

TWSE : 3665



BIZLINK HOLDING INC.

**2024 Annual Shareholders Meeting
Handbook**

May 30, 2024

This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there is any inconsistency between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese version shall prevail.

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BIZLINK HOLDING INC.

2024 Annual General Shareholders' Meeting Procedures

1. Commence Meeting
2. Chairman's Speech
3. Reports
4. Acknowledgements
5. Discussions
6. Elections
7. Other matters
8. Special Motions
9. Dismissal

Agenda of the 2023 Annual General Meeting

Meeting form: Physical shareholders meeting

Time: 9 am on May 30, 2024

Venue : Meeting room on 8F at No.186 Jian 1st Road Zhonghe District, New Taipei City

1. Commence Meeting

2. Chairman's Speech

3. Reported matters

- (1) 2023 business report
- (2) Audit Committee's Review Report on the 2023 Financial Statements
- (3) List of loan to others and endorsement and guarantees
- (4) Report on the issuance of the 4th and 5th unsecured ECB
- (5) The distribution of employees' and directors' compensation in 2023
- (6) The 2023 annual cash dividend distribution report

4. Acknowledgement

- (1) Presenting the 2023 Financial Statements and Business Report
- (2) 2023 earnings distribution plan

5. Matters for discussion

- (1) Amendment to the Articles of Incorporation
- (2) Amendment to the Procedures for Election of Directors
- (3) Amendment to the Procedures for Acquisition or Disposal of Assets
- (4) The company is planning to issue employee stock options at a price lower than fair market value.

6. Matters for Election :

A comprehensive re-election of director

7. Other matters :

Release the Directors from Non-Competition Restrictions

8. Questions and Motions

9. Adjournment

Reported matters:

Proposal 1

Subject: The 2023 Business Report.

Explanation: The 2023 Business Report please refer to Attachment 1(Page 9-14).

Proposal 2

Subject: The 2023 Audit Committee Report.

Explanation: The 2023 Audit Committee Report please refer to Attachment 2 (Page 15).

Proposal 3

Subject: The status of loan to others and endorsement and guarantees

Explanation: The status of the endorsements and guarantees provided is attached as Attachment 3 (Page 16-29).

Proposal 4

Subject: Report on the Issuance of the Fourth and Fifth Unsecured ECBs

Explanation:

The company completed the issuance of the fourth series of unsecured ECB on January 5th of the year 111. As of December 31, 2023, a total of 420,901 shares had been converted into common stock. The remaining balance of the fourth series of unsecured corporate bonds in circulation overseas was USD 120,600 thousand, with a conversion price of TWD 276.85 per share.

The company completed the issuance of the fifth series of unsecured ECB on January 30th, 2023. As of December 31, 2023, the outstanding balance in circulation amounted to USD 150,000 thousand, with an issuance conversion price of TWD 274.83 per share.

Proposal 5:

Subject: To report 2023 directors' remuneration

Explanation:

1. The board of directors resolved on March 8, 2024 to allocate a total of TWD 46,702 thousand (approximately USD 1,499 thousand, representing about 1.33% of the pre-tax net profit before the distribution of employee and director remuneration for 2023) for employee remuneration, and TWD 12,320 thousand (approximately USD 395,445, representing about 0.35% of the pre-tax net profit before the distribution of employee and director remuneration for the same period) for director remuneration for 2023.

2. The difference between the amount allocated for employee and director remuneration by the board of directors and the estimated annual expense is TWD -22,140,694. This accounting estimate variance will be treated as an adjustment to the profit and loss for the year 2024.

Proposal 6:

To accept the proposal for the distribution of 2023 earnings (proposed by the Board)

Explanation:

1. According to Article 34.10 of the company's charter, the Board of Directors is authorized to decide whether to distribute all or part of the due dividends and bonuses in cash, and to report this decision to the shareholders' meeting.
2. This proposal allocates USD 46,563,656 for the distribution of cash dividends, as resolved by the Board of Directors on March 8, 2024, based on the total number of shares outstanding as of March 6, 2024, which is 163,309,091 shares. The cash dividend per share is set at USD 0.28512593 (approximately TWD 9). The Board has authorized the Chairman to set the ex-dividend date and the dividend payment date. Should there be a change in the number of shares outstanding before the dividend record date due to the exercise of employee stock options or the conversion of convertible bonds into common shares, the Chairman is authorized to adjust the dividend rate for shareholders based on the actual number of shares outstanding on the dividend record date, according to the amount of the dividend allocated for this distribution.
3. The exchange rate for converting USD to TWD is based on the average of the spot buying and selling rates on March 5, 2024, at Bank of Taiwan. The actual amount will be determined by the stock agency after receiving the cash dividends, converted into TWD at the prevailing exchange rate at that time, and calculated to the nearest dollar, discarding any amounts less than one dollar. The total of fractional amounts less than one dollar will be transferred to the company's other income.

Acknowledgement

Proposal 1
The Company's 2023 Annual Business Report and financial statements

Proposed by Board

Explanation:

- 1) The Company's 2023 Annual Business Report and financial statements have been audited by PWC.
- 2) The Company's 2023 Annual Business Report and financial statements have been approved at the 13th meeting of the Board of Directors, 15th term, and reviewed by the Audit Committee. The Audit Committee's report was issued accordingly.
- 3) Please refer to the 2023 Annual Business Report (Page 31-43 in Attachment 4)

It is proposed to approve :

Proposal 2
The Company's 2023 earnings distribution

Proposed by Board

Explanation:

- 1) The distribution of 2023 earnings is made according to article 34.1 and 34.2 of AOI
- 2) Please refer to the 2023 Earnings Distribution Chart (Page 44 Attachment 5) Proposed by Board

It is proposed to approve :

Matters for discussion

Proposal 1.
To discuss the Amendments of the Articles of Incorporation

Proposed by Board

Explanation: To accommodate the issuance of employee stock options at a price below the market value, it is proposed to amend the company's articles of association. Attached is the comparison table of the articles before and after the revision (both in Chinese and English). Please refer to Attachment 6 (pages 45-46) for details.

It is proposed to approve :

Proposal 2:
To discuss the formulation of Procedures for Election of Directors.

Proposed by Board

Explanation: To ensure a just, fair, and open election of directors these Procedures are adopted pursuant to Articles 21 and 41 of the Taiwan Corporate Governance Best-Practice Principles for TWSE/Taipei Exchange Listed Companies. Please refer to the Attachment 7 (Page 47-48)

It is proposed to approve :

Proposal 3:

Proposed by Board

To discuss the Amendments of the Management Procedures for the Acquisition and Disposal of Assets.

Explanation: In order to enhance operational efficiency and align with practical operational needs, we propose revising the "Asset Acquisition or Disposal Procedure." Please refer to Attachment 8 (pages 59-56).

It is proposed to approve :

Proposal 4:

Proposed by the board

The company is planning to issue employee stock options at a price lower than fair market value.

Explanation:

1. In accordance with Article 28-3 of the Securities and Exchange Act and relevant regulations issued by the Securities and Futures Bureau of the Financial Supervisory Commission, the company intends to issue employee stock options at a price below market value.

2. Pursuant to Article 56-1 of the "Guidelines for the Offering and Issuance of Securities by Issuers," the company proposes to issue 1,500,000 units of employee stock options at a price below market value. For details on the issuance and subscription methods, please refer to Attachment 9 (pages 57-63), as explained below:

(a) Total number of units issued, number of shares per option, and total number of new shares to be issued upon exercise of the options:

The total units of employee stock options to be issued this time are 1,500,000 units, with each unit entitling the holder to subscribe to 1 share. The total number of new ordinary shares to be issued upon exercise of the options is 1,500,000 shares.

(b) Basis and rationality for determining the subscription price:

The subscription price is set at 75% of the closing price of the company's ordinary shares on the day of issuance. This pricing considers factors such as executive selection, talent retention, and incentive effects while also balancing shareholder interests. Additionally, the employee stock options can only be exercised in stages

after a period of two years from the issuance date based on the predetermined ratio of the exercise period. Therefore, setting the subscription price below market value is deemed reasonable.

(3) Eligibility criteria for option holders and number of shares available for subscription:

Option holders are limited to full-time employees of the company or its domestic and foreign subsidiaries in which the company directly (or indirectly) holds more than 100% of the shares. The eligibility reference date will be determined by the Chairman, and the actual number of employees eligible as option holders and the quantity of options they may subscribe to will be determined based on factors such as job performance, overall contribution, or special achievements. This determination will be made after approval by the Chairman and subsequent approval by the Board of Directors. However, for employees holding managerial positions or directors who are also employees, the matter should be discussed with the Compensation Committee before being presented to the Board of Directors for approval. For non-managerial employees, the matter should be discussed with the Audit Committee before being presented to the Board of Directors for approval.

In accordance with Article 56-1(1) of the Guidelines for the Offering and Issuance of Securities by Issuers, the total number of shares available for subscription to any single option holder, when combined with the cumulative number of rights new shares acquired by restricting employee rights, shall not exceed three per thousand of the total issued shares. Additionally, the total number of shares available for subscription to any single option holder issued by the issuer in accordance with Article 56(1) of the Guidelines for the Offering and Issuance of Securities by Issuers shall not exceed one percent of the total issued shares.

(4) Necessity for issuing employee stock options:

The company aims to attract and retain outstanding talents, motivate employees, and enhance employee cohesion to jointly create benefits for the company and shareholders.

(5) Impact on shareholder interests:

(1) Potential expenses and dilution of earnings per share, please refer to Attachment 10 (page 64).

(2) Explanation of the financial burden on the company if shares are used as a method of performance: Not applicable. Matters for Election

It is proposed to approve :

Matters for Election

Proposal 1:

Proposed by the board

The company is proposing a comprehensive re-election of directors and requests approval for the election.

Explanation:

1. The current term of office for the directors will expire on July 4, 2024. It is proposed to re-elect seven directors (including three independent directors) in accordance with Article 25.1 of the company's bylaws. Additionally, candidates will be nominated in accordance with Article 27.3 of the company's bylaws and the procedures for director elections. Upon the election of new directors, the current directors' term of office will end. The term for the newly elected directors will be three years, from May 30, 2024, to May 29, 2027.
2. Please refer to Attachment Eleven for a brief introduction to the director candidates for the upcoming shareholder meeting, please refer to Attachment 11 (page 65).

Election Results:

Other Matters

Proposal 1:

Proposed by the board

To discuss lifting the restrictions on newly appointed directors and their representatives from non-compete agreements is now on the table for consideration.

Explanation:

According to Article 30.4 of the company's articles of association, "Directors who engage in activities within the scope of the company's business for themselves or others shall disclose the main content of such interests to the shareholders' meeting before engaging in such activities and obtain special (heavy) resolution approval at the shareholders' meeting."

2. The newly appointed directors of the company and their representatives may have investments or engage in other companies with similar or similar business scope to the company and serve as directors or managers. Please refer to Attachment 12 (page 67) for details. It is proposed to lift the restrictions on their non-compete agreements.

It is proposed to approve :

Other Matters and Extempore Motions

Adjournment

BIZLINK HOLDING INC.

2023 Business Report

We hereby report our operating results for 2023 and a summary of our business plan for 2024:

I. 2023 Business Highlights

1. Financial Summary:

The Company's sales and profits fell this year. Operating revenue was NT\$51,051,791 thousand, a decrease of 5.03% compared with 2022. Net income after tax was NT\$2,317,355 thousand, and earnings per share were NT\$14.37.

2. Profitability Analysis:

Item	2022	2023
Net cash inflow from operating activities (NT\$ thousand)	2,779,406	7,446,277
Net cash outflow from investment activities (NT\$ thousand)	(11,615,189)	(4,575,103)
Net cash outflow from financing activities (NT\$ thousand)	13,860,938	(942,142)
Returns on assets (%)	10.99	6.41
Returns on Equity (%)	20.35	9.81
Pre-tax income as a percentage of total paid-in capital (%)	338.31	210.79
Profit margin (%)	7.13	4.53
EARNINGS PER SHARE (one NTD)	24.77	14.37

The 2023 net cash inflow from operating activities increased by 168% compared with

2022, due to reduction in trade receivables and inventory. The 2023 net cash outflow from investing activities decreased compared with 2022, mainly due to no cash outflows for M&A. The 2023 net cash outflow from financing activities increased compared with 2022, due to repayment of debt, leading to an increase in cash outflow. The remaining profitability indicators were worse than those in 2022.

3. Research & Development Progress:

The Company's R&D expenditure in 2023 was NT\$1,534,477 thousand, an increase of 10.85% compared to NT\$1,384,227 thousand in 2022, accounting for 3.0% of 2023's sales and 2.6% of 2022's sales, respectively. It is estimated that 2.5–3.5% of annual sales will continue to be invested in R&D in the foreseeable future.

BizLink's R&D efforts are focused on the higher-value added and longer-term growth areas that we defined as our addressable MegaTrends, but also includes those that are essential to our strategic customers. These include High-Performance Computing, Auto Electrification, Capital Equipment, Industrial 4.0, and Healthcare, all of which are vital for an increasingly connected world. Higher power, higher speed cables, harnesses, as well as connectors, plus more complex module assemblies and box builds, will enable this transition. BizLink is also working on solutions in emerging applications, including heat pumps/HVACs, and is also continuing to work on sustainable energy storages and applications. Our Industrial business is highly cash generative and has stable longer-term performance, and we aim to actively expand it in the coming years.

II. 2023 Business Plan Highlights

1. Operational Spotlights:

(1) Moving Forward Towards the Future with a Stronger BizLink:

BizLink finished its INBG acquisition in early 2022. BizLink has made good progress with our continuously intensive efforts while keeping an open-mind to better integrate our combined global operations and while still moving in the same strategic direction. This was our latest landmark deal, and marked a big change in our operating mix as well as a considerable move forward in our long-term ambitions. We continue to realize new ideas for our customers to enable their growth, and aim to become their go-

to design and manufacturing partner across the regions that we operate in, allowing us to gain market share in some of them. We are seeing meaningful signs of this, and expect to see the fruits of our labor in the coming quarters as parts of our business continue to recover while others bottom out and start to grow again. We are excited about our prospects over the next few years, and anticipate returning to growth in 2024.

(2) Results Are Emerging from Our Reorganization Efforts:

The combination of two very capable teams has led to some initial benefits across parts of our business, and there are efforts ongoing that will lead to more. This tighter alignment means that the Group moves forward with even surer footing. We have highlighted many of these in our results calls and their corresponding materials throughout 2023, and welcome stakeholders to review those to see what initiatives we have been working on in order to build a stronger BizLink for tomorrow. We continue to look for ways to improve but only anticipate seeing relatively minor adjustments going forward. Our customers are moving towards regionalizing their global supply chains to reduce their risk and cost while realizing more “local for local” opportunities, leading to them managing much fewer suppliers than in years past, forcing the building up of more in-house capabilities in more regions from larger and more financially healthy suppliers in order to benefit from this longer-term industry agnostic trend and avoid eventually being “managed out”.

(3) Continual Efforts in:

- Digital Transformation: AI training to establish an AI-enabled operating environment.
- Intellectual Property: Development and management of processes and our assets.
- Automation: Further adopt automated processes as we digitize aspects of our business.
- Talent Cultivation: Searching for and nurturing of tomorrow’s talent and leadership.

2. Production and Sales Spotlights:

(1) Production Spotlights:

We created a centralized operations management function in order to optimize our global manufacturing sites and supply chains as we continued to selectively grow and

enhance our global footprint. This has allowed us to better adjust and allocate resources across our sites, making them more flexible as operating conditions changed. In addition, many of our major sites are now able to fulfill customer demand in multiple end-markets, shortening time to market for our customers and bringing customers closer to BizLink.

(2) Sales Spotlights:

Our efficiency efforts also included sales given the large change in our operating mix, and our now united sales efforts cover both cross- and up-selling across a larger product category. We are seeing value expansion in parts of our business, and are targeting to achieve even more.

III. 2023 Future Development Strategy:

1. Sustainable Growth with Solid Foundation:

Our aforementioned efficiency efforts have led to an improvement in our cash flows, allowing us to deleverage with the cash generated from our operations. We expect to continue to generate cash, giving us more options with our capital allocation over time. We will continue to look for suitable inorganic opportunities to speed up our market and product development across our four product segments and global footprint. Our solid foundation will enable us to maintain a steadier rate of growth and profitability as our vision unfolds. Finally, we continue to look across various end-markets to identify promising emerging opportunities and those potential customers therein, maintaining our Silicon Valley-like mindset, which has been a crucial element of our success over the past two plus decades.

2. Breakthrough Capabilities and Products:

- (1) Breakthrough Capabilities: greater in-house capabilities with combined expertise and experience with a larger R&D team for higher-speed and higher-power applications.
- (2) Breakthrough Products: first deliveries of various new products across many of our end-markets, including in high-performance computing, capital equipment, factory automation, healthcare, auto electrification, and smart home.

3. Contribute to a More Responsible Future:

We continue to aim to lower our GHG emission intensity by -50% from 2022 by 2030, and we target to reach net-zero emission by 2050. Our core values are important to all

BizLinkers, and we each target to live by them. Being a low-risk member in the societies in which we operate means establishing and keeping an optimal working environment while reducing our carbon footprint as well as expanding our sales in those end-markets crucial to achieving a greener future. We are also gradually complementing our power consumption needs with solar energy in more and more production sites. Achieving industry, customer, and regulatory requirements is just the start, and joining globally renown ESG efforts allows us to build on top of these across the Group. Continuing to be recognized for our multi-year effort is certainly welcome, including Newsweek and AsiaMoney, but our core values means that BizLinkers strive for these naturally as a part of their normal job responsibilities. We still have much to do albeit we have made lots of progress over the past few years despite our persistent M&A activity.

4. Shape BizLink Through Talent:

Talent is essential to all our efforts, and so we hope to identify them and bring them into BizLink. We then cultivate these talents, give them opportunities to shine and reward them, and elevate them into management and leadership roles to refresh our ranks over time. “One Team, One Goal” means that all BizLinks are aligned towards achieving one target, one step at a time.

IV. Conclusion

2022 was an exceptionally strong year, and we started 2023 feeling optimistic but cautious about seeing this kind of growth again. Macro forces proved to be stronger than expected in 2023 with the Fed further hiking rates rather than cutting them. However, we kept ourselves busy with our reorganization and product and market development efforts. We are seeing the light at the end of the tunnel with parts of our business recovering from late 2023, and others set to recover in the coming months. New customer projects never stopped despite the various obstacles that we all faced. Upcycles follow downcycles, and being as prepared as possible to take advantage of the next upcycle has been our focus over the past year.

Looking into 2024, we are optimistic but cautious about the macro backdrop. We see a ray of sunshine breaking through these bleak clouds, and while we do not expect to see a large rebound across all of our businesses in all of our regions, we do see certain areas as

becoming our next major growth driver in the years to come as we move off one growth phase and into the next one. We are confident that our efforts will show through.

Finally, we sincerely thank all our stakeholders for the continued support of BizLink throughout the various challenges encountered these past few years as we work to evolve into a stronger, more diversified company. Let us all cooperate to achieve new highs in this journey together.

BIZLINK HOLDING INC.

Chairman Hwa-Tse Liang

Chief Executive Officer Chien-Hua Teng

Chief Financial Officer Charles Tsai

Audit Committee Report

The Board of Directors of Bizlink Holding Inc. has submitted the Company's 2022 business report, financial statements, and earnings appropriation proposal to the Audit Committee. The CPA firm, PwC Taiwan, was retained to audit the financial statements and has issued an audit report accordingly. The business report, financial statements, and earnings appropriation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of the Company. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

BizLink Holding Inc.

Meeting Convener of the Audit Committee : Jr Wen, Huang

March 30, 2023

BizLink Holding Inc. and subsidiaries
Loans to others
Year ended December 31, 2023

Table 1 Expressed in thousands of NTD
(Except as otherwise indicated)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the		Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts		Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					year ended December 31, 2023 (Note 2)	Balance at December 31, 2023 (Note 2)						Item	Value					
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	\$ 750,875	\$ -	\$ -	0.000%	2	\$ -	Operations	\$ -	-	-	\$ -	9,834,014	\$ 9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	300,350	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	922,500	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	318,600	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	796,500	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	324,250	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	486,375	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	347,115	-	-	0.000%	2	-	Operations	-	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at December 31, 2023 (Note 2)	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					for doubtful accounts							Item	Value				
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	\$ 694,229	\$ -	\$ -	0.000%	2	\$ -	Operations	\$ -	-	-	\$ 9,834,014	\$ 9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	694,229	-	-	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	694,229	-	-	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	694,229	-	-	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	694,229	-	-	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	519,467	-	-	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	520,672	492,728	492,728	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	520,672	509,718	509,718	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	520,672	509,718	509,718	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	520,672	509,718	509,718	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended	December 31, 2023 (Note 2)							Item	Value			
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	\$ 376,535	\$ 373,793	\$ 373,793	0.000%	2	\$ -	Operations	\$ -	-	-	\$ 9,834,014	\$ 9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	513,457	509,718	509,718	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
0	BizLink Holding Inc.	BizLink Speedy Pte. Ltd.	Other receivables due from related parties	Y	513,457	509,718	509,718	0.000%	2	-	Operations	-	-	-	9,834,014	9,834,014	Notes 4(1), (2)
1	BizLink Technology Inc.	OptiWorks, Inc.	Other receivables due from related parties	Y	30,750	-	-	2.000%	2	-	Operations	-	-	-	635,472	635,472	Note 4(13)
2	BizLink Technology (Ireland) Ltd.	BizLink Technology SRB D.O.O.	Other receivables due from related parties	Y	121,490	118,934	118,934	0.454%	2	-	Operations	-	-	-	1,080,439	1,080,439	Note 4(3)
2	BizLink Technology (Ireland) Ltd.	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,711	33,981	33,981	0.454%	2	-	Operations	-	-	-	1,080,439	1,080,439	Note 4(3)
2	BizLink Technology (Ireland) Ltd.	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	194,384	190,295	190,295	0.800%	2	-	Operations	-	-	-	1,080,439	1,080,439	Note 4(3)
2	BizLink Technology (Ireland) Ltd.	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,711	33,981	33,981	3.700%	2	-	Operations	-	-	-	1,080,439	1,080,439	Note 4(3)
2	BizLink Technology (Ireland) Ltd.	BizLink Technology SRB D.O.O.	Other receivables due from related parties	Y	34,439	33,981	33,981	4.125%	2	-	Operations	-	-	-	1,080,439	1,080,439	Note 4(3)
2	BizLink Technology (Ireland) Ltd.	BizLink Technology SRB D.O.O.	Other receivables due from related parties	Y	67,962	67,962	-	-	2	-	Operations	-	-	-	1,080,439	1,080,439	Note 4(3)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at December 31, 2023 (Note 2)	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts		Collateral Item	Value	Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended December 31, 2023 (Note 2)							\$	\$					
3	OptiWorks (Shanghai) Limited	OptiWorks (Kunshan) Limited	Other receivables due from related parties	Y	\$ 66,694	\$ -	\$ -	3.850%	2	\$ -	Operations	\$ -	-	-	\$ 86,470	\$ 86,470	Note 4(4)	
3	OptiWorks (Shanghai) Limited	OptiWorks (Kunshan) Limited	Other receivables due from related parties	Y	66,428	64,872	64,872	3.550%	2	-	Operations	-	-	-	86,470	86,470	Note 4(4)	
4	BizLink (Kunshan) Co.,Ltd.	BizLink Special Cables (Changzhou) Co., Ltd.	Other receivables due from related parties	Y	755,866	-	-	3.700%	2	-	Operations	-	-	-	2,354,240	2,354,240	Note 4(5)	
4	BizLink (Kunshan) Co.,Ltd.	BizLink Special Cables (Changzhou) Co., Ltd.	Other receivables due from related parties	Y	755,866	302,734	302,734	3.650%	2	-	Operations	-	-	-	2,354,240	2,354,240	Note 4(5)	
5	BizLink Electronics (Xiamen) Co., Ltd.	BizLink (Kunshan) Co.,Ltd.	Other receivables due from related parties	Y	443,726	432,477	432,477	3.650%	2	-	Operations	-	-	-	2,560,711	2,560,711	Note 4(14)	
5	BizLink Electronics (Xiamen) Co., Ltd.	BizLink (Kunshan) Co.,Ltd.	Other receivables due from related parties	Y	221,428	216,238	216,238	3.550%	2	-	Operations	-	-	-	2,560,711	2,560,711	Note 4(14)	
6	BizLink (BVI) Corp. Limited	BizLink Tech, Inc.	Other receivables due from related parties	Y	105,020	99,449	99,449	0.000%	2	-	Operations	-	-	-	14,900,234	14,900,234	Note 4(6)	
6	BizLink (BVI) Corp. Limited	Accell Corp.	Other receivables due from related parties	Y	78,867	-	-	0.000%	2	-	Operations	-	-	-	14,900,234	14,900,234	Note 4(6)	
7	EA Cable Assemblies GmbH	BizLink Technology (Slovakia) S.F.O.	Other receivables due from related parties	Y	20,827	20,389	20,389	0.452%	2	-	Operations	-	-	-	21,256,224	21,256,224	Note 4(7)	
7	EA Cable Assemblies GmbH	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	507,579	-	-	2.000%	2	-	Operations	-	-	-	21,256,224	21,256,224	Note 4(7)	

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the year ended		Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts		Collateral Item	Value	Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					December 31, 2023 (Note 2)	December 31, 2023 (Note 2)												
7	EA Cable Assemblies GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	\$ 1,212,414	\$ 1,019,756	\$ 1,019,756	2.000%	2	\$ -	Operations	\$ -	-	-	\$ 21,256,224	\$ 21,256,224	Note 4(7)	
7	EA Cable Assemblies GmbH	BizLink Industry Slovakia Spol. s.r.o.	Other receivables due from related parties	Y	905,337	886,291	886,291	2.000%	2	-	Operations	-	-	-	21,256,224	21,256,224	Note 4(7)	
7	EA Cable Assemblies GmbH	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	13,887	-	-	2.000%	2	-	Operations	-	-	-	21,256,224	21,256,224	Note 4(7)	
7	EA Cable Assemblies GmbH	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,439	33,981	33,981	4.969%	2	-	Operations	-	-	-	21,256,224	21,256,224	Note 4(7)	
7	EA Cable Assemblies GmbH	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,230	33,981	33,981	4.956%	2	-	Operations	-	-	-	21,256,224	21,256,224	Note 4(7)	
8	BizLink Technology (Belgium) NV	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,711	33,981	33,981	0.678%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)	
8	BizLink Technology (Belgium) NV	BizLink Technology SRE D.O.O.	Other receivables due from related parties	Y	69,423	67,962	67,962	0.598%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)	
8	BizLink Technology (Belgium) NV	BizLink Technology SRE D.O.O.	Other receivables due from related parties	Y	69,423	67,962	67,962	0.598%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)	
8	BizLink Technology (Belgium) NV	BizLink Technology SRE D.O.O.	Other receivables due from related parties	Y	52,067	50,972	50,972	0.491%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)	

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum	Balance at December 31, 2023 (Note 2)	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					outstanding balance during the year ended December 31, 2023 (Note 2)								Item	Value			
8	BizLink Technology (Belgium) NV	BizLink Technology SRB D.O.O.	Other receivables due from related parties	Y	\$ 41,654	\$ 40,777	\$ 40,777	0.468%	2	-	Operations	-	-	-	\$ 1,038,397	\$ 1,038,397	Note 4(8)
8	BizLink Technology (Belgium) NV	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,711	33,981	33,981	0.452%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)
8	BizLink Technology (Belgium) NV	BizLink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	34,711	33,981	33,981	2.795%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)
8	BizLink Technology (Belgium) NV	BizLink Technology SRB D.O.O.	Other receivables due from related parties	Y	34,711	33,981	33,981	4.613%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)
8	BizLink Technology (Belgium) NV	BizLink Technology SRB D.O.O.	Other receivables due from related parties	Y	34,439	33,981	33,981	4.822%	2	-	Operations	-	-	-	1,038,397	1,038,397	Note 4(8)
9	BizLink Technology (Changzhou) Ltd.	BizLink (Kunshan) Co., Ltd.	Other receivables due from related parties	Y	443,726	432,477	432,477	3.650%	2	-	Operations	-	-	-	3,261,976	3,261,976	Note 4(15)
9	BizLink Technology (Changzhou) Ltd.	Xiang Yao Electronics (Shen Zhen) Co., Ltd.	Other receivables due from related parties	Y	332,142	324,358	324,358	3.550%	2	-	Operations	-	-	-	3,261,976	3,261,976	Note 4(15)
9	BizLink Technology (Changzhou) Ltd.	Xiang Yao Electronics (Shen Zhen) Co., Ltd.	Other receivables due from related parties	Y	219,047	216,238	216,238	3.450%	2	-	Operations	-	-	-	3,261,976	3,261,976	Note 4(15)
10	BizLink Speedy Pte. Ltd.	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	1,598,463	1,564,835	1,564,835	2.000%	2	-	Operations	-	-	-	94,608,415	94,608,415	Note 4(9)
10	BizLink Speedy Pte. Ltd.	BizLink elocob GmbH	Other receivables due from related parties	Y	1,140,254	-	-	2.000%	2	-	Operations	-	-	-	94,608,415	94,608,415	Note 4(9)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					year ended December 31, 2023 (Note 2)	December 31, 2023 (Note 2)							Item	Value			
10	BizLink Speedy Pte. Ltd.	BizLink Industry Slovakia Spol. s.r.o.	Other receivables due from related parties	Y	\$ 849,483	\$ -	\$ -	2.000%	2	\$ -	Operations	\$ -	-	-	\$ 94,608,415	\$ 94,608,415	Note 4(9)
10	BizLink Speedy Pte. Ltd.	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	13,030	-	-	2.000%	2	-	Operations	-	-	-	94,608,415	94,608,415	Note 4(9)
10	BizLink Speedy Pte. Ltd.	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	34,711	33,981	33,981	2.000%	2	-	Operations	-	-	-	94,608,415	94,608,415	Note 4(9)
10	BizLink Speedy Pte. Ltd.	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	507,579	-	-	2.000%	2	-	Operations	-	-	-	94,608,415	94,608,415	Note 4(9)
10	BizLink Speedy Pte. Ltd.	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	2,129,511	1,817,698	1,817,698	2.000%	2	-	Operations	-	-	-	94,608,415	94,608,415	Note 4(9)
11	BizLink Silitherm S.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	575,232	563,131	563,131	2.000%	2	-	Operations	-	-	-	13,787,023	13,787,023	Note 4(10)
11	BizLink Silitherm S.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	173,557	169,906	169,906	2.000%	2	-	Operations	-	-	-	13,787,023	13,787,023	Note 4(10)
11	BizLink Silitherm S.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	138,846	135,925	135,925	2.000%	2	-	Operations	-	-	-	13,787,023	13,787,023	Note 4(10)
11	BizLink Silitherm S.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	104,134	101,944	101,944	2.000%	2	-	Operations	-	-	-	13,787,023	13,787,023	Note 4(10)
11	BizLink Silitherm S.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	104,134	101,944	101,944	2.000%	2	-	Operations	-	-	-	13,787,023	13,787,023	Note 4(10)
11	BizLink Silitherm S.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	138,846	135,925	135,925	5.000%	2	-	Operations	-	-	-	13,787,023	13,787,023	Note 4(10)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the year ended	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					December 31, 2023 (Note 2)	December 31, 2023 (Note 2)							Item	Value			
12	BizLink Systems Spain, S.L.U.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	\$ 581,803	\$ -	\$ -	2.000%	2	\$ -	Operations	\$ -	-	-	\$ 37,012	\$ 37,012	Note 4(11)
13	BizLink Industry Germany GmbH	BizLink Robotic Solutions France S.A.S.	Other receivables due from related parties	Y	188,175	167,653	167,653	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	301,381	295,041	295,041	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Robotic Solutions USA, Inc.	Other receivables due from related parties	Y	145,839	142,771	142,771	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Robotic Solutions USA, Inc.	Other receivables due from related parties	Y	17,356	-	-	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Robotic Solutions Germany GmbH	Other receivables due from related parties	Y	225,625	220,878	220,878	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Robotic Solutions Germany GmbH	Other receivables due from related parties	Y	17,356	16,991	16,991	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Robotic Solutions Germany GmbH	Other receivables due from related parties	Y	17,356	16,991	16,991	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Tailor-Made Cable UK Ltd.	Other receivables due from related parties	Y	12,779	12,511	12,511	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	86,779	84,953	84,953	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Tailor-Made Cable UK Ltd.	Other receivables due from related parties	Y	7,637	7,476	7,476	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					year ended December 31, 2023 (Note 2)	December 31, 2023 (Note 2)							Item	Value			
13	BizLink Industry Germany GmbH	BizLink Tailor-Made Cable UK Ltd.	Other receivables due from related parties	Y	\$ 8,678	\$ -	\$ -	5.000%	2	\$ -	Operations	\$ -	-	-	\$ 74,358,313	\$ 74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Special Cables Germany GmbH	Other receivables due from related parties	Y	519,467	339,812	339,812	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Special Cables Germany GmbH	Other receivables due from related parties	Y	162,850	-	-	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	69,423	67,962	67,962	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	34,711	33,981	33,981	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	34,711	-	-	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Industry Slovakia Spol. s.r.o.	Other receivables due from related parties	Y	34,711	33,981	33,981	2.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Industry Slovakia Spol. s.r.o.	Other receivables due from related parties	Y	34,711	33,981	33,981	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	20,827	20,389	20,389	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)
13	BizLink Industry Germany GmbH	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	34,711	33,981	33,981	5.000%	2	-	Operations	-	-	-	74,358,313	74,358,313	Note 4(12)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the year ended December 31, 2023 (Note 2)	Balance at December 31, 2023 (Note 2)	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
												Collateral Item	Value			
13	BizLink Industry Germany GmbH	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	\$ 67,962	\$ 67,962	\$ 67,962	6.500%	2	\$ -	Operations	\$ -	-	\$ 74,358,313	\$ 74,358,313	Note 4(12)

Note 1: The numbers filled in for the loans provided by the Company or subsidiaries are as follows:

- (1) The Company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: The maximum balance for the period and ending balance are presented in New Taiwan dollars. Foreign currencies are converted into New Taiwan dollars; the exchange rate was US\$1=NT\$30.705; RMB1=NT\$4.327 and EUR1=NT\$33.98 as of December 31, 2023.

Note 3: The nature of loans are as follows:

- (1) Related to business transactions is "1".
- (2) short-term financing is "2".

Note 4: Fill in limit on loans granted to a single party and ceiling on total loans granted as prescribed in the creditor company's "Procedures for Provision of Loans", and state each individual party to which the loans have been provided and the calculation for ceiling on total loans granted in the footnote.

- (1) For short-term financing facility with the Company, the accumulated financing amount shall not exceed 40% of the net asset value of the Company.
- (2) The individual loan amount and total amount of loans between the foreign companies, which are held directly or indirectly 100% of voting share, and loan between the Company and foreign companies which are held directly or indirectly 100% of voting share should not exceed the 500% of the total asset amount of the Company.
- (3) For BizLink Technology (Ireland) Ltd., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed the net value of the lending company and 500% of the net value of parent company.
- (4) For necessary short-term financing facility for OptiWorks (Shanghai) Limited, the individual loan amount and total amount of loans shall not exceed 40% of the net value of the lending company.
- (5) For BizLink (Kunshan) Co., Ltd., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed the net value of the lending company and 500% of the net value of parent company.
- (6) For short-term financing facility with BizLink (BVI) Corp. Limited, the individual loan amount and total amount of loans shall not exceed 5 times of the net value of the lending company and 500% of the net value of parent company.
- (7) For EA Cable Assemblies GmbH, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 200% of the net value of the lending company and 500% of the net value of parent company.
- (8) For BizLink Technology (Belgium) NV, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 200% of the net value of the lending company and 500% of the net value of parent company.
- (9) For BizLink Speedy Pte. Ltd, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.
- (10) For BizLink Siltherm S.r.l., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.
- (11) For BizLink Systems Spain, S.L.U., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.
- (12) For BizLink Industry Germany GmbH, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 120 times of the net value of the lending company and 500% of the net value of parent company.
- (13) For necessary short-term financing facility with BizLink Technology Inc., the individual loan amount and total amount of loans shall not exceed 40% of the net value of the lending company.
- (14) For BizLink Electronics (Xiamen) Co., Ltd., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 2 times of the net value of the lending company and 500% of the net value of parent company.
- (15) For BizLink Technology (Changzhou) Limited, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 100% of the net value of the lending company and 500% of the net value of parent company.
- (16) Except for the changes in the original currency, the increase (decrease) amount of individual subsidiary in the current month including effects from changes in exchange rate.

BizLink Holding Inc. and subsidiaries
Provision of endorsements and guarantees to others
Year ended December 31, 2023

Table 2

Expressed in thousands of NTD
(Except as otherwise indicated)

Number (Note 1)	Endorser/guarantor	Party being endorsed/ guaranteed Company name	Relationship with the Endorser/ guarantor (Note 2)	Limit on	Maximum	Outstanding	Actual amount drawn down	Amount of	Ratio of accumulated	Ceiling on total	Provision of	Provision of	Provision of	Footnote
				endorsements/ guarantees provided for a single party (Note 3)	outstanding endorsement/ guarantee amount during the year ended December 31, 2023 (Note 4)	endorsement/ guarantee amount at December 31, 2023 (Note 4)		/guarantees secured with collateral	endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	endorsements/ guarantees provided (Note 3)	endorsements/ guarantees by parent company to subsidiary	endorsements/ guarantees by subsidiary to parent company	endorsements/ guarantees to the party in Mainland China	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited	2	\$ 36,877,554	\$ 975,360	\$ -	\$ -	\$ -	0.00%	\$ 36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited, BizLink International Corp.	2	36,877,554	648,500	614,100	3,672	-	2.50%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited	2	36,877,554	32,425	30,705	-	-	0.12%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	36,877,554	64,850	61,410	-	-	0.25%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	36,877,554	64,850	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Special Cables Germany GmbH	2	36,877,554	208,269	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited, BizLink International Corp.	2	36,877,554	628,400	307,050	-	-	1.25%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	36,877,554	62,840	60,000	10,321	-	0.24%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited	2	36,877,554	48,638	46,058	2,393	-	0.19%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology Inc., BizLink Tech, Inc.	2	36,877,554	129,700	122,820	76,763	-	0.50%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (S.E.A.) Sdn. Bhd.	2	36,877,554	7,071	6,687	-	-	0.03%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited	2	36,877,554	768,750	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	36,877,554	50,000	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited	2	36,877,554	48,638	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited, BizLink International Corp.	2	36,877,554	648,500	614,100	149,000	-	2.50%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVT) Corp. Limited	2	36,877,554	48,638	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	36,877,554	150,000	-	-	-	0.00%	36,877,554	Y	N	N	

Number (Note 1)	Endorser/guarantor	Party being endorsed/ guaranteed		Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2023 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2023 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
		Company name	Relationship with the Endorser/ guarantor (Note 2)											
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited, BizLink International Corp.	2	\$ 36,877,554	\$ 972,750	\$ -	\$ -	\$ -	0.00%	\$ 36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (Changzhou) Limited, BizLink Technology (Xiamen) Limited, BizLink Special Cables (Changzhou) Co., Ltd.	2	36,877,554	733,635	713,587	253,803	-	2.90%	36,877,554	Y	N	Y	
0	BizLink Holding Inc.	BizLink Technology (Changzhou) Limited, BizLink Technology (Xiamen) Limited, Xiang Yao Electronics (Shen Zhen) Co., Ltd., BizLink (Kunshan) Co., Ltd., BizLink Electronics (Xiamen) Co., Ltd.	2	36,877,554	57,802	56,222	25,055	-	0.23%	36,877,554	Y	N	Y	
0	BizLink Holding Inc.	BizLink Technology (Slovakia) S.R.O.	2	36,877,554	122,960	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited, BizLink International Corp.	2	36,877,554	816,920	307,050	20,000	-	1.25%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	36,877,554	48,638	46,058	-	-	0.19%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (Ireland) Ltd.	2	36,877,554	64,850	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	36,877,554	324,250	307,050	-	-	1.25%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	36,877,554	2,711,000	2,711,000	584,952	-	11.03%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp.	2	36,877,554	152,400	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	36,877,554	30,480	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (Slovakia) S.R.O.	2	36,877,554	513,839	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (S.E.A.) Sdn. Bhd.	2	36,877,554	152,400	-	-	-	0.00%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Special Cables Germany GmbH	2	36,877,554	260,336	254,859	-	-	1.04%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	36,877,554	129,700	122,820	122,820	-	0.50%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink elocab GmbH	2	36,877,554	251,055	245,773	245,773	-	1.00%	36,877,554	Y	N	N	

Number (Note 1)	Endorser/guarantor	Party being endorsed/ guaranteed		Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2023 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2023 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
		Relationship with the Endorser/ guarantor (Note 2)	Company name											
0	BizLink Holding Inc.	BizLink Special Cables Germany GmbH, BizLink elocab GmbH, BizLink Special Cables (Changzhou) Co., Ltd., BizLink Industry Slovakia Spol. s.r.o.	2	\$ 36,877,554	\$ 138,846	\$ 135,925	\$ 135,925	\$ -	0.55%	\$ 36,877,554	Y	N	Y	
0	BizLink Holding Inc.	BizLink Special Cables Germany GmbH, BizLink elocab GmbH, BizLink Special Cables (Changzhou) Co., Ltd., BizLink Industry Slovakia Spol. s.r.o.	2	36,877,554	347,115	339,812	339,812	-	1.38%	36,877,554	Y	N	Y	
0	BizLink Holding Inc.	BizLink Silitherm S.r.l.	2	36,877,554	416,538	407,775	407,775	-	1.66%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Industry Czech s.r.o.	2	36,877,554	11,108	10,874	10,874	-	0.04%	36,877,554	Y	N	N	
0	BizLink Holding Inc.	BizLink Industry Germany GmbH	2	36,877,554	624,806	611,662	611,662	-	2.49%	36,877,554	Y	N	N	
1	BizLink Technology Inc.	BizLink Tech, Inc.	4	3,177,361	75,091	71,108	1,185	-	4.48%	3,177,361	N	N	N	
1	BizLink Technology Inc.	BizLink Tech, Inc.	4	3,177,361	122,630	116,125	63,869	-	7.31%	3,177,361	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,679,042	21,293	20,845	20,845	25,742	3.72%	1,679,042	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,679,042	8,522	8,343	8,343	10,302	1.49%	1,679,042	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,679,042	39,762	38,925	38,925	48,260	6.95%	1,679,042	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,679,042	11,778	11,531	11,531	-	2.06%	1,679,042	N	N	N	
3	EA Cable Assemblies GmbH	BizLink Robotic Solutions Germany GmbH	4	53,140,561	713	698	698	-	0.01%	53,140,561	N	N	N	
3	EA Cable Assemblies GmbH	BizLink Industry Germany GmbH	4	53,140,561	2,066	2,039	2,039	-	0.02%	53,140,561	N	N	N	
3	EA Cable Assemblies GmbH	BizLink Holding Inc.	3	53,140,561	8,851,425	-	-	-	0.00%	53,140,561	N	Y	N	Note 3(14)
4	BizLink Speedy Pte. Ltd.	BizLink Holding Inc.	3	94,608,415	8,851,425	-	-	-	0.00%	94,608,415	N	Y	N	Note 3(14)
4	BizLink Speedy Pte. Ltd.	BizLink Holding Inc.	3	94,608,415	6,160,750	5,833,950	4,759,275	-	30.83%	94,608,415	N	Y	N	
5	BizLink Industry Germany GmbH	BizLink Holding Inc.	3	3,717,916	113,188	-	-	-	0.00%	3,717,916	N	Y	N	Note 3(14)
6	BizLink Industry Slovakia Spol. s.r.o.	BizLink Holding Inc.	3	2,103,195	380,116	-	-	-	0.00%	2,103,195	N	Y	N	Note 3(14)

Number (Note 1)	Party being endorsed/ guaranteed		Relationship with the Endorser/ guarantor (Note 2)	Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2023 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2023 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
	Endorser/guarantor	Company name												
7	BizLink Special Cables Germany GmbH	BizLink Industry Germany GmbH	4	\$ 6,283,411	\$ 1,388	\$ 1,359	\$ 1,359	-	0.13%	\$ 6,283,411	N	N	N	
7	BizLink Special Cables Germany GmbH	BizLink Holding Inc.	3	6,283,411	1,370,985	-	-	-	0.00%	6,283,411	N	Y	N	Note 3(14)
8	BizLink Special Cables (Changzhou) Co., Ltd.	BizLink Holding Inc.	3	11,723,871	4,431,367	-	-	-	0.00%	11,723,871	N	Y	N	Note 3(14)
9	BizLink elocab Ltd.	BizLink Holding Inc.	3	4,825,934	3,365,074	-	-	-	0.00%	4,825,934	N	Y	N	Note 3(14)
10	BizLink elocab GmbH	BizLink Holding Inc.	3	2,817,053	611,354	-	-	-	0.00%	2,817,053	N	Y	N	Note 3(14)

Note 1: The numbers filled in for the loans provided by the Company or subsidiaries are as follows:

- (1) The Company is '0'.
- (2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified into the following seven categories; fill in the number of category each case belongs to:

- (1) Having business relationship.
- (2) The endorser/guarantor parent company owns directly and indirectly more than 50% voting shares of the endorsed/guaranteed subsidiary.
- (3) The endorsed/guaranteed company owns directly and indirectly more than 50% voting shares of the endorser/guarantor parent company.
- (4) The endorser/guarantor parent company owns directly and indirectly more than 90% voting shares of the endorsed/guaranteed company.
- (5) Mutual guarantee of the trade made by the endorsed/guaranteed company or joint contractor as required under the construction contract.
- (6) Due to joint venture, all shareholders provide endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.
- (7) Joint guarantee of the performance guarantee for pre-sold home sales contract as required under the Consumer Protection Act.

Note 3: The regulation of endorsement guarantee provided by the Company:

- (1) The amount of endorsement provided by the Company for a single enterprise and as whole shall be limited to 150% of the net value of the Company's audited or reviewed consolidated financial statements by independent auditors in the most recent period.
- (2) The amount of endorsement provided by the Company and subsidiaries for a single enterprise and as whole shall be limited to 150% of the net value of the Company's audited or reviewed consolidated financial statements by accountant in the most recent period.
- (3) The endorsement between the companies which the Company directly or indirectly holds 100% of voting right is not limited but shall not exceed 10 times of the net value of the Company's audited or reviewed consolidated financial statements by independent auditors in the most recent period.
- (4) For BizLink Technology Inc., the amount of endorsement provided for a single enterprise shall be limited to 200% of the net value, and the amount of endorsement as whole shall be limited to 200% of the net value.
- (5) For BizLink (BVI) Corp., the amount of endorsement provided for a single enterprise shall be limited to 300% of the net value, and the amount of endorsement as whole shall be limited to 300% of the net value.
- (6) For EA Cable Assemblies GmbH, the amount of endorsement provided for a single enterprise shall be limited to 500% of the net value, and the amount of endorsement as whole shall be limited to 500% of the net value.
- (7) For BizLink Speedy Pte. Ltd., the amount of endorsement provided for a single enterprise shall be limited to 500% of the net value, and the amount of endorsement as whole shall be limited to 500% of the net value.
- (8) For BizLink Industry Germany GmbH, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (9) For BizLink Industry Slovakia Spol. s.r.o., the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (10) For BizLink Special Cables Germany GmbH, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (11) For BizLink Special Cables (Changzhou) Co., Ltd., the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (12) For BizLink elocab Ltd., the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (13) For BizLink elocab GmbH, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (14) This is a joint endorsement provided by EA Cable Assemblies GmbH · BizLink Speedy Pte. Ltd · BizLink Industry Germany GmbH · BizLink Industry Slovakia Spol. s.r.o. · BizLink Special Cables Germany GmbH · BizLink Special Cables (Changzhou) Co., Ltd. · BizLink elocab Ltd. and BizLink elocab GmbH to BizLink Holding Inc.

Note 4: The maximum balance for the period and ending balance are presented in New Taiwan dollars. Foreign currencies are converted into New Taiwan dollars; the exchange rate was US\$1=NT\$30.705; MYR1=NT\$6.6874, RMB1=NT\$4.327 and EUR1=NT\$33.98 as of December 31, 2023.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of BizLink Holding Inc.

Opinion

We have audited the accompanying consolidated balance sheet of BizLink Holding Inc. and its subsidiaries (the “Group”) as at December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of 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 Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and

appropriate to provide a basis for our opinion.

Emphasis of matter

As described in Note 3(1), the Group adjusted the affected items in the financial statements of prior periods retrospectively as the amendments to IAS 12, “Deferred tax related to assets and liabilities arising from a single transaction” has become effective starting from January 1, 2023. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group’s 2023 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, we do not provide a separate opinion on these matters.

Key audit matters for the Group’s 2023 consolidated financial statements are stated as follows:

Recognition of sales revenue

Description

Please refer to Note 4(34) for the accounting policies on the recognition of sales revenue and Note 6(27) for details of operating revenue.

For the year ended December 31, 2023, the Group’s operating revenue from the computing and transportation segment and industrial application segment accounted for more than 80% of the consolidated operating revenues, and the recognition of operating revenues has a significant impact to the financial statements. Thus, we considered the recognition of revenues from computing and transportation segment and industrial application segment as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures for the above key audit matter:

- A. Obtained an understanding of and assessed the internal controls in relation to sales revenue and validated the operating effectiveness.
- B. Sampled and tested sales revenue transactions and verified supporting documents to ensure the appropriateness of revenue recognition.
- C. Inspected significant sales returns and discounts occurring subsequent to the reporting period.
- D. Performed accounts receivable confirmation procedures on significant customers.

Valuation of inventories

Description

Please refer to Note 4(14) for the accounting policies of inventories, Note 5 for the uncertainty of accounting estimations and assumptions for the valuation of inventories, and Note 6(8) for the details of inventories.

The Group is mainly engaged in providing solutions for the design and application of connecting wiring harness, and the products were applied to various electronic technology areas. Related productions and sales are affected by the environment and industrial characteristics and have significant fluctuation. As the Group's inventory balance is significant, the inventory items are numerous, and accounting estimates are subject to management's judgement, we considered the valuation of inventories as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures for the above key audit matter:

- A. Understood the policy on allowance for inventory valuation loss to assess the reasonableness of application.
- B. Obtained the net realizable value report of various inventories to verify whether the calculation logic was used consistently and tested the reference data of the estimated net realizable value of the inventory, including checking the supporting documents such as sales prices and purchase prices, and recalculated and evaluated the rationality of the allowance for inventory valuation losses.
- C. Obtained the inventory aging report and understood the system logic in calculating the ageing of inventories, sampled and verified the relevant supporting documents of the inventory change date and verified whether the aging range of the inventory was correctly classified.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

As part of an audit in accordance with the Standards of Auditing of the Republic of China, we exercise professional judgment and 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 Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group 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 the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Liang, Hua-Ling

Lin, Tzu-Shu

For and on behalf of PricewaterhouseCoopers, Taiwan

March 12, 2024

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report 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, PricewaterhouseCoopers 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.

BIZLINK HOLDING INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS DECEMBER
31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2023		(Adjusted) December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 10,627,389	19	\$ 8,497,568	16
1110	Financial assets at fair value through profit or loss - current	6(2)	40,348	-	23,593	-
1136	Financial assets at amortized cost - current	6(4) and 8	1,758,561	3	393,357	1
1139	Financial assets for hedging - current	6(5)	3,837	-	6,186	-
1150	Notes receivable, net	6(6)	183,067	-	10,854	-
1170	Accounts receivable, net	6(6)	8,187,814	15	10,060,143	19
1180	Accounts receivable, net - related parties	7	12,604	-	-	-
1200	Other receivables	6(7)	439,523	1	573,146	1
1220	Current tax assets		62,803	-	98,216	-
130X	Inventories	6(8)	10,102,719	19	12,323,217	23
1410	Prepayments		465,397	1	594,559	1
1470	Other current assets		6,771	-	13,539	-
11XX	Total current assets		<u>31,890,833</u>	<u>58</u>	<u>32,594,378</u>	<u>61</u>
Non-current assets						
1510	Financial assets at fair value through profit or loss - non-current	6(2)	162,191	-	147,295	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	414,041	1	345,671	-
1535	Financial assets at amortized cost - non-current	6(4) and 8	10,377	-	10,198	-
1550	Investments accounted for under equity method	6(9)	26,008	-	29,499	-
1600	Property, plant and equipment	6(10) and 8	12,142,679	22	10,300,936	19
1755	Right-of-use assets	6(11)	1,725,620	3	1,737,014	3
1760	Investment property, net	6(12) and 8	272,243	1	421,380	1
1780	Intangible assets	6(13)	6,702,576	12	6,801,888	13
1840	Deferred tax assets	6(33)	889,279	2	896,791	2
1900	Other non-current assets	6(14)	447,081	1	420,795	1
15XX	Total non-current assets		<u>22,792,095</u>	<u>42</u>	<u>21,111,467</u>	<u>39</u>
1XXX	Total assets		<u>\$ 54,682,928</u>	<u>100</u>	<u>\$ 53,705,845</u>	<u>100</u>

(Continued)

BIZLINK HOLDING INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS DECEMBER
31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2023		(Adjusted) December 31, 2022	
			AMOUNT	%	AMOUNT	%
	Current liabilities					
2100	Short-term borrowings	6(15)	\$ 2,658,746	5	\$ 748,542	1
2120	Financial liabilities at fair value	6(2)				
	through profit or loss - current		53,762	-	66,989	-
2130	Contract liabilities - current	6(27)	184,510	-	156,324	-
2150	Notes payable		255,311	1	327,930	1
2170	Accounts payable		4,488,677	8	5,547,952	10
2200	Other payables	6(16)	2,945,595	5	3,004,797	6
2220	Other payables - related parties	7	185	-	181	-
2230	Current tax liabilities		476,550	1	840,548	2
2250	Provisions for liabilities - current	6(19)	158,232	-	185,659	-
2280	Lease liabilities - current	7	478,498	1	385,379	1
2320	Long-term liabilities, current portion	6(18)	1,873,578	4	2,477,952	5
2399	Other current liabilities, others		143,789	-	30,218	-
21XX	Total current liabilities		<u>13,717,433</u>	<u>25</u>	<u>13,772,471</u>	<u>26</u>
	Non-current liabilities					
2530	Bonds payable	6(17)	8,538,297	16	3,728,371	7
2540	Long-term borrowings	6(18)	4,784,190	9	10,283,057	19
2550	Provisions for liabilities - non-current	6(19)	80,011	-	69,469	-
2570	Deferred tax liabilities	6(33)	1,161,380	2	1,371,822	3
2580	Lease liabilities - non-current		895,741	2	1,085,809	2
2640	Net defined benefit liability - non-current	6(20)	786,720	1	657,916	1
2670	Other non-current liabilities, others		121,789	-	232,906	-
25XX	Total non-current liabilities		<u>16,368,128</u>	<u>30</u>	<u>17,429,350</u>	<u>32</u>
2XXX	Total liabilities		<u>30,085,561</u>	<u>55</u>	<u>31,201,821</u>	<u>58</u>
	Share capital					
3110	Common stock	6(22)	1,633,091	3	1,564,463	3
	Capital surplus					
3200	Capital surplus	6(23)	14,309,271	26	13,111,468	24
	Retained earnings					
3310	Legal reserve	6(24)	1,634,340	3	1,223,401	2
3320	Special reserve		1,288,521	2	1,471,201	3
3350	Unappropriated earnings		6,841,610	13	6,403,030	12
	Other equity interest					
3400	Other equity interest	6(25)	(1,121,797)(	2)(	1,288,521)(	2)
31XX	Total equity attributable to owners of parent		<u>24,585,036</u>	<u>45</u>	<u>22,485,042</u>	<u>42</u>
36XX	Non-controlling interests	6(26)	12,331	-	18,982	-
3XXX	Total equity		<u>24,597,367</u>	<u>45</u>	<u>22,504,024</u>	<u>42</u>
	Significant contingent liabilities and unrecognized contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		<u>\$ 54,682,928</u>	<u>100</u>	<u>\$ 53,705,845</u>	<u>100</u>

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

BIZLINK HOLDING INC. AND SUBSIDIARIES CONSOLIDATED
STATEMENTS OF COMPREHENSIVE INCOME YEARS ENDED
DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except earnings per share amount)

Items	Notes	Year ended December 31				
		2023		2022		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(27) and 7	\$ 51,051,791	100	\$ 53,757,171	100
5000	Operating costs	6(8)(32)	(38,464,979)	(75)	(39,969,688)	(75)
5900	Gross profit		12,586,812	25	13,787,483	25
	Operating expenses	6(32)				
6100	Selling expenses		(2,547,383)	(5)	(2,837,189)	(5)
6200	General and administrative expenses		(4,221,052)	(9)	(3,945,515)	(7)
6300	Research and development expenses		(1,534,477)	(3)	(1,384,227)	(3)
6450	Expected credit impairment loss	12(2)	(46,721)	-	(74,077)	-
6000	Total operating expenses		(8,349,633)	(17)	(8,241,008)	(15)
6900	Operating profit		4,237,179	8	5,546,475	10
	Non-operating income and expenses					
7100	Interest income	6(28)	348,879	1	62,266	-
7010	Other income	6(29)	213,643	-	175,906	1
7020	Other gains and losses	6(30)	(185,330)	-	33,038	-
7050	Finance costs	6(31)	(1,165,587)	(2)	(511,835)	(1)
7060	Share of profit/(loss) of associates and joint ventures accounted for under equity method		(6,364)	-	(13,187)	-
7000	Total non-operating income and expenses		(794,759)	(1)	(253,812)	-
7900	Profit before income tax		3,442,420	7	5,292,663	10
7950	Income tax expense	6(33)	(1,131,643)	(2)	(1,461,681)	(3)
8200	Profit for the year		\$ 2,310,777	5	\$ 3,830,982	7

(Continued)

BIZLINK HOLDING INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except earnings per share amount)

Items	Notes	Year ended December 31				
		2023		2022		
		AMOUNT	%	AMOUNT	%	
Other comprehensive income (loss)						
Components of other comprehensive income (loss) that will not be reclassified to profit or loss						
8311	Gains (losses) on remeasurements of defined benefit plans	6(20)	(\$ 98,360)	-	\$ 379,440	1
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)(25)	68,957	-	(47,233)	-
8317	Gains (losses) on hedging instrument that will not be reclassified to profit or loss	6(25)	11,140	-	(90,350)	-
8341	Exchange differences on translation to presentation currency		(56,423)	-	1,953,873	3
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(33)	28,294	-	(109,463)	-
8310	Components of other comprehensive (loss) income that will not be reclassified to profit or loss		(46,392)	-	2,086,267	4
Components of other comprehensive income (loss) that will be reclassified to profit or loss						
8361	Exchange differences on translation		156,004	-	(1,724,824)	(3)
8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss		156,004	-	(1,724,824)	(3)
8300	Other comprehensive income		\$ 109,612	-	\$ 361,443	1
8500	Total comprehensive income for the year		\$ 2,420,389	5	\$ 4,192,425	8
Profit (loss), attributable to:						
8610	Owners of parent		\$ 2,317,355	5	\$ 3,838,380	7
8620	Non-controlling interests		(6,578)	-	(7,398)	-
Comprehensive income (loss) attributable to:						
8710	Owners of parent		\$ 2,427,077	5	\$ 4,199,000	8
8720	Non-controlling interests		(6,688)	-	(6,575)	-
Basic earnings per share						
9750	Basic earnings per share	6(34)	\$ 14.37		\$ 24.77	
Diluted earnings per share						
9850	Diluted earnings per share	6(34)	\$ 13.78		\$ 23.07	

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

BIZLINK HOLDING INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Equity attributable to owners of the parent												
	Notes	Retained earnings					Other equity interest			Total	Non-controlling interests	Total equity
		Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Gains (losses) on hedging instruments			
2022												
Balance at January 1, 2022		\$ 1,374,573	\$ 8,847,327	\$ 1,015,975	\$ 831,267	\$ 4,526,643	(\$ 1,460,288)	(\$ 14,413)	\$ 3,501	\$ 15,124,585	\$ 25,557	\$ 15,150,142
Profit (loss) for the year		-	-	-	-	3,838,380	-	-	-	3,838,380	(7,398)	3,830,982
Other comprehensive income (loss) for the year		-	-	-	-	271,016	228,226	(47,233)	(91,389)	360,620	823	361,443
Total comprehensive income (loss) for the year		-	-	-	-	4,109,396	228,226	(47,233)	(91,389)	4,199,000	(6,575)	4,192,425
Appropriation and distribution of retained earnings for the year ended December 31, 2021:	6(24)											
Legal reserve appropriated		-	-	207,426	-	(207,426)	-	-	-	-	-	-
Special reserve appropriated		-	-	-	639,934	(639,934)	-	-	-	-	-	-
Cash dividends		-	-	-	-	(1,385,649)	-	-	-	(1,385,649)	-	(1,385,649)
Capital increase in cash	6(22)	120,000	2,760,000	-	-	-	-	-	-	2,880,000	-	2,880,000
Issuance of convertible bonds	6(23)	-	29,944	-	-	-	-	-	-	29,944	-	29,944
Conversion of convertible bonds	6(17)(23)	68,065	1,439,763	-	-	-	-	-	-	1,507,828	-	1,507,828
Redemption of convertible bonds	6(23)	-	(543)	-	-	-	-	-	-	(543)	-	(543)
Recognition of employee share options	6(22)(23)	1,825	25,804	-	-	-	-	-	-	27,629	-	27,629
Compensation costs recognized for employee share options	6(21)(23)	-	9,173	-	-	-	-	-	-	9,173	-	9,173
Basis adjustment of gains (losses) on hedging instrument	6(25)	-	-	-	-	-	-	-	93,075	93,075	-	93,075
Balance at December 31, 2022		\$ 1,564,463	\$ 13,111,468	\$ 1,223,401	\$ 1,471,201	\$ 6,403,030	(\$ 1,232,062)	(\$ 61,646)	\$ 5,187	\$ 22,485,042	\$ 18,982	\$ 22,504,024
2023												
Balance at January 1, 2023		\$ 1,564,463	\$ 13,111,468	\$ 1,223,401	\$ 1,471,201	\$ 6,403,030	(\$ 1,232,062)	(\$ 61,646)	\$ 5,187	\$ 22,485,042	\$ 18,982	\$ 22,504,024
Profit (loss) for the year		-	-	-	-	2,317,355	-	-	-	2,317,355	(6,578)	2,310,777
Other comprehensive income (loss) for the year		-	-	-	-	(70,408)	99,691	68,957	11,482	109,722	(110)	109,612
Total comprehensive income (loss) for the year		-	-	-	-	2,246,947	99,691	68,957	11,482	2,427,077	(6,688)	2,420,389
Appropriation and distribution of retained earnings for the year ended December 31, 2022:	6(24)											
Legal reserve appropriated		-	-	410,939	-	(410,939)	-	-	-	-	-	-
Special reserve reversed		-	-	-	(182,680)	182,680	-	-	-	-	-	-
Cash dividends		-	-	-	-	(1,564,463)	-	-	-	(1,564,463)	-	(1,564,463)
Stock dividends		15,645	-	-	-	(15,645)	-	-	-	-	-	-
Capital increase in cash	6(22)	50,000	1,100,000	-	-	-	-	-	-	1,150,000	-	1,150,000
Issuance of convertible bonds	6(23)	-	29,201	-	-	-	-	-	-	29,201	-	29,201
Conversion of convertible bonds	6(17)(23)	598	18,561	-	-	-	-	-	-	19,159	-	19,159
Recognition of employee share options	6(22)(23)	2,385	31,950	-	-	-	-	-	-	34,335	-	34,335
Compensation costs recognized for employee share options	6(21)(23)	-	18,091	-	-	-	-	-	-	18,091	-	18,091
Basis adjustment of gains (losses) on hedging instruments	6(25)	-	-	-	-	-	-	-	(13,406)	(13,406)	-	(13,406)
Changes in ownership interests in subsidiaries	6(26)(35)	-	-	-	-	-	-	-	-	-	37	37
Balance at December 31, 2023		\$ 1,633,091	\$ 14,309,271	\$ 1,634,340	\$ 1,288,521	\$ 6,841,610	(\$ 1,132,371)	\$ 7,311	\$ 3,263	\$ 24,585,036	\$ 12,331	\$ 24,597,367

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

BIZLINK HOLDING INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2023	2022
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 3,442,420	\$ 5,292,663
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(32)	1,642,981	1,481,164
Amortization expense	6(32)	411,048	406,909
Expected credit impairment loss	12(2)	46,721	74,078
Net loss on financial assets/liabilities at fair value through profit or loss	6(2)(30)	206,539	194,707
Interest expense	6(31)	1,092,898	481,144
Interest income	6(28)	(348,879)	(62,266)
Dividend income	6(29)	(6,729)	-
Share of loss of associates and joint ventures accounted for under equity method		6,364	13,187
Impairment of investments accounted for under equity method	6(9)(30)	1,617	11,767
Losses on disposals of property, plant and equipment	6(30)	11,167	(42,045)
Impairment loss on property, plant and equipment	6(10)(30)	2,275	72,239
Gains on disposals of investment property	6(30)	-	(27,857)
Losses on disposals of intangible assets	6(30)	142	418
Impairment loss of intangible assets	6(13)(30)	22,647	-
Gains on lease modification	6(30)	(7,671)	(5,577)
Share-based payments	6(21)	18,091	9,173
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets mandatorily measured at fair value through profit or loss		141,312	99,074
Notes receivable	(	174,737)	137
Accounts receivable	(	2,048,770)	(1,249,787)
Accounts receivable from related parties	(	12,788)	-
Other receivables	(	31,098)	1,126,040
Inventories	(	2,250,991)	(2,155,363)
Prepayments		130,956	109,429
Other current assets	(	6,865)	(12,334)
Changes in operating liabilities			
Financial liabilities held for trading	(	391,159)	(256,283)
Contract liabilities		28,624	8,746
Notes payable	(	73,628)	(49,014)
Accounts payable	(	1,161,376)	(802,438)
Other payables	(	154,843)	(471,333)
Other payables to related parties	(	-)	( 80)
Provisions	(	32,737)	9,522
Other current liabilities		8,097	80,943
Net defined benefit liability	(	4,147)	(19,910)
Other non-current liabilities	(	2,115)	(84,700)
Cash inflow generated from operations		9,436,598	4,232,353
Interest received		348,879	62,266
Interest paid	(	696,750)	(415,934)
Income taxes paid	(	1,642,450)	(1,099,279)
Net cash flows from operating activities		<u>7,446,277</u>	<u>2,779,406</u>

(Continued)

BIZLINK HOLDING INC. AND
SUBSIDIARIES CONSOLIDATED
STATEMENTS OF CASH FLOWS YEARS
ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through other comprehensive income		\$ -	(\$ 51,237)
Acquisition of financial assets at amortized cost		(1,454,456)	(211,950)
Proceeds from disposal of financial assets at amortized cost		72,714	29,445
Acquisition of property, plant and equipment	6(37)	(2,558,729)	(1,877,242)
Proceeds from disposal of property, plant and equipment		45,000	114,787
Acquisition of right-of-use assets		(120,009)	(158,490)
Acquisition of investment property	6(12)	(22,090)	(275,959)
Proceeds from disposal of investment properties		-	69,927
Acquisition of intangible assets	6(13)	(173,340)	(43,701)
Proceeds from disposal of intangible assets		-	1,504
Increase in refundable deposits		(18,077)	(34,223)
Decrease in refundable deposits		24,180	10,916
Increase in prepayments for business facilities		(383,636)	(169,165)
Decrease in other non-current assets		6,611	18,560
Dividends received		6,729	-
Net cash flow from acquisition of subsidiaries	6(36)	-	(9,038,361)
Net cash flows used in investing activities		(4,575,103)	(11,615,189)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Decrease in other payables		-	(2,412,356)
Increase in short-term loans	6(38)	11,109,309	6,332,989
Decrease in short-term loans	6(38)	(9,216,031)	(6,431,131)
Proceeds from long-term debt	6(38)	8,340,599	12,078,209
Repayments of long-term debt	6(38)	(14,756,951)	(58,848)
Increase (decrease) in guarantee deposits received		3,897	(4,513)
Repayments of principal of lease liabilities	6(38)	(524,332)	(572,741)
Capital increase in cash	6(22)	1,150,000	2,880,000
Proceeds from issuance of convertible bonds	6(38)	4,481,495	3,426,445
Redemption of convertible bonds	6(38)	-	(19,096)
Employee stock options exercised		34,335	27,629
Cash dividends paid	6(24)	(1,564,463)	(1,385,649)
Net cash flows (used in) from financing activities		(942,142)	13,860,938
Effects due to changes in exchange rate		200,789	262,821
Net increase in cash and cash equivalents		2,129,821	5,287,976
Cash and cash equivalents at beginning of year		8,497,568	3,209,592
Cash and cash equivalents at end of year		<u>\$ 10,627,389</u>	\$ 8,497,568

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

BIZLINK HOLDING INC. 2023 Earnings Distribution		
Item	Amount	
	(US\$)	
Beginning unappropriated earnings		148,880,810.25
Net income	74,381,979	
Remeasurements of defined benefit plans in retained earnings	2,259,951	
Total comprehensive income		72,122,028
Legal reserve (10%)		(7,212,203)
Special reserves		5,281,906
Distributable net profit		219,072,542
Distribution		
Cash dividend – US\$0.28512593 per share		46,563,656
Ending unappropriated earnings		172,508,885
<p>Note</p> <ol style="list-style-type: none"> The earning appropriation is based on the total 163,309,091 outstanding shares as of March 6, 2024 and includes a cash dividend of US\$0.28512593 (or NT\$ 9) in cash. Upon the approval of the general shareholders meeting, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, and other relevant issues. If the total number of outstanding shares is amended due to exercise of employee stock options and convertible bonds are executed before the record day, the Board shall be authorized by the shareholders' meeting to adjust the distribution ratio according to the updated floating share number as of the record day. The USD to NTD rate temporarily uses the Bank of Taiwan's average exchange rate on March 5, 2024. The final amount shall be based on the USD to NTD rate after the stock agency receives the cash dividends. It is calculated and rounded down to the nearest New Taiwan dollar based on the payout ratio. The sum of fractional amounts that are less than NT\$1 is transferred to the Company's other income. The legal reserve uses the Bank of Taiwan's average exchange rate on March 5, 2024. The actual amount will be estimated based on the average rate calculated using the spot buying and selling rates as provided by the Bank of Taiwan on the day when the earnings distribution proposal is approved at the shareholders' meeting. 		

Chairman: Hwa-Tse Liang

General Manager: Chien-Hua Teng

Accounting Officer: Charles Tsai

BIZLINK HOLDING INC.

Table of Comparison of Revised Articles of the Company's "Articles of Incorporation"

Amended Article	Current Article	Description
Cover		
(as adopted by a Special Resolution dated as of <u>May 30, 2024</u>)	(as adopted by a Special Resolution dated as of June <u>27, 2023</u>)	Update the name of the Cayman Companies Act, and update the proposed date of passing this amendment to our Articles of Incorporation by a special resolution during the Shareholders' Meeting.
Outlines		
(as adopted by a Special Resolution dated as of <u>May 30, 2024</u>)	(as adopted by a Special Resolution dated as of June <u>27, 2023</u>)	Update the name of the Cayman Companies Act, and update the proposed date of passing this amendment to our Articles of Incorporation by a special resolution during the Shareholders' Meeting.
Article of Incorporation		
(as adopted by a Special Resolution dated as of <u>May 30, 2024</u>)	(as adopted by a Special Resolution dated as of June <u>27, 2023</u>)	The update is planned to take place on the date when the shareholders' meeting passes a special resolution to amend the articles of association.
11.5 <u>When the Company issues employee warrants at a price lower than the closing price of the Company's Ordinary Shares on the issuing date, the issuance of employee warrants shall be presented at a general meeting where more than half of the total outstanding shares of the Company are represented by the Members present. The resolution to issue employee warrants shall be</u>	11.5 <u>(adding)</u>	The company's issuance of employee stock option certificates, additional matters should be requested for resolution at the shareholders' meeting.

Amended Article	Current Article	Description
<p><u>approved at such general meeting by the Members representing two-thirds or more of the Shares present and entitled to vote at such general meeting.</u></p>		
<p>25.6 Any Member(s) holding 1% or more of the Company’s issued capital for at least six consecutive months may in writing request <u>any of the Independent Directors of</u> the audit committee to bring action against the Directors in a court of competent jurisdiction. If the <u>Independent Directors failed</u> to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.</p>	<p>25.6 Any Member(s) holding 1% or more of the Company’s issued capital for at least six consecutive months may in writing request the audit committee to bring action against the Directors in a court of competent jurisdiction. <u>The audit committee shall resolve on whether to initiate the action, and shall appoint one or more of its members as the representative(s), acting individually or jointly, for this action.</u> If <u>the audit committee fails</u> to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.</p>	<p>This article is amended in accordance with the provisions of Article 14-4 of the newly revised Securities and Exchange Law.</p>

Title	Procedures for Election of Directors
Article 1	To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies and the organizational charter of the Nomination Committee of BizLink Holding Inc.
Article 2	Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.
Article 3	<p>The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:</p> <ol style="list-style-type: none"> 1. Basic requirements and values: Gender, age, nationality, and culture. 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. <p>Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:</p> <ol style="list-style-type: none"> 1. The ability to make judgments about operations. 2. Accounting and financial analysis ability. 3. Business management ability. 4. Crisis management ability. 5. Knowledge of the industry. 6. An international market perspective. 7. Leadership ability. 8. Decision-making ability. <p>More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.</p> <p>The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.</p>
Article 4	<p>The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.</p> <p>The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.</p>
Article 5	<p>Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 27.3 of Articles of Association.</p> <p>When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed</p>

in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6 The election of directors of the company shall be conducted in accordance with Article 27.2.

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 10 A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

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

Article 12 The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13 These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Table of Comparison of Revised Articles of the Company's "Procedures for the Acquisition or Disposal of

Assets

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>7.4 Obtaining a Valuation Report or Opinion about acquiring property, plant, equipment or right of use assets:</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions : (skip)</p>	<p>7.4 Obtaining a Valuation Report or Opinion about acquiring property, plant, equipment or right of use assets</p> <p>In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions : (skip)</p>	<p>The attachment and related text explanations are deleted as the latest version provided by the competent authority shall prevail for this processing procedure.</p>
<p>8. Principles for the merger, demerger,</p>	<p>8. Principles for the merger, demerger,</p>	<p>To optimize practical</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>acquisition, or transfer of shares :</p> <p>8.1 Assessment and Operating Procedures</p> <p>The acquisition and disposition of securities by this company and its subsidiaries are all handled in accordance with these procedures .</p> <p>8.2 Procedure for Determining Transaction Terms and Authorization Limits.</p> <p>8.2.1 Securities transactions conducted in centralized trading markets or at the business premises of securities brokers shall be determined by the responsible unit based on market conditions and the company's basic financial data. Transactions whose amount is less than 20% of the company's paid in capital or below NT\$300 million must be approved by the chairman of the company and reported for record at the next board meeting afterward. For</p>	<p>acquisition, or transfer of shares :</p> <p>8.1 Assessment and Operating Procedures</p> <p>The acquisition and disposition of securities by this company and its subsidiaries are all handled in accordance with these procedures</p> <p>8.2 Procedure for Determining Transaction Terms and Authorization Limits.</p> <p>8.2.1 For securities transactions conducted in centralized trading markets or at the business premises of securities brokers, they shall be determined by the responsible unit based on market conditions and the company's basic financial data. Transactions with amounts up to <u>NT\$90 million (inclusive)</u> shall be approved by the chairman of the company and reported for record at the next board meeting afterward. Transactions exceeding <u>NT\$90 million</u></p>	<p>operations, adjust authorization limits in accordance with legal requirements</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>transactions that reach or exceed 20% of the company's paid-in capital or NT\$300 million, approval must also be obtained from the company's Audit Committee and passed by the Board of Directors before proceeding</p> <p>8.2.2 For securities transactions not conducted in centralized trading markets or at the business premises of securities brokers, the latest audited or reviewed financial statements of the target company by certified public accountants shall be obtained as a reference for evaluating the transaction price. Factors such as net asset value per share, profitability, and future development potential shall be considered. Transactions with amounts up to 20% of the</p>	<p>shall require approval from the company's Audit Committee and be passed by the Board of Directors before proceeding</p> <p>8.2.2 For securities transactions not conducted in centralized trading markets or at the business premises of securities brokers, the latest audited or reviewed financial statements of the target company by certified public accountants shall be obtained as a reference for evaluating the transaction price. Factors such as net asset value per share, profitability, and future development potential shall be considered. Transactions with amounts up to <u>NT\$90 million (inclusive)</u> shall be approved by the chairman of the company and</p>	

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>company's paid-in capital or below NT\$300 million shall be approved by the chairman of the company and reported for record at the next board meeting afterward. Transactions exceeding 20% of the company's paid-in capital or NT\$300 million shall require approval from the company's Audit Committee and be passed by the Board of Directors before proceeding</p>	<p>reported for record at the next board meeting afterward. Transactions exceeding <u>NT\$90 million</u> shall require approval from the company's Audit Committee and be passed by the Board of Directors before proceeding.</p>	
<p>12.1.2 Business or risk management strategies The company and its subsidiaries engaging in derivative commodity trading should prioritize hedging as their objective. The selection of trading commodities should primarily aim to mitigate the risks of interest rates, exchange rates, and commodities arising from the company's business operations. Hedging against interest rate and exchange rate risks should be based on the company's expected receivables or payables generated from daily operations or anticipated future transactions, after offsetting the net positions by maturity date, amount, and currency." Additionally, hedging transactions conducted for specific purposes arising from business operations require approval from the <u>Chairman</u></p>	<p>12.1.2 Business or risk management strategies The company and its subsidiaries engage in derivative transactions primarily for hedging purposes. The derivatives selected should be aimed at mitigating the interest rate, exchange rate, and commodity risks arising from the company's business operations. Hedging for interest and exchange rate risks should be based on the net positions of receivables, payables, assets, and liabilities generated by daily business activities, after offsetting maturities, amounts, and currencies. Additionally, hedging transactions made for specific operational purposes must be submitted for</p>	<p>To enhance risk management and align with operational needs, textual adjustments are required.</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation																		
<p>of the Group before proceeding ◦</p> <p>The operational rules for the trading of foreign exchange derivative financial instruments by the company and its subsidiaries are drafted by the responsible unit, submitted for approval by the Chairman of the Group, and then published. The same process applies to any revisions."</p> <p>◦</p> <p>◦</p>	<p>approval by the Chairman before they can be executed.</p> <p>The operational rules for trading foreign exchange derivative financial instruments by the company and its subsidiaries are drafted by the responsible unit, submitted for approval by the Chairman, and published. The same process applies to any revisions</p>																			
<p>12.1.3 division of authority and responsibility</p> <p>12.1.3.1 Personnel involved in derivative product transactions and confirmation must be appointed by the Chairman of the Board. Traders and operational staff responsible for confirmation and settlement must not concurrently hold other positions. Appointment or dismissal of trading and confirmation personnel should be communicated to the counterparties before the effective date to safeguard the company's interests. ◦</p> <p>12.1.3.2 Authorization limits for derivative products</p> <p>12.1.3.2.1 The authorization limits and levels are as follows: ◦</p> <table border="0" data-bbox="243 1417 649 1596"> <tr> <td>單筆成交金額上限</td> <td>每日總金額上限</td> </tr> <tr> <td>財務長</td> <td>美金 500 萬元以上</td> </tr> <tr> <td>財務經理直屬主管</td> <td>美金 300 萬元(含)</td> </tr> <tr> <td>財務經理</td> <td>美金 100 萬元(含)</td> </tr> <tr> <td>被授權交易人員</td> <td>美金 30 萬元(含)</td> </tr> </table> <p>12.1.3.2.2 After each transaction is completed, internal written approval must be obtained within the following limits in accordance with the group's signing authority ◦</p> <p>12.1.3.2.3 To ensure the cooperation</p>	單筆成交金額上限	每日總金額上限	財務長	美金 500 萬元以上	財務經理直屬主管	美金 300 萬元(含)	財務經理	美金 100 萬元(含)	被授權交易人員	美金 30 萬元(含)	<p>12.1.3 division of authority and responsibility</p> <p>12.1.3.1 Personnel involved in derivative product transactions and confirmation must be appointed by the Chairman of the Board. Traders and operational staff responsible for confirmation and settlement must not concurrently hold other positions. Appointment or dismissal of trading and confirmation personnel should be communicated to the counterparties before the effective date to safeguard the company's interests. ◦</p> <p>12.1.3.2 Authorization limits for derivative products</p> <p>12.1.3.2.1 The authorization limits and levels are as follows: ◦</p> <table border="0" data-bbox="690 1417 1120 1596"> <tr> <td>單筆成交金額上限</td> <td>每日總金額上限</td> </tr> <tr> <td>執行長</td> <td>美金 1000 萬元</td> </tr> <tr> <td>財務經理直屬主管</td> <td>美金 500 萬元</td> </tr> <tr> <td>財務經理</td> <td>美金 300 萬元</td> </tr> </table> <p>12.1.3.2.2 After each transaction is completed, internal written approval must be obtained within the following limits ◦</p>	單筆成交金額上限	每日總金額上限	執行長	美金 1000 萬元	財務經理直屬主管	美金 500 萬元	財務經理	美金 300 萬元	<p>To accommodate the company's growth and based on actual operational needs, we will standardize the authorization limits and levels for derivative products, delineate signing authority, and clearly identify individuals responsible for approving specific-purpose transactions ◦</p>
單筆成交金額上限	每日總金額上限																			
財務長	美金 500 萬元以上																			
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財務經理	美金 300 萬元																			

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>of counterparties with the company's supervision and management, the transaction authorization limits and levels defined in this clause shall be communicated to counterparties in writing °</p> <p>12.1.3.2.4 Specific-purpose transactions, based on forecasts of market conditions, may formulate strategies as needed, and may proceed only after approval by <u>the Chairman of the Group</u>. °</p> <p>12.1.3.2.5 Significant derivative transactions must obtain approval from more than half of all members of the company's Audit Committee and a resolution from the company's Board of Directors. This procedure is subject to the provisions of Sections 17.2 and 17.3." °</p>	<p style="text-align: right;">每筆成交金額上限.....</p> <p>執行長 + 財務經理直屬主管.....美金 1000 萬元.....</p> <p>財務經理直屬主管 + 財務經理.....美金 500 萬元.....</p> <p>12.1.3.2.3 To ensure the cooperation of counterparties with the company's supervision and management, the transaction authorization limits and levels defined in this clause shall be communicated to counterparties in writing °</p> <p>12.1.3.2.4 Specific-purpose transactions, based on forecasts of market conditions, may formulate strategies as needed, and may proceed only after approval by the Chairman</p> <p>12.1.3.2.5 Significant derivative transactions must be approved by more than half of all members of the company's Audit Committee, and a resolution from the company's Board of Directors is required. This procedure is subject to the provisions of Sections 17.2 and 17.3. °</p>	
<p>12.1.3.4 The establishment of trading limits and loss threshold</p> <p>12.1.3.4.1 Trading limit</p> <p>12.1.3.4.1.1 The limit for hedging transactions: The amount of hedging transactions for daily business operations shall not exceed the company's overall net position or anticipated net position.</p> <p>12.1.3.4.1.2 Specific-purpose transaction</p> <p>"The maximum hedging amount is based on actual amounts, limited to capital expenditures, corporate bonds, and long-term investments.</p> <p>12.1.3.4.2 The establishment of loss limits</p> <p>12.1.3.4.2.1 "After establishing trading positions, clear stop-loss exchange rates and interest rates shall</p>	<p>12.1.3.4 The establishment of trading limits and loss threshold</p> <p>12.1.3.4.1 Trading limit</p> <p>12.1.3.4.1.1 "The limit for hedging transactions: The amount of hedging transactions for daily business operations shall not exceed the company's overall net position."</p> <p>12.1.3.4.1.2 Specific-purpose transaction</p> <p>"The maximum hedging amount is based on actual amounts, limited to capital expenditures, corporate bonds, and long-term investments.</p> <p>12.1.3.4.2 The establishment of loss limits</p> <p>12.1.3.4.2.1 After establishing trading positions, clear</p>	<p>In consideration of the company's growth and to enhance risk management, the text will be revised as per the guidelines outlined in Article 19 of the Asset Acquisition or Disposal Guidelines for Publicly Traded Companies. This will explicitly specify both the aggregate and</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>be determined based on ten percent of the approved amount on the trading approval form, applicable to both individual contracts and all contracts. These shall be recorded on the trading approval form and obtained approval according to the authorization limit table. Market changes shall be monitored continuously during the position holding period, and if exchange rates, interest rates, or derivative products reach the stop-loss criteria, stop-loss measures shall be executed immediately. °</p> <p>12.1.3.4.2.2 If the trading position has a corresponding hedging position, the trade generally should not be terminated prematurely due to reaching the loss limit.</p>	<p>stop-loss exchange rates and interest rates shall be determined based on ten percent of the approved amount on the trading approval form. These shall be recorded on the trading approval form and obtained approval according to the authorization limit table. Market changes shall be monitored continuously during the position holding period. If exchange rates, interest rates, or derivative products reach the stop-loss criteria, stop-loss measures shall be executed immediately. °</p> <p>12.1.3.4.2.2 If the trading position has a corresponding hedging position, the trade generally should not be terminated prematurely due to reaching the loss limit.</p>	<p>individual contract loss limit amount °</p>
<p>12.5.3 When the company and its subsidiaries engage in derivative product transactions, if authorized personnel conduct transactions in accordance with the operational rules for foreign exchange derivative financial instrument transactions, they should report to the most recent board meeting of the company or its subsidiaries afterwards</p>	<p>12.5.3 "When the company and its subsidiaries engage in derivative product transactions, if authorized personnel conduct transactions in accordance with the operational rules for foreign exchange derivative financial instrument transactions, they should report to the most recent board meeting afterwards.</p>	<p>Clearly specify the board of directors to which reports should be submitted</p>
<p>14.8 Announcement Format</p> <p>The format for announcements regarding the acquisition or disposition of assets by the company shall be based on the announcement format in the electronic filing system certified by the Taiwan Stock Exchange Corporation (TWSE) and accessible through the</p>	<p>14.8 Announcement Format</p> <p>14.8.1 The announcement format for the company and its subsidiaries trading securities on centralized trading markets or over the counter trading centers, both domestically and internationally, shall be as per Attachment Two.</p> <p>14.8.2 The announcement format for the acquisition of real estate through self-development, land leasing, joint construction with separate housing units, joint</p>	<p>The attachment for this processing procedure shall adhere to the latest version provided by the competent authority. Therefore, the current attachment and related text explanations are deleted</p>

AFTER THE REVISION	BEFORE THE REVISION	Explanation
<p>Market Observation Post System (MOPS) ◦</p>	<p>construction with split ownership, or joint construction with split sales shall be as per Attachment Three.</p> <p>14.8.3 The announcement format for the acquisition or disposition of real estate, equipment, or assets with usage rights shall be as per Attachment Four.</p> <p>14.8.4 The announcement format for securities, intangible assets or their usage rights, membership card transactions, and financial institution disposals of debt securities not conducted on centralized trading markets or securities firm premises shall be as per Attachment Five.</p> <p>14.8.5 The announcement format for investments in Mainland China shall be as per Attachment Six.</p> <p>14.8.6 For derivative trading activities, announcements shall be made within two days from the occurrence of the event, and the format shall be as per Attachment Seven-1.</p> <p>14.8.7 For derivative trading activities, announcements shall be made before the tenth day of each month, and the format shall be as per Attachment Seven-2.</p> <p>14.8.8 The announcement format for mergers, splits, acquisitions, or share transfers shall be as per Attachment Eight.</p> <p>14.8.1-</p>	

BizLink Holding Inc.**2024 Issuance of Employee Stock Warrants and Regulations****I. Purpose of Issuance**

In order to attract and retain the talents required by the Company, and to motivate and enhance employee's coherence, the company will jointly create the benefits for the Company and shareholders. According to the Article 11.1 of amended and restated memorandum and the Articles of Incorporation (hereinafter referred to as "Articles of Incorporation"), the Company enacts the 2024 Issuance of Employee Stock Warrants and Regulations (hereinafter referred to as "Regulations") to exert the effect of performance evaluation and motivation of employees.

II. Issue Period

Issuance of employee stock options will take place in installments within two years from the date when the report becomes effective with the regulatory authorities or from the date when the notice of approval is received. The actual issuance dates will be determined by the Chairman.

III. Qualification of Optionee

3.1 The eligibility of the optionee is limited to the employee of direct or indirect invested subsidiary companies. The employee shall on-board before the date of qualification recognition. The chairman determines the date of qualification recognition. The actual number of stock warrants and the list of optionee shall refer to the job tenure, job position, work performance, overall contribution, and outstanding performance. The list of optionee shall be valid after the determination by the chairman and approval by half of the votes in a meeting of the Board of Directors, at which two-thirds or more directors are present. However, for employees who hold the position of a manager or directors who have the status of an employee, their compensation should be submitted to the Compensation Committee for discussion, and then brought before the Board of Directors for agreement; for employees who are not in a managerial position, their compensation should first be submitted to the Audit Committee for discussion, and then brought before the Board of Directors for agreement.

3.2 According to the Article 56-1, paragraph 1 of "Regulations Governing the Offering and Issuance of Securities by Securities Issuers", the Company shall be in accordance with the regulations that where an issuer issues employee stock warrants under the Article 56, paragraph 1, the cumulative number of shares subscribable by a single warrant holder of the employee stock warrants, in combination with the cumulative number of new restricted employee shares obtained by the single warrant holder, may not exceed 0.3 percent of the issuer's total issued shares. And the above in combination with the cumulative number of shares subscribable by the single warrant holder of employee stock warrants issued by an issuer may not exceed 1 percent of the issuer's total issued shares.

IV. The Total Number of Issued Employee Stock Warrants

The total number of issued units is 1,500,000, and every unit of stock warrants can subscribe to 1 share of common stock. The total number of issued units of the Company's common stock due to the execution of stock warrants is 1,500,000.

V. The Warrant Exercise Conditions

5.1 Exercise Price:

The price is set at 75% of the closing price of the company's common stock on the day of issuance.

5.2 Exercise Period:

1. After granted Employee stock warrants for 2 years, eligible employees for stock options may exercise stock options as follows:

- A. The optionee may exercise at most 25% of stock options for subscribing new shares after 2 years from the grant date.
- B. The optionee may exercise at most 50% of stock options for subscribing new shares after 3 years from the grant date.
- C. The optionee may exercise at most 75% of stock options for subscribing new shares after 4 years from the grant date.
- D. The optionee may fully exercise stock options for subscribing new shares after 5 years from the grant date.

2. The term of the employee stock warrants is 6 years. After the term of the employee stock warrants (or follow a shorter-term mentioned in the Employee Stock Warrants Agreement which is signed by the Company and employees) expires, the unexercised subscription rights shall be automatically inoperative, and the holders of employee stock warrants cannot claim for any recovery or reimbursement.

3. Employee stock warrants may not be transferable, pledged, donated or other kinds of disposition, except for those that are inherited.

5.3 Type of the share of warrant exercise: Common stock of the Company.

5.4 The handling process for granted stock warrants shall be in accordance with the following rules within the term of the employee stock warrants in case of termination of employment. If the eligible employee for stock options or his heir cannot exercise the stock options within the deadline specified, it is automatically recognized as abandoning the right to exercise the stock options:

1. Voluntary Resignation

When the optionee voluntarily resigns, and the owned stock warrants which qualify the conditions of exercising the warrants, shall exercise the stock options within 3 months since the date of resignation. For the optionee who does not qualify the conditions of exercising the warrants, it is regarded as automatically abandoning the stock warrants at the date of resignation. However, in the event that the exercise of warrants during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.

2. Leave without Pay

The optionee who has been approved by the Company for leave without pay shall exercise the stock options within 3 months since the date of leave without pay. In the event that an optionee fails to exercise warrants after the deadline specified, it may freeze his right of exercising the warrants for a postponement

until his reinstatement. For someone who may not exercise the stock warrants at the current stage, his rights will recover after he is reinstated. The exercise period described in paragraph 2 of the Article shall have a postponement with the period of unpaid leave. However, in the event that the exercise of warrants during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.

3. Retirement

The optionee can exercise all granted stock warrants when he is retired and shall not be restricted by paragraph 2 of the Article, except for the limitation that the optionee may exercise stock options after 2 years from the grant date. On the understanding that the stock options shall exercise in 1 year after the retirement date or 2 years after the date of granted stock warrants (according to the later one). However, in the event that the exercise of warrants during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.

4. Death

In terms of the granted stock warrants, the heir shall exercise the stock options within 1 year after the death of the optionee. In terms of stock warrants which cannot be exercised at the current stage, it shall be automatically recognized as an abandonment at the date of the death of the optionee. However, in the event that the exercise of warrants during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.

5. Disable or Death caused by Occupational Accidents

- A. The optionee who is disabled and unable to appropriately complete his assigned tasks which resulted from the occupational accident, the optionee may fully exercise stock options for subscribing new shares when he resigns, and shall not be restricted by paragraph 2 of the Article, except for the limitation that the optionee may exercise stock options after 1 year from the grant date. On the understanding that the stock options shall be exercised within 1 year after the resignation date or 2 years after the date of granted stock warrants (according to the later one). However, in the event that the exercise of warrants during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.
- B. The optionee who died caused by the occupational accident, the heir may fully exercise stock options for subscribing new shares when he died and shall not be restricted by paragraph 2 of the Article, except for the limitation that the optionee may exercise stock options after 1 year from the grant date. On the understanding that the stock options shall be exercised within 1 year after the death date or 2 years after the date of granted stock warrants (according to the later one). However, in the event that the exercise of warrants during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.

6. Layoff and Fired

When the optionee who has the right of exercising the warrants is laid off or fired, the optionee shall exercise the right within 3 months since the official resignation date. For the one who does not have the right of exercising the warrants, it shall be recognized as abandoning the right of exercising the warrants, or it shall be determined by the chairman which according to the paragraph 2 of the Article of auditing the right of stock options and its exercise period, and to be deemed effective after the aforementioned board of directors meeting the approval process. However, in the event that the exercise of warrants

during the book closure period of the Company, the exercise period may be eligible for a postponement accordingly.

7. Transfer to Related Company

Considering the operation of the Company, the optionee may transfer to the related company which is approved by the Company, and the right of the granted stock warrants shall not be affected.

8. After the share conversion, shares held in foreign employees' shareholding accounts and Mainland Chinese employees' collective accounts must be disposed of within three months of losing employee status. If there is still a balance after three months, the remaining shares will be forcibly sold and the cash proceeds will be transferred into their bank accounts.

5.5 The Company shall withdraw and invalidate the right of exercising the warrants if the optionee violates the employment contract or the Company regulations after the optionee has been granted the stock options. If the optionee violates the non-disclosure agreement or transfers to work for the competitor companies of the Company, the right of exercising the warrants shall execute as follows: If the optionee violates the non-disclosure agreement or transfers to work for the competitor companies of the Company, the unexercised stock warrants or unable to exercise at the current stage shall automatically expire, and the chairman authorized by the Company shall process it according to the Article 11 of the Regulations.

5.6 The execution of abandoning the rights of exercising stock warrants: If the optionee abandons the right of stock options, or it is expired to exercise the stock options shall expire its validity, and Company will invalidate it and shall not issue the stock options quota again.

VI. Method of Performance

The Company shall convert the shares being fulfilled by common stock through the capital increase.

VII. Adjustment of Exercise Price

7.1 After the granted stock warrants are issued, except the Company issues all kinds of securities which are convertible or subscription to shares or newly issued shares through capitalization of staff remuneration, if there are changes of the common stock of the Company (including but not limited to the issuance of new shares for cash, recapitalization from retained earnings, recapitalization from capital reserves, mergers, share split, acquisition of shares of another company and the issuance of new shares for issuing overseas depositary receipts or private placement), the exercise price of each option shall be adjusted in accordance with the following formula (the adjusted exercise price shall be rounded up to the nearest tenth of one New Taiwan Dollar):

Adjusted exercise price = Exercise price prior to adjustment * {[Total number of issued shares + (Paid purchase price per share * Total number of newly issued shares) / Market price per share] / (Total number of issued shares + Total number of newly issued shares)}

Note: The current market price shall refer to the simple average closing price of the common shares for the median of either 1, 3 or 5 trading days prior to the ex-right announcement date, pricing reference date, or stock split base date.

1. "Total number of issued shares" refers to the total number of the issued common stock, the total number is according to the Company's latest registration of paid-in capital to the competent authority. For the avoidance of doubt, the total number of shares does not include the entitled certificate and the number of shares of the payment for exercising the stock options.

2. If the amount of "Paid purchase price per share" is obtained as bonus shares thereof or stock split, the

amount of payment shall be zero.

3. When the Company merges with others, the paid purchase price per share through the new stock of capital increase is according to the average closing price of the common stock in the previous 15 days before the official merge date (excepting for the official merge date). If the Company does not get listed already in the previous 15 days before the official merge date, then the paid purchase price per share through the new stock of capital increase is according to the net value of each share on the official merge date.

4. In the event that the adjusted exercise price is higher than the exercise price prior to adjustment, the exercise price shall not be adjusted.

5. If the adjusted exercise price is lower than the par value of common stock, the exercise price shall be according to the par value of common stock.

6. When the Company merges or divides, the adjustment of the exercise price shall draft separately according to the Law.

7.2 After the granted stock warrants are issued, and the Company decides to pay cash dividends, the exercise price of each option shall be subject to adjustment in accordance with the following formula (the adjusted exercise price shall be rounded up to the nearest tenth of one New Taiwan Dollar): Adjusted exercise price = Exercise price prior to adjustment * (1 - Cash dividend per share/ Market price per share)

The determination of the market price per share shall be done by calculating the simple arithmetic mean of the closing price of the common stock for either the 1, 3, or 5 business days prior to the ex-rights record date, the price determination record date, or the stock split record date.

7.3 When the Company applies for recapitalization from retained earnings and recapitalization from capital reserves, it shall adjust the exercise price only according to the regulations described in paragraph 1 of the Article, and there is no additional issuance of employee stock warrants or adjustments of the number of issued shares.

7.4 For the case of capital reduction, which is not due to written-off treasury shares, the exercise price would be adjusted by the following formula: (The adjusted exercise price shall be rounded up to the nearest tenth of one New Taiwan Dollar). If the adjusted exercise price is lower than the common stock price, the exercise price shall be according to the common stock price:

When capital reduction for loss compensation:

Exercise price after adjustment = Exercise price before adjustment * (Number of shares already issued/ Shares issued after capital reduction)

When cash capital reduction:

Exercise price after adjustment = (Exercise price before adjustment - The amount of money returned per share) * (Number of shares already issued/ Shares issued after capital reduction)

VIII. The Procedure for The Optionee to Exercise Stock Options

8.1 Except for the time or period described in Article 9, the optionee may exercise the stock options according to the Regulations. The optionee shall file an "Exercise Request" to the shareholder service agency of the Company during its office hours. And the stock options will become effective when the documents have arrived at the shareholder service agency, and the optionee shall not ask for a revocation.

8.2 After receiving the application of the exercise request, the shareholder service agency of the Company shall inform the optionee to process the payment of share equity to assigned banks. Once the optionee finishes the payment of share equity, the said payment cannot be revoked.

8.3 After ensuring the payment of share equity is received, the Company shall inform the shareholder service agency to upload the subscribed number of shares to the “Shareholders' List” of the Company. If the Company gets listed already, the said book-entry of shares shall be issued through the method of book-entry of securities transactions.

IX. The Restrictions of Exercising the Warrants

The employee stock warrants issued by the Company may not exercise in the following periods of every year:

9.1 The book closure period described in the Articles of Incorporation, regulations, applicable laws, and relevant regulations by the competent authority prior to the convening of the shareholders' meeting.

9.2 The period from the date for applying for shares obtained as bonus shares, the book closure, determination of entitlement to any rights, and 3 business days before the date of the book closure and date for determination of entitlement to any dividend or capital increase through cash, the book closure, determination of entitlement to any right, to the date of rights distribution.

9.3 From the date of the Board of Directors announced the determination of the date of merger of the year to the record date of the merger of the year, or from the date of the Board of Directors announced the determination of the date of the spin-off of the year to the date fixed for the spin-off, or from the date of the Board of Directors announced the determination of the date of paid rationed shares to the date of paid rationed shares.

9.4 The other period governed by the legal book closure according to the fact occurred.

X. Rights and Obligations after Exercising Stock Options

10.1 In accordance with the Regulations, the rights and obligations of new issues of common stock are equal to the Company's common stock.

10.2 Confidentiality obligation: Once the optionee has the granted stock warrants, shall comply with the confidential regulations. Except for the requests from the Laws or competent authorities, the optionee shall not disclose any related information or amount about the granted stock warrants. If so, the Company shall invalidate the optionee's right of exercising the warrants in accordance with the Regulations.

10.3 Fiduciary duty: The optionee shall abide by the fiduciary duty of the Company and its subsidiaries. As for the one who violates any employment contract, work regulations, code of conduct, the Company shall invalidate the optionee's right of exercising the warrants in accordance with the Regulations.

XI. Details of Implementation

The chairman has the right to sign any relative affairs of the employee stock warrants agreement. In case an employee violates any regulations governed by the employee stock warrants agreement, the chairman may represent the Company to exercise the rights in accordance with the regulations of the employee stock warrants agreement.

XII. Other Important Stipulations

12.1 The Regulations shall be valid after the approval by half of the votes in a meeting of the Board of Directors, at which two-thirds or more directors are present, and be deemed effective once reported to competent authorities. The same applies to any amendments. If amendments are demanded by the competent authority during the reviewing process, the chairman of the Board of Directors will be authorized to make amendments and to be deemed effective after the aforementioned board of directors meeting the approval process.

12.2 If there are some incomplete matters in the Regulations, the process shall be governed by and follow the Articles of Incorporation, regulations, applicable laws, and relevant regulations of the competent authority.

12.3 The amendment of the Regulations shall be valid after the approval by half of the votes in a meeting of the Board of Directors, at which two-thirds or more directors are present.

12.4 After the actual issuance except for the prior one procedure, the amendment of the Regulations shall be valid after the approval by all granted optionees (may excluding the optionee who shall be logoff or invalid according to the Regulations).

XIII. Announcement of the Regulations

If the Company gets listed already or a public issue when approving the Regulations, it shall apply to the Financial Supervisory Commission R.O.C. (Taiwan) and announce the main content according to the regulations after getting the approval and validation by the Financial Supervisory Commission R.O.C. (Taiwan). In the event of the amendment of the content, it shall also follow the said requirements accordingly.

*The Chinese version takes precedence if any contradiction in meaning exists between the Chinese version and the English version.

Dilutive impact from possible expense on EPS:

(1) The closing price of the company's common shares and factors such as actuarial assumptions and estimates are calculated as follows

Duration	6 Years			
Grant Period	1 st Year	2 nd Year	3 rd Year	4 th Year
Stock Price	NTD 242.50			
Subscription Price	NTD 181.88			
Volatility	27.62%			
Risk-Free Interest Rate	1.1827%			
Fair Value	NTD 98.21	NTD 98.21	NTD 98.21	NTD 98.21
Exercisable Proportion	25%	50%	75%	100%
Number Of Shares Available For Subscription	375,000Shares	375,000Shares	375,000Shares	375,000Shares
Turnover Rate	3.00%	5.91%	8.73%	11.47%
Number Of Vested Shares	363,750Shares	376,360Shares	342,263Shares	331,988Shares
Labor Cost	NTD 35,724K	NTD 34,652K	NTD 33,614K	NTD 32,604K
Total	NTD 136,594K			

Note: Number of vested shares = number of shares that can be subscribed * (1 - turnover rate); labor cost = fair value * number of vested shares.

(2) Amount that may be expensed:

The annual expense amounts allocated from 2024 to 2029 are: NTD22,168 thousand, NTD44,337 thousand, NTD35,406 thousand, NTD20,700 thousand, NTD10,723 thousand and NTD3,260 thousand, totaling NTD136,594 thousand.

(3) Dilution of the company's earnings per share:

Based on the closing price of ordinary shares and consideration of actuarial assumptions and other factors, the annual dilution of earnings per share from the implementation of employee stock options from 2026 to 2030 was NTD 0.001, 0.003, 0.005, 0.007 and 0.008.

BizLink Holding Inc.

2024 Candidates of Board of Directors

Title	Director	Director	Director	
Name	Hwa-Tse Liang	Inru Kuo	Chien-Hua Teng	
Shares holding at BC Date	931,175	2,496,199	1,463,735	
Educational qualifications	MSEE, Pennsylvania State University Bachelor's degree in Electronic Engineering, National Chiao Tung University.	MS Actuarial Georgia State University Bachelor's degree in Physics, National Kaohsiung Normal University	MBA, San Francisco State University Bachelor's degree in Control Engineering, National Chiao Tung University	
Experience	BizLink Management Greatlink USA Management Cadence Design System Member of technical staff	BizLink Management Greatlink USA Management	BizLink Engineering, Management Greatlink Electronics USA Engineering Knight Ridder Unicon Customer Service	
Title	Director	Independent Director	Independent Director	Independent Director
Name	Director Yifen Investment Co., Ltd Representative of juristic person : Sherman Lee	Chia-Jiun Cherng	Chien-Cheng Lin	Lin, Chia Shin
Shares holding at BC Date	168,261	0	0	0
Educational qualifications	Bachelor of Electrical Engineering, National Taiwan University, 1982/Master of Electrical Engineering, National Taiwan University, 1984/Master of Business Administration, University of Pennsylvania, 1992	MBA of National Chengchi University College of Commerce	Ph.D., Materials Science & Engineering, University of Illinois	Academic background: Institute of Electronics, National Yang Ming Chiao Tung University
Experience	Adjunct Professor, College of Design and Innovation, National Taiwan University Executive Director of CTPS Lab Ltd. ∙ CFO & CSO of Far EasTone Telecommunications CO., LTD. ∙ VP of Quanta Computer ∙ Applied Predictive Technologies Vice President ∙ Decision Analytics Consulting MD/co-founder ∙ Capital One ∙ Senior Group Manager ∙ Mobiking	Independent Director of FSP Technology Inc. ∙ Independent Director of AZION CORPORATION ∙ Independent Director of Changing Information Technology Inc.	National Taipei University of Technology/School Advisor Taiwan Industrial Technology Promotion Association/Vice Chairman Independent Director of Changing Information Technology Inc. Professor, Department of Materials Science and Engineering, National Chiao Tung University Current	Chairman of Zero One Technology Co., Ltd. ∙ Chairman of Zerone Win Investment Co., Ltd. ∙ Director of CITPO TECHNOLOGIES CO., LTD ∙ Director of Maverick Digital CO., LTD. ∙ Supervisor of AIWAN INSTO TECHNOLOGIES CO., LTD. ∙ Supervisor of Himalaya VC Management Corp. ∙ Supervisor of IJOING, INC. ∙ Director of

	President/co-founder ∙ A.T. Kearney Principal ∙ AP of PRIMAX ELECTRONICS LTD. ∙ Manager of McKinsey & Company ∙ Industry experts of IBM		job: Professor, Department of Materials Science and Engineering, National Yang Ming Chiao Tung University	JOIUP TECHNOLOGY INC. ∙ Supervisor of IWEECARE CO., LTD. ∙ Independent Director of ABNOVA (TAIWAN) CORPORATION
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Directors (including independent directors) and their representatives concurrently serving as directors or managers in other companies

Director (Including Independent Director) Candidates and Representatives of the Legal Entity	Details of Concurrent Positions
Hwa-Tse Liang	Director of OPTIWORKS, INC. 、 Legal Person/Executive Director of OPTIWORKS (SHANGHAI) CO., LTD. 、 Legal Person/Executive Director of OPTIWORKS (KUNSHAN) CO., LTD.
Inru Kuo	Director of OPTIWORKS, INC.
Sherman Lee	Executive Director of CTPS Lab Ltd.
Chia-Jiun Cherng	Independent Director of FSP Technology Inc. 、 Independent Director of AZION CORPORATION 、 Independent Director of Changing Information Technology Inc.
Chien-Cheng Lin	Independent Director of DURA TEK, INC.
Lin, Chia Shin	Chairman of Zero One Technology Co., Ltd. 、 Chairman of Zerone Win Investment Co., Ltd. 、 Director of CITPO TECHNOLOGIES CO., LTD 、 Director of Maverick Digital CO., LTD.

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

TENTH AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF
ASSOCIATION

OF

BIZLINK HOLDING INC.

- Incorporated June 1, 2000 -

(as adopted by a Special Resolution dated on 27 June, 2023)

- 1 The name of the Company is BIZLINK HOLDING INC.
- 2 The registered office of the Company shall be at the offices of Corporate Filing Services Ltd., P.O. Box 61, 3rd Floor Harbour Centre, North Church Street, Grand Cayman, KY1-1102, Cayman Islands, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is NT\$5,000,000,000 divided into 500,000,000 shares of NT\$10 each provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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THE COMPANIES ACT (AS REVISED)

OF THE CAYMAN ISLANDS

COMPANY LIMITED BY SHARES

TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

BIZLINK HOLDING INC.

(as adopted by a Special Resolution dated on 27 June, 2023)

1 Interpretation

1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

"Acquisition" means a transaction of acquiring shares, business or assets of any company and the consideration for the transaction being the share cash or other assets, as defined in the R.O.C. Enterprise Mergers and Acquisitions Law.

"Applicable Public Company Rules" means the R.O.C. laws, rules and regulations affecting public companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by TWSE and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.

"Annual Net Income" means the audited annual net profit of the Company in respect of the applicable year.

"Articles" means these articles of association of the Company.

"Company" means the above named company.

"Directors" means the directors for the time being of the Company (which, for

"Dividend"	clarification, includes any and all Independent Director(s)). includes an interim dividend.
"Electronic Record"	has the same meaning as in the Electronic Transactions Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
"FSC"	means the Financial Supervisory Commission of the R.O.C.
"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"M&A"	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Short-form Merger"	means a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company.
"Non TWSE-Listed or TPEX-Listed Company"	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.

"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Share Exchange"	means an act whereby the shareholders of a company transfer all of the company's issued shares to another company, such company issue its shares or pays cash or transfers other property to the shareholders of the first company as consideration for the transfer in accordance with the Applicable Public Company Rules.
"Short-form Share Exchange"	means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company.
"Short-form Spin-off"	means a parent company effects a Spin-off with its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred.
"Statute"	means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of

“Supermajority Resolution”	issued voting shares or the total share equity of such company. means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.
“TDCC”	means the Taiwan Depository & Clearing Corporation.
“Treasury Shares”	means a Share held in the name of the Company as a treasury share in accordance with the Statute.
“TWSE”	means the Taiwan Stock Exchange Corporation.
“Video Communication Facilities”	means video, video-conferencing, internet or online conferencing applications and/or any other video-communication, internet or online conferencing application or video telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and be heard by each other.
“Virtual Meeting”	means any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Video Communication Facilities.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa.
- (b) words importing the masculine gender include the feminine gender.
- (c) words importing persons include corporations.
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record.
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time.
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.

2 Commencement of Business

- 2.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit. The Company shall operate its business in compliance with the Applicable Public Company Rules and business ethics and may perform actions that promote the public interest to fulfil the social responsibility of the Company in accordance with the Applicable Public Company Rules and business ethics.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

- 4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.
- 4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable

to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.
- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 5.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share

Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.

6.3 No Shares may be registered in the name of more than one Member.

6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company (“**Preferred Shares**”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.

7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

- (a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares.
- (b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company.
- (c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members.
- (d) Other matters concerning rights and obligations incidental to Preferred Shares; and
- (e) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

8 Issuance of New Shares

8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall always be subject to the sufficiency of the authorised capital of the Company.

8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify

each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
- 8.4 Members' rights to subscribe for newly issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; or (f) in connection with the issue of Restricted Shares in accordance with Article 8.7.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

8.7 The Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and issue conditions shall comply with the Applicable Public Company Rules.

8.8 Subject to the provisions of the Statute, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inter alia*, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

8.9 Subject to the provisions of the Applicable Public Company Rules, when the total number of new Shares in issue has been subscribed to in full, the Company shall immediately send a call notice to the subscribers for unpaid Shares. Where Shares are issued at a price higher than par value, the premium and the par value shall be collected at the same time. Where the subscriber delays payment for subscribing to the Shares, the Company shall designate a cure period of not less than one month by serving a notice on him/her/it requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period, the subscriber's right to subscribe to new Shares shall be forfeited. After the Company has made such request, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe to the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

9 Transfer of Shares

9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.

9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.

9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.

9.4 Notwithstanding Article 9.2 above, transfers of Shares which are listed on the TWSE may be effected by any method of transferring or dealing in securities permitted by TWSE which is in accordance with the Applicable Public Companies Rules as appropriate and which have been approved by the Board for such purpose.

10 Repurchase of Shares

10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares listed on the TWSE on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of

the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.

10.2 The Company may make a payment in respect of the repurchase of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules.

10.3 The board of Directors may, prior to the purchase or redemption of any Share under Article 10.1, determine that such Share shall be held as Treasury Share.

10.4 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Directors may determine to cancel a Treasury Share or transfer a treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration).

10.5 Notwithstanding Article 10.4, if the Company repurchases any Shares traded on the TWSE and hold such Shares as Treasury Shares (the "**Repurchased Treasury Shares**"), any proposal to transfer the Repurchased Treasury Shares to any employees of the Company by the Company at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") shall require the approval of a resolution passed by two-thirds or more of the Members present at the next general meeting who hold a majority of the total number of the Company's outstanding shares as at the date of such general meeting, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules which shall not be brought up as an ad hoc motion.

10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 shall not exceed 5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.

10.7 Notwithstanding anything to the contrary contained in Article 10.1 to 10.6, and subject to the Statute and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares by the Company for cancellation, provided that such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b)

where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an ROC certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets.

11 Employee Incentive Programme

11.1 The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.

11.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

12 Variation of Rights of Shares

12.1 If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.

12.2 The provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.

12.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13 Transmission of Shares

13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.

13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

14.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:

- (a) change its name.
- (b) alter or add to these Articles.
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; and
- (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.

14.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests.
- (b) discharge or remove any Director.

- (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business.
- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof.
- (e) distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash;
- (f) effect any Merger (other than a Short-form Merger), Spin-off (other than a Short-form Spin-off) or Private Placement, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute.
- (g) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others.
- (h) Share Exchange.
- (i) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (j) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.

14.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass.

- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.

14.4 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by a majority of not less than two-thirds of the total number of votes represented by the issued shares of the Company:

- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEX-Listed Company;

- (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
- (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
- (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spun-off company is a Non TWSE-Listed or TPEX-Listed Company.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office.

16 General Meetings

- 16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall appoint, or by Virtual Meeting or in any manner prescribed by the Applicable Public Company Rules, provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). Where a general meeting is held through Virtual Meeting, it shall be convened in accordance with the regulations of the Applicable Public Company Rules, and the Members participating in such meeting by video shall be deemed to have attended such meeting Virtual Meeting.
- 16.5 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.

- 16.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.
- 16.9 Member(s) holding more than 50% of the total issued and outstanding Shares for at least three consecutive months may themselves convene an extraordinary general meeting. The calculation of the holding period of Shares and the number of Shares held by a Member shall be determined based on the starting date of the book closed period of the Register of Members.

17 Notice of General Meetings

- 17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, the manner in which the meeting shall be held, the general nature of the business and other relevant matters, and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 17.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 The Company shall, thirty days prior to any annual general meeting, and fifteen days prior to any extraordinary meeting, transform the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors into electronic format and transmitted such to the Market Observation Post System. If the voting power in any general

meeting will be exercised by the way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.

- 17.4 The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) reduction of capital, (d) application to cease public offering, and (e) (i) dissolution, Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (f) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (g) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, (h) capitalization of the whole or a part of Legal Reserve and capital reserve derived from issuance of new shares at a premium or from gifts received by the Company, and (i) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.
- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors, the person(s) who has called the meeting may request the Company.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.
- 18.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.

- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Other than any of the following situation occurs, proposals proposed by Member(s) shall be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, (d) such proposal contains more than 300 words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If the proposal(s) proposed by Member(s) is intended to improve the public interest or fulfil its social responsibilities of the Company, the board of Director may include such proposal(s) in the agenda in accordance with the Applicable Public Company Rules.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that, if a Member holds Shares on behalf of others, such Member may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways pursuant to the Applicable Public Company Rules.

- 19.6 If a general meeting is to be held in Taiwan, the Directors shall permit that the voting power of a Member at such general meeting to be exercised by way of an electronic transmission as one of the methods of exercising voting power. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.
- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two day prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.

- 20.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.
- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.

- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting. In case that there are duplicate instruments of proxy received by the Company, the first to be received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office at least two days prior to the commencement of the

general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.

20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.

20.14 If a general meeting is to be held outside of R.O.C., the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

22.1 In the event any of the following resolutions is adopted at general meetings, any Member (the "**Dissenting Member**") who has expressed his/her/its objection therefor in writing or verbally with a record before or during the general meeting, and has voted against or forfeited his/her/its voting right may request the Company to buy back all of his/her Shares at the then prevailing fair price. The shares that have been forfeited by the Dissenting Member in accordance with the foregoing shall not be counted in the number of votes casted by the Member at a general meeting:

- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
- (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
- (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations;
- (d) Spin-Off (other than a Short-form Spin-off);
- (e) Merger (other than a Short-form Merger);
- (f) Acquisition; or
- (g) Share Exchange (other than a Short-form Share Exchange).

- 22.2 Unless otherwise provided by the Applicable Public Company Rules and the Statute, in the event of a Short-form Merger or a Short-form Spin-off where at least 90% of the voting power of the outstanding shares of the Company are held by the other company, participating in the such Short-form Merger or Short-form Spin-off, the Company shall deliver a notice to each Member immediately after the resolution of board of directors approving such Short-form Merger or Short-form Spin-off and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger or Short-form Spin-off within the specified period may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair value of such Shares.
- 22.3 Subject to the Statute, the request by a Dissenting Member prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types, numbers and the repurchase price of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the Dissenting Member in regard to the Shares of such Dissenting Member (the "Appraisal price"), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event that no agreement is reached with the Dissenting Member, the Company shall pay the fair price it has recognized to such Dissenting Member within ninety days since the resolution was made. If the Company fails to pay, the Company shall be considered to be agreeable to the price requested by the Dissenting Member. In the event the Company fails to reach such agreement with the Dissenting Member within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the Dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the price of the repurchased Shares, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the Dissenting Member solely with respect to the appraisal price.
- 22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.

23 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.3 If any Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than twenty-one (21) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by the resolution of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.
- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least two (2) of

the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.

25.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

25.6 Any Member(s) holding 1% or more of the Company's issued capital for at least six consecutive months may in writing request any of the Independent Directors of the audit committee to bring action against the Directors in a court of competent jurisdiction. If the Independent Directors failed to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.

26 Powers of Directors

26.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

26.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution.

26.3 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

26.4 The Company may purchase liability insurance for Directors and the Directors shall determine terms of such insurance by resolution, taking into account the standards of the industry within the R.O.C. and overseas.

26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company.

The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 27.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("Special Ballot Votes"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.3 The Directors (including the Independent Directors) shall adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.4 If a Member is a corporation, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be nominated for election at a general meeting.

28 Vacation of Office of Director

- 28.1 The Company may from time to time remove all Directors from office before the expiration of his term of office notwithstanding anything in the Articles to the contrary and may elect new Directors to fill such vacancies in accordance with Article 27.1 and unless a resolution of a meeting of Members provide otherwise, the existing Directors' office shall be deemed discharged upon such election of new Directors prior to the expiration of such Directors' applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he gives notice in writing to the Company that he resigns the office of Director;
 - (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he commits an offence as specified in the Statute for Prevention of Organizational Crimes of the R.O.C. and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years;
 - (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (f) he commits a offence as specified in the Anti-Corruption Act of the R.O.C. and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;
 - (h) he is declared bankrupt or is subject to liquidation procedure adjudicated by a court, and his/her/its rights have not been resumed yet;
 - (i) he has limited legal capacity or is legally incompetent;
 - (j) he is subject to the commencement of assistance by a court and a court order has not yet been revoked;

- (k) he, during his term of office of three (3) years as a Director (excluding Independent Directors), has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director;
- (l) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or
- (m) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director, any person elected as a Director (excluding Independent Directors) at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the book closed period of the relevant general meeting, his appointment as a Director shall become null and void.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 29.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.

- 29.4 A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings

of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the compensation committee and determined by the Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.

- 30.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any relatives within the second degree of kinship with a Director, or company(s) which has controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the board of Directors and the general meeting the nature of such director's personal interest and the reason(s) for the approval or objection to the proposed resolution. The Company shall expressly set out the material information of a Director's personal interest and the reason(s) of approval or dissent to the resolution of the proposed transaction in the notice of the general meeting; the information thereof may be placed on the website designated by the R.O.C. competent authorities for securities or by the Company, and the web address shall be indicated in the notice.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- 32.6 Notwithstanding anything to the contrary contained in this Article 32, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and

procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.

- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;
 - (e) A material asset or derivatives transaction;
 - (f) A material monetary loan, endorsement, or provision of guarantee;
 - (g) The offering, issuance, or Private Placement of any equity-type securities;
 - (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (i) The appointment or removal of a financial, accounting, or internal auditing officer;
 - (j) Annual and semi-annual financial reports;
 - (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting.

- 32.8 Prior to the commencement of the meeting of Board of Directors to adopt any resolution of M&A, the Company shall have the audit Committee review the fairness and reasonableness of the plan and transaction of the M&A, and then report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute. During the review, the audit

Committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The results of the review of audit Committees and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute, the Board of Directors shall report the foregoing at the next closest general meeting.

32.9 With respect to the documents that need to be sent to the Members as provided in the preceding Article, in the event that the Company posts the same documents on the website designated by the R.O.C. securities competent authorities, and also prepares and places such documents at the venue of the general meeting for the Members' review, then those documents shall be deemed as having been sent to the Members.

32.10 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.

32.11 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.11 shall mean executive officers of the Company with the rank of Vice President or higher and have the powers to make decisions for the Company.

33 Seal

33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.

33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.

- 33.3 A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.
- 33.4 Dividends, Distributions and Reserve
- 33.5 The Company shall set aside 1% to 5% of its annual profits as bonus to employees of the Company and set aside no more than 3% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 33.6 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income and offset its losses in previous years that have not been previously offset, then set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equalled the total capital of the Company; then set aside a special capital reserve or reversal, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge. Any balance left over may be distributed as Dividends (including cash dividends or stock dividends) in accordance with the Statute and the Applicable Public Company Rules and after taking into consideration financial, business and operational factors with the amount of profits distributed to Members not lower than 10% of profits (after tax) of the then current year and the amount of cash dividends distributed thereupon shall not be less than 10% of the profits proposed to be distributed of the then current year.
- 33.7 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 33.8 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.
- 33.9 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.

- 33.10 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 33.11 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 33.12 No Dividend or distribution shall bear interest against the Company.
- 33.13 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 33.14 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from gifts received by the Company by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, and shall subsequently report such distribution to a shareholders' meeting.

34 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an

agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

35 Tender Offer

Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the board of the Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.
2. Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.

36 Books of Account

- 36.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 36.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 36.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 36.4 Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any inconsistency

between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.

36.5 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

37 Notices

37.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.

37.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.

37.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

37.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee

in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

38 Winding Up

38.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

38.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

39 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

40 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

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Rules of Procedure for Shareholders' Meetings

Article 1

These Rules of Procedure are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies to establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities.

Article 2

The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors.

Changes to the method of convening the Shareholders' Meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

The Company shall prepare a meeting handbook when convening an annual shareholders' meeting. In addition, the Company shall prepare the electronic version of the shareholders' meeting notice and proxy form, and information regarding the subject and explanatory notes for all proposals, including proposals for ratification, matters for discussion, and election or dismissal of directors or supervisors, and upload them onto the Market Observation Post System (MOPS) 30 days before the date of an annual shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare the electronic version of the agenda for an annual shareholders' meeting and supplemental meeting materials, and upload them onto MOPS 21 days before the date of an annual shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. However, a publicly listed Company with the paid-in capital amounting to NT\$10 billion or more at the end of the most recent fiscal year or the total shareholding ratio of foreign capital and capital from China reaching 30% or more as per the shareholder register for the general Shareholders' Meeting held in the most recent fiscal year shall upload such an electronic file 30 days before the general Shareholders' Meeting. In addition, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials 15 days before the date of a shareholders' meeting and make them available for review by shareholders at any time. The meeting agenda and supplemental materials shall be displayed at the Company and the professional shareholder services agent designated by the Company.

The Company shall provide said handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the Shareholders' Meeting in the following methods:

I When a physical Shareholders' Meeting is convened such materials shall be distributed on-site at the Shareholders' Meeting.

II When a physical Shareholders' Meeting is convened, supplemented by a video conference, such

materials shall be distributed on-site at the Shareholders' Meeting, and an electronic file of such materials shall be uploaded to the video conference platform.

III When a Shareholders' Meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform.

Article 4

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, approval to delist, approval of company directors' involvement in a competing business, approval for surplus profit to be distributed in the form of new shares, approval for capital reserve to be distributed in the form of new shares, the dissolution, merger or demerger of the Company or any matter under Article 185 Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be detailed out and the essential contents explained in the meeting notice on the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

The reasons for convening a shareholders' meeting shall also cover the re-election of the entire board as well as state the date of appointment. The same shareholders' meeting shall not change the appointment date by temporary motion or other means after the re-election is completed.

Article 5

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a written proposal for a topic to be added for discussion at a regular shareholders' meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder proposal to urge the Company to promote public interests or fulfill its social responsibilities may still be included in the meeting agenda as decided by the board of directors. In addition, when the circumstances of any subparagraph of Paragraph 4 of Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may choose to exclude it from the agenda.

Article 6

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and disclose the location and time period allowed for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Article 7

The number of words in a proposal submitted by a shareholder shall be limited to no more than three

hundred (300) words, and any proposal containing more than 300 words shall not be included in the shareholders' meeting agenda. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting where their proposal is to be discussed and shall take part in the discussion of said proposal.

Article 8

The Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article prior to the date for giving notice of a shareholders' meeting. The board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda at the shareholders' meeting.

Article 9

Shareholders may use the proxy forms prepared by the Company, duly delineate the scope of the limited power of attorney, delegate to another person to vote by proxy prior to each shareholders' meeting, and have their proxy attend the shareholders' meeting in their place.

A shareholder may issue only one proxy form, appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. The one received earliest shall prevail when duplicate proxy forms are delivered unless a declaration is made to cancel the previous proxy appointment.

A proxy rescission notice shall be filed with the Company at least two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice in case the shareholder intends to attend in person, otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.

After a proxy form is served to the Company in the case that the shareholder intends to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 10

The venue where a shareholder meeting is to be held shall be on the premises of the Company or a location easy for shareholders to access and be appropriate for holding shareholders' meetings. All shareholders' meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the

independent directors shall be fully taken into consideration in deciding the location and time of a shareholders' meeting.

When the Company convenes a Shareholders' Meeting by video conference it is not subject to the restriction on the venue of the meeting under the preceding paragraph.

Article 11

The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted

Acceptance of shareholders to attend the meeting shall be handled at least 30 minutes before the start of the meeting; the registration place shall be clearly marked, and personnel shall be appointed to handle registration.

The sign-in location place shall be clearly marked and staffed with a sufficient number of suitable personnel. When the Shareholders' Meeting is convened by video conference, the sign-in process shall begin on the video conference platform 30 minutes before the meeting commences. Shareholders who have completed the sign-in shall be deemed to have attended the Shareholders' Meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend. Proxies shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall prepare agenda handbooks, annual reports, attendance cards, and voting cards for the shareholders' meeting, and they will be sent to or made available to the attending shareholders. A printed ballot shall also be sent to the shareholders where voting powers on the election of directors are to be exercised.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the shareholders' meeting.

If the Shareholders' Meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the Shareholders' Meeting.

If the Shareholders' Meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them till the end of the meeting.

Article 11-1

When the Company convenes the Shareholders' Meeting by video conference, the information below shall be stated in the meeting notice.

I Shareholders' methods of participating in the video conference and exercising their rights.

II The response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:

(I) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.

(II) Shareholders who did not register to participate in the original Shareholders' Meeting by video conference shall not participate in the meeting to be postponed or resumed.

(III) If a physical Shareholders' Meeting is convened and is supplemented by a video conference, and if the video conference cannot continue for whatever reason, the Shareholders' Meeting shall continue if the number of shares in physical attendance still reaches the number as required by law. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the Shareholders' Meeting.

(IV) The handling method in the event that the resolution results of all motions have been announced while extempore motions have not been resolved.

III When a Shareholders' Meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

Article 12

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. If the chairperson of the board is on leave or for any reason is unable to exercise their powers as the chairperson, the vice chairperson shall do so in place of the chairperson. If there is no vice chairperson, if the vice chairperson is also on leave or if for any reason is unable to act, a managing director or director shall be designated by the chairperson. If the chairperson does not make such a designation, a managing director or director shall be elected from among themselves.

When a managing director or a director serves in place of the chairperson, as in the preceding paragraph, the managing director or director shall have held that position for six months or more and shall understand the financial and business conditions of the Company. The same shall be true for a

representative of a juristic person that serves in place of the chairperson.

The chairperson should personally preside in shareholders' meetings convened by the board of directors. If a shareholders' meeting is called for by the board of directors, half or more of the directors shall be present at the scheduled time for the shareholders' meeting.

If a shareholders' meeting is called for by those outside of the board of directors that has such a right, then that person shall preside at that meeting. If two or more people exercise that right, then they shall choose from among themselves to designate who shall preside at the meeting.

Article 13

The Company may appoint its attorneys, certified public accountants or related persons retained by it to attend a shareholders' meeting.

Article 14

The Company shall make an uninterrupted audio and video recording, beginning from the time it accepts shareholder attendance registrations, capture the registration procedure and the proceedings of the shareholders' meeting, and ending with the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

If a Shareholders' Meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, and voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.

If a Shareholders' Meeting is convened by video conference, the Company is advised to make an audio and video recording of the back-end interface of the video conference platform.

Article 15

Attendance at Shareholders' Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in and the sign-in record on the video conferencing platform plus the number of shares whose voting rights are exercised in writing or by electronic means.

The chair shall call the meeting to order upon the meeting time and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting.

However, the chairperson may postpone the start of the shareholders' meeting when the attending shareholders do not represent a majority of the total number of issued shares provided that there can be no more than two such postponements with no more than an hour for each one. If the quorum is still not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned. If a Shareholders' Meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. ; If the Shareholders' Meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company again as per Article 11.

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

Article 16

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be determined by the board of directors. The relevant proposals (including motions and amendments to original proposals) shall be decided by voting on a case-by-case basis. The shareholders' meeting shall be convened according to the scheduled meeting agenda. The meeting agenda shall not be altered without a resolution adopted at the shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chairperson shall not adjourn the shareholder meeting without a resolution before the conclusion of the proceedings (including provisional motions) for the first two items. If the chairperson violates shareholders' meeting rules and announces the meeting is adjourned, the attending shareholders can vote on choosing another chairperson and continue the shareholders' meeting if the vote passes the majority pursuant to Article 182-1 of the Company Act.

The chairperson shall allow ample opportunity during the shareholders' meeting for explanation and discussion of proposals, amendments or extraordinary motions put forward by shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 17

An attending shareholder must specify on a speaker's slip the subject, their shareholder account number (or attendance card number), and their account name before speaking. The order in which shareholders speak will be set by the chairperson.

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

Unless otherwise permitted by the chairperson, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). The chairperson may stop a shareholder's discussion if it violates the above provision or if it exceeds the scope of the discussion item.

Other shareholders may not speak or interrupt an ongoing shareholder from speaking unless they have sought and obtained the consent of the chairperson and of the shareholder that has the floor; the chairperson shall stop any such violation.

Article 18

When a juristic shareholder appoints two or more representatives to attend a shareholders' meeting on their behalf, only one of the representatives so appointed may speak on the same proposal.

Article 19

The chairperson may respond in person or direct relevant personnel to respond after an attending shareholder has spoken.

Article 20

If a Shareholders' Meeting is convened by video conference, shareholders who participate by video conference may ask questions in text on the video conference platform after the chair calls the meeting to order and before the chair declares the meeting adjourned. The number of questions raised by each shareholder for each motion shall not exceed two, each question shall be limited to 200 characters, and the provisions of paragraphs 17 and 18 shall not apply.

If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video conference platform.

Article 21

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

The number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares for shareholders' meeting resolutions.

A shareholder may not vote on a meeting agenda item and may not exercise voting rights as a proxy for any other shareholder when said shareholder is an interested party in relation to that meeting agenda item and there is a likelihood that such a relationship would prejudice the Company's interests.

The number of shares for which voting rights may not be exercised under the preceding paragraph will not be included as part of the number of shares with voting rights represented by attending shareholders.

If one person is entrusted by two or more shareholders at the same time, the proxy voting rights shall not exceed three percent of the total voting rights of the issued shares except if the shareholders are a trust business or if the securities regulatory authority has given prior approval to the stock agency. If it does, excess voting rights are not included.

Article 22

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

When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights by electronic means or they may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that shareholders' meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the

date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail except when a declaration is made to cancel the earlier declaration of intent.

After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the Shareholders' Meeting in person or by video conference as in the preceding paragraph if they make their intent to retract known to the Company by providing a written declaration or by doing so electronically 2 business days before the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means, and by appointing a proxy to attend a shareholders' meeting on their behalf, the voting rights exercised by the proxy at the shareholders' meeting shall prevail.

The adoption of a resolution shall be approved by the majority of voting rights represented by the attending shareholders unless otherwise provided in the Company Act and Articles of Incorporation. The chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders for each proposal at the time of the vote, and then poll the attending shareholders. The results for each proposal, including the number of votes for and against, and the number of abstentions, shall be entered into the MOPS after the conclusion of the shareholders' meeting on the same day.

Article 23

The chairperson shall present the amended or alternative proposal together with the original proposal when one is introduced, and then decide the order in which they will be put to a vote. The other proposals will then be deemed rejected when any one among them is passed, and no further voting shall be required.

Article 24

The chairperson shall appoint personnel, whom must also be shareholders, to monitor the voting procedures as well as count the number of votes.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. The results of the voting, including the statistical tallies of the numbers of votes, shall be immediately announced on-site at the meeting, and a record made of the vote.

Article 25

When a Shareholders' Meeting is convened by video conference, shareholders participating by video conference shall vote on various motions and election(s) on the video conference platform after the chair calls the meeting to order. They shall complete the voting before the chair declares the voting closed, otherwise they shall be deemed to have waived their voting rights.

When a Shareholders' Meeting is convened by video conference after the chair declares the voting closed, the votes shall be counted at one go, and the voting and election results shall be announced.

If a Shareholders' Meeting is convened, and is supplemented by a video conference, shareholders who have registered to attend the Shareholders' Meeting by video conference in accordance with Article 11, but then later intend to attend the physical Shareholders' Meeting in person shall rescind the registration in the same manner as the registration two days before the Shareholders' Meeting otherwise they can only attend the Shareholders' Meeting by video conference.

Those who exercise their voting rights in writing or by electronic means without retracting their declaration of intention and participate in the Shareholders' Meeting by video conference shall not exercise their voting rights on the same motions, propose amendment to the same motions or exercise their voting rights for revised motions, except for extempore motions.

Article 26

The election of directors at a shareholders' meeting shall be conducted in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be immediately announced on-site, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 27

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the shareholders' meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The shareholders' meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results, including the number of voting rights and the number of voting rights won by each candidate in the event of an election of directors or supervisors. The shareholders' meeting minutes shall be retained for the duration of the existence of the Company.

When a Shareholders' Meeting is convened by video conference, the minutes of the Shareholders' Meeting shall contain the start and end time of the Shareholders' Meeting, the method of convening the meeting, the names of the chair and the meeting taker, as well as the response method and the response situation when any natural disasters, accidents, or other force majeure events have obstructed the video conference platform or the participation in the video conference in addition to the matters that shall be recorded in accordance with the preceding paragraph.

When a Shareholders' Meeting is convened by video conference, the Company shall proceed as per the preceding paragraph and shall specify the alternative measures provided to shareholders who have difficulty participating in the video conference in the minutes of the shareholders' meeting.

Article 28

The Company shall, on the day of the Shareholders' Meeting, compile a statistical statement in the prescribed format and disclose the number of shares solicited by the solicitor, the number of shares represented by the proxies, and the number of shares in attendance in writing or by electronic means clearly on site at the shareholders' meeting. When a Shareholders' Meeting is convened by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the start of the meeting and continue to disclose it till the end of the meeting

When a Shareholders' Meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 29

When a Shareholders' Meeting is convened by video conference, the Company shall immediately

disclose the voting results and election results of various motions on the video conference platform in accordance with the regulations and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.

Article 30

When a Shareholders' Meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.

Article 31

When a Shareholders' Meeting is convened by video conference, the Company may allow shareholders to perform a simple test of the connection before the meeting commences and provide relevant services immediately before and during the meeting to assist with any technical communication problems.

When a Shareholders' Meeting is convened by video conference, the chair shall, when calling the meeting to order, announce that there is no need for postponement or resumption of the meeting as stipulated in Article 44-24, paragraph 24 of the Regulations Governing the Administration of Shareholder Services of Public Companies; and that the requirement on the date of the meeting postponed or resumed within five days due to any natural disasters, accidents, or other force majeure events that have obstructed the video conference platform or the participation in the video conference for more than 30 minutes under Article 182 of the Company Act shall not apply before the chair declares the meeting adjourned.

In the event of any incident in the preceding paragraph that caused the meeting to be postponed or resumed, shareholders who have not registered to participate in the original Shareholders' Meeting by video conference shall not participate in the meeting postponed or resumed.

For the meeting to be postponed or resumed under paragraph 2, shareholders who have registered to participate in the original Shareholders' Meeting by video conference and have completed the sign-in but fail to participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original Shareholders' Meeting shall be included in the total number of attending shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.

When a Shareholders Meeting is postponed or resumed in accordance with paragraph 2, the motions for which the voting and counting of votes have been completed and the voting results or the list of elected directors have been announced do not need to be discussed or resolved again.

When the Company convenes a Shareholder's Meeting, and is supplemented by a video conference, if the video conference cannot continue as under paragraph 2, after the number of shares in attendance through the video conference is deducted, and the total number of shares in attendance at the physical Shareholders' Meeting reaches the number as required by law, then the Shareholders' Meeting shall continue. There is no need to postpone or resume the meeting in accordance with paragraph 2.

When the meeting shall continue as in the preceding paragraph, for shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance; however, they shall be deemed to abstain for all motions resolved at the shareholders' meeting.

When the Company postpones or resumes the meeting in accordance with paragraph 2, it shall handle the relevant matters in accordance with the provisions set forth in Article 44-27 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and relevant preparations shall be made as per the date of the original Shareholders' Meeting and the provisions of this article.

Based on the period under Article 12, second-half paragraph and Article 13, paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the Shareholders' Meeting at a date as per paragraph 2.

Article 32

When the Company convenes a Shareholders' Meeting by video conference, it shall provide appropriate alternatives to shareholders who have difficulty attending the Shareholders' Meeting by video conference.

Article 33

The staff involved in the shareholders' meeting affairs shall wear identification cards or armbands.

The chairperson shall instruct the pickets or security personnel to maintain order. Such security personnel shall wear an identification card or armband bearing the word "Proctor."

The chairperson may prevent a shareholder's attempts to speak through any device other than the public address equipment set up by the Company at the place of the shareholders' meeting.

The chairperson may direct Proctors to escort the shareholder from the meeting when they violate the Rules of Procedure, and defies the chairperson's correction, continues to obstruct the proceedings, and refuses to heed calls to stop.

Article 34

The chairperson may announce a break based on time considerations during a shareholders' meeting. If a force majeure event occurs, the chairperson may rule the shareholders' meeting temporarily suspended, and announce a time when, in view of the circumstances, the shareholders' meeting will be resumed.

If the agenda set by the shareholders' meeting cannot be finished before the end of the proceedings (including the extempore motions), the shareholders' meeting may pass a resolution to adopt a new venue to finish the said agenda at a later time.

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

Article 35

These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereafter shall be affected in the same manner.

Name of Regulation	Procedures for the Acquisition and Disposal of Assets
	<p>1. Purpose: These Procedures have been developed to safeguard assets and ensure information transparency.</p> <p>2. Legal basis: These Procedures are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act (the "Act") and the Regulations Governing the Acquisition and Disposal of Assets by Public Companies issued by the FSC. The provisions of another act shall prevail when it provides otherwise to these Procedures.</p> <p>3. Scope of Assets:</p> <p>3.1 Marketable securities: including stocks, bonds, corporate bonds, financial bonds, securities of commendable funds, depository receipts, subscription (sales) warrants, beneficiary securities, and asset-based securities.</p> <p>3.2 Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.</p> <p>3.3 Membership certificates.</p> <p>3.4 Intangible assets including patents, copyrights, trademarks, and licenses.</p> <p>3.5 Right-of-use assets.</p> <p>3.6 Financial institutions' claims (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>3.7 Derivative instruments.</p> <p>3.8 Assets acquired or disposed of through legal mergers, demergers, acquisitions or transfers of shares.</p> <p>3.9 Other significant assets.</p> <p>4. Terminology Definition:</p> <p>4.1 Derivative instruments: The term refers to contracts with values derived from specified interest rates, financial instrument prices, commodity prices, foreign exchange rates, price or rate indexes, credit ratings or credit indexes or other variables. Contracts include forward contracts, option contracts, futures contracts, leverage contracts, swap contracts, hybrid contracts consisting of the above contracts or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</p> <p>4.2 Assets acquired or disposed of due to legal merger, demerger, acquisition or share transfer: Refer to the assets acquired or disposed of due to a merger, demerger or acquisition conducted in accordance with the Business Merger and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act, and other acts or due to acquisition of other company's shares (hereinafter referred to "share transfer") by issuing new shares pursuant to Article 156-3 of the Company Act.</p> <p>4.3 Related parties and subsidiaries: The terms are determined by the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>4.4 Professional appraisers: The term means real property appraisers or others who are legally permitted to engage in real property and equipment appraisal business.</p> <p>4.5 Date of occurrence: The term means the date of contract signing for the transaction, payment date, consignment trade date, transfer date, resolution date of the Board of Directors or other dates on which the transaction party and amount can be ascertained, whichever is earlier. However, for</p>

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	<p>investments for which approval by the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.</p> <p>4.6 Investments in Mainland China: The term means investments in Mainland China are to be conducted in accordance with the Rules for Governing the Investment or the Technical Cooperation in Mainland China stipulated by the Investment Commission, Ministry of Economic Affairs.</p> <p>4.7 Professionals of investment: Referring to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities dealers in self-operation or underwriting business, futures dealers in self operation, securities investment trust enterprises, securities investment consultation enterprises, and fund management companies lawfully established in accordance with laws by the competent financial authorities of the jurisdiction where they are located.</p> <p>4.8 Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.</p> <p>4.9 Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</p> <p>4.10 Net Value: Referring to the equity attributable to the owner of the parent company of the Company's latest balance sheet as audited and certified by the CPA.</p> <p>5. Investment limit for real property and right-of-use assets and securities for nonbusiness use: The following are the limits on the above assets that the Company and its subsidiaries can acquire together:</p> <p>5.1 The total non-operating property for business use and its right-of-use assets shall not exceed 100% of the Company's net value.</p> <p>5.2 The total investment in securities shall not exceed 250% of the Company's net value.</p> <p>5.3 The investment in individual securities shall not exceed 200% of the Company's net value.</p> <p>6. Professional appraisers and their officers, CPAs, attorneys, and securities underwriters that provide the Company and its subsidiaries with appraisal reports, CPA's opinions, attorney's opinions or underwriter's opinions shall meet the following requirements:</p> <p>6.1. Must not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act or for fraud, breach of trust, embezzlement, forgery of documents or occupational crime. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, the expiration of the period of a suspended sentence or if a pardon was received.</p> <p>6.2 May not be a related party or de facto related party of any party to the transaction.</p> <p>6.3 If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>6.4 The personnel referred to in the preceding paragraph shall comply with the following when issuing an appraisal report or opinion:</p> <p>6.4.1 They shall prudently assess their own professional capabilities, practical experience, and independence prior to accepting a case.</p> <p>6.4.2 They shall appropriately plan and execute adequate working procedures in order to produce a</p>

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	<p>conclusion to be used as the basis for issuing the appraisal report or opinion when examining a case. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>6.4.3 They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information to be used as the basis for issuing the appraisal report or the opinion.</p> <p>6.4.4 They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</p> <p>7. The procedures for acquiring or disposing of real property, equipment or its right-of-use assets shall include the following matters and comply with the prescribed procedures:</p> <p>7.1 Evaluation and Operating Procedures The Company and its subsidiaries acquire or dispose of real property, equipment or its right-of-use assets, which shall be handled in accordance with these Procedures. Evaluation procedures shall include the method of price determination and reference basis, etc. Operating procedures shall include the level of authorization, level, execution unit, and transaction process.</p> <p>7.2 Transaction Procedures The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>7.3 Execution Unit The Company and its subsidiaries shall obtain approval according to their level of authority, and the transaction shall be carried out by the responsible department and managerial department when acquiring or disposing of real property, equipment or right-of-use assets.</p> <p>7.4 Evaluation Reports of Real Property, Equipment or Right-of-use Assets If the transaction amount for the acquisition or disposal of real property or equipment by the Company and its subsidiaries, excluding transactions with domestic government agencies, construction of local land, construction of land leases or the acquisition or disposal of equipment or right-of-use assets for business use, reaches 20% of the Company's paid-in capital or more than NT\$300 million, the appraisal report issued by the professional appraiser shall be obtained before the date of occurrence (matters to be included in the appraisal report are set out in Annex I), and shall follow the procedures below:</p> <p>7.4.1 The transaction shall be submitted for approval in advance by the Board of Directors where due to special circumstances it is necessary to give a limited price, specified price, or a special price for use as reference in determining the transaction price; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>7.4.2 Appraisals from two or more professional appraisers shall be obtained when the transaction amount is NT\$ 1 billion or more.</p> <p>7.4.3 If a professional appraiser's appraisal meets any of the following conditions, a CPA shall be retained to handle the matter according to the Statement on Auditing Standards No. 20 published by the Accounting Research and Development Foundation in Taiwan unless the appraisal result of the assets acquired is higher than the transaction amount, and shall express specific opinions on the reasons for the difference and the transaction price:</p> <p>7.4.3.1 The difference between the appraisal result and the transaction amount is more than</p>

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	<p>20% of the transaction amount.</p> <p>7.4.3.2 The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>7.4.4 The difference in the date of reports presented by the professional appraiser and the date of entering into contracts shall not be more than three months. An opinion may still be issued by the original professional appraiser if the publicly announced current value for the same period is used and six months have not yet elapsed.</p> <p>7.4.5 The evidence issued by the court may be substituted for the appraisal report or the CPA's opinion when the Company and its subsidiaries acquire or dispose of assets through court auction procedures.</p> <p>7.5 The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction.</p> <p>Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p> <p>7.6 Related party transactions, intangible assets or their right-of-use assets or member cards, derivatives transactions, business mergers, divisions, acquisitions or share transfers of the Company and its subsidiaries shall be handled in accordance with the foregoing regulations and Article 9, Article 10, Article 12, Article 13, and other relevant provisions of these Procedures.</p> <p>8. Procedures for Acquisition or Disposal of Marketable Securities Investment:</p> <p>8.1 Evaluation and Operating Procedures The acquisition and disposal of marketable securities of the Company and its subsidiaries shall be handled in accordance with these Procedures.</p> <p>8.2 Determination of trading terms and level of authorization</p> <p>8.2.1 Marketable securities trading in a centralized trading market or business premises of a securities firm shall be decided by the responsible unit according to the market conditions and general financial information of the Company. Transactions of NT\$300 million or less shall be approved by the Chairperson of the Board and reported at the next Board of Directors meeting. Transactions over NT\$900 million (inclusive) shall be approved by the Company's Audit Committee and at the Board of Directors meeting.</p> <p>8.2.2 The target company’s most recent financial statements verified or audited by CPAs shall be obtained and used as the reference for evaluating the transaction price, its net value per share, profitability, and its future development potential for marketable securities trading beyond a centralized trading market or business premises of a securities firm.</p> <p>Transactions below NT\$900 million (inclusive) shall be approved by the Chairperson of the Board and reported at the next Board of Directors meeting. Transactions over NT\$900 million shall be approved by the Company's Audit Committee and at the Board of Directors meeting.</p> <p>8.3 Execution Unit</p> <p>The Company and its subsidiaries shall obtain approval according to their level of authority for investments in marketable securities, and the transaction shall be carried out by the responsible department.</p> <p>8.4 Obtain Expert Opinion</p> <p>The Company and its subsidiaries shall, prior to the date of the acquisition or disposal of securities, obtain financial statements of the issuing company for the most recent period certified or reviewed by a CPA for reference in appraising the transaction price. If the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness</p>

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	<p>of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20, published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction.</p> <p>Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p> <p>8.5 Transaction Procedures</p> <p>The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>9. Procedures for Related Party Transactions:</p> <p>9.1 If the transaction amount for any acquisition or disposal of assets by the Company and its subsidiaries from or to a related party reaches 10 percent or more of the Company's total assets, the Company shall ensure that the provisions of Article 7, Article 8, and Article 10 of these Procedures are adopted, the reasonableness of the transaction terms is appraised, and obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with 14.2 of these Procedures, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount. In addition to legal formalities, the de facto relationship shall also be considered when judging whether a transaction counterparty is a related party.</p> <p>9.2 Evaluation and Operating Procedures</p> <p>If the Company and its subsidiaries intend to acquire or dispose of real property to a related party or if it intends to acquire or dispose of assets other than real property to a related party, and the transaction amount either reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets or NT\$300 million or more, except in the trading of government bonds, bonds under re-purchase and re-sale agreements or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been recognized by the Company's Audit Committee and approved by the Board of Directors:</p> <p>9.2.1 The purpose, the necessity, and the anticipated benefits of the acquisition or the disposal of assets.</p> <p>9.2.2 The reason for selecting the related party as a trading counterparty.</p> <p>9.2.3 Information regarding the appraisal of the reasonableness of the preliminary transaction terms as per Article 3.1 and Article 3.4 for the acquisition of real property or right-of-use assets from a related party.</p> <p>9.2.4 The acquisition date and price by the related party, the trading counterparty, and the relationship with the trading counterparty and the Company.</p> <p>9.2.5 Monthly cash forecast for the year commencing from the anticipated month of contract signing, and the evaluation of the necessity of the transaction and rationality for the application</p>

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	<p>of funds.</p> <p>9.2.6 Appraisal reports from professional appraisers or the CPA's opinions in compliance with Article 7.4.</p> <p>9.2.7 Restrictive terms and other important covenants associated with the transaction.</p> <p>The calculation of the transaction amounts mentioned above shall be done in accordance with Article 14.2 of the Procedures, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been recognized by the Company's Audit Committee and approved by the Board of Directors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries or between its subsidiaries (or sub-subsidiaries) in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may, pursuant to Article 7.1, delegate the Chairperson of the Board to decide such matters when the transaction is within a certain amount, and have the decisions subsequently submitted to and ratified by the Company's next Board of Directors meeting:</p> <p>9.2.7.1 Acquisition or disposal of equipment or right-of-use assets held for business use.</p> <p>9.2.7.2 Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>The above-mentioned amount to be delegated to the Chairperson of the Board should be no more than NT\$200 million.</p> <p>The Company has established the Audit Committee. The transactions shall be approved by the majority of the Audit Committee and passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>9.3 Evaluate the reasonableness of the transaction costs.</p> <p>9.3.1 The reasonableness of the transaction costs for the Company's acquisition of a real property or right-of-use assets from a related party shall be evaluated in accordance with the following methodology:</p> <p>9.3.1.1 It shall be based on the related party's transaction price plus the necessary interest of funds and the cost of the obligation assumed by the buyer in accordance with the law. The "necessary interest on funding" is equal to the weighted average interest rate on borrowing in the year the company purchases the property, provided that it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p>9.3.1.2 The total loan value appraisal is to be from a financial institution where the related party has previously created a mortgage on the property as security for a loan provided that the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property, and that the period of the loan shall have been 1 year or more. However, this shall not apply if the financial institution is a related party of one of the transaction counterparties.</p> <p>9.3.2 The transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph if the land and structures within it are combined as a single property purchased or leased in one transaction.</p> <p>9.3.3 The Company and its subsidiaries shall appraise the cost of the real property or the right-to-use assets in accordance with Article 3.1 and Article 3.2 when acquiring real property or the right-of-use assets from a related party. The Company shall also engage a CPA to verify and provide a specific opinion on the appraisal.</p> <p>9.3.4 If the related party transactions of the Company and its subsidiaries are evaluated to be lower than the transaction price as per Article 3.1 and Article 3.2, it shall instead be handled in accordance with Article 3.5. However, where the following circumstances exist, objective</p>

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	<p>evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:</p> <p>9.3.4.1 If the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>9.3.4.1.1 The total amount of the undeveloped land value assessed with the method stipulated in the preceding article and the value of the house calculated according to the construction cost plus a reasonable construction profit of the related person exceeds the actual transaction price. The "Reasonable construction profit" shall be deemed as the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>9.3.4.1.2 Completed transactions by unrelated parties within the preceding year involving other floors of the same property, neighboring property or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>9.3.4.2 If the Company and its subsidiaries are to acquire real property or obtain real property right-of-use assets through leasing, the related party shall provide evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of similar size by unrelated parties within the preceding year. Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block, and is within a distance of no more than 500 meters or those parcels that are close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets.</p> <p>9.3.5 If the Company and its subsidiaries are to acquire real property or the right-of-use assets from a related party, and the results of appraisals conducted in accordance with Article 3.1 to Article 3.4 are lower than the transaction price, then the following steps shall be taken:</p> <p>9.3.5.1 The Company shall set aside a special reserve in accordance with Article 41, paragraph 1 of the Act against the difference between the transaction price of the real property or right-of-use assets and the appraised cost, and it may not be distributed or used for capital increase or issuance of bonus shares.</p> <p>9.3.5.2 Independent Director members of the Audit Committee shall comply with Article 218 of the Company Act.</p> <p>9.3.5.3 Actions taken pursuant to Article 3.5.1 and Article 3.5.2 shall be reported to a shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and in any investment prospectus.</p> <p>9.3.5.4 The Company has set aside a special reserve under the preceding paragraph, and it may not utilize the special reserve until it has recognized a loss on decline in the market value of the assets it purchased or leased at a premium, they have been disposed of, the leasing contract has been terminated, adequate compensation has been made, the status quo ante has been restored or there is other evidence confirming that there was nothing unreasonable about the transaction, and the GSC has given its consent.</p>

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	<p>9.3.5.5 If the Company is to obtain real property or right-of-use assets from a related party, it shall also comply with Article 3.5.1 to Article 3.5.4 if there is other evidence indicating that the acquisition was not an arms length transaction.</p> <p>9.3.5.6 If the transaction cost assessed by the subsidiaries as per Article 3.1 to Article 3.4 is lower than the transaction price, the Company shall set aside a special reserve against the difference between the transaction price of the real property or right-of-use assets and the appraised cost.</p> <p>9.3.6 If the Company is to acquire real property or right-of-use assets from a related party, and it meets one of the following circumstances, the acquisition shall be conducted in accordance with Article 1 and Article 2 governing evaluation and operating procedures. Article 3.1 to Article 3.3 governing the evaluation of the reasonableness of the transaction costs is not applicable.</p> <p>9.3.6.1 The related party acquired the real property or right-of-use assets through inheritance or as a gift.</p> <p>9.3.6.2 More than five years has elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets to the signing date for the current transaction.</p> <p>9.3.6.3 The real estate is acquired through the signing of a joint development contract with the related party through engaging others to build on the company's own land, or through engaging others to build on rented land, etc.</p> <p>9.3.6.4 The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.</p> <p>10. Procedures for acquiring or disposing of intangible assets or right-of-use assets or membership certificates are as follows:</p> <p>10.1 Evaluation and Operating Procedures The acquisition or disposal of intangible assets, the right-of-use asset or the membership certificate by the Company and its subsidiaries shall be conducted in accordance with these Procedures.</p> <p>10.2 Determination of trading terms and level of authorization</p> <p>10.2.1 The Company and its subsidiaries in the acquisition or disposal of membership certificates shall refer to a fair market price, determine the transaction conditions and prices, prepare an analysis report, and submit it to the Chairperson of the Board. An amount below 1% of the paid-in capital or NT\$6 million shall be submitted to the Chairman of the Board for approval and reported at the Company's next Board of Directors meeting. An amount over NT\$6 million shall be approved by the Company's Audit Committee and by the Board of Directors.</p> <p>10.2.2 The acquisition or disposal of intangible assets or right-of-use assets shall refer to the expert assessment report or the fair market value. The analysis of the trading conditions and the transaction price shall be submitted. An amount less than NT\$50 million shall be submitted to the Chairperson of the Board for approval and shall be reported at the next Board of Directors meeting. For transactions exceeding NT\$50 million, approval from the Board of Directors shall be obtained prior to execution.</p> <p>10.3 Execution Unit The Company and its subsidiaries shall obtain approval according to their level of authority when acquiring or disposing of intangible assets, right-of-use assets or membership certificates, and the transaction shall be carried out by the responsible department and managerial department.</p> <p>10.4 Expert evaluation report on intangible assets, right-of-use assets or membership certificates If the Company acquires or disposes of intangible assets, right-of-use assets or memberships, and the</p>

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	<p>transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p> <p>10.5 The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction.</p> <p>Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p> <p>10.6 The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the Board of Directors according to Article 17.2 and Article 17.3 of these Procedures.</p> <p>11. Procedures for Acquisition or Disposal of Claims of Financial Institutions</p> <p>In principle, the Company and its subsidiaries do not engage in the transaction of acquiring or disposing of the creditor’s rights of financial institutions. If they later intend to engage in the transaction of acquiring or disposing of the creditor’s rights of financial institutions, they shall be subject to the approval of the Audit Committee and the approval of the Board of Directors before formulating its evaluation and operational procedures.</p> <p>12. Procedures for Acquisition or Disposal of Derivatives</p> <p>12.1 Transaction Principles and Policies</p> <p>12.1.1 Type of Transaction</p> <p>12.1.1.1 Derivatives which the Company and its subsidiaries engage in refer to forward contracts, options contracts, futures contracts, leverage contracts or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating, credit index or other variables; or hybrid contracts combining the above contracts; or hybrid contracts or structured products with embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts or long-term purchase (sales) contracts.</p> <p>12.1.1.2 Matters relating to bond margin trading shall be handled in accordance with the relevant provisions of these Procedures.</p> <p>Bond transactions with redemption conditions are not applicable to these Procedures.</p> <p>12.1.2 Operating or Hedging Strategies</p> <p>Derivatives transactions of the Company and its subsidiaries should focus on hedging of the interest rate, exchange rate, and of derivative risks arising from the Company’s business operations. The Company's receivables and payables or assets and liabilities arising from its daily business are hedged on the net position after maturity, amount, and currency offset. Hedging of interest rate and exchange rate risks shall be made for the receivables and payables arising from normal business operations or the net position after offsetting the maturity date, amount, and currency of assets and liabilities.</p> <p>In addition, hedging of transactions for special purposes arising from business operations shall be reported to the Chairman of the Board for approval.</p> <p>The procedures for handling foreign exchange derivatives transactions by the Company and its subsidiaries are prepared by the responsible unit and issued after being approved by the</p>

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Chairperson of the Board.

Subsequent amendments thereto shall be effected in the same manner.

12.1.3 Division of Labor

12.1.3.1 The transaction and confirmation officer of a derivative transaction shall be appointed by the Chairperson of the Board.

Transaction, confirmation, and settlement officers may not serve concurrently in other positions. The transaction counterparties shall be notified of the appointment and dismissal of the transaction and confirmation officers before the effective dates to safeguard the Company's interests.

12.1.3.2 Authorized Limits of Derivatives

12.1.3.2.1 Authorized limits and levels are as follows:

	Maximum amount of each transaction	Maximum amount for a single day
CEO	USD10 million	USD30 million
Direct Supervisor of the Financial Manager	USD5 million	USD10 million
Financial Manager	USD3 million	USD6 million

12.1.3.2.2 After the completion of each transaction, internal written approval must be obtained in accordance with the following amounts.

	Maximum amount of each transaction
EO + Direct Supervisor of the Financial Manager	USD10 million
Direct Supervisor of the Financial Manager + Financial Manager	USD5 million

12.1.3.2.3 The authorized transaction limit and the level specified in this article shall be notified in writing to the counterparties to ensure they comply with the Company's supervision and management procedures.

12.1.3.2.4 May formulate strategies for transactions for special purposes, based on forecasted market changes, as needed, but must submit them to the Chairperson of the Board for approval before proceeding.

12.1.3.2.5 Material derivatives transactions shall be approved by the majority of the

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	<p>Company's Audit Committee, and submitted to the Company's Board of Directors for resolution. Article 17.2 and Article 17.3 of these Procedures shall be adopted.</p> <p>12.1.3.3 Performance Assessment</p> <p>12.1.3.3.1 Hedging Transaction</p> <p>12.1.3.3.1.1 Gains and losses generated by transactions of financial derivatives engaged in due to exchange and interest rate costs associated with the Company's accounts shall constitute the basis of performance assessments.</p> <p>12.1.3.3.1.2 The Company and its subsidiaries evaluate the profit and loss using the monthly evaluation method to fully control and express the evaluation risk of the transaction.</p> <p>12.1.3.3.2 Transactions for Special Purposes</p> <p>The actual profit and loss are used as the performance evaluation basis, and the certified public accountants must regularly report the parts to management as reference.</p> <p>12.1.3.4 Setting of Maximum Transaction Amount and Loss</p> <p>12.1.3.4.1 Transaction amount</p> <p>12.1.3.4.1.1 Transaction Limit of Hedging Transactions</p> <p>Daily hedging transaction amounts shall not exceed the Company's overall net position.</p> <p>12.1.3.4.1.2 Transactions for Special Purposes</p> <p>Limited to capital expenditures, corporate bonds, and long-term investments. The actual amount shall be the maximum hedging amount.</p> <p>12.1.3.4.2 Setting of Maximum Loss</p> <p>12.1.3.4.2.1 A clear stop-loss exchange rate and interest rate of equivalent to 10% of the amount of the transaction approval order shall be set after establishing a trading position. The stop-loss limit shall be recorded in the transaction approval order, and approved according to the authorized limit table. Market changes shall be closely monitored during the existence of the position. Stop-loss procedures shall be executed once the interest rate or derivatives reach the stop-loss limit.</p> <p>12.1.3.4.2.2 In principle, for hedging positions with clear trading positions, transactions shall not be terminated in advance as a result of reaching the stop-loss limit.</p> <p>12.2 Risk Management Measures</p> <p>12.2.1 Credit Risk Management</p> <p>The transaction target is limited to the bank or an internationally renowned financial institution with existing business relationships with the Company, and the purpose is for providing professional information.</p> <p>12.2.2 Market Risk Management</p> <p>The Company and its subsidiaries shall manage risk to reduce the impacts from market price fluctuation caused by interest rates, exchange rates or other factors of derivatives.</p> <p>12.2.3 Liquidity Risk Management</p> <p>Trading financial institutions shall possess sufficient information and the ability to trade in any market at any time in order to ensure market liquidity.</p> <p>12.2.4 Cash Flow Risk Management</p> <p>The Company shall pay attention to its foreign currency cash flow at all times to ensure</p>

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	<p>sufficient foreign cash flow for settlement and to maintain stability in its working capital needs.</p> <p>12.2.5 Operational Risk Management The personnel shall abide by the amount authorized by the Company and operating procedures to avoid operational risks.</p> <p>12.2.6 Commodity Risk Management Internal transaction officers shall possess complete and accurate professional knowledge on financial products, and require the bank to fully disclose risks to avoid loss due to misuse of financial products.</p> <p>12.2.7 Legal Risk Management Any document signed with a financial institution shall be inspected by the Company's legal department or legal consulting experts prior to official signing to prevent legal risks.</p> <p>12.2.8 Risk measurement, monitoring, and control personnel shall be assigned to a different department with the transaction, confirmation, and settlement officers, and shall report to the Board of Directors or senior management that is not responsible for the decision-making of trading positions.</p> <p>12.3 Internal Audit System</p> <p>12.3.1 The Company's internal auditors shall periodically make a determination of the suitability of internal controls on derivatives of the Company and its subsidiaries, and conduct a monthly audit of how faithfully foreign exchange derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, analyze its transaction circulation, and prepare an audit report. If any material violation is discovered, the Company's Audit Committee shall be notified in writing.</p> <p>12.3.2 The Company's internal auditors shall file the auditing report and the implementation status for the annual auditing plans of internal audits to the competent authority before the end of February of the coming year and shall also report on the status of improvements made for any abnormal affairs to the competent authority before the end of May of the coming year.</p> <p>12.4 Regular Evaluation Methods</p> <p>12.4.1 The Board of Directors shall authorize senior management personnel for periodic supervision and evaluation on the compliance of foreign exchange derivatives transactions, and whether the risk that it bears is within the extent permitted. If there are any exceptional conditions in the market value assessment report (such as if the holding position has exceeded the limit), countermeasures shall be adopted and reported to the Board of Directors immediately.</p> <p>12.4.2 Positions held in derivatives transactions shall be assessed at least once a week. Assessments shall be undertaken at least twice a month for hedging trades for business needs. The evaluation report shall be sent to the senior managers delegated by the Board of Directors.</p> <p>12.5 The supervision and management principles of the Board of Directors when engaging in derivative commodity transactions</p> <p>12.5.1 The Board of Directors shall appoint high-level supervisors to pay attention to the supervision and control of the risk of derivative commodity trading at any time. The management principles are as follows:</p> <p>12.5.1.1 Periodically evaluate whether the current risk management measures are appropriate and faithfully conducted in accordance with these Procedures and the procedures for engaging in derivatives trading established by the Company.</p> <p>12.5.1.2 Supervise the trading and profit and loss situation, and take necessary</p>

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	<p>countermeasures in case of any abnormality, and immediately report it to the Board of Directors; the Board of Directors shall have Independent Directors present and express their opinions.</p> <p>12.5.2 The performance of derivatives transactions shall be periodically evaluated on whether it is in compliance with the established operating strategies, and whether it can undertake this risk within the Company's permitted scope.</p> <p>12.5.3 The Company shall authorize relevant personnel to handle the procedures for derivatives transactions in accordance with the procedures for dealing with foreign exchange derivatives transactions and shall report it at the next Board of Directors meeting.</p> <p>12.5.4 The Company and its subsidiaries shall establish a reference book that includes details of the types and amounts of derivatives transactions, approval dates of the Board of Directors, and matters to be assessed carefully according to Article 4.2, Article 5.1, and Article 5.2.</p> <p>13. Procedures for Merger, Demerger, Acquisition or Transfer of Shares</p> <p>13.1 Evaluation and Operating Procedures</p> <p>13.1.1 The Company and its subsidiaries shall engage a lawyer, CPA, and underwriter to engage in the legal procedure schedule while handling merger, demerger, acquisition or transfer of shares, and establish a project team to follow the schedule according to the statutory procedures. Moreover, prior to convening the Board of Directors to resolve the matter, it shall engage a CPA, attorney or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price or distribution of cash or other property to shareholders and submit it to the Board of Directors for deliberation and passage. A subsidiary that the Company merged or indirectly holds 100% of the total issued shares or capital, is directly or indirectly interested in the combined shares or the aggregate of the issued shares or the total capital of the subsidiaries, is exempted from having to submit the aforementioned expert opinion on reasonableness.</p> <p>13.1.2 The Company and its subsidiaries shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger or acquisition prior to the shareholder's meeting and include it along with the expert opinion referred to in the preceding paragraph when sending the meeting notice of the Shareholders' Meeting for reference in deciding whether to approve the merger, demerger or the acquisition. If a provision of another act exempts a company from convening a shareholders' meeting to approve the merger, demerger or acquisition, then this restriction shall not apply.</p> <p>In addition, if the shareholders' meeting of any one of the companies participating in a merger, demerger or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes or any other legal restriction, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders' meeting.</p> <p>13.2 Other Noteworthy matters</p> <p>13.2.1 Date of the Board of Directors meeting: Merger, demerger or acquisition of the Company shall convene a Board of Directors meeting and shareholders' meeting on the day of the transaction to resolve matters relevant to the merger, demerger or the acquisition unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. The Company shall call a Board of Directors meeting on the day of the share transfer unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.</p> <p>13.2.2 Listed or OTC companies participating in the merger, demerger, acquisition or a transfer of</p>

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	<p>shares shall make a complete written record of the following information and retain it for five years.</p> <p>13.2.2.1 Basic Information of the Party: including titles, names, ID numbers (passport numbers for foreigners) of all the members participating in plans for a merger, demerger, acquisition or a transfer of shares or its executors.</p> <p>13.2.2.2 Dates of Material Events: including dates of the signing of a letter of intent or memorandum, delegation of financial or legal advisers, signing of contracts, and the Board of Directors meetings.</p> <p>13.2.2.3 Material Documents and Minutes: including the plans for a merger, demerger, acquisition or a transfer of shares, letter of intent or memorandum, material contracts, and Board of Directors meeting minutes.</p> <p>13.2.3 A company that is participating in a merger, demerger, acquisition or a transfer of another company's shares and is listed on an exchange or has its shares traded on an OTC market shall within 2 days, 13.2.4 If any of the companies participating in a merger, demerger, acquisition or a transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the listed or traded company(s) shall sign an agreement with the unlisted company whereby the latter is required to abide by the Article 2.2 and Article 2.3.</p> <p>13.2.5 An undertaking of confidentiality: Every person participating in or privy to the plan for merger, demerger, acquisition or a transfer of shares shall issue a written undertaking of confidentiality and not disclose the content of the plan prior to public disclosure of the information, and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition or a transfer of shares.</p> <p>13.2.6 The formulation and amendment principle for the change of shareholding or acquisition price: The Company's participation in a merger, demerger, acquisition or a share transfer shall not be changed except for the shareholdings and acquisition price unless the following situation occurs. Changes shall be clearly stated in the contracts for the merger, demerger, acquisition or the share transfer.</p> <p>13.2.6.1 Cash capital increase, issuance of convertible corporate bonds, stock dividends, issuance of corporate bonds with stock rights, preferred stock with stock rights, evidence of stock rights, and other equity-based marketable securities.</p> <p>13.2.6.2 The disposal of the Company's major assets or other conduct that affects the Company's financial business.</p> <p>13.2.6.3 Events such as a material disaster or material change in technique affects the Company's shareholders' equity or securities price.</p> <p>13.2.6.4 The adjustment of any one of the companies participating in merger, demerger, acquisition or a transfer of shares repurchases treasury shares in accordance with the law.</p> <p>13.2.6.5 Entities participating in a merger, demerger, acquisition or a transfer of shares or the number of entities increases or decreases.</p> <p>13.2.6.6 Other terms stipulated in the contract may be altered, and they have already been publicly disclosed.</p> <p>13.2.7 Matters to be included in the contract: If the Company participates in a merger, demerger, acquisition or a stock transfer, the contract shall clearly record the rights and obligations therein as well as the following matters:</p>

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	<p>13.2.7.1 Processing a breach of contract.</p> <p>13.2.7.2 The handling principles for issued equity-based marketable securities or repurchased treasury shares prior to Company's cancellation because of merger or demerger.</p> <p>13.2.7.3 The repurchase amount in treasury shares and the handling principles in accordance with the law after the calculation of the share exchange ratio.</p> <p>13.2.7.4 The handling manner of entities involved or the number of entities increases or decreases.</p> <p>13.2.7.5 Anticipated execution progress plans and anticipated completion schedules.</p> <p>13.2.7.6 The procedures for setting an expected date of a shareholders' meeting according to the laws and regulations for overdue and incomplete plans.</p> <p>13.2.8 If there is a change in the number of companies participating in the merger, demerger, acquisition or a share transfer, then: After public disclosure of this information, if any company participating in the merger, demerger, acquisition or a share transfer intends to proceed with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition or the share transfer except when the number of participating companies decreases and a participating company's shareholders' meeting has adopted a resolution authorizing the Board of Directors to alter the limits of authority, such participating company may then be exempted from calling another shareholders' meeting to resolve on the matter anew.</p> <p>13.2.9 If any of the companies participating in a merger, demerger, acquisition or a transfer of shares is not a public company, then the Company shall sign an agreement with the non-public company in accordance with Article 2.1 to Article 2.5 and Article 2.8.</p>
	<p>14. Information Disclosure Procedures:</p> <p>14.1 Matters, standards, and terms to be announced and declared</p> <p>The Company and its subsidiaries shall make a public announcement for the acquisition or disposal of assets and file it in the prescribed format based on the nature of the transaction at websites designated by the FSC within two days, commencing immediately from the date of occurrence, under the following circumstances:</p> <p>14.1.1 The acquisition or disposal of real property or right-of-use assets from or to an affiliate or the acquisition or disposal of assets other than real property or other than right-of-use assets from or to an affiliate where the transaction amount reaches 20% or more of the paid-in capital, 10% or more of the Company's total assets or NT\$300 million or more except in the trading of domestic government bonds, bonds under repurchase and resale agreements or of subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>14.1.2 Merger, stock split, acquisition or a transfer of shares.</p> <p>14.1.3 Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>14.1.4 Where equipment or right-of-use assets for business use are acquired or disposed of, the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>14.1.4.1 The transaction amount reaches NT\$500 million or more for a public company whose paid-in capital is less than NT\$10 billion.</p> <p>14.1.4.2 The transaction amount reaches NT\$1 billion or more for a public company whose paid-in capital is NT\$10 billion or more.</p> <p>14.1.5 The public offering company engaging in construction business obtains or disposes of the real property for construction or its right-of-use assets, and the transaction counterparty is not a</p>

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	<p>related party, and the transaction amount is more than NT\$ 500 million; a public offering company with more than NT\$10 billion of paid-in capital disposes of self constructed real property and the transaction counterparty is not a related party, and the transaction amount is more than NT\$1 billion.</p> <p>14.1.6 In instances where real property is acquired under an arrangement on engaging others to build on the Company's self-owned land, to build on rented land, for joint construction and allocation of housing units, for joint construction and allocation of ownership percentages or for joint construction and separate sale, and the trading counterparty is not a related party, and the amount the Company expects to invest in the transaction is NT\$500 million or above.</p> <p>14.1.7 In instances where an asset transaction other than any of those referred to in the preceding six subparagraphs, the disposal of receivables by a financial institution or an investment in the Mainland China area reaches 20 percent or more of the Company's paid-in capital or NT\$300 million except in the following circumstances:</p> <p>14.1.7.1 Trading of domestic government bonds.</p> <p>14.1.7.2 Securities trading on securities exchanges or OTC markets, subscription of ordinary corporate bonds, general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, subscription or redemption of securities investment trust funds or futures trust funds, subscription of securities by a securities firm as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange, and as done by professional investors.</p> <p>14.1.7.3 Trading of bonds under repurchase/resale agreements or subscription or redemption of domestic money market funds.</p> <p>14.2 The amount of transactions above shall be calculated as follows:</p> <p>14.2.1 The amount of any individual transaction.</p> <p>14.2.2 The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>14.2.3 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets within the same development project within the preceding year.</p> <p>14.2.4 The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals respectively) of the same marketable securities within the preceding year.</p> <p>14.3 "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.</p> <p>14.4 The Company shall update the status of derivative trading of the Company and its subsidiaries that are not domestic public companies as of the end of the previous month in the prescribed format at the information filing website designated by the FSC under the Executive Yuan by the tenth of each month.</p> <p>14.5 If the Company and its subsidiaries, at the time of public announcement, makes an error or omission in an item required by regulations to be publicly announced and is required to correct it, all items shall be publicly announced and reported on again in their entirety within two days of knowing of such an error or omission, inclusive of the date of the occurrence.</p> <p>14.6 The Company and its subsidiaries shall keep all relevant contracts, meeting minutes, log books, appraisal reports, certified public accountant, attorney, and securities underwriter opinions at the Company when acquiring or disposing of assets, where they shall be retained for 5 years except</p>

Name of Regulation	Procedures for the Acquisition and Disposal of Assets
	<p>where another Act provides otherwise.</p> <p>14.7 If any of the following circumstances occurs with respect to a transaction that the Company and its subsidiaries have already publicly announced and reported in accordance with Article 14.1 to Article 14.6, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days, counting inclusively from the date of occurrence of the event:</p> <p>14.7.1 Change, termination or rescission of original signed contracts.</p> <p>14.7.2 The merger, demerger, acquisition or the transfer of shares are not completed by the scheduled date set forth in the contract.</p> <p>14.7.3 Change to the original publicly announced information.</p> <p>14.8 Announcement Format</p> <p>14.8.1 Please refer to attachment II for the announcement format of the matters and contents to be announced for securities trading by the Company and its subsidiaries in domestic and overseas centralized trading markets or OTC markets.</p> <p>14.8.2 Please refer to attachment III for the announcement format of the matters and contents to be announced for acquiring real property under an arrangement on engaging others to build on the Company's own land, on engaging others to build on its own land, on engaging others to build on rented land, for joint construction and allocation of housing units, for joint construction and allocation of ownership percentages or for joint construction and separate sale.</p> <p>14.8.3 Please refer to attachment IV for the announcement format for the acquisition or disposal of real property, equipment or right-of-use assets .</p> <p>14.8.4 Please refer to attachment V for the announcement format for marketable securities, intangible assets or its right-of-use assets that are not purchased at centralized trading markets or OTC markets, and the disposal of receivables by a financial institution.</p> <p>14.8.5 Please refer to attachment VI for the announcement format for investment in Mainland China.</p> <p>14.8.6 Please refer to attachment VII-1 for the announcement format for derivative trading within 2 days, counting inclusively from the date of occurrence.</p> <p>14.8.7 Please refer to attachment VII-2 for the announcement format for derivative trading by the 10th day of each month.</p> <p>14.8.8 Please refer to attachment VIII for the announcement format for a merger, demerger, acquisition or a transfer of shares.</p>
<p>15. The Company's subsidiaries shall comply with the following provisions:</p>	<p>15.1 The Company's "Procedures for the Acquisition and Disposal of Assets" shall apply for the acquisition or disposal of assets by its subsidiaries. All subsidiaries are not required to formulate procedures for the acquisition and disposal of assets.</p> <p>The Company shall urge all subsidiaries to handle related matters in accordance with these Procedures. If it is necessary for a subsidiary to formulate procedures for the acquisition and disposal of assets due to business needs or legal regulations, it shall establish and implement the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. The procedures shall be approved by the subsidiary's Board of Directors and submitted to the subsidiary's shareholders' meeting for approval. Subsequent amendments thereto shall be effected in the same manner.</p> <p>15.2 Except for Articles 5, 9.3.5, 11, and 12.3, when these Procedures are implemented in the subsidiaries, the Company referred to in each article refers to subsidiaries.</p> <p>15.3 When these Procedures are implemented in the subsidiaries, The responsibilities of the shareholders' meeting, Board of Directors, Audit Committee, Chairperson of the Board, and Independent Directors set out in these Procedures shall be handled by the authority under the local laws and regulations of the subsidiary due to the differences in the local laws and regulations of the subsidiaries.</p>

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	<p>15.4 The Company shall report on behalf of any subsidiaries that is not itself a public company in Taiwan for information required to be publicly announced and reported in accordance with Article 14.1 to Article 14.7 with regard to the acquisition and disposal of assets.</p> <p>15.5 The paid-in capital or total assets of the parent company or its total assets set out in the latest consolidated or individual financial report shall be the standard applicable to a subsidiary in determining whether, relative to 20% of paid-in capital, 10% of total assets, or NT\$10 billion of paid-in capital, it reaches a threshold requiring public announcement and regulatory filing under Article 14.1. In addition, the paid-in capital or total assets of the subsidiary shall be the standard applicable to a subsidiary in determining whether to obtain expert opinions under Articles 7 to 10 and the trading procedures for transactions with related parties under Article 9.</p> <p>15.6 Subsidiaries intended to engage in derivatives transactions are still required to formulate and implement rules for over-the-counter trading of financial derivatives and procedures for copper bush protection in accordance with the parent company's "Procedures for the Acquisition and Disposal of Assets" and "Regulations Governing Over-the-Counter Trading of Financial Derivatives."</p> <p>15.7 After a material asset or derivatives transaction is approved by the subsidiary's Board of Directors, it shall be submitted to the latest Audit Committee and Board of Directors meeting of the parent company.</p>
16. Penalty:	
	<p>The Company and its subsidiaries shall regularly report and assess any violations of the procedure by their employees in accordance with the personnel management regulations and the Employee's Manual, and impose penalties according to the seriousness of the case.</p>
17. Implementation and Amendments:	
	<p>17.1 If an Audit Committee has been established by the Company in accordance with the provisions of the Act, and if the procedures for the acquisition and disposal of assets are adopted or amended, then they shall be approved by one-half or more of all Audit Committee members, submitted to the Board of Directors for a resolution, and then approved at a shareholders' meeting.</p>
	<p>17.2 If approval by more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may still be implemented if approved by more than two-thirds of all Directors, and the resolution of the Audit Committee shall be recorded in the Board of Directors meeting minutes.</p>
	<p>17.3 The terms "all Audit Committee members" in paragraph 1 and "all Directors" in the preceding paragraph refer to the actual number of persons currently holding those positions.</p>
18. Supplementary Provisions:	
	<p>Any matters not set forth in these Procedures shall be handled in accordance with the applicable laws and regulations.</p>

Status of shares held by directors

Date: April 1, 2024

Title	Name	Elected date	Current holdings	
			Shares	%
Director	Hwa-Tse Liang	2021/07/05	931,175	0.57%
Director	Inru, Kuo	2021/07/05	2,496,199	1.53%
Director	Chien-Hua Teng	2021/07/05	1,496,235	0.92%
Director	Yann-Chiu Wang	2021/07/05	173,709	0.11%
Independent Director	Jr-Wen Huang	2021/07/05	0	0.00%
Independent Director	Chia -Jiun Cherng	2021/07/05	0	0.00%
Independent Director	Lin, Chien-Cheng	2022/06/23	0	0.00%
Total numbers of shares held by all directors (excluding independent directors)			5,097,318	3.12%

- I. As of the book closure date for the current general shareholders' meeting, April 1, 2024, the Company had a total paid in capital of NT\$1,634,295,910 with 163,429,591 shares issued.
- II. IT's according to the "Public Issuance Company Directors, Supervisors Shareholding Ratio and Inspection Implementation Rules" calculation that the current directors of the company shall hold a minimum number of shares of 9,805,775 shares.
- III. The number of shares held by all directors plus the number of trust shares reserved to exercise decision-making power is 14,249,906 shares. The statute of limitations has been reached.