WISDOM MARINE LINES CO., LIMITED
(the "**Company**")
Incorporated in the Cayman Islands

Minutes of the 2021 Annual General Meeting

Time and Date: 21 May 2021, 10am (Taipei local time)

Location: 2F., No.237, Sec. 2, Fuxing S. Rd., Da'an Dist., Taipei City 106478

Members Present: Total number of shares represented by members of the Company present or by proxy: 435,788,736 ordinary shares (among them, 68,761,003 shares voted via electronic transmission) of the 746,409,199 total number of issued and outstanding ordinary shares of par value NTD10.00 of the Company, representing 58.38% of the total number of issued and outstanding shares of the Company.

Present Directors: Lan, Chun-Sheng, Mike Tzu-Lung Chao, Chiu, Yung-Ho

Others: CPA-Lin, Li Huang, Lawyer- Chen, Yu-Liang

Agenda

I. Reports
1. 2020 Business Report
2. 2020 Financial Report
3. The Audit Committee Report on the Review of the 2020 Financial Report
4. 2020 Directors' Remuneration Report.
5. Amendments to the Rules of Board Meetings

II. Proposals for Ratification
1. Recognition of 2020 Financial Report
2. Recognition of 2020 Dividend Proposal

III. Proposals for Discussion
1. Amendment to Articles of Association
2. Amendments to the Rules of General Meeting
3. Distribution of Cash Dividends out of Capital Reserve

IV. Proposals for Election
1. The Election for 6th Directors and Independent Directors

V. Others
1. Wavier of director's non-competition obligation

VI. Meeting Adjourned

This Meeting was called to order by LAN Chun-Sheng (the "Chairman"), who acted as the Chairman of this Meeting. The notice convening this Meeting was taken as read, and the Chairman declared that notice of this Meeting had been duly sent to all the members of the Company (collectively, the "Members" and each a "Member") in accordance with the Articles of Association of the Company (the "Articles"). All the Members being present, the requisite quorum for this Meeting was duly constituted. Such quorum was present, acting and maintained throughout this Meeting. This Meeting proceeded as follows:

I. Reports

1. 2020 Business Report (Proposed by the Board of Directors)

IT WAS NOTED THAT the 2020 Business Report was presented in the form attached hereto as **Annex I.**

2. 2020 Financial Report (Proposed by the Board of Directors)

IT WAS NOTED THAT the 2020 Financial Report and the audit report of Ernst & Young were presented in the form attached as **Annex II**.

3. The Audit Committee Report on the Review of the 2020 Financial Report (Proposed by the Board of Directors)

IT WAS NOTED THAT the Audit Committee has reviewed the 2020 Financial Report and presented its review report as **Annex III**.

4. 2020 Directors' Remuneration Report (Proposed by the Board of Directors)

IT WAS NOTED THAT the Company proposed to distribute director reward of NTD 4,610,855 by cash.
The Remuneration Committee approved the proposed director reward at 4th Meeting of the 8th Remuneration Committee of the Company on March 26, 2021.

5. Amendments to the Rules of Board Meetings (Proposed by the Board of Directors)

IT WAS NOTED THAT in order to better comply with recent amendments to laws and regulations promulgated by the Taiwan Stock Exchange on June 3, 2020 per Letter No. 10900094681, the Company proposed to amend the Rules of Board Meetings. Please refer to **Annex IV**.

II. Proposals for Ratification

1. Recognition of 2020 Financial Report (Proposed by the Board of Directors)

IT WAS NOTED THAT:

(1) The Financial Report including consolidated results of the Company for 2020 (the "**2020 Financial Report**") has been audited by Ernst & Young and reviewed by the Audit Committee of the Company.

(2) The 2020 Financial Report and the audit report of Ernst & Young are attached as **Annex II**.

Resolution:

IT WAS RESOLVED THAT the 2020 Financial Report is recognized and accepted.

The total voting rights of present shareholders when voting ：381,021,825votes

Voting Results (Include voted via electronic transmission)	% of the total representation at the time of voting
Votes in favor: 362,721,725 votes	95.19%
Votes against: 125,085 votes	0.03%
Votes invalid: 0 votes	0%
Votes abstained: 18,175,015 votes	4.77%

2. **Recognition of 2020 Dividend Proposal** **(Proposed by the Board of Directors)**

IT WAS NOTED THAT:

(1) The Board of Directors of the Company (the "**Board**") has approved the distribution of 2020 profit (the "**Dividend Proposal**") on March 26 2021. The proposed Dividend Proposal is set out as follows: :

Wisdom Marine Lines Co., Ltd.

2020 Earning Distribution Table

Unit：NT$

Items	Undistributed Earnings
2019 Distributable Retained Earnings	16,050,228,766
minus：2020 Legal Reserve	-
add： 2020 Net Income (Remarks 1)	111,414,333
add： 2020 Other Income	(39,873)
Total Distributable Earnings up to 2020	16,161,603,226
Distributions：	
Cash dividends (NT$0.2 per share)	(149,281,840)
Undistributed Earnings at End of 2020	16,012,321,386
Remark 1: Equivalent to USD 3,780,602.	

(2) The total amount of distributable retained earnings up to the year of 2020 was NT$16,161,603,226. The Company proposed to distribute, on a date (the "Dividend Declaration Distribution Date") to be determined by the Board of Directors of the Company (the "Board"), NT$ 149,281,840 by declaring an annual ordinary share cash dividend (the "Cash Dividends") of approximately NT$0.2 per share. The total amount of undistributed earnings at the end of 2020 was NT$16,012,321,386.

(3) The aforementioned Cash Dividends will be distributed at NT$200 per 1,000 shares to the nearest New Taiwan Dollars according to the shareholding as set out in the Register of Members of the Company as of a record date for determining Members who are entitled to receive payment of Cash Dividends, as determined by the Directors in accordance with the Articles (the "Dividend Declaration Record

Date"). The Chairman will be authorised to distribute to specific person any amount remaining as result of rounding off the Cash Dividends.

(4) Prior to the Dividend Declaration Distribution Date, the Board shall be authorised to adjust the Dividend Ratio, and make public announcement(s) of such adjustment(s) in cases such as, but not limited to, share repurchases, share cancellations, the exercise of employee's stock options, issuance of new shares, the conversion of convertible bonds and issuance of global depositary receipts, whereby the the number of issued and outstanding shares on the Dividend Declaration Record Date may be affected.

(5) The Board of Directors shall be authorised to set the Dividend Declaration Record Date and determine and finalize all matters in relation to the distribution of the Cash Dividends.

(6) The above is hereby proposed for recognition.

Conference summary：

(1) The shareholder considers that the company's operating conditions are good, so it is recommended to increase the amount of cash dividends.

(2) In order to give back to shareholders for their long-term support for the company, the chairman is hereby proposed for recognition the distribution of 2020 profit, revised to NT$ 522,486,439 by declaring an annual Cash Dividends of approximately NT$0.7 per share. The revised proposed Dividend Proposal is set out as follows:

Wisdom Marine Lines Co., Ltd.

2020 Earning Distribution Table(amendment) Unit：NT$

Items	Undistributed Earnings
2019 Distributable Retained Earnings	16,050,228,766
minus：2020 Legal Reserve	-
add： 2020 Net Income (Remarks 1)	111,414,333
add： 2020 Other Income	(39,873)
Total Distributable Earnings up to 2020	16,161,603,226
Distributions：	
Cash dividends (NT$0.7 per share)	(522,486,439)
Undistributed Earnings at End of 2020	15,639,116,787
Remark 1: Equivalent to USD 3,780,602.	

(3) The total amount of distributable retained earnings up to the year of 2020 was NT$16,161,603,226. The Company proposed to distribute, on a date (the "Dividend Declaration Distribution Date") to be determined by the Board of Directors of the Company (the "Board"), NT$ 522,486,439 by declaring an annual ordinary share cash dividend (the "Cash Dividends") of approximately NT$0.7 per share. The total amount of undistributed earnings at the end of 2020 was NT$15,639,116,787.

(4) The aforementioned Cash Dividends will be distributed at NT$700 per 1,000 shares to the nearest New Taiwan Dollars according to the shareholding as set out in the Register of Members of the Company as of a record date for determining Members who are entitled to receive payment of Cash Dividends, as determined by the Directors in accordance with the Articles (the "Dividend Declaration Record

Date"). The Chairman will be authorised to distribute to specific person any amount remaining as result of rounding off the Cash Dividends.

(5) Prior to the Dividend Declaration Distribution Date, the Board shall be authorised to adjust the Dividend Ratio, and make public announcement(s) of such adjustment(s) in cases such as, but not limited to, share repurchases, share cancellations, the exercise of employee's stock options, issuance of new shares, the conversion of convertible bonds and issuance of global depositary receipts, whereby the the number of issued and outstanding shares on the Dividend Declaration Record Date may be affected.

(6) The Board of Directors shall be authorised to set the Dividend Declaration Record Date and determine and finalize all matters in relation to the distribution of the Cash Dividends.

(7) The above is hereby proposed for recognition.

Resolutions:

IT WAS RESOLVED THAT the Dividend Proposal is recognized, accepted and approved.

The total voting rights of present shareholders when voting ： 381,021,825 votes

Voting Results (Include voted via electronic transmission)		% of the total representation at the time of voting
Votes in favor:	312,260,822 votes	81.95%
Votes against:	0 votes	0%
Votes invalid:	0 votes	0%
Votes abstained:	68,761,003 votes	18.04%

III. Proposals for Discussion

1. Amendment to Articles of Association (Proposed by the Board of Directors)

Explanatory Notes：

(1) In order to better comply with recent amendments to laws and regulations promulgated by the Taiwan Stock Exchange on Deceember 25, 2019 per Letter No. 10800235681, the Company proposed to amend its exiting Articles of Association in the form attached here to as Annex V (the "AoA Amendment") which forms part of these resolutions.

(2) Please refer to page 25 (Annex V) for the comparison table for the proposed amendments to the existing Articles of Association.

(3) The above is hereby proposed for resolution

Resolution:

IT WAS RESOLVED THAT the **Amendment to Articles of Association** is approved.

The total voting rights of present shareholders when voting ： 381,021,825 votes

Voting Results (Include voted via electronic transmission)	% of the total representation at the time of voting
Votes in favor: 363,183,492 votes	95.31%
Votes against: 144,817 votes	0.03%
Votes invalid: 0 vote	0%
Votes abstained: 17,693,516 votes	4.64%

2. Amendments to the Rules of General Meeting

Explanatory Notes：

1. In order to better comply with recent amendemnets to laws and regulations promulgated by the Taiwan Stock Exchange Corporation on June 3, 2020 per Letter No. 10900094681 and January 28, 2021 per Letter No. 10900094681, the Company proposed to amend the Rules of General Meeting.
2. Please refer to Annex VI for the comparison table for the amendments to the Rules of General Meeting.
3. The above is hereby proposed for resolution.

The total voting rights of present shareholders when voting ： 381,021,825 votes

Voting Results (Include voted via electronic transmission)	% of the total representation at the time of voting
Votes in favor: 363,189,562 votes	95.31%
Votes against: 138,747 votes	0.03%
Votes invalid: 0 vote	0%
Votes abstained: 17,693,516 votes	4.64%

3. Distribution of Cash Dividends out of Capital Reserve

(Proposed by the Board of Directors)

Explanatory Notes：

(1) It was approved by the Company's Board Meetings on March 26, 2021.

(2) The total Capital Reserve from the issuance of shares at a premium in the 2020 Financial Report is NT$631,675,986. The Company proposed to distribute, on a date (the “Dividend Declaration Distribution Date”) to be determined by the Board of Directors of the Company (the “Board”), NT$ 597,127,359 out of Capital Reserve by declaring an annual ordinary share cash dividend (the “Cash Dividends”) of approximately NT$0.8 per share, and (the “Dividend Ratio”), leaving a total of NT$34,548,627 in Capital Reserve after the distribution of the Cash Dividends.

(3) The aforementioned Cash Dividends will be distributed at NT$800 per 1,000 shares to the nearest New Taiwan Dollars according to the shareholding as set out in the Register of Members of the Company as of a record date for determining Members who are entitled

to receive payment of Cash Dividends, as determined by the Directors in accordance with the Articles (the "Dividend Declaration Record Date"). The Chairman will be authorised to distribute to specific person any amount remaining as result of rounding off the Cash Dividends.

(4) Prior to the Dividend Declaration Distribution Date, the Board shall be authorised to adjust the Dividend Ratio, and make public announcement(s) of such adjustment(s) in cases such as, but not limited to, share repurchases, share cancellations, the exercise of employee' s stock options, issuance of new shares, the conversion of convertible bonds and issuance of global depositary receipts, whereby the the number of issued and outstanding shares on the Dividend Declaration Record Date may be affected.

(5) The Board of Directors shall be authorised to set the Dividend Declaration Record Date and determine and finalize all matters in relation to the distribution of the Cash Dividends.

(6) The above is hereby proposed for resolution.

Resolution:

IT WAS RESOLVED THAT the **Distribution of Cash Dividends out of Capital Reserve** is approved.

The total voting rights of present shareholders when voting : 381,021,825 votes

Voting Results (Include voted via electronic transmission)	% of the total representation at the time of voting
Votes in favor: 363,090,099 votes	95.29%
Votes against: 251,421 votes	0.06%
Votes invalid: 0 vote	0%
Votes abstained: 17,680,305 votes	4.64%

IV. Proposals for Election

1. The Election for the Fifth Board of Directors

(Proposed by the Board of Directors)

Explanatory Notes：

(1) The Directors' term will end on May 24, 2021; the Board of Directors proposed to hold an election in accordance with the Articles of Association of the Company.

(2) Pursuant to Article 72 of the Articles of Association of the Company, the Company shall have no less than five directors and no more than ten directors. To adhere to high standards of corporate governance, the Company proposed to elect 9 directors (including 5 independent directors).

(3) The newly elected directors of the Company will serve from May 21, 2021 to May 20, 2024 or until the Annual General meeting after the election, whichever date is the earlier.

(4) The Company has adopted a candidate nomination system. The Nominating Committee

and the Board of Directors have reviewed the qualifications of the candidates and approved the following list of candidates on March 26, 2021:

List of Director Candidates：

Name	Academic Background	Experience	Current Position	Shares held
Lan, Chun-Sheng	- BA in Business Administration, Tamkang University(Taiwan)	- President, Shih Wei Navigation Co., Ltd - President, First Steamship Group	- Chairman, Wisdom Marine Lines Co., Ltd. - Chairman, Wisdom Marine Agency Co., Ltd. - Chairman, Brave Line - Chairman, DNV GL(Taiwan)	202,478,349
Chao, Tzu-Lung	- BA in Economics& Biology, University of Maryland (U.S.A.)	- William&Associates, CPA	- Director and Vice President of Business and Operation - Department, Wisdom Marine Lines	617,974
Fukui Masayuki	- BA in Business Administration, Chapman College(U.S.A.)	- Tokyo Freighting, Ltd shipbroker - Partner,Yoko Senpaku Co.	- Director, Wisdom Marine Lines Co., Ltd. - Founder and President, Yoko Co., Ltd.	1,666,990
Jinzhou Investment Co., Ltd. (representative: Chen, Ming-Shang)	- BA in City Administration, Chinese Culture University(Taiwan)	- Sales Manager, Jardine Matheson Ltd	- President,Prime Maritime Agency Co.,Ltd	1,507,519

List of Independent Director Candidates：

Name	Academic Background	Experience	Current Position	Shares held
Lin,Tse-Chun	- Ph.D in Finance, Finance Group, University of Amsterdam - M.Phil in Economics, Tinbergen Institute - MBA in International Business, National Chengchi University - BA in Economics, National Taiwan University	- Associate Professor of Finance,Faculty of Business and Economics,University of Hong Kong - Assistant Professor of Finance,Faculty of Business and Economics,University of Hong Kong	- Professor of Finance, Faculty of Business and Economics, University of Hong Kong - Director of Finance, Faculty of Business and Economics, University of Hong Kong	0

Name	Academic Background	Experience	Current Position	Shares held
Chiu,Yung-Ho	- Ph.D in Economics from University of Mississippi USA - Master in Economics from Soochow University - Bachelor in Economics from FengChia University	- Vice Chairperson & Spokesman, Fair Trade Commission, ROC - Dean of Office of Academic Affairs, Soochow University - Director, First Commercial Bank - Member of Remuneration Committee, Teco Electric and Machinery Co., Ltd - Director, Chenfull International Co., Ltd	- Professor of Department of Economics, Soochow University - Chairman, Multi-Level Marketing Protection Foundation	0
Liu,Tsai-Ching	- Ph.D of Department of Economics, University of North Calorina at Chapel Hill, USA - BA Department of Economics, National Chung Hsing University	- Director, Taiwan Insurance Guaranty Fund - Director, Global Link Securities - Chairman and President, Department of Public Finance, National Taipei University - Director, Public Finance and Finance Research Center - Convener and Members of the Board of Examiners, special examination, Ministry of Examination - Associate Professor, Department of Accounting, National Chung Hsing University - Associate Professor, Department of ECONOMICS, Tamkang University	- Professor, National Taipei University - Director, Taiwan Stock Exchange - Vice Chairman, Committee on Taxation and Financial Policy, Chinese National Federation of Industries	0
Maa, Kwo-Juh	- Graduate School in Accounting, National Chengchi University	- Deputy Director, KPMG(Taiwan) - CEO, KPMG(Taiwan) - Chairman and CEO, KPMG(Taiwan)	- Chairman , Association of Corporate Governance Professionals - Professor of Department of Law, National Chengchi University - Professor of Department of Law, National Taiwan University	0

Name	Academic Background	Experience	Current Position	Shares held
Chen, Ching-Yi	- Bachelor of Department of Law, National Taiwan University - Master of Department of Law, National Taiwan University - Doctor of Department of Law, National Taiwan University	- No.37 of Training Institute for Judges and Prosecutors - Judge, Taiwan High Court - Presiding judge of First Civil Division, Taiwan Taoyuan District Court - Judge, Taiwan Taoyuan District Court - Members of Sexual Harassment Investigation Committee, Ministry of National Defense	- Lawyer - Arbitrator - Members of the legal Rights Protection Commission of Military Forces - Members of Human Rights Working Subcommittee, Ministry of National Defense	0

Election Results

Title	Shareholder's No. or ID	Name	Shares in favor
Director	1	Lan, Chun-Sheng	499,793,852
Director	110	Chao, Tzu-Lung	352,352,938
Director	TR40XXXX1	Fukui Masayuki	349,652,178
Director	15	Jinzhou Investment Co., Ltd	349,250,056
Independent Director	P122XXXXX7	Lin, Tse-Chun	348,199,452
Independent Director	E101XXXXX3	Chiu, Yung-Ho	347,339,496
Independent Director	A223XXXXX7	Liu, Tsai-Ching	347,106,445
Independent Director	G120XXXXX1	Maa, Kwo-Juh	320,817,101
Independent Director	H220XXXXX4	Chen, Ching-Yi	320,047,791

V. Others

1. Waiver of Director's Non-Competition Obligation

(Proposed by the Board of Directors)

Explanatory Notes：

(1) Pursuant to Article 209 of the Company Act, a director engaging, either for himself or on behalf of another person, in activities that are within the scope of the company's business, shall explain to the Shareholders' Meeting the essential contents of such activities and obtain its approval for conducting such activities.

(2) It is hereby the following Director will be released of their non-competition obligations.

Director	Waiver of Director's Non-Competition Obligation
Lan, Chun-Sheng	Chairman of Wisdom Shipping Agency Co.,Ltd Director of BRAVE LINE CO.,LTD
Chao, Tzu-Lung	Supervisor of Tun-Lien Shipping Agency Co.,Ltd
Fukui Masayuki	Yoko Co., Ltd. President
Jinzhou Investment Co., Ltd. (representative: Chen, Ming-Shang)	Chairman of Chien-Hang Shipping Agency Co.,Ltd

(3) The above is hereby proposed for resolution.

Resolution:

IT WAS RESOLVED THAT the **Capital Increase Issuance of New Shares** is approved.

The total voting rights of present shareholders when voting ： 381,021,825 votes

Voting Results (Include voted via electronic transmission)	% of the total representation at the time of voting
Votes in favor: 359,900,543 votes	94.45%
Votes against: 1,004,870 votes	0.26%
Votes invalid: 0 vote	0%
Votes abstained: 20,116,412 votes	5.27%

VI. Meeting Adjourned (Meeting ended at 10:58 am)

There being no other business, the Chairman declared this Meeting closed.

Chairman:

Lan Chun-Sheng
Chairman

Secretary:

Bruce Yichun Hsueh
Secretary

Annex

Annex I. 2020 Management Report

Wisdom Marine Lines Co., Ltd.
2020 Management Report

I. External Environment

In 2020, the coronavirus spread across the globe, and wreaked havoc on both supply and demand sides of shipping. Before the scope of the pandemic became clear, governments imposed traffic restrictions in an attempt to keep the virus at bay. Most trading and shipping company owners opted to wait and see, while the demand for dry bulk shipping sustained a greater impact. Therefore, the dry bulk shipping market stagnated in the first half year, which in turn affected chartering and ship purchases and sales. However, a shrinking global economy and low oil prices made it easier to switch relatively smoothly to low sulphur fuels.

In the second half year, the countries became able to counter more effectively the effects of the pandemic on economic activities. Previously suspended investing and manufacturing activities started to resume. Therefore, the dry bulk shipping market started recovering in the second half year, especially in time charters and freight futures. The overall Baltic Dry Index (BDI) has not returned to the level in 2019. However, a steadily recovering market sends a positive signal to dry bulk shipping companies. The rising demand for container transportation in the fourth quarter can be considered a sign of economic activities recovering from the shock of the pandemic. Meanwhile, more ship purchases and sales were showing up in the market.

While the dry bulk shipping market had started recovering in the second half of 2020, newbuilding investment remained relatively low. The total number of newbuilding orders was below the level in 2019 for all types of ships. Given the pressure to replace old ships aged 20 years or more, the possibility of a supply shortage remains in the dry bulk shipping market. Moreover, the United Nations is not putting any hold on shipping related environmental regulations because of the pandemic. Carbon reduction requirements may raise the operating costs for old ships even higher in the next three to five years. Therefore, supply and demand of dry bulk shipping will continue to provide basic support for freight in the medium term.

II. 2020 Business Results

In 2020, we had 8 newbuild ships and 1 fewer ship under management. The number of ships in our fleet underwent a net increase of 7, and the total number of ships in our fleet was 136 at the end of the year.

We had intended to take advantage of the supply-demand mismatch to increase profits in 2020. Therefore, the number of ships with contract renewal and index linked rent was higher in the first quarter compared to previous years. However, COVID-19 created unanticipated volatility in the market.

Having sustained larger market volatility, neither of our revenue and profit performed well in the first half year. Fortunately, the average gross profit margin on newbuilding stayed close to 40%, which was a significant contribution to the overall profit margin. The economy started to recover in the second half year, and we adopted more conservative business strategies. As a result, profits showed slight increases, and the gross profit margin rose from 7.64% in the first half year to 19.07% in the second half year. The gross profit margin was 13.88% for the year. The total revenue was US$405.1 million, 9.47% lower compared to the previous year.

In terms of nonoperating income, we had little nonoperating income in 2020. However, the interest expenses fell by US$16.1 million compared to the previous year, and the foreign exchange loss was recognized at US$8.3 million due to appreciation of the Japanese yen. The net operating profit was US$51 million for the year, and the net income after tax was US$4 million.

Furthermore, to counter the uncertainties created by the coronavirus and the cash flow pressure created by suspension of asset disposal, we were fortunate to have the support of several major banks with whom we had a business relationship and been granted suspension of repayments, change of interest rates, and cash issues in mid-year. These measures were intended to strengthen our financial stability amid market changes.

III. 2021 Business Plan

We expect to have 7 more newbuild ships delivered in 2021. They include 2 kamsarmax, 1 supramax, 3 handysize, and 1 liquefied petroleum gas ship. All are built by first class Japanese builders, such as Imabari, JMU, Namura, Tsuneishi, Onomichi, and Murahide. These newbuild ships include 3 environmentally friendly vessels that comply with the Tier III NOx emission standards.

Given the market is on track for a steady recovery, a reasonable profit margin is still ensured for most time charters. We will continue to seek opportunities in working with long-term customers gradually in newbuild ships and contract renewal. The goal is to increase profits steadily as the market recovers. In addition, we will lock in index linked rents at appropriate timing to ensure stable cash flows.

Furthermore, the ship disposal plans suspended due to the pandemic in 2020 can be expected to resume in 2021 in order to increase efficiency for the entire fleet and keep improving our financial structure. Meanwhile, we will follow changes in the laws and regulations closely in order to re-evaluate our capital expenditure plans and ensure we have an environmentally friendly and energy saving fleet that is healthy and competitive.

Chairman James Lan

Annex II. Audit Report of Independent Auditors and 2020 Financial Report

Audit Report of Independent Auditors

English Translation of a Report Originally Issued in Chinese

Independent Auditors' Report

To the Board of Directors and Stockholders of
Wisdom Marine Lines Co., Limited (Cayman)

Opinion

We have audited the accompanying consolidated balance sheets of Wisdom Marine Lines Co., Limited (Cayman) (the "Company") and its subsidiaries (together the "Group") as of 31 December 2020 and 2019, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2020 and 2019, and notes to the consolidated financial statements, including the summary of significant accounting policies (together "the consolidated financial statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of 31 December 2020 and 2019, and their consolidated financial performance and cash flows for the years ended 31 December 2020 and 2019, in conformity with the requirements of the International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2020 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

Hire revenues amounted to $379,014,925 for the year ended 31 December 2020, accounting for 94% of operating revenues, which is significant to the consolidated financial statements. Therefore, we have determined the validity of hire revenue as a key audit matter. The audit procedures we conducted regarding the hire revenue recognition included but not limited to the following: understanding the design and implementation of internal controls with regard to hire revenue recognition in order to design relevant internal control audit procedures in response to the validity of hire revenue so as to verify the effectiveness of the design and implementation of the Group's internal controls; selecting samples from the population of hire revenues to perform tests of control and tests of details; examining lease contracts, debit notes, bank statements and remittances to ensure whether recognition of hire revenues are in accordance with contract terms and remitters are consistent with the counterparty of the lease contracts, performing confirmations of lease contracts to verify existence of lessees and validity of contract terms; analyzing variances in hire revenues and fluctuations in gross margin and assessing the reasonable. We also evaluated the disclosure regarding revenue recognition in Notes 4 and 6 of the consolidated financial statements.

Impairment of property, plant and equipment

As at 31 December 2020, the amount of the Group’s property, plant and equipment was $2,612,894,085, which accounted for 89% of total assets. The management assessed if there is any indication that an asset may be impaired on balance sheet date. If there is any indication that an asset may be impaired, the Group should evaluate the recoverable amount of the cash-generating-unit (CGU), to which the asset belongs. The property, plant and equipment of the Group mainly consists of vessel equipment. The subsidiaries of the Company took the one-vessel-one-company strategy to manage vessels, and the main CGU for each subsidiary is their vessels. With the view that the amount of property, plant and equipment being material and the calculation of recoverable amount involving numerous assumptions and estimates, we have determined the impairment of property, plant and equipment as a key audit matter. The audit procedures we conducted regarding the impairment of property, plant and equipment included but not limited to the following: evaluating the appropriateness of the accounting policy for impairment of property, plant and equipment; inspecting the impairment evaluation report provided by the Group and assessing the reasonableness of managements identification of indicators of impairment and the assumptions used, including identification of CGU, estimation of cash flows and discount rate. We also evaluated the disclosure regarding property, plant and equipment in Notes 4, 5 and 6 of the consolidated financial statements.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee and Interpretations developed by the Standing Interpretations Committee and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2020 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Lin, Li Huang
Lu, Chian Uen
Ernst & Young, Taiwan
26 February 2021

Notice to Readers

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

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

WISDOM MARINE LINES CO., LIMITED (CAYMAN) AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2020 and 2019
(All Amounts Expressed in US Dollars)

	Notes	31 December 2020	31 December 2019
ASSETS			
Cash and cash equivalents	6.1	$20,895,280	$63,589,694
Current financial assets at fair value through other comprehensive income	6.3 & 8	1,685,039	1,004,550
Current contract assets	6.15	-	18,147
Accounts receivable, net	6.4 & 6.16	5,070,695	5,965,627
Accounts receivable due from related parties, net	6.4, 6.16 & 7	412,739	392,537
Other receivables	7	3,092,745	4,384,142
Inventories	6.5	10,517,805	6,278,542
Prepayments	7	5,928,880	7,108,312
Other current financial assets	6.1 & 8	58,438,469	62,736,605
Other current assets	7	18,293,713	19,860,599
Total current assets		124,335,365	171,338,755
Investments accounted for using the equity method	6.6	8,561,823	3,418,510
Property, plant and equipment	6.7 & 8	2,612,894,085	2,507,936,429
Right-of-use assets	6.12 & 7	126,269,568	135,745,985
Investment property, net	6.8 & 8	2,599,070	5,786,221
Deferred tax assets	6.20	136,498	68,251
Guarantee deposits paid		11,902,138	11,265,677
Other non-current assets	6.9	46,098,420	62,961,204
Total non-current assets		2,808,461,602	2,727,182,277
TOTAL ASSETS		$2,932,796,967	$2,898,521,032

WISDOM MARINE LINES CO., LIMITED (CAYMAN) AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS(CONT'D)
31 December 2020 and 2019
(All Amounts Expressed in US Dollars)

	Note	31 December 2020	31 December 2019
LIABILITIES			
Short-term borrowings	6.10	$73,669,964	$58,124,642
Current financial liabilities at fair value through profit or loss	6.2 & 6.11	-	1,747,889
Current contract liabilities	6.15	30,446	91,319
Accounts payable		12,496,823	8,224,101
Accounts payable to related parties	7	580,114	329,500
Other accrued expenses	7	21,445,966	24,329,745
Advance receipts		20,924,645	17,732,206
Other current liabilities		123,867	766,670
		129,271,825	111,346,072
Current lease liabilities	6.12 & 7	14,011,443	13,843,870
Bonds payable, current portion	6.11	-	21,285,376
Long-term borrowings, current portion	6.10	178,613,676	365,152,587
Long-term accounts payable, current portion		3,163,612	552,283
Long-term accounts payable to related parties, current portion	6.12 & 7	1,122,219	1,065,096
		196,910,950	401,899,212
Total current liabilities		326,182,775	513,245,284
Bonds payable	6.11	48,778,634	45,577,466
Non-current portion of long-term borrowings	6.10	1,311,576,937	1,101,182,444
Deferred tax liabilities	6.20	47,709	9,963
Non-current lease liabilities	6.12 & 7	110,245,615	118,452,736
Long-term accounts payable		37,141,208	18,539,396
Long-term accounts payable to related parties	6.12 & 7	152,743,197	123,893,242
Net defined benefit liability, non-current	6.13	153,961	148,212
Guarantee deposits received	7	3,000,384	31,970
Total non-current liabilities		1,663,687,645	1,407,835,429
TOTAL LIABILITIES		1,989,870,420	1,921,080,713
EQUITY	6.11 & 6.14		
Common stock		238,739,686	219,596,023
Capital surplus		19,899,726	45,042,948
Legal reserve		6,960	6,960
Unappropriated retained earnings		525,443,419	521,664,170
Exchange differences on translation of foreign financial statements		158,789,935	191,123,299
Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income		46,821	6,919
TOTAL EQUITY		942,926,547	977,440,319
TOTAL LIABILITIES AND EQUITY		$2,932,796,967	$2,898,521,032

The accompanying notes are an integral part of the consolidated financial statements.

English Translation of Consolidated Financial Statements Originally Issued in Chinese

WISDOM MARINE LINES CO., LIMITED (CAYMAN) AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED 31 DECEMBER 2020 and 2019
(All Amounts Expressed in US Dollars)

	Notes	2020	2019
Operating revenue	6.15 & 7	$405,138,553	$447,510,914
Operating costs	6.17 & 7	348,903,801	332,036,438
Gross profit from operations		56,234,752	115,474,476
Operating expenses			
Administrative expenses	7	5,192,335	4,843,495
Expected credit losses (gains)	6.16	210,445	385,143
Total operating expenses		5,402,780	5,228,638
Net operating income		50,831,972	110,245,838
Non-operating income and expenses			
Interest income	6.18	650,663	1,361,284
Other income, others	6.18	342,798	24,982,633
Gains (losses) on disposal of property, plant and equipment	6.7, 6.18 & 7	-	3,234,229
Gains (losses) on financial assets or liabilities at fair value through profit or loss	6.11 & 6.18	1,744,862	(1,133,109)
Miscellaneous expenses	6.18 & 7	(2,274,982)	(2,319,689)
Profit (losses) from lease modification	6.18	(8,018)	(1,665,366)
Foreign exchange gains (losses)	6.18	(8,307,008)	(2,398,502)
Impairment loss	6.7 & 6.18	-	(938,147)
Gains (losses) on hedging instruments	6.18	-	16,438
Interest expense	6.7, 6.11, 6.18 & 7	(42,669,511)	(58,753,198)
Share of profit (loss) of associates and joint ventures accounted for using the equity method	6.6	4,007,475	(944,143)
Total non-operating income and expenses		(46,513,721)	(38,557,570)
Profit from continuing operations before tax		4,318,251	71,688,268
Income tax expense	6.20	537,649	564,340
Profit		3,780,602	71,123,928
Other comprehensive income (loss):	6.19		
Components of other comprehensive income that will not be reclassified to profit or loss			
Remeasurement of defined benefit plans		(1,691)	(13,696)
Income tax (benefit) expense relating to items that will not be reclassified		(338)	(2,739)
Components of other comprehensive income that will be reclassified to profit or loss			
Exchange differences on translation of foreign financial statements		(32,333,364)	(32,341,441)
Unrealized gains (losses) from investments in debt instruments measured at fair value through other comprehensive income		39,902	37,769
Gains (losses) from hedging instruments		-	(149,271)
Other comprehensive income (loss), net		(32,294,815)	(32,463,900)
Total comprehensive income (loss)		$(28,514,213)	$38,660,028
Profit for the year attributable to:			
Profit attributable to owners of parent		$3,780,602	$71,123,928
Total comprehensive income attributable to:			
Comprehensive income attributable to owners of parent		$(28,514,213)	$38,660,028
Basic earnings per share	6.21	$0.01	$0.11
Diluted earnings per share	6.21	$0.00	$0.10

The accompanying notes are an integral part of the consolidated financial statements.

WISDOM MARINE LINES CO., LIMITED (CAYMAN) AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED 31 DECEMBER 2020 and 2019
(All Amounts Expressed in US Dollars)

			Total retained earnings		Total other equity interest			
	Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets at fair value through other comprehensive income	Gains (losses) on hedging instruments	Total
Balance, 1 January 2019	$200,501,836	$40,456,716	$6,960	$450,551,199	$223,464,740	$(30,850)	$149,271	$915,099,872
Cash dividends distributed from capital surplus	-	(30,503,157)	-	-	-	-	-	(30,503,157)
Profit for the year ended 31 December 2019	-	-	-	71,123,928	-	-	-	71,123,928
Other comprehensive income (loss) for the year ended 31 December 2019	-	-	-	(10,957)	(32,341,441)	37,769	(149,271)	(32,463,900)
Total comprehensive income (loss) for the year ended 31 December 2019	-	-	-	71,112,971	(32,341,441)	37,769	(149,271)	38,660,028
Issuance of common stock for cash	12,891,582	22,401,986	-	-	-	-	-	35,293,568
Conversion of convertible bonds	6,202,605	12,687,403	-	-	-	-	-	18,890,008
Balance, 31 December 2019	$219,596,023	$45,042,948	$6,960	$521,664,170	$191,123,299	$6,919	$-	$977,440,319
Balance, 1 January 2020	$219,596,023	$45,042,948	$6,960	$521,664,170	$191,123,299	$6,919	$-	$977,440,319
Cash dividends distributed from capital surplus	-	(34,475,074)	-	-	-	-	-	(34,475,074)
Stock dividends from capital surplus	5,745,838	(5,745,838)	-	-	-	-	-	-
Profit for the year ended 31 December 2020	-	-	-	3,780,602	-	-	-	3,780,602
Other comprehensive income (loss) for the year ended 31 December 2020	-	-	-	(1,353)	(32,333,364)	39,902	-	(32,294,815)
Total comprehensive income (loss) for the year ended 31 December 2020	-	-	-	3,779,249	(32,333,364)	39,902	-	(28,514,213)
Issuance of common stock for cash	13,373,454	15,035,951	-	-	-	-	-	28,409,405
Conversion of convertible bonds	24,371	41,739	-	-	-	-	-	66,110
Balance, 31 December 2020	$238,739,686	$19,899,726	$6,960	$525,443,419	$158,789,935	$46,821	$-	$942,926,547

The accompanying notes are an integral part of the consolidated financial statements.

WISDOM MARINE LINES CO., LIMITED (CAYMAN) AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED 31 DECEMBER 2020 and 2019
(All Amounts Expressed in US Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit from continuing operations before tax	$4,318,251	$71,688,268
Adjustments to reconcile profit:		
Depreciation expense	150,746,172	146,708,348
Amortization expense	14,884	13,334
Expected credit losses (gains)	210,445	385,143
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	(1,744,862)	1,179,330
Interest expense	42,669,511	58,753,198
Interest income	(650,663)	(1,361,284)
Effect of exchange rate changes of bonds payable	3,632,975	1,536,500
Share of loss (profit) of associates and joint ventures accounted for using equity method	(4,007,475)	944,143
Losses (gains) on disposal of property, plant and equipment	-	(3,234,229)
Amortization of financial assets at fair value through other comprehensive income	(2,695)	(781)
Amortization of issuance costs of convertible bonds payable	5,719	19,603
Unrealized foreign exchange losses (gains)	1,704,116	(194,075)
Other adjustments to reconcile profit	2,837,591	1,793,943
Changes in operating assets and liabilities:		
Decrease (increase) in contract assets	18,147	(5,548)
Decrease (increase) in accounts receivable	684,487	722,519
Decrease (increase) in accounts receivable due from related parties	(20,202)	(92,895)
Decrease (increase) in other receivables	1,169,118	(1,069,906)
Decrease (increase) in inventories	(4,747,370)	(2,034,790)
Decrease (increase) in prepayments	1,179,432	(703,393)
Decrease (increase) in other current assets	1,566,886	(4,941,880)
Increase (decrease) in contract liabilities	(60,873)	91,319
Increase (decrease) in accounts payable	4,272,722	(1,548,956)
Increase (decrease) in accounts payable to related parties	250,614	(35,500)
Increase (decrease) in accrued expenses	(843,609)	(549,102)
Increase (decrease) in advance receipts	3,192,439	3,504,032
Increase (decrease) in other current liabilities	(642,803)	(1,824,122)
Cash inflow generated from operations	205,752,957	269,743,219
Interest received	787,858	1,301,223
Interest paid	(44,419,740)	(58,588,832)
Income taxes paid	(576,898)	(713,817)
Net cash generated from operating activities	161,544,177	211,741,793
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	(578,211)	-
Proceeds from disposal of financial assets for hedging	-	67,414
Acquisition of investments accounted for using the equity method	(711,744)	(1,467,645)
Acquisition of property, plant and equipment	(26,059,408)	(27,989,170)
Proceeds from disposal of property, plant and equipment	-	57,712,541
Decrease (increase) in guarantee deposits paid	(34,129)	(372)
Acquisition of right-of-use assets	(594,120)	(915,641)
Acquisition of investment property	-	(5,623,907)
Decrease (increase) in other financial assets	4,298,136	(15,418,521)
Decrease (increase) in other non-current assets (prepayment for vessels)	(198,411,250)	(74,363,340)
Net cash used in investing activities	(222,090,726)	(67,998,641)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	14,853,642	7,387,089
Proceeds from issuance of corporate bonds	-	44,120,862
Repayments of bonds	(22,323,261)	-
Increase (decrease) in long-term borrowings	(5,565,561)	(170,225,997)
Increase (decrease) in guarantee deposits received	2,967,844	(259,313)
Repayments of the principal portion of lease liabilities	(13,811,136)	(10,641,545)
Increase (decrease) in other financial liabilities	48,035,487	19,852,387
Distribution of cash dividend	(34,475,074)	(30,503,157)
Proceeds from issuing shares	28,316,726	35,159,016
Net cash generated from (used in) financing activities	17,998,667	(105,110,658)
Effect of exchange rate changes on cash and cash equivalents	(146,532)	(987,185)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(42,694,414)	37,645,309
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	63,589,694	25,944,385
CASH AND CASH EQUIVALENTS, END OF PERIOD	$20,895,280	$63,589,694

The accompanying notes are an integral part of the consolidated financial statement.

Annex III. Audit Committee Report on the review of the 2020 Financial Report

Wisdom Marine Lines Co., Limited

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2020 Business Report, Financial Statements and proposal for distribution of 2020 earnings. Of which, the Financial Statements have been audited by Lin, Li Huang and Lu, Chian Uen, Ernst & Young, Taiwan.
The 2020 Business Report, Financial Statements and proposal for distribution of 2020 earnings have been audited by us as Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.
Please review.

To
The 2021 Annual General Meeting

Wisdom Marine Lines Co., Limited
Chairman of the the Audit Committee : Tu, Neng-Mo
On the date of March 26, 2021

Annex IV. Comparison Table the Rules of Board Meetings

Article Number	After Amendment	Prior to Amendment	Reason
11	(Item 1 ~ 2 Omitted) If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Article 8, paragraph <u>5</u> of the preceding article shall apply mutatis mutandis.	(Item 1 ~ 2 Omitted) If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Article 8, paragraph <u>3</u> of the preceding article shall apply mutatis mutandis.	 Allow item adjustments.
15	(Item 1 ~ 2 Omitted) The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph <u>4</u> of that Act, apply to resolutions of board of directors meetings when a board director is prohibited from exercising voting rights.	(Item 1 ~ 2 Omitted) The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph <u>3</u> of that Act, apply to resolutions of board of directors meetings when a board director is prohibited <u>by the preceding paragraph</u> from exercising voting rights.	 In line with the Article 180, paragraph 3 of the Company Act, the paragraph 2 was added, the original paragraph 2 was adjusted to the paragraph 3 and the text was revised.

Annex V. Comparison Table for the Proposed Amendments to the Existing Articles of Association

Article Number	After Amendment	Prior to Amendment	Reason
Article 30	30. (A) The Company may by Special Resolution: (a) together with the approval of the Board, issue any Special Shares in accordance with Article 4 and 5; (b) change its name; (c) change the currency denomination of its share capital and/or increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe; (d) subject to the Law and the Taiwan Laws, reduce its share capital and any capital redemption reserve in any manner authorised by Law and the Taiwan Laws; (e) participate in the merger/consolidation and dissolve thereafter, or carry on the general transfer, or be acquired by means of share exchange, as well as carry on a division which resulting in the termination of the trading of shares on TSE market, and the surviving, transferee or newly incorporated company is not a listed or GTSM company. ~~carry on the general transfer and the trading of Shares then traded on TSE markets shall be terminated while the transferee company is not listed on the GreTai Securities Market or TSE; and~~	30. (A) The Company may by Special Resolution: (a) together with the approval of the Board, issue any Special Shares in accordance with Article 4 and 5; (b) change its name; (c) change the currency denomination of its share capital and/or increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe; (d) subject to the Law and the Taiwan Laws, reduce its share capital and any capital redemption reserve in any manner authorised by Law and the Taiwan Laws; (e) carry on the general transfer and the trading of Shares then traded on TSE markets shall be terminated while the transferee company is not listed on the GreTai Securities Market or TSE; and (f) carry on a division and the trading of Shares then traded on TSE market shall be terminated while the surviving or newly incorporated transferee company after the division is not listed on the GreTai Securities Market or TSE. (B) The Company may, by a Special Resolution for Mergers, effect a Merger of the Company in	To comply with recent amendments to laws and regulations promulgated by the Taiwan Stock Exchange on Deceember 25, 2019 per Letter No. 10800235681.

Article Number	After Amendment	Prior to Amendment	Reason
	~~(f) carry on a division and the trading of Shares then traded on TSE market shall be terminated while the surviving or newly incorporated transferee company after the division is not listed on the GreTai Securities Market or TSE.~~ (B) The Company may, by a Special Resolution for Mergers, effect a Merger of the Company in accordance with the Law.	accordance with the Law.	
Article 44	44 (A) The following matters shall be specified in the notice of a general meeting with the of their major content, and shall not be proposed as ad hoc motions; the major content may be published on the website designated by the Commission and the GreTai Securities Market or TSE or the Company, and such website shall be indicated in the above notice: (a) election or discharge of Directors; (b) amendments to the Memorandum of Association and/or these Articles; (c) reduction of capital; (d) application for the approval of ceasing Shares to be publicly offered; (e) <u>share exchange,</u> winding-up, Merger or Spin-off of the Company; (f) entering into, amendment to, or termination of any contract for	44 (A) The following matters shall be specified in the notice of a general meeting with the of their major content, and shall not be proposed as ad hoc motions; the major content may be published on the website designated by the Commission and the GreTai Securities Market or TSE or the Company, and such website shall be indicated in the above notice: (a) election or discharge of Directors; (b) amendments to the Memorandum of Association and/or these Articles; (c) reduction of capital; (d) application for the approval of ceasing Shares to be publicly offered; (e) winding-up, Merger or Spin-off of the Company; (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for	To comply with recent amendments to laws and regulations promulgated by the Taiwan Stock Exchange on Deceember 25, 2019 per Letter No. 10800235681.

Article Number	After Amendment	Prior to Amendment	Reason
	lease of its business in whole, or for entrusting business, or for regular joint operation with others; (g) the transfer of the whole or any material part of its business or assets; (h) taking over another's whole business or assets, which will have a material effect on the business operation of the Company; (i) carrying out private placement of its securities; (j) granting waiver to the Director's engaging in any business within the scope of business of the Company; (k) distributing part or all of its dividends or bonus by way of issuance of new Shares; and (l) capitalization of the statutory reserve and the Capital Reserve (subject to Article 137) by issuing new Shares or cash to its then Shareholders in proportion to the number of Shares being held by each of them. (B) However, a Shareholder may submit proposal by ad hoc motions at a general meeting if such proposal is related to the matters specified in the notice for such general meeting.	entrusting business, or for regular joint operation with others; (g) the transfer of the whole or any material part of its business or assets; (h) taking over another's whole business or assets, which will have a material effect on the business operation of the Company; (i) carrying out private placement of its securities; (j) granting waiver to the Director's engaging in any business within the scope of business of the Company; (k) distributing part or all of its dividends or bonus by way of issuance of new Shares; and (l) capitalization of the statutory reserve and the Capital Reserve (subject to Article 137) by issuing new Shares or cash to its then Shareholders in proportion to the number of Shares being held by each of them. (B) However, a Shareholder may submit proposal by ad hoc motions at a general meeting if such proposal is related to the matters specified in the notice for such general meeting.	

Annex VI. Comparison Table for the amendments to the Rule of General Meeting

Article Number	After Amendment	Prior to Amendment	Reason
3	(Item 1 ~ 3 Omitted) Election or dismissal of directors or supervisors, amendments to the articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 <u>of the Company Act</u>, <u>Article 26-1, Article 43-6 of Securities and Exchange Act, Article 56-1 and Article 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers</u> hereof shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions<u>.</u> (Item 5 Omitted) A shareholder holding 1 percent or more of the total number of	(Item 1 ~ 3 Omitted) Election or dismissal of directors or supervisors, amendments to the articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 hereof shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions; <u>the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.</u> (Item 5 Omitted) A shareholder holding 1 percent or more of the total number of issued	To comply with recent amendments to laws and regulations promulgated by the Taiwan Stock Exchange Corporation on June 3, 2020 per Letter No. 10900094681. Adjust the way of announcement in line with the regulations. To comply with recent

Article Number	After Amendment	Prior to Amendment	Reason
	issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. Such proposals, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda, provided a shareholder proposal for urging the corporation to promote public interests or fulfill its social responsibilities may still be included in the agenda by the board of directors. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. (Omitted)	shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. A shareholder proposal proposed for urging the Company to promote public interests or fulfil its social responsibilities may still be included in the agenda by the Board. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. (Omitted)	amendments to laws and regulations promulgated by Article 172, paragraph 5 of the Company Act, and the amend the paragraph 6 of Letter No. 10700105410.
9	(Item 1 Omitted) The chair shall call the meeting to order at the appointed meeting time and announce the number of non-voting rights and the number of shares present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement,	(Item 1 Omitted) The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1	 In order to improve corporate governance and safeguard the rights and interests of shareholders, the paragraph 2 is amended.

Article Number	After Amendment	Prior to Amendment	Reason
	provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. (Omitted)	hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. (Omitted)	
14	The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected <u>and lose the election</u> as directors and supervisors and the numbers of votes with which they were elected. (Omitted)	The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected. (Omitted)	In order to improve corporate governance and safeguard the rights and interests of shareholders, the paragraph 1 is amended.