refer to the actual order and sales amounts or transaction amounts in the previous fiscal year between this Corporation and the beneficiary at the time of conclusion of the loan contract.</p> <p>If this Corporation extends loans to foreign companies in which it directly or indirectly holds 100% of voting shares, <u>the aggregate balance of short-term financing funds shall not exceed 40% of the net value as stated in the latest financial statement.</u></p>	<p>The total loan amount limit to the business counterpart is defined in accordance with Article 3 and Article 9 of the “Regulations Governing Loaning of Funds and Making of Endorsements/ Guarantees by Public Companies” Paragraph 2 of this Article is amended.</p> <p>The loaning of funds engaged with the foreign companies that the Company has directly and indirectly held 100% voting shares is not subject to the threshold of 40% net worth and the one-year restriction. However, for the need of corporate governance, the loaning of funds limit should be stated in Article 9 Paragraph 3 and Paragraph 4 of the “Regulations Governing Loaning of Funds.” Paragraph 4 of this Article is amended.</p>
<p>Article 5 Paragraph 3</p>	<p><u>The agreed</u> interest rates are adopted for the calculation of interest rates for financing funds. Interest rates are adjusted dynamically based on capital costs of this Corporation. Interest rate adjustments shall be implemented upon approval by the General Manager by request of the Finance Division. Interest receivable shall</p>	<p><u>Floating</u> interest rates are adopted for the calculation of interest rates for financing funds. Interest rates are adjusted dynamically based on capital costs of this Corporation. Interest rate adjustments shall be implemented upon approval by the General Manager by request of the Finance Division. Interest receivable shall be <u>calculated on a</u></p>	<p>Text is amended accordingly under the consideration of the practical operation.</p>

	be <u>accrued and paid in accordance with the agreed period of time.</u>	<u>monthly basis.</u>	
Article 9 Paragraph 4	Subsidiaries shall <u>assess</u> independently whether or not the formulated operating procedures governing loans of funds to others conform to the provisions set forth in the Regulations Governing Loans and Endorsements/ Guarantees and whether or not relevant matters are handled in accordance with said procedures. The Auditing Division of this Corporation shall examine the independent <u>assess</u> reports submitted by the subsidiaries.	Subsidiaries shall <u>review</u> independently whether or not the formulated operating procedures governing loans of funds to others conform to the provisions set forth in the Regulations Governing Loans and Endorsements/ Guarantees and whether or not relevant matters are handled in accordance with said procedures. The Auditing Division of this Corporation shall examine the independent <u>inspection</u> reports submitted by the subsidiaries.	It is to be handled in accordance with the “Guidelines for Establishment of Internal Control Systems by Public Companies.” The “ <u>review</u> ” and “ <u>inspection</u> ” in Paragraph 4 is amended as “ <u>assess</u> ”

5. Release from the non-competition restriction on directors in accordance with Article 209 of the Company Law.

Explanation:

- (1) It is to be handled in accordance with Article 209 Paragraph 1 of the Company Act “Directors act on behalf of themselves or others within the business scope of the Company shall explain the material contents of their behavior in the shareholders’ meeting for approval.”
- (2) Mr. Jeff Hsu, the director of the Company, is also the director of Taiwan Global Energy Maritime Co., Ltd., therefore, a proposal is to be presented in the shareholders’ meeting to have the non-compete clause lifted in accordance with Article 209 of the Company Act.
- (3) This proposal was resolved in the 7th board meeting of the 16th term on August 11, 2014.
- (4) The proposal is hereby presented for referendum.

Resolutions: