EVA AIR
A STAR ALLIANCE MEMBER

Stock Code：2618

EVA AIRWAYS CORPORATION

Minutes of the 2014 Annual General Meeting of Shareholders

June 17, 2014

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EVA AIRWAYS CORPORATION

Minutes of the 2014 Annual General Meeting of Shareholders

Date & Time: 9:00 a.m., June 17, 2014 (Tuesday)

Venue: Conference Room (the 17th floor)
EVA AIRWAYS CORPORATION
No.376, Sec. 1, Hsin-nan Rd. Luchu, Taoyuan County, Taiwan

Shareholders present: Shareholders present by themselves (including electronic voting) or by proxy at the meeting represent 2,100,268,142 shares and account for 64.44% of the total issued shares of the Company which amount to 3,258,945,005 shares.

Chairman: Mr. Chang Kuo-Wei

Secretary: Ms. Yang, Kai-Ting

Attendants as guest: Mr. Lin, Sun-San, Director/ Ms. Ko, Li-Ching, Director/ Mr. Chang Ming-Che, Director/ Mr. Tai Jiin-Chyuan, Director / Mr. Lin, Long-Hwa, Supervisor / Mr. Wu, Kuang-Hui, Supervisor / Mr. Chen Cheng-Pang, Supervisor

A. Report of Shareholders Presented and Call Meeting to Order.

B. Chairman's Address: Omitted.

C. Matters for Report:

I. Business Report of the year 2013. (as the attached Page 7-13)

II. Supervisors' Report of the year 2013. (as the attached Page 25)

III. Report of Corporate Bond: In order to repay the loans and improve the financial structure, the Board Meeting held on December 25, 2012 resolved to issue the 18th secured corporate bond with the conditions below:

a. Total issue amount: NT$4,500,000,000.

b. Period: 5 years.

c. Coupon rate: fixed rate.

The issuance of the bond was approved by Financial Supervisory Commission (hereinafter referred to as "FSC") and listed trading on over-the-counter market.

D. Matters for Acknowledgement:

Submitted by the Board of Directors

Proposal I: It is proposed to acknowledge the Business Report and Financial Statements of the year 2013. (as the attached Page 7-23)

Explanation: The Financial Statements of the Company of the year 2013 which had been audited and certified by the CPA firm of KPMG and the Business Report of the year 2013 were audited and acknowledged by the supervisors. The supervisors also submitted the report of audit as attached.

Resolution: 2,115,684,391 shares (including electronic voting) were represented at the time of voting; 1,952,098,329 shares (including electronic voting) were casted for the proposal, representing 92.26% of the total represented shares present; 325,415 shares (including electronic voting) were casted against the proposal, representing 0.01% of the total represented shares present; 163,260,647 shares (including electronic voting) were casted as abstained, representing 7.73% of the total represented shares present. This proposal was approved as proposed.

Submitted by the Board of Directors

Proposal II: It is proposed to acknowledge the profit allocation proposal of the year 2013 as the Statement of Earnings Appropriation. (as the attached Page 24)

Explanation: Profit of the Company for the year ended 2013 is NT$747,450,031. After setting aside as unappropriated retained earnings of previous years under IFRSs, actuarial gains(losses) of 2013, adding reversal of special reserve and subtracting legal reserve, retained earnings available for distribution in 2013 amounts to NT$226,803,487. Based on the principle of stabilization for sustainable management of the Company, it is proposed to reserve all appropriable earnings to meet future needs and not to allocate Dividends, Remuneration to directors and supervisors, and Bonus to employees.

Resolution: 2,115,684,391 shares (including electronic voting) were represented at the time of voting; 1,955,155,065 shares (including electronic voting) were casted for the proposal, representing 92.41% of the total represented shares present; 358,779 shares (including electronic voting) were casted against the proposal, representing 0.01% of the total represented shares present; 160,170,547 shares (including electronic voting) were casted as abstained, representing 7.58% of the total represented shares present. This proposal was approved as proposed.

E. Matters for Discussion:

Submitted by the Board of Directors

Proposal I: It is proposed to amend the "Procedures for Acquiring and Disposing of Assets" referring to the contrast table attached. (as the attached page 26-44)

Explanation: The amendments are made in accordance with "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" by Order No. Financial-Supervisory-Securities–Corporate-1020053073 promulgated by FSC on December 30, 2013.

Resolution: 2,115,684,391 shares (including electronic voting) were represented at the time of voting; 1,955,218,208 shares (including electronic voting) were casted for the proposal, representing 92.42% of the total represented shares present; 396,723 shares (including electronic voting) were casted against the proposal, representing 0.01% of the total represented shares present; 160,069,460 shares (including electronic voting) were casted as abstained, representing 7.57% of the total represented shares present. This proposal was approved as proposed.

Submitted by the Board of Directors

Proposal II: It is proposed to amend the "Procedures for Transaction of Derivative Products" (hereinafter referred to as "the Procedures") referring to the contrast table attached. (as the attached page 45-49)

Explanation: The major amendments are as follows:

1. As the authority limit of Transaction of Derivative Products and the person who has the authority to approve the transaction is the head of Financial Department has been specified in Article 6 and the subparagraph 1 of paragraph 1 of Article 10 of the Procedures, it is proposed to abolish the "Table of Authority Limit of Transaction of Derivative Products", and amend the wording of the subparagraph 1 of paragraph 1 of Article 10 of the Procedures.
2. As the Procedures is set forth in accordance with Article 11 of "Procedures for Acquiring and Disposing of Assets" as prescribed by the Company, in accordance with "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" by Order No. Financial-Supervisory- Securities- Corporate-1020053073 promulgated by "FSC" on December 30, 2013, the subparagraph 8 of paragraph 1 of Article 11 of the Procedures is amended to specify that the company shall report to the Board at the coming meeting after the company authorizes the relevant personnel to engage in the transaction of derivative products.
3. To amend the wording of the subparagraph 7 of paragraph 1 of Article 11 since the Company establishes the position of independent director.

Resolution: 2,115,684,391 shares (including electronic voting) were represented at the time of voting; 1,955,212,861 shares (including electronic voting) were casted for the proposal, representing 92.42% of the total represented shares present;

400,970 shares (including electronic voting) were casted against the proposal, representing 0.01% of the total represented shares present; 160,070,560 shares (including electronic voting) were casted as abstained, representing 7.57% of the total represented shares present. This proposal was approved as proposed.

Submitted by the Board of Directors

Proposal III: It is proposed to amend the "Procedures for Fund Lending, Endorsement and Guarantee" referring to the contrast table attached. (as the attached Page 50-55)

Explanation: To amend the wording of Article 9, Article 16, Article 18, and Article 26 since the Company establishes the position of independent director.

Resolution: 2,115,684,391 shares (including electronic voting) were represented at the time of voting; 1,955,204,597 shares (including electronic voting) were casted for the proposal, representing 92.41% of the total represented shares present; 408,334 shares (including electronic voting) were casted against the proposal, representing 0.01% of the total represented shares present; 160,071,460 shares (including electronic voting) were casted as abstained, representing 7.58% of the total represented shares present. This proposal was approved as proposed.

F. Matters for Election:

Submitted by the Board of Directors

Proposal: It is proposed to re-elect the directors and supervisors of the Company.

Explanation:

1. Since the term of office of the current directors and supervisors had expired on June 9, 2014, it is proposed to re-elect nine Directors (including 3 independent directors) and three

supervisors according to the provisions of the Articles of Incorporation of the Company. The election of the directors and supervisors is conducted under the "candidate nomination system". The directors and supervisors shall be elected from the nominated candidates. The new directors and supervisors, whose term of office shall be three years from June 17, 2014 to June 16, 2017, shall take office after Annual General Meeting of Shareholders, and the current directors and supervisors shall be discharged simultaneously.

2. The Board meeting has reviewed and approved the roster of candidates submitted by the shareholders on April 24, 2014. The roster of directors (including independent directors) and supervisors candidates is as the attached Page 56-58.

Election Results:

Directors-

A/C Number	Name	Shareholding	Votes Received
306304	Mr. Chang Kuo-Wei (Representative of Chang Yung-Fa Charity Foundation)	11,482,104	1,987,690,163
306304	Mr. Chang Yung-Fa (Representative of Chang Yung-Fa Charity Foundation)	11,482,104	1,959,524,568
19	Mr. Lin Sun-San (Representative of Evergreen Marine Corp. (Taiwan) Ltd.)	629,483,229	1,957,032,886
19	Ms. Ko Li-Ching (Representative of Evergreen Marine Corp. (Taiwan) Ltd.)	629,483,229	1,947,631,729
29061	Mr. Cheng Chuan-Yi (Representative of Falcon Investment Services Ltd.) (The name in the roster of shareholders: First Commercial Bank as Custodian of Investments of Falcon Investment Services Ltd.)	162,962,925	1,945,375,851

A/C Number	Name	Shareholding	Votes Received
29061	Mr. Tai, Jiin-Chyuan (Representative of Falcon Investment Services Ltd.) (The name in the roster of shareholders: First Commercial Bank as Custodian of Investments of Falcon Investment Services Ltd.)	162,962,925	1,936,256,804
R1000*****	Mr. Eugene Chien (Independent Director)	0	1,924,141,008
H1023*****	Mr. Lo Tzu-Chiang (Independent Director)	0	1,921,129,276
P1213*****	Mr. Hsu Shun-Hsiung (Independent Director)	0	1,746,610,216

Supervisor-

A/C Number	Name	Shareholding	Votes Received
5414	Mr. Lin, Long-Hwa (Representative of Evergreen International Corp.)	469,648,357	1,948,938,932
5414	Mr. Wu, Kuang-Hui (Representative of Evergreen International Corp.)	469,648,357	1,940,850,293
5414	Mr. Chen Cheng-Pang (Representative of Evergreen International Corp.)	469,648,357	1,918,644,004

G. Other Motion:

Submitted by the Board of Directors

Proposal: It is proposed to lift the restriction of "non-competition" for the newly elected directors.

Explanation:

1. In accordance with Article 209 of the Company Law, a director

who does business that is within the scope of the Company's business for himself/herself or on behalf of another person, shall explain to the shareholders the essential contents of such act and secure the shareholders' approval.

2. It is proposed to approve this proposal because the aforesaid conduct of the newly elected directors will not damage the Company's benefit.

Supplements: The supplemental elaborations of the competition situation of the newly elected directors are as follows:

Name	A company that is similar to the Company's business for themselves	Position
Mr. Chang Kuo-Wei (Representative of Chang Yung-Fa Charity Foundation)	Uni Airways Corp.	Director
	China Cargo Airlines Company Ltd.	
Mr. Cheng Chuan-Yi (Representative of Falcon Investment Services Ltd.) (The name in the roster of shareholders: First Commercial Bank as Custodian of Investments of Falcon Investment Services Ltd.)	China Cargo Airlines Company Ltd.	Director

It is proposed to lift the restriction of "non-competition" for the directors mentioned above and the juristic persons who present.

Resolution: 2,115,695,391 shares (including electronic voting) were represented at the time of voting; 1,740,819,783 shares (including electronic voting) were casted for the proposal, representing 82.28% of the total represented shares present; 214,418,639 shares (including electronic voting) were casted against the proposal, representing 10.13% of the total represented shares present; 160,456,969 shares (including electronic voting) were casted as abstained, representing 7.59 % of the total represented shares present. This proposal was approved as proposed.

H. Matters for Extraordinary Motion: None.

I. Dismiss the Meeting.

EVA AIRWAYS CORP.

Balance Sheets

December 31, 2013 and 2012, and January 1, 2012
(Expressed in Thousands of New Taiwan Dollars)

Assets	2013.12.31	2012.12.31	2012.1.1
Current assets:			
Cash and cash equivalents	$ 20,012,604	19,157,798	13,666,643
Available-for-sale financial assets—current	1,799,429	2,106,688	2,410,548
Derivative financial assets for hedge purposes—current	26,090	13,353	69,953
Notes receivable, net	344,738	415,371	317,587
Accounts receivable, net	6,082,411	6,445,966	5,922,310
Accounts receivable—related parties	131,756	167,896	178,556
Inventories	2,031,279	2,797,337	3,833,798
Other current assets	826,595	760,935	1,165,679
Total current assets	31,254,902	31,865,344	27,565,074
Non-current assets:			
Available-for-sale financial assets—non-current	3,092,037	2,903,306	3,107,328
Investments accounted for using equity method	10,686,982	9,796,991	9,980,846
Property, plant and equipment	82,473,206	89,014,699	95,552,142
Intangible assets	412,777	303,333	125,448
Deferred tax assets	4,924,962	5,136,076	4,920,917
Other non-current assets	6,549,912	3,274,201	1,808,011
Total non—current assets	108,139,876	110,428,606	115,494,692
Total assets	$ 139,394,778	142,293,950	143,059,766

Liabilities and Equity	2013.12.31	2012.12.31	2012.1.1
Current liabilities:			
Accounts payable	$ 1,848,515	3,323,829	1,801,200
Accounts payable—related parties	3,395,553	3,619,672	2,822,992
Other payables	9,682,100	8,142,076	8,167,005
Unearned revenue	9,132,562	8,518,660	7,792,395
Current portion of long-term liabilities	7,315,832	8,866,161	9,183,142
Other current liabilities	4,866,321	4,132,781	3,812,180
Total current liabilities	36,240,883	36,603,179	33,578,914
Non-current liabilities:			
Bonds payable	21,200,000	16,700,000	10,200,000
Long-term borrowings	31,613,407	37,573,929	45,749,166
Deferred tax liabilities	65,191	226,864	-
Lease liability—non-current	5,385,848	7,335,153	9,003,131
Accrued pension liabilities	2,786,425	2,535,858	2,450,328
Other non-current liabilities	6,264,991	5,951,045	5,884,174
Total non-current liabilities	67,315,862	70,322,849	73,286,799
Total liabilities	103,556,745	106,926,028	106,865,713
Equity:			
Common stock	32,589,450	32,589,450	32,589,450
Capital surplus	1,723,602	1,723,602	1,723,602
Retained earnings	2,275,240	1,895,476	1,671,748
Other equity	(750,259)	(840,606)	209,253
Total equity	35,838,033	35,367,922	36,194,053
Total liabilities and equity	$ 139,394,778	142,293,950	143,059,766

EVA AIRWAYS CORP.

Statements of Comprehensive Income

For the years ended December 31, 2013 and 2012
(Expressed in Thousands of New Taiwan Dollars, except Earnings per Common Share)

	2013	2012
Operating revenue	$ 110,747,462	107,147,807
Operating cost:	100,462,866	99,072,134
Gross profit from operations	10,284,596	8,075,673
Operating expenses:	8,696,343	7,879,566
Net operating income	1,588,253	196,107
Non-operating income and expenses:		
Other income	334,408	294,203
Other gains and losses	(374,709)	924,579
Finance costs	(1,465,130)	(1,651,554)
Share of profit of subsidiaries and associates accounted for using equity method	818,889	990,688
Total non-operating income and expenses	(686,542)	557,916
Profit before tax	901,711	754,023
Income tax expenses	(154,261)	(98,823)
Profit	747,450	655,200
Other comprehensive income:		
Exchange differences on translation of foreign financial statements	39,242	(74,679)
Unrealized gains (losses) on available-for-sale financial assets	200,421	(174,450)
Cash flow hedges	12,737	(56,600)
Actuarial losses on defined benefit plans	(458,502)	(301,261)
Share of other comprehensive income of subsidiaries and associates	(146,797)	(933,111)
Income tax relating to components of other comprehensive income	75,560	58,770
Other comprehensive income, net of tax	(277,339)	(1,481,331)
Comprehensive income	$ 470,111	(826,131)
Basic earnings per share (in New Taiwan Dollars)	$ 0.23	0.20
Diluted earnings per share (in New Taiwan Dollars)	$ 0.23	0.20

EVA AIRWAYS CORP.

Statements of Changes in Equity

For the years ended December 31, 2013 and 2012
(Expressed in Thousands of New Taiwan Dollars)

			Retained earnings				Other equity				
	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings (accumulated deficit)	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available-for-sale financial assets	Cash flow hedges	Total	Total equity
Balance on January 1, 2012	$ 32,589,450	1,723,602	1,201,674	3,657,682	(3,187,608)	1,671,748	104,750	46,442	58,061	209,253	36,194,053
Appropriation of 2011 earnings:											
Legal reserve	-	-	20,902	-	(20,902)	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(14,015)	14,015	-	-	-	-	-	-
Profit for 2012	-	-	-	-	655,200	655,200	-	-	-	-	655,200
Other comprehensive income in 2012	-	-	-	-	(431,472)	(431,472)	(74,679)	(928,202)	(46,978)	(1,049,859)	(1,481,331)
Balance on December 31, 2012	32,589,450	1,723,602	1,222,576	3,643,667	(2,970,767)	1,895,476	30,071	(881,760)	11,083	(840,606)	35,367,922
Appropriation of 2012 earnings:											
Legal reserve	-	-	50,401	-	(50,401)	-	-	-	-	-	-
Special reserve	-	-	-	1,823,824	(1,823,824)	-	-	-	-	-	-
Profit for 2013	-	-	-	-	747,450	747,450	-	-	-	-	747,450
Other comprehensive income in 2013	-	-	-	-	(367,686)	(367,686)	39,242	40,533	10,572	90,347	(277,339)
Balance on December 31, 2013	$ 32,589,450	1,723,602	1,272,977	5,467,491	(4,465,228)	2,275,240	69,313	(841,227)	21,655	(750,259)	35,838,033

EVA AIRWAYS CORP.

Statements of Cash Flows

For the years ended December 31, 2013 and 2012
(Expressed in Thousands of New Taiwan Dollars)

	2013	2012
Cash flows from (used in) operating activities：		
Profit before tax	$ 901,711	754,023
Adjustments：		
Adjustments to reconcile profit：		
Depreciation expense	10,083,867	10,261,659
Amortization expense	94,283	49,681
Interest expense	1,465,130	1,651,554
Interest income	(220,976)	(181,810)
Share of profit of subsidiaries and associates accounted for using equity method	(818,889)	(990,688)
Losses on disposal of property, plant and equipment (included in other gains and losses)	160,148	31,863
Gain on disposal of investments	(14,556)	(8,237)
Others	(183,782)	(251,524)
Total adjustments to reconcile profit	10,565,225	10,562,498
Changes in operating assets and liabilities：		
Changes in operating assets：		
Notes receivable, net	70,633	(97,784)
Accounts receivable, net	363,555	(523,656)
Accounts receivable－related parties	36,140	10,660
Inventories	771,157	701,673
Other current assets	(51,686)	405,986
Total changes in operating assets	1,189,799	496,879
Changes in operating liabilities：		
Accounts payable	(1,475,314)	1,522,629
Accounts payable－related parties	22,717	423,318
Other payables	1,327,576	(52,188)
Unearned revenue	613,902	726,265
Other current liabilities	709,584	295,814
Accrued pension liabilities	(207,935)	(215,729)
Other non-current liabilities	389,716	297,508
Total changes in operating liabilities	1,380,246	2,997,617
Total changes in operating assets and liabilities	2,570,045	3,494,496
Total adjustments	13,135,270	14,056,994
Cash inflow generated from operations	14,036,981	14,811,017
Income taxes paid	(29,712)	(31,870)
Net cash flows from operating activities	14,007,269	14,779,147
Cash flows from (used in) investing activities：		
Decrease in available-for-sale financial assets－current	321,051	320,913
Acquisition of available-for-sale financial assets－non-current	(92,663)	(100,077)
Proceeds from disposal of available-for-sale financial assets－non-current	103,318	120,833
Proceeds from capital reduction of available-for-sale financial assets－non-current	1,799	-
Acquisition of investments accounted for using equity method	(298,800)	(80,000)
Acquisition of property, plant and equipment	(4,477,079)	(4,052,749)
Proceeds from disposal of property, plant and equipment	201,552	1,004,820
Acquisition of intangible assets	(203,727)	(227,566)
Increase in other non-current assets	(3,222,777)	(1,466,190)
Interest received	207,454	184,090
Dividends received	201,875	246,751
Net cash flows used in investing activities	(7,257,997)	(4,049,175)
Cash flows from (used in) financing activities：		
Proceeds from issuance of bonds payable	4,500,000	6,500,000
Proceeds from long-term borrowings	1,100,000	1,800,000
Redemption of long-term borrowings	(8,645,900)	(10,327,267)
Redemption of lease liability	(1,457,495)	(1,645,058)
Interest paid	(1,391,071)	(1,566,492)
Net cash flows used in financing activities	(5,894,466)	(5,238,817)
Net increase in cash and cash equivalents	854,806	5,491,155
Cash and cash equivalents at the beginning of year	19,157,798	13,666,643
Cash and cash equivalents at the end of year	$ 20,012,604	19,157,798

EVA AIRWAYS CORP. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2013 and 2012, and January 1, 2012
(Expressed in Thousands of New Taiwan Dollars)

Assets	2013.12.31	2012.12.31	2012.1.1
Current assets:			
Cash and cash equivalents	$ 24,898,172	22,083,330	17,470,319
Financial assets at fair value through profit or loss—current	1,192	260,289	885
Available-for-sale financial assets—current	2,059,740	2,180,986	2,551,236
Derivative financial assets for hedge purposes—current	26,090	13,353	69,953
Notes receivable, net	345,472	416,388	624,360
Accounts receivable, net	8,598,641	10,159,764	8,500,527
Accounts receivable—related parties	358,272	316,596	274,943
Inventories	8,593,070	9,109,482	9,380,407
Other current assets	1,239,005	949,632	1,374,878
Total current assets	46,119,654	45,489,820	40,247,508
Non-current assets:			
Available-for-sale financial assets—non-current	3,134,113	3,365,225	4,668,076
Investments accounted for using equity method	793,704	766,408	417,116
Property, plant and equipment	88,226,342	94,745,769	101,192,307
Intangible assets	2,431,864	2,271,741	2,207,471
Deferred tax assets	5,274,476	5,489,249	5,207,901
Other non-current assets	6,742,781	3,396,105	1,931,875
Total non-current assets	106,603,280	110,034,497	115,624,746
Total assets	$ 152,772,934	155,524,317	155,872,254

Liabilities and Equity	2013.12.31	2012.12.31	2012.1.1
Current liabilities:			
Short-term borrowings	$ 1,328,774	1,482,777	2,169,436
Notes and accounts payable	2,630,022	4,166,321	2,514,171
Accounts payable—related parties	229,583	129,036	114,674
Other payables	10,800,328	9,382,282	9,155,862
Income tax payable	243,859	256,126	227,178
Unearned revenue	9,264,602	8,763,617	7,976,086
Current portion of long-term liabilities	9,334,554	10,524,796	10,433,022
Other current liabilities	4,908,506	4,156,494	3,953,434
Total current liabilities	38,740,228	38,861,449	36,543,863
Non-current liabilities:			
Bonds payable	21,200,000	16,700,000	10,200,000
Long-term borrowings	37,599,071	43,857,411	51,362,976
Deferred tax liabilities	116,622	285,336	52,886
Lease liability—non-current	5,385,848	7,335,153	9,003,131
Accrued pension liabilities	3,373,119	3,328,931	3,115,889
Other non-current liabilities	6,050,685	5,771,236	5,697,097
Total non-current liabilities	73,725,345	77,278,067	79,431,979
Total liabilities	112,465,573	116,139,516	115,975,842
Equity:			
Common stock	32,589,450	32,589,450	32,589,450
Capital surplus	1,723,602	1,723,602	1,723,602
Retained earnings	2,275,240	1,895,476	1,671,748
Other equity	(750,259)	(840,606)	209,253
Non-controlling interests	4,419,328	4,016,879	3,702,359
Total equity	40,257,361	39,384,801	39,896,412
Total liabilities and equity	$ 152,722,934	155,524,317	155,872,254

EVA AIRWAYS CORP. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2013 and 2012
(Expressed in Thousands of New Taiwan Dollars, except Earnings per Common Share)

		2013	2012
Operating revenue	$	124,164,451	120,158,467
Operating cost:		111,196,719	109,255,507
Gross profit from operations		12,967,732	10,902,960
Operating expenses:		9,497,413	8,493,810
Net operating income		3,470,319	2,409,150
Non-operating income and expenses:			
Other income		392,009	342,055
Other gains and losses		(504,219)	646,530
Finance costs		(1,602,331)	(1,784,338)
Share of profit of associates accounted for using equity method		84,560	81,770
Total non-operating income and expenses		(1,629,981)	(713,983)
Profit before tax		1,840,338	1,695,167
Income tax expenses		560,613	499,480
Profit		1,279,725	1,195,687
Other comprehensive income:			
Exchange differences on translation of foreign financial statements		33,420	(80,195)
Unrealized gains (losses) on available-for-sale financial assets		40,838	(925,803)
Cash flow hedges		12,737	(56,600)
Actuarial losses on defined benefit plans		(440,282)	(584,771)
Share of other comprehensive income of associates		1,485	(699)
Income tax relating to components of other comprehensive income		72,462	106,967
Other comprehensive income, net of tax		(279,340)	(1,541,101)
Comprehensive income	$	1,000,385	(345,414)
Profit attributable to:			
Owners of parent	$	747,450	655,200
Non-controlling interests		532,275	540,487
	$	1,279,725	1,195,687
Comprehensive income attributable to:			
Owners of parent	$	470,111	(826,131)
Non-controlling interests		530,274	480,717
	$	1,000,385	(345,414)
Basic earnings per share (in New Taiwan Dollars)	$	0.23	0.20
Diluted earnings per share (in New Taiwan Dollars)	$	0.23	0.20

EVA AIRWAYS CORP. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2013 and 2012
(Expressed in Thousands of New Taiwan Dollars)

	Common Stock	Capital Surplus	Retained earnings: Legal Reserve	Special Reserve	Unappropriated Earnings (accumulated deficit)	Total	Other equity: Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available-for-sale financial assets	Cash flow hedges	Total	Total equity attributable to owners of parent	Non-controlling interests	Total equity
Balance on January 1, 2012	$ 32,589,450	1,723,602	1,201,674	3,657,682	(3,187,608)	1,671,748	104,750	46,442	58,061	209,253	36,194,053	3,702,359	39,896,412
Appropriation of 2011 earnings:													
Legal reserve	-	-	20,902	-	(20,902)	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(14,015)	14,015	-	-	-	-	-	-	-	-
Profit for 2012	-	-	-	-	655,200	655,200	-	-	-	-	655,200	540,487	1,195,687
Other comprehensive income in 2012	-	-	-	-	(431,472)	(431,472)	(74,679)	(928,202)	(46,978)	(1,049,859)	(1,481,331)	(59,770)	(1,541,101)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(166,197)	(166,197)
Balance on December 31, 2012	32,589,450	1,723,602	1,222,576	3,643,667	(2,970,767)	1,895,476	30,071	(881,760)	11,083	(840,606)	35,367,922	4,016,879	39,384,801
Appropriation of 2012 earnings:													
Legal reserve	-	-	50,401	-	(50,401)	-	-	-	-	-	-	-	-
Special reserve	-	-	-	1,823,824	(1,823,824)	-	-	-	-	-	-	-	-
Profit for 2013	-	-	-	-	747,450	747,450	-	-	-	-	747,450	532,275	1,279,725
Other comprehensive income in 2013	-	-	-	-	(367,686)	(367,686)	39,242	40,533	10,572	90,347	(277,339)	(2,001)	(279,340)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(127,825)	(127,825)
Balance on December 31, 2013	$ 32,589,450	1,723,602	1,272,977	5,467,491	(4,465,228)	2,275,240	69,313	(841,227)	21,655	(750,259)	35,838,033	4,419,328	40,257,361

EVA AIRWAYS CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2013 and 2012
(Expressed in Thousands of New Taiwan Dollars)

		2013	2012
Cash flows from (used in) operating activities:			
Profit before tax	$	1,840,338	1,695,167
Adjustments:			
Adjustments to reconcile profit:			
Depreciation expense		10,723,866	10,927,647
Amortization expense		233,841	182,133
Impairment loss		289,866	289,350
Interest expense		1,602,331	1,784,338
Interest income		(251,299)	(203,262)
Share of profit of associates accounted for using equity method		(84,560)	(81,770)
Losses on disposal of property, plant and equipment		161,107	34,940
Gain on disposal of investments		(15,345)	(10,291)
Others		(170,253)	(251,524)
Total adjustments to reconcile profit		12,489,554	12,671,561
Changes in operating assets and liabilities：			
Changes in operating assets：			
Financial assets at fair value through profit or loss－current		259,097	(259,404)
Notes receivable, net		70,916	207,972
Accounts receivable, net		1,561,123	(1,659,237)
Accounts receivable－related parties, net		(41,676)	(41,653)
Inventories		517,830	(184,360)
Other current assets		(275,665)	423,314
Total changes in operating assets		2,091,625	(1,513,368)
Changes in operating liabilities：			
Notes and accounts payable		(1,536,299)	1,652,150
Accounts payable－related parties		347,383	(359,000)
Other payables		1,207,885	196,457
Unearned revenue		500,985	787,531
Other current liabilities		728,056	178,273
Accrued pension liabilities		(402,820)	(268,945)
Other non-current liabilities		436,951	304,776
Total changes in operating liabilities		1,282,141	2,491,242
Total changes in operating assets and liabilities		3,373,766	977,874
Total adjustments		15,863,320	13,649,435
Cash inflow generated from operations		17,703,658	15,344,602
Income taxes paid		(451,713)	(463,214)
Net cash flows from operating activities		17,251,945	14,881,388
Cash flows from (used in) investing activities：			
Decrease in available-for-sale financial assets－current		136,224	390,225
Acquisition of available-for-sale financial assets－non-current		(92,663)	(100,077)
Proceeds from disposal of available-for-sale financial assets－non-current		103,318	120,833
Proceeds from capital reduction of available-for-sale financial assets－non-current		1,799	-
Acquisition of investment accounted for using equity method		-	(320,000)
Acquisition of property, plant and equipment		(5,113,301)	(4,694,993)
Proceeds from disposal of property, plant and equipment		227,848	1,008,829
Acquisition of intangible assets		(393,964)	(246,403)
Increase in other non-current assets		(3,357,096)	(1,465,723)
Interest received		237,323	205,984
Dividends received		75,551	50,269
Net cash flows used in investing activities		(8,174,961)	(5,051,056)
Cash flows from (used in) financing activities：			
Decrease in short-term borrowings		(154,003)	(906,659)
Proceeds from issuance of bonds payable		4,500,000	6,500,000
Proceeds from long-term borrowings		4,575,722	4,258,000
Redemption of long-term borrowings		(12,059,353)	(11,486,840)
Redemption of lease liability		(1,457,495)	(1,645,058)
Interest paid		(1,529,839)	(1,694,808)
Decrease in non-controlling interests		(129,826)	(225,967)
Net cash flows used in financing activities		(6,254,794)	(5,201,332)
Effect of exchange rate changes on cash and cash equivalents		(7,348)	(15,989)
Net increase in cash and cash equivalents		2,814,842	4,613,011
Cash and cash equivalents at the beginning of year		22,083,330	17,470,319
Cash and cash equivalents at the end of year	$	24,898,172	22,083,330

EVA AIRWAYS CORP.

2013 PROFIT ALLOCATION PROPOSAL

Unit: NT$

Unappropriated Retained Earnings of Previous Years		64,587,593
Subtract: Adjustments of Transition to IFRSs		(4,909,581,049)
Unappropriated Retained Earnings of Previous Years under IFRSs		(4,844,993,456)
Subtract: Actuarial Gains(Losses) of 2013	(367,685,344)	
Add: Profit for 2013	747,450,031	
Add: Reversal of Special Reserve	4,717,232,644	
Subtract: Legal Reserve	(25,200,388)	5,071,796,943
Retained Earnings in 2013 Available for Distribution		226,803,487
Distribution Item:		
Shareholders' Dividends	0	0
Unappropriated Retained Earnings		226,803,487

Notes :

Distribution total: Nil

Employees' Bonus: Nil

Compensation for Directors and Supervisors: Nil

Shareholders' Dividends: Nil

EVA AIRWAYS CORPORATION

THE CONTRAST TABLE OF THE AMENDED ARTICLES OF PROCEDURES FOR ACQUIRING AND DISPOSING OF ASSETS

After amendment	Before amendment	Reason for amendment
Article 2 The term "assets" as used herein shall apply to: 1. Investments in stocks, government bonds, corporate bonds, bank debentures, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial securities, asset-based securities, etc.; 2. Real estates (including land, houses and buildings, investment property, rights to use land, and inventory of a construction company) and equipment; 3. Membership cards; 4. Intangible assets, such as patents, copyrights, trademarks, franchises, etc.; 5. Obligatory rights of financial institutions (including the receivables, discounts on exchange, loans, and dishonored receivables); 6. Derivative products; 7. Assets to be acquired or disposed of by mergers, splits, acquisitions or stock transfer according to the laws; and 8. Other important assets.	Article 2 The term "assets" as used herein shall apply to: 1. Investments in stocks, government bonds, corporate bonds, bank debentures, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial securities, asset-based securities, etc.; 2. Real estates (including the inventory of a construction company) and other fixed assets; 3. Membership cards; 4. Intangible assets, such as patents, copyrights, trademarks, franchises, etc.; 5. Obligatory rights of financial institutions (including the receivables, discounts on exchange, loans, and dishonored receivables); 6. Derivative products; 7. Assets to be acquired or disposed of by mergers, splits, acquisitions or stock transfer according to the laws; and 8. Other important assets.	Because the Company adopts International Financial Reporting Standards ("IFRSs") to prepare financial reports from the year 2013, it is proposed to add "land", "houses and buildings", "investment property", and "rights to use land" to be included in the definition of real estate in compliance with Article 3 of Regulations Governing the Acquisition and Disposal of Assets by Public Companies (hereinafter referred as "the Regulations") and amend the wording "other fixed assets" of subparagraph 2 of paragraph 1.

After amendment	Before amendment	Reason for amendment
Article 3 The following expressions shall be respectively defined as below: 1. Derivative products: Any forward contracts, option contracts, futures contracts, leverage contracts, swap contracts, and the combination thereof with a worth derived from relevant assets, interest rates, exchange rates, indexes, or other interests. The term "forward contracts" as used herein shall not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts. 2. Assets to be acquired or disposed of by mergers, splits, acquisition or stock transfer according to the laws: Any assets acquired or disposed of by mergers, splits or acquisitions according to the Enterprises' Acquisition and Merger Law, the Financial Holding Company Act, the Law Governing Merger of Financial Institutions, or other applicable laws; or the stocks of another company acquired by the issuance of new shares in accordance with the provision of Item 8, Article 156 of the Company Law (hereinafter referred as the "stock transfer".)	Article 3 The following expressions shall be respectively defined as below: 1. Derivative products: Any forward contracts, option contracts, futures contracts, leverage contracts, swap contracts, and the combination thereof with a worth derived from relevant assets, interest rates, exchange rates, indexes, or other interests. The term "forward contracts" as used herein shall not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts and long-term purchase (sales) contracts. 2. Assets to be acquired or disposed of by mergers, splits, acquisition or stock transfer according to the laws: Any assets acquired or disposed of by mergers, splits or acquisitions according to the Enterprises' Acquisition and Merger Law, the Financial Holding Company Act, the Law Governing Merger of Financial Institutions, or other applicable laws; or the stocks of another company acquired by the issuance of new shares in accordance with the provision of Item 6, Article 156 of the Company Law (hereinafter referred as the "stock transfer".)	1. To amend the wording of subparagraph 2 of paragraph 1 in accordance with the adjustment of paragraph about Article 156 of the Company Law. 2. To amend the wording "other fixed assets" of subparagraph 4 of paragraph 1 because the Company adopts IFRSs.

After amendment	Before amendment	Reason for amendment
3. Related party and Subsidiary: As specified in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. 4. Professional appraiser: Real estate appraiser or any other one who may be engaged by law in the business of appraising real estates and <u>equipment</u>. 5. Occurrence date: Being the date of contract, date of payment, date of transaction, date of transfer, date of resolution by the Board of Directors, or other date sufficiently confirming the counterpart and trading amount, whichever is earlier. However, if it is an investment requiring the approval by the competent authority, then the occurrence date will be one of the aforesaid dates or the date of such approval, whichever is earlier. 6. Investments in Mainland China: Those investments made in Mainland China according to the provisions set forth in the "Approval Guidelines for Engagement in Investments or Technological Cooperation in Mainland China" as promulgated by the Investment Commission, Ministry of Economic Affairs.	3. Related party and Subsidiary: As specified in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. 4. Professional appraiser: Real estate appraiser or any other one who may be engaged by law in the business of appraising real estates and <u>other fixed assets</u>. 5. Occurrence date: Being the date of contract, date of payment, date of transaction, date of transfer, date of resolution by the Board of Directors, or other date sufficiently confirming the counterpart and trading amount, whichever is earlier. However, if it is an investment requiring the approval by the competent authority, then the occurrence date will be one of the aforesaid dates or the date of such approval, whichever is earlier. 6. Investments in Mainland China: Those investments made in Mainland China according to the provisions set forth in the "Approval Guidelines for Engagement in Investments or Technological Cooperation in Mainland China" as promulgated by the Investment Commission, Ministry of Economic Affairs.	

<table>
<tr><th>After amendment</th><th>Before amendment</th><th>Reason for amendment</th></tr>
<tr><td><u>Article 6</u>

The Company may purchase real estates for non-business use, but the accumulated acquisition amount indisposed shall not exceed 20% of total assets or 50% of equity (whichever is higher) as stated in the latest <u>parent company only</u> financial <u>report</u> of the Company.

Total amount of investment made by the Company in valuable securities shall not exceed 20% of total assets or 50% of equity (whichever is higher) as stated in the latest <u>parent company only</u> financial <u>report</u> of the Company.

Total amount of investment made by the Company in any individual valuable security shall not exceed 10% of total assets or 25% of equity (whichever is higher) as stated in the latest <u>parent company only</u> financial <u>report</u> of the Company.

The amount of real estates acquired for non-business use, and the total amount of securities and limits on individual securities invested by each subsidiary shall be processed in accordance with the respective “Procedures for Acquiring and Disposing of Assets” of subsidiaries.</td><td><u>Article 6</u>

The Company may purchase real estates for non-business use, but the accumulated acquisition amount indisposed shall not exceed 20% of total assets or 50% of <u>shareholders’</u> equity (whichever is higher) as stated in the latest financial <u>statement</u> of the Company.

Total amount of investment made by the Company in valuable securities shall not exceed 20% of total assets or 50% of <u>shareholders’</u> equity (whichever is higher) as stated in the latest financial <u>statement</u> of the Company.

Total amount of investment made by the Company in any individual valuable security shall not exceed 10% of total assets or 25% of <u>shareholders’</u> equity (whichever is higher) as stated in the latest financial <u>statement</u> of the Company.

The amount of real estates acquired for non-business use, and the total amount of securities and limits on individual securities invested by each subsidiary shall be processed in accordance with the respective “Procedures for Acquiring and Disposing of Assets” of subsidiaries.</td><td>To amend the determination basis of total amount and individual limit stated in this article because the Company adopts IFRSs.</td></tr>
</table>

After amendment	Before amendment	Reason for amendment
Article 7 Upon acquiring or disposing of any real estates or equipment, unless in the case of dealing with a government agency, commissioning others to make construction on self-owned or leased land, acquiring or disposing of the equipment for business use, if the transaction amount thereof is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, it must obtain an appraisal report issued by a professional appraiser before the date of occurrence, and the following requirements shall be additionally met: 1. If a limited price, specified price or special price is taken as the reference of trading price due to any special reasons, the transaction concerned shall be first submitted to the Board of Directors for resolution. When the terms and conditions of this transaction are changed in the future, the aforesaid procedures shall apply. 2. If the transaction amount is NT$1,000,000,000 or more, at least two professional appraisers shall be retained to conduct the appraisal. 3. When the appraisal made by the professional appraiser results in any of the following circumstances, except that	Article 7 Upon acquiring or disposing of any real estates or other fixed assets, unless in the case of dealing with a government agency, commissioning others to make construction on self-owned or leased land, acquiring or disposing of the machinery & equipment for business use, if the transaction amount thereof is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, it must obtain an appraisal report issued by a professional appraiser before the date of occurrence, and the following requirements shall be additionally met: 1. If a limited price, specified price or special price is taken as the reference of trading price due to any special reasons, the transaction concerned shall be first submitted to the Board of Directors for resolution. When the terms and conditions of this transaction are changed in the future, the aforesaid procedures shall apply. 2. If the transaction amount is NT$1,000,000,000 or more, at least two professional appraisers shall be retained to conduct the appraisal. 3. When the appraisal made by the professional appraiser results in any of the following	1. To amend the wording "other fixed assets" and "machinery & equipment" of paragraph 1 because the Company adopts IFRSs. 2. To amend the wording in other paragraphs.

After amendment	Before amendment	Reason for amendment
the appraisal amount of acquiring assets are more than the transaction amount or the appraisal amount of disposing assets are less than the transaction amount, a CPA shall be retained to give specific opinion on the cause of difference and whether the transaction price is justified in accordance with the Statement of Auditing Standards No. 20 as published by the Accounting Research and Development Foundation (ARDF): (1) The appraisal amount differs from the transaction amount by 20% or more of the latter. (2) The appraisal amount of one professional appraiser differs from that of another by 10% or more of the transaction amount. 4. The date of a professional appraisal report shall not exceed three (3) months from the date of contract. However, in case the declared value of same period shall apply, and the appraisal has been made for no more than six (6) months, then the original professional appraiser may issue a written opinion.	circumstances, except that the appraisal amount of acquiring assets are more than the transaction amount or the appraisal amount of disposing assets are less than the transaction amount, a CPA shall be retained to give specific opinion on the cause of difference and whether the transaction price is justified in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF: (1) The appraisal amount differs from the transaction amount by 20% or more of the latter. (2) The appraisal amount of one professional appraiser differs from that of another by 10% or more of the transaction amount. 4. The date of a professional appraisal report shall not exceed three (3) months from the date of contract. However, in case the declared value of same period shall apply, and the appraisal has been made for no more than six (6) months, then the original professional appraiser may issue a written opinion.	

After amendment	Before amendment	Reason for amendment
Article 8 Before the occurrence date of acquiring or disposing of valuable securities, the Company shall first review the latest audited financial statement of the targeted company as the reference of evaluating transaction price, and if the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, a CPA shall be retained to issue the opinion on the trading price before the date of occurrence except under the circumstance that there is a public quoted price on that securities in an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC). For a CPA who adopts the professional reports shall conduct in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.	Article 8 Before the occurrence date of acquiring or disposing of valuable securities, the Company shall first review the latest audited financial statement of the targeted company as the reference of evaluating transaction price, and if the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, a CPA shall be retained to issue the opinion on the trading price before the date of occurrence except under the circumstance that there is a public quoted price on that securities in an active market, or where otherwise provided by regulations of the Executive Yuan's Financial Supervisory Commission (FSC). For a CPA who adopts the professional reports shall conduct in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.	To amend the wording in accordance with the name be changed from "Financial Supervisory Commission (FSC), Executive Yuan" to "Financial Supervisory Commission (FSC)" on July 1, 2012.
Article 9 Before the occurrence date of acquiring or disposing of any member cards or intangible assets with an amount being equal or more than 20% of the Company's paid-in capital or NT$300,000,000, except in transacting with a government	Article 9 Before the occurrence date of acquiring or disposing of any member cards or intangible assets with an amount being equal or more than 20% of the Company's paid-in capital or NT$300,000,000, a CPA shall be retained to issue the opinion	Considering that government agencies should adopt tender or competitive bidding, and reserve price for selling assets in accordance with relevant rules, wherefore the reserve price is hard to be manipulated. Furthermore, it is not

After amendment	Before amendment	Reason for amendment
agency, a CPA shall be retained to issue the opinion on the trading price in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.	on the trading price in accordance with the Statement of Auditing Standards No. 20 as published by the ARDF.	necessary for the company to obtain expert opinion when making real estate transaction with government agencies. In compliance with article 9 of the Regulations, the article 9 is amended to provide that when the Company makes intangible assets transaction with government agencies, it is not necessary to engage the CPA to render an opinion on the reasonableness of the transaction price.
Article 13 The Company acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets, except in trading of governments bonds or bonds with a call or put option, or subscription or redemption of domestic money market funds, which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000 with a related party may sign the contract and make payment only if the following data and information have been submitted for resolution passed by the Board of Directors and ratified by the supervisor: 1. Purpose, necessity and expected economic efficiency	Article 13 The Company acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets with a related party which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000 may sign the contract and make payment only if the following data and information have been submitted for resolution passed by the Board of Directors and ratified by the supervisor: 1. Purpose, necessity and expected economic efficiency of acquiring or disposing of assets. 2. Reason of choosing the related party as the trading	1. Due to the fact that the Company trades in governments bonds or bonds with a call or put option, or subscribes to/redeems domestic money market funds from the related party is for the purpose of earning stable returns with low risks, paragraph 1 is amended to provide that when the Company makes above-mentioned transaction with the related party, it shall not submit relevant documents for approval by the Board Meeting and ratify by the supervisor in

After amendment	Before amendment	Reason for amendment
of acquiring or disposing of assets. 2. Reason of choosing the related party as the trading counter party. 3. The relevant data and information to be used for evaluating the trading terms as provided for in Articles 14 and 15 hereof when acquiring any real estate from a related party. 4. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the related party. 5. Monthly forecast of cash income & expenditure for a period of 12 months commencing from the month of expected contract signing, and evaluation in regard to the necessity of the transaction and justification of funds utilization. 6. Obtain an appraisal report issued by a professional appraiser or CPA's opinions in accordance with the provisions of the preceding Article. 7. Restrictions and other important matters agreed upon in the transaction. The transaction amount referred in the preceding paragraph shall be computed in accordance with the provisions of Paragraph 2 of Article 25 except under the	counter party. 3. The relevant data and information to be used for evaluating the trading terms as provided for in Articles 14 and 15 hereof when acquiring any real estate from a related party. 4. Acquisition date, acquisition price, and trading counter party of the related party, and the relationship of such counter party with the Company and the related party. 5. Monthly forecast of cash income & expenditure for a period of 12 months commencing from the month of expected contract signing, and evaluation in regard to the necessity of the transaction and justification of funds utilization. 6. Obtain an appraisal report issued by a professional appraiser or CPA's opinions in accordance with the provisions of the preceding Article. 7. Restrictions and other important matters agreed upon in the transaction. The transaction amount referred in the preceding paragraph shall be computed in accordance with the provisions of Paragraph 2 of Article 25 except under the circumstance that has been submitted for resolution passed by the Board of Directors and ratified by the supervisor in	advance. 2. To amend the wording "machinery & equipment" of paragraph 3 because the Company adopts IFRSs. 3. To amend the wording in other paragraphs.

After amendment	Before amendment	Reason for amendment
circumstance that has been submitted for resolution passed by the Board of Directors and ratified by the supervisor in accordance with these regulations. And the term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of trading concerned. Acquiring or disposing of business equipment between the Company and its parent company or subsidiaries, may be approved by Chairman of the Board of Directors, where empowered by the Board of Directors to acquire or dispose of assets within a specific limit, for subsequent submission to and ratification by the next Board Meeting. When a matter is submitted for discussion by the Board of Directors pursuant to the 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 minutes.	accordance with these regulations. And the term "within the period of one (1) year" shall mean the period of one (1) year retroactive from the occurrence date of trading concerned. Acquiring or disposing of business <u>machinery and</u> equipment between the Company and its parent company or subsidiaries, may be approved by Chairman of the Board of Directors, where empowered by the Board of Directors to acquire or dispose of assets within a specific limit, for subsequent submission to and ratification by the next Board Meeting. <u>Where the position of independent director has been created in accordance with the provisions of "Securities and Exchange Act",</u> when a matter is submitted for discussion by the Board of Directors pursuant to the 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 minutes.	
<u>Article 14</u> Acquiring a real estate from the related party, the Company shall evaluate whether the transaction cost is justified pursuant to one of the	<u>Article 14</u> Acquiring a real estate from the related party, the Company shall evaluate whether the transaction cost is justified pursuant to one of the	Considering the nature of engaging the related party to build on the Company's own land or on leased land is similar to the nature of signing a joint development contract

After amendment	Before amendment	Reason for amendment
following methods: 1. By the transaction price of the related party plus the necessary capital interest cost, and the cost to be borne by the buyer in law. The "necessary capital interest cost" shall be computed at the weighted average interest rate prevailing in the year that the Company borrowed money for buying the real estate concerned, but such an interest rate shall not be higher than the ceiling of loan interest rate for non-banking institutions as published by the Ministry of Finance. 2. By the total assessed value for loan made by a banking institution if the related party has created a mortgage of the real estate to the banking institution for a loan; provided that the actual aggregate loan made by the banking institution is equal or more than 70% of the assessed value of the real estate, and the loan period has lasted for more than one (1) year. Nevertheless, if the banking institution is related with either of the trading parties, then this shall not apply. If the land and building within the real estate are purchased at the same time, then transaction costs of land and building may be separately evaluated	following methods: 1. By the transaction price of the related party plus the necessary capital interest cost, and the cost to be borne by the buyer in law. The "necessary capital interest cost" shall be computed at the weighted average interest rate prevailing in the year that the Company borrowed money for buying the real estate concerned, but such an interest rate shall not be higher than the ceiling of loan interest rate for non-banking institutions as published by the Ministry of Finance. 2. By the total assessed value for loan made by a banking institution if the related party has created a mortgage of the real estate to the banking institution for a loan; provided that the actual aggregate loan made by the banking institution is equal or more than 70% of the assessed value of the real estate, and the loan period has lasted for more than one (1) year. Nevertheless, if the banking institution is related with either of the trading parties, then this shall not apply. If the land and building within the real estate are purchased at the same time, then transaction costs of land and building may be separately evaluated	with the related party. The subparagraph 3 of paragraph 4 is amended to provide the above-mentioned transaction shall be exempt from the application of the provisions set out in Article 14 to Article 16 regarding acquiring of real estate from the related party shall evaluate the reasonableness of the transaction costs.

After amendment	Before amendment	Reason for amendment
according to either of the aforesaid methods. Acquiring real estate from a related party, the Company shall, in addition to evaluating the cost of real estate in accordance with the provisions set forth in the preceding paragraphs 1 and 2, retain a CPA to review such cost evaluation and express detailed opinion thereon. Where the Company acquires real estate from a related party under any of the following circumstances, it shall be subject to Article 13 hereof, and the preceding three paragraphs shall not apply: 1. The real estate has been acquired by the related party due to inheritance or donation. 2. The time when the related party signed to acquire the real estate has been more than five (5) years away from the date of contract for this transaction. 3. The real estate is acquired as the result of a joint construction contract, between the Company and the related party<u>, or through commissioning a related party to build real estate, either on the self-owned land or on leased land</u>.	according to either of the aforesaid methods. Acquiring real estate from a related party, the Company shall, in addition to evaluating the cost of real estate in accordance with the provisions set forth in the preceding paragraphs 1 and 2, retain a CPA to review such cost evaluation and express detailed opinion thereon. Where the Company acquires real estate from a related party under any of the following circumstances, it shall be subject to Article 13 hereof, and the preceding three paragraphs shall not apply: 1. The real estate has been acquired by the related party due to inheritance or donation. 2. The time when the related party signed to acquire the real estate has been more than five (5) years away from the date of contract for this transaction. 3. The real estate is acquired as the result of a joint construction contract, between the Company and the related party.	

After amendment	Before amendment	Reason for amendment
<u>Article 25</u> If the asset acquired or disposed of by the Company falls within one of the following circumstances, relevant information shall be publicly announced and reported, in the specified form by its nature, on the website designated by the FSC within two (2) days from the occurrence date: 1. Acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets with a related party which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000; provided, this shall not apply to trading of government bonds or bonds with a call or put option, <u>subscription or redemption of domestic money market funds.</u> 2. Merger, Split, acquisition or stock transfer. 3. Loss on the transaction of derivative products has reached the ceiling for any individual or all contracts as stipulated in the procedures governing the transactions thereof. 4. For other assets transactions than those referred to in the	<u>Article 25</u> If the asset acquired or disposed of by the Company falls within one of the following circumstances, relevant information shall be publicly announced and reported, in the specified form by its nature, on the website designated by the FSC within two (2) days from the occurrence date: 1. Acquiring or disposing of real estate with a related party, or acquiring or disposing of other assets with a related party which transaction amount is equal to or more than 20% of the Company's paid-in capital, 10% of the Company's total assets or NT$300,000,000; provided, this shall not apply to trading of government bonds or bonds with a call or put option. 2. Merger, Split, acquisition or stock transfer. 3. Loss on the transaction of derivative products has reached the ceiling for any individual or all contracts as stipulated in the procedures governing the transactions thereof. 4. For other assets transactions than those referred to in the preceding three subparagraphs, the disposal of obligatory	1. Considering the Company subscribes to/redeems domestic money market funds is for the purpose of earning stable returns with low risks and such transaction is similar to trading bonds with a call or put option. Referring to the provision about trading bonds with a call or put option, subparagraph 1 of paragraph 1 and item 3 of subparagraph 4 of paragraph 1 is amended to exempt subscription/ redemption of domestic money market funds from the application of the provisions of public announcement. 2. To amend the wording "machinery & equipment" of item 4 of subparagraph 4 of paragraph 1 because the Company adopts IFRSs.

After amendment	Before amendment	Reason for amendment
preceding three subparagraphs, the disposal of obligatory rights by the financial institution or investments in China, the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, with the exceptions as follows: (1) Purchase and sale of government bonds. (2) Valuable securities trading in the securities exchanges or at the business places of securities firms at domestic or abroad as a professional investment firm. (3) Purchase and sale of bonds with a call or put option, subscription or redemption of domestic money market funds. (4) Assets acquired or disposed of are the equipment for business purpose, for which the seller or buyer is not a related party, and the transaction amount is less than NT$500,000,000. (5) Real estates acquired or disposed of for construction purpose due to the fact that the Company engages in construction business, for which the seller or buyer is not the related party, and the transaction amount is less than	rights by the financial institution or investments in China, the transaction amount is equal to or more than 20% of the Company's paid-in capital or NT$300,000,000, with the exceptions as follows: (1) Purchase and sale of government bonds. (2) Valuable securities trading in the securities exchanges or at the business places of securities firms at domestic or abroad as a professional investment firm. (3) Purchase and sale of bonds with a call or put option. (4) Assets acquired or disposed of are the machinery and equipment for business purpose, for which the seller or buyer is not a related party, and the transaction amount is less than NT$500,000,000. (5) Real estates acquired or disposed of for construction purpose due to the fact that the Company engages in construction business, for which the seller or buyer is not the related party, and the transaction amount is less than NT$500,000,000. (6) Real estates acquired by construction on self-owned	

After amendment	Before amendment	Reason for amendment
NT$500,000,000. (6) Real estates acquired by construction on self-owned or leased land, sharing under joint construction, sharing profits under joint construction, or selling separately under joint construction, for which the expected transaction amount of the Company is less than NT$500,000,000. Transaction amount referred in preceding paragraph shall be computed as follows: 1. Amount of each transaction. 2. Accumulated amount of transactions with same trading counter party for acquiring or disposing of subject matters of same kind within one (1) year. 3. Accumulated amount in regard to acquisitions or disposal of real estates under the same development project within one (1) year (acquisitions and disposals to be accumulated separately.) 4. Accumulated amount in regard to acquisitions or disposal of the same securities within one (1) year (acquisitions and disposals to be accumulated separately.)	or leased land, sharing under joint construction, sharing profits under joint construction, or selling separately under joint construction, for which the expected transaction amount of the Company is less than NT$500,000,000. Transaction amount referred in preceding paragraph shall be computed as follows: 1. Amount of each transaction. 2. Accumulated amount of transactions with same trading counter party for acquiring or disposing of subject matters of same kind within one (1) year. 3. Accumulated amount in regard to acquisitions or disposal of real estates under the same development project within one (1) year (acquisitions and disposals to be accumulated separately.) 4. Accumulated amount in regard to acquisitions or disposal of the same securities within one (1) year (acquisitions and disposals to be accumulated separately.) The term “within one (1) year” as referred to in preceding paragraph shall mean the period of one (1) year computed retroactively from the occurrence date of the transaction concerned; and any	

After amendment	Before amendment	Reason for amendment
The term "within one (1) year" as referred to in preceding paragraph shall mean the period of one (1) year computed retroactively from the occurrence date of the transaction concerned; and any portion already publicly announced according to these Procedures may not be re-counted in. On or before the tenth day of each month the Company shall, in the specified form, input the information of transactions for derivative products made by it and its subsidiaries of non-domestic public company as of the end of previous month to the information reporting website designated by the FSC. For the particulars to be publicly announced as required, if there are any errors or omissions needing to be corrected upon public announcement, all these particulars shall be publicly announced and reported again. As for any assets acquired or disposed of by the Company, the relevant contracts, minutes of proceedings, filing books, appraisal reports, written opinions of CPA, lawyer or securities underwriter shall be kept in the Company. Unless otherwise provided for in other laws, these documents shall be kept for at least five (5) years.	portion already publicly announced according to these Procedures may not be re-counted in. On or before the tenth day of each month the Company shall, in the specified form, input the information of transactions for derivative products made by it and its subsidiaries of non-domestic public company as of the end of previous month to the information reporting website designated by the FSC. For the particulars to be publicly announced as required, if there are any errors or omissions needing to be corrected upon public announcement, all these particulars shall be publicly announced and reported again. As for any assets acquired or disposed of by the Company, the relevant contracts, minutes of proceedings, filing books, appraisal reports, written opinions of CPA, lawyer or securities underwriter shall be kept in the Company. Unless otherwise provided for in other laws, these documents shall be kept for at least five (5) years.	

After amendment	Before amendment	Reason for amendment
Article 27-1 For the calculation of 10% of total assets under these Procedures, the total assets stated in the latest parent company only financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.		1. This Article is added. 2. As the Company adopts IFRSs, the financial statements for public announcement is consolidated financial statements. Considering the risk of acquiring and disposing assets is undertaken by the company who actually engages in acquiring and disposing assets, the material standard of the transaction amount with related party shall be determined according to the scale of the company itself. Therefore, this article is added to provide that the total assets for calculating 10% of total assets under these Procedures is the total assets stated in the latest parent company only financial report or individual financial report prepared by the Company.
Article 29 Upon a resolution passed by the Board of Directors, these Procedures shall be given to each supervisor and shall become effective after ratification by the shareholders' meeting. The same shall apply in case of any	Article 29 Upon a resolution passed by the Board of Directors, these Procedures shall be given to each supervisor and submitted to the shareholders' meeting for ratification. The same shall apply in case of any amendments thereof. If any	To amend the wording.

After amendment	Before amendment	Reason for amendment
amendments thereof. If any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor. When the procedures for the acquisition and disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, 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 minutes.	director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor. Where the position of independent director has been created in accordance with the provisions of "Securities and Exchange Act", when the procedures for the acquisition and disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, 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 minutes.	
Article 30 When any acquisition or disposal of assets by the Company shall be approved by the Board of Directors according to these Procedures or other laws, if any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor. When a transaction involving the acquisition or disposal of	Article 30 When any acquisition or disposal of assets by the Company shall be approved by the Board of Directors according to these Procedures or other laws, if any director took an objection, and a record or written statement to the effect has been made, then the Company shall submit the data about the objection of the director to each supervisor. Where the position of independent director has been	To amend the wording.

After amendment	Before amendment	Reason for amendment
assets is submitted for discussion by the Board of directors pursuant to the preceding paragraph, 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 minutes.	created, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board of directors pursuant to the preceding paragraph, 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 minutes.	
(Deleted)	Article 31 These Procedures shall become effective on June 11, 2003; The 1st amendment was made on June 16, 2005; The 2nd amendment was made on June 13, 2007; The 3rd amendment was made on June 21, 2012; The 4th amendment is made on June 24, 2013.	1. This Article is deleted. 2. To record the establishment and amendment history in the Procedures is unnecessary, it is proposed to delete this Article, and record the establishment and amendment history by other method.

EVA AIRWAYS COPORATION

PROCEDURES FOR TRANSACTION OF DERIVATIVE PRODUCTS

After amendment	Before amendment	Reason for amendment
Article 10 Operating procedures for derivative product transactions by the Company shall be as follows: 1.As approved by the head of Financial Department, trading persons initiate the transaction within the gross contract amount specified in Article 6. 2.Trading persons shall place orders through the financial institutes nominated by the Company beforehand. 3.After a transaction is done, trading persons shall submit the trading data to the confirming persons and the head of Financial Department. 4.The financial institution concerned shall send a trading confirmation note to the confirming persons after the transaction. 5.The head of Financial Department, confirming persons and delivery persons shall re-examine those trading data. After the data are verified to be correct, the delivery persons shall perform the delivery. 6.Confirming persons shall send the trading confirmation note duly approved back to the	Article 10 Operating procedures for derivative product transactions by the Company shall be as follows: 1.As approved by the head of Financial Department, trading persons initiate the transaction within the authorized limit of "Table of Authority Limit of Transaction of Derivative Products" approved by the board of directors. 2.Trading persons shall place orders through the financial institutes nominated by the Company beforehand. 3.After a transaction is done, trading persons shall submit the trading data to the confirming persons and the head of Financial Department. 4.The financial institution concerned shall send a trading confirmation note to the confirming persons after the transaction. 5.The head of Financial Department, confirming persons and delivery persons shall re-examine those trading data. After the data are verified to be correct, the delivery persons shall perform	As the authority limit of Transaction of Derivative Products and the person who has the authority to approve the transaction is the head of Financial Department has been specified in Article 6 and the subparagraph 1 of paragraph 1 of this Article, it is proposed to abolish the "Table of Authority Limit of Transaction of Derivative Products", and amend the wording of the subparagraph 1 of paragraph 1 of this Article.

After amendment	Before amendment	Reason for amendment
financial institution concerned. 7.After verifying the validity and rationality of trading data from external sources, the accounting persons submits the trading voucher for approval of book entry.	the delivery. 6.Confirming persons shall send the trading confirmation note duly approved back to the financial institution concerned. 7.After verifying the validity and rationality of trading data from external sources, the accounting persons submits the trading voucher for approval of book entry.	
<u>Article 11</u> Risk control measures taken by the Company for derivative product transactions shall be as follows: 1.Upon engaging in a transaction, its risk control shall be ready to cover those risks relating to the credit, market price, liquidity, cash flow, operation, laws and rules. 2.To set up guidelines in writing for trading persons to engage in the transactions within the authorized amount, ceiling of stop loss, and tradable types of products. 3.Any trading person shall not act as a confirming person or a delivery person simultaneously, and vice versa. 4.Persons in charge of risk measurement, supervision, and control shall belong to the	<u>Article 11</u> Risk control measures taken by the Company for derivative product transactions shall be as follows: 1.Upon engaging in a transaction, its risk control shall be ready to cover those risks relating to the credit, market price, liquidity, cash flow, operation, laws and rules. 2.To set up guidelines in writing for trading persons to engage in the transactions within the authorized amount, ceiling of stop loss, and tradable types of products. 3.Any trading person shall not act as a confirming person or a delivery person simultaneously, and vice versa. 4.Persons in charge of risk measurement, supervision, and control shall belong to the	1.To specify that the Company shall report to the Board at the coming meeting after the company authorizes the relevant personnel to engage in the transaction of derivative products. 2.To amend the wording in other paragraphs.

After amendment	Before amendment	Reason for amendment
departments different from the ones for those persons referred to above, and shall report to the board of directors, or to the senior executives who are not responsible for making the policy on the transaction or position of derivative products. 5.The position held in the transactions of derivative products shall be evaluated at least once a week. In case of a hedging transaction for business necessity, however, it shall be evaluated at least twice a month. The evaluation reports concerned shall be submitted to the senior executive duly authorized by the board of directors. 6.The board of directors shall do monitoring and control on the following principles: (1)Assign senior executives to supervise on the monitoring and control of derivative product transactions from time to time. (2)Evaluate whether the performance of derivative product transactions complies with the business operation policy and whether the risks to be taken are within the	departments different from the ones for those persons referred to above, and shall report to the board of directors, or to the senior executives who are not responsible for making the policy on the transaction or position of derivative products. 5.The position held in the transactions of derivative products shall be evaluated at least once a week. In case of a hedging transaction for business necessity, however, it shall be evaluated at least twice a month. The evaluation reports concerned shall be submitted to the senior executive duly authorized by the board of directors. 6.The board of directors shall do monitoring and control on the following principles: (1)Assign senior executives to supervise on the monitoring and control of derivative product transactions from time to time. (2)Evaluate whether the performance of derivative product transactions complies with the business operation policy and whether the risks to be taken are within the	

After amendment	Before amendment	Reason for amendment
allowable scope. 7.Senior executives duly authorized by the board of directors shall control the transactions of derivative products on the following principles: (1)Evaluate periodically whether the prevailing risk control measures are proper and whether they are complying with these Procedures. (2)Monitor the status of transactions and gain/loss periodically. In case any abnormality is found, necessary actions must be taken to deal with promptly, and a report thereof be made to the board of directors. <u>And the</u> independent directors shall be invited to present at the board meeting to express their opinions. 8.When the Company has duly authorized the persons concerned to engage in the transactions of derivative products, a report to the effect shall be made to the Board at the <u>soonest</u> meeting afterwards.	allowable scope. 7.Senior executives duly authorized by the board of directors shall control the transactions of derivative products on the following principles: (1)Evaluate periodically whether the prevailing risk control measures are proper and whether they are complying with these Procedures. (2)Monitor the status of transactions and gain/loss periodically. In case any abnormality is found, necessary actions must be taken to deal with promptly, and a report thereof be made to the board of directors. <u>If there are</u> independent directors <u>in the board of directors, they</u> shall be invited to present at the board meeting to express their opinions. 8.When the Company has duly authorized the persons concerned to engage in the transactions of derivative products, a report to the effect shall be made to the Board at the meeting afterwards.	
<u>Article 15</u> Upon a resolution passed by the board of directors, the	<u>Article 15</u> Upon a resolution passed by the board of directors, the	To amend the wording.

After amendment	Before amendment	Reason for amendment
Procedures shall be given to each supervisor and shall become effective after ratification by the shareholders' meeting. The same shall apply in case of any amendments thereof. If any director took an objection, and a record or written statement to the effect has been left, then the Company shall submit the data about the objection of the director to each supervisor.	Procedures shall be given to each supervisor and submitted to the shareholders' meeting for ratification. The same shall apply in case of any amendments thereof. If any director took an objection, and a record or written statement to the effect has been left, then the Company shall submit the data about the objection of the director to each supervisor.	
(Deleted)	Article 16 The Procedures was made on June 21, 2003; the 1st amendment was made on June 16, 2005; The 2nd amendment was made on June 14, 2006; The 3rd amendment was made on June 16, 2009; The 4th amendment is made on June 21, 2012.	1. This Article is deleted. 2. To record the establishment and amendment history in the Procedures is unnecessary, it is proposed to delete this Article, and record the establishment and amendment history by other method.

EVA AIRWAYS CORPORATION

THE CONTRAST TABLE OF THE AMENDED ARTICLES OF PROCEDURES FOR FUND LENDING, ENDORSEMENT AND GUARANTEE

After amendment	Before amendment	Reason for amendment
Article 9 The procedure of handling fund lending of the Company shall be as follows: 1. The borrower shall submit the loan application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed loan. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage. 2. After examination, the finance department shall submit the lending proposal to the Board of Directors for resolution and any other party cannot be authorized	Article 9 The procedure of handling fund lending of the Company shall be as follows: 1. The borrower shall submit the loan application to the Company and the finance department of the Company shall consider its necessity and reasonability. In addition, the department shall conduct credit and risk review and further evaluate the operation risk, financial condition of the Company and the effect on the rights and interests of stockholder, then draft the terms and condition of such proposed loan. If necessary, the Company will request the applicant to provide equivalent amount of guarantee note, guarantor or collateral to register pledge or mortgage. 2. After examination, the finance department shall submit the lending proposal to the Board of Directors for resolution and any other	To amend the wording since the Company establishes the position of independent director.

<table>
<tr><th>After amendment</th><th>Before amendment</th><th>Reason for amendment</th></tr>
<tr><td>to make decision. 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 minutes.
3. For loan proposal that is approved or the lending amount is reduced by resolution at the Board meeting, the finance department of the Company shall notify the borrower the resolution.
4. The finance department shall transfer the fund after confirming the loan contract is executed and related collateral filing are completed and no error.
5. The related information including contract, collateral supporting documents and record shall be filed in good order by the finance department after transferring fund.</td><td>party cannot be authorized to make decision. <u>Where the position of independent director has been created,</u> 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 minutes.
3. For loan proposal that is approved or the lending amount is reduced by resolution at the Board meeting, the finance department of the Company shall notify the borrower the resolution.
4. The finance department shall transfer the fund after confirming the loan contract is executed and related collateral filing are completed and no error.
5. The related information including contract, collateral supporting documents and record shall be filed in good order by the finance department after transferring fund.</td><td></td></tr>
<tr><td><u>Article 16</u>
If the Company intends to provide any endorsement</td><td><u>Article 16</u>
If the Company intends to provide any endorsement</td><td>To amend the wording since the Company establishes the position</td></tr>
</table>

After amendment	Before amendment	Reason for amendment
and/or guarantee, it has to be presented to the Board meeting for approval in advance. However, any guarantee amount to a single enterprise is within 5% of the net worth of the Company in the latest financial statement, the Chairman may firstly make decision by himself and afterwards it shall be submitted to the Board meeting for pursuing recognition. 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 minutes. If the subsidiary that the Company holds 90% of voting shares intends to provide any endorsement and/or guarantee based on the provision of Paragraph 2 of Article 4, it has to be presented to the Board meeting of the Company for approval in advance, unless endorsement and/or guarantee is provided between the subsidiaries that the Company is directly and indirectly holding 100% of voting shares.	and/or guarantee, it has to be presented to the Board meeting for approval in advance. However, any guarantee amount to a single enterprise is within 5% of the net worth of the Company in the latest financial statement, the Chairman may firstly make decision by himself and afterwards it shall be submitted to the Board meeting for pursuing recognition. <u>Where the position of independent director has been created,</u> 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 minutes. If the subsidiary that the Company holds 90% of voting shares intends to provide any endorsement and/or guarantee based on the provision of Paragraph 2 of Article 4, it has to be presented to the Board meeting of the Company for approval in advance, unless endorsement and/or guarantee is provided between the subsidiaries that the Company	of independent director.

After amendment	Before amendment	Reason for amendment
	is directly and indirectly holding 100% of voting shares.	
Article 18 When the Company is processing endorsement and/or guarantee and due to business requirement, it is necessary to exceed the ceiling stipulated by this procedure and it conforms to the terms and conditions stipulated by this procedure, it shall be resolved by the Board of Directors and the majority directors shall provide joint guarantee on the risk of loss that may be occurred from overflow guarantee to the Company. In addition, this procedure shall be amended accordingly and shall be submitted to shareholders' meeting for approval afterwards. If the shareholders' meeting shall not approve, a plan shall be prepared to remove overflow guarantee within a certain period. When a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's	Article 18 When the Company is processing endorsement and/or guarantee and due to business requirement, it is necessary to exceed the ceiling stipulated by this procedure and it conforms to the terms and conditions stipulated by this procedure, it shall be resolved by the Board of Directors and the majority directors shall provide joint guarantee on the risk of loss that may be occurred from overflow guarantee to the Company. In addition, this procedure shall be amended accordingly and shall be submitted to shareholders' meeting for approval afterwards. If the shareholders' meeting shall not approve, a plan shall be prepared to remove overflow guarantee within a certain period. Where the position of independent director has been created, when a matter is submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of	To amend the wording since the Company establishes the position of independent director.

After amendment	Before amendment	Reason for amendment
opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes.	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 minutes.	
Article 26 Upon a resolution passed by the Board of Directors, these Procedures shall be submitted to each supervisor and shall become effective after ratification by the shareholders' meeting. If any director took an objection, and a record or written statement to the effect has to be made, then the Company shall submit the data about the objection of the director to each supervisor and shareholders' meeting for discussion. The same shall apply in case of any amendments thereof. When these Procedures are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about	Article 26 Upon a resolution passed by the Board of Directors, these Procedures shall be submitted to each supervisor and submitted to the shareholders' meeting for ratification. If any director took an objection, and a record or written statement to the effect has to be made, then the Company shall submit the data about the objection of the director to each supervisor and shareholders' meeting for discussion. The same shall apply in case of any amendments thereof. Where the position of independent director has been created, when these Procedures are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or	To amend the wording since the Company establishes the position of independent director.

After amendment	Before amendment	Reason for amendment
any matter, it shall be recorded in the minutes.	expresses reservations about any matter, it shall be recorded in the minutes.	
Article 27 (Deleted)	Article 27 These Procedures were originally adopted on June 11, 2003; The 1st amendment was made on June 14, 2006; The 2nd amendment was made on June 16, 2009; The 3rd amendment was made on June 14, 2010; The 4th amendment was made on June 10, 2011; The 5th amendment is made on June 24, 2013.	1.This Article is deleted. 2.To record the establishment and amendment history in the Procedures is unnecessary, it is proposed to delete this Article, and record the establishment and amendment history by other method.