

SUN MAX TECH LIMITED

Handbook for the 2022 Annual Meeting of Shareholders

MEETING TIME: 9:00 a.m. on May 31 (Tuesday), 2022

**PLACE: B2 Conference Room, Concord Securities Co., Ltd. (B2,
No. 176, Sec. 1, Keelung Rd., Xinyi Dist., Taipei City 110)**

Notice to readers

This English-version Handbook for the 2022 Annual Meeting of Shareholders is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

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I. Meeting Procedures

SUN MAX TECH LIMITED 2022 Annual General Meeting Procedures

1. Call the meeting to order
2. Chairperson Remarks
3. Company Reports
4. Proposals
5. Discussions
6. Elections
7. Other matters
8. Questions and Motions
9. Adjournment

II. Meeting Agenda

SUN MAX TECH LIMITED

The 2022 Annual Meeting of Shareholders Agenda

Meeting convention method: Physical shareholders meeting

Time: 9:00 a.m. on May 31 (Tuesday), 2022

Location: B2 Conference Room, Concord Securities Co., Ltd.

(B2, No. 176, Sec. 1, Keelung Rd., Xinyi Dist., Taipei City)

- I. Report the number of shares represented by the attending shareholders and call the Meeting to order
- II. Chairperson Remarks
- III. Company Reports:
 1. The 2021 Business Reports.
 2. 2021 Audit Committee' Review Report
 3. The 2021 distribution of remuneration to employees and directors.
 4. Reporting on the distribution of 2021 earnings as cash dividends.
 5. Reporting on the conversion of domestic corporate bonds.
- IV. Proposals:
 1. 2021 Business Report and financial statements.
 2. 2021 earnings distribution.
- V. Discussions:
 1. Amendment to the “Procedure for the derivatives trading”.
 2. Amendment to the “Procedure for the Acquisition and Disposition of Assets”.
 3. Amendments to the “Articles of Incorporation”.
 4. Amendment to the “Rules of Procedure for Shareholder Meetings”.
- VI. Elections:
 1. Motion of Re-electing all directors.
- VII. Other matters:
 1. Motion of cancelling the non-compete restriction on the directors.
- VIII. Questions and Motions
- IX. Adjournment

Company Reports

Proposal 1:

Subject: Presenting the 2021 Business Report

Note: The 2021 Business Report is on page 8~10 (Attachment 1) of the Handbook.

No. 2:

Subject: Presenting the 2021 Audit Committee's Review Report

Note: The 2021 Audit Committee's Review Report is on page 11 (Attachment 2) of the Handbook.

No. 3:

Subject: Presenting the 2021 Distribution Status of Remuneration to Employees and Directors

Note: Pursuant to the Articles, an amount of NT\$5,927,215 is appropriated for 2021 employee compensation, and an amount of NT\$4,741,772 is appropriated for directors' remuneration. Please refer to page 12 of this manual [Attachment 3].

No. 4:

Subject: Reporting on the distribution of 2021 earnings as cash dividends.

Notes:

1. Pursuant to Section 125A of the Articles, the Board of Directors is authorized to distribute all or part of the distributable dividends and bonus in cash.
2. The company will appropriate NT\$128,391,708 from the 2021 distributable earnings for cash dividends, and distribute NT\$4 per share. The schedule of distribution of 2021 earnings is attached to this manual on page 12 as [Attachment 3].
3. The Chairman is authorized to set the record date and other relevant matters. The cash dividends will be paid to the nearest dollar. Any value difference less than one dollar will be recognized by the company as expense or other incomes. In addition, if the number of outstanding shares for the above distribution of earnings is affected by the repurchase or cancellation of shares, offering and issuance for capital increase in cash, conversion of corporate bonds, the Chairman is fully authorized to take appropriate measures.

No. 5:

Subject: Reporting on the conversion of domestic corporate bonds.

Notes: 1. As of the book closure date (April 2, 2022), 141 out of the 2,200 second-round unsecured convertible domestic corporate bonds issued by the company have been converted to 220,242 common shares. As of the book closure date, 2,059 corporate bonds are not converted. The total book value of corporate bonds is NT\$ 205,900,000.

Proposals

Proposal 1: [Proposed by the Board]

Subject: The 2021 business report and financial statements are reported for recognition.

Notes: 1. The company's 2021 consolidated financial statements are audited by Hsieh, Tung-Ju, CPA, and Lin, Wang-Sheng, CPA of Deloitte & Touche, who issued unqualified opinion. The business report is attached to this manual on pages 8 and 10 as [Attachment 1]. The 2021 consolidated financial statements are attached to this manual on pages 13 through 22 as [Attachment 4].

2. The motion has been approved by the 17th meeting of the second session of Audit Committee on March 15, 2022, and by the 18th meeting of the third session of the Board of Directors on March 15, 2022, and hereby reported for recognition pursuant to the law.

Resolutions:

Proposal 2: [Proposed by the Board]

Subject: Distribution of 2021 earnings.

Note: The distribution of 2021 earnings has been approved by the 17th meeting of the second session of Audit Committee on March 15, 2022, and by the 18th meeting of the third session of the Board of Directors on March 15, 2022. The schedule of earning distribution is attached to this manual on page 11 as [Attachment 2] and hereby reported for recognition pursuant to the law.

Resolutions:

Discussions

No.1 [Proposed by the Board]

Subject: Presenting the Company's amended "Procedures for Financial Derivatives Transactions".

- Notes
1. The "Procedures for Derivatives Trading" is amended in accordance with current practice. Please refer to page 23 of [Attachment 5] of the agenda handbooks for the amendments made to the articles before and after.
 2. The motion has been resolved by the 14th meeting of the 2nd term of the Audit Committee on August 20, 2021 and the 15th meeting of the 3rd term of Board of Directors on August 20, 2021, and is presented here for discussion in accordance with laws.

Resolutions:

No. 2: [Proposed by the Board]

Subject: Presenting the Company's amended "Procedures for Acquisition or Disposal of Assets".

- Notes
1. The amendments to Article 4, Article 6~7, and Article 9 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" were made in accordance with the Jin-Guan-Zheng-Fa-Zi No. 1110380465 Order dated January 28, 2022. Please refer to page 24~33 of [Attachment 6] of the agenda handbook for the amendments made to the "Procedures for the Acquisition and Disposition of Assets by Public Companies" before and after.
 2. The motion has been resolved by the 17th meeting of the 2nd term of the Audit Committee on March 15, 2022 and the 18th meeting of the 3rd term of Board of Directors on March 15, 2022, and is presented here for discussion in accordance with laws.

Resolutions:

No. 3: [Proposed by the Board]

Subject: Presenting the Company's amended "Articles of Incorporation".

- Notes
1. Amendments are made in accordance with the "Foreign Shareholders' Equity Protection Checklist" announced by Taiwan Stock Exchange Corporation (TWSE) with the Tai-Chai-Zheng-Sun-II-Tzi No. 1111700674 issued on March 11, 2022. Please refer to Page 34~62 of [Attachment 7] of the agenda handbook for the amendments made before and after.
 2. The proposal was approved by the 18th meeting, 2nd term of the Audit Committee on April 19, 2022 and the 19th meeting, 3rd term of the board meeting on April 19, 2022. The proposal is hereby submitted for discussion and resolution in accordance with the law.

Resolutions:

No. 4: [Proposed by the Board]

Subject: Amendment to “Rules and Procedures of Shareholders Meeting.”

- Notes
1. Amendments are made in accordance with the Tai-Zheng-Zhi-Li-Tzi No. 1110004250 Order issued by the Taiwan Stock Exchange on March 8, 2022. Please refer to Page 63~83 of [Attachment 8] for the amendment made to the “Rules of Procedure for Shareholders’ Meetings,” including the amendment to Articles 2~5, enactment of Article 5-1, amendment to Articles 7~8, Article 10, Article 12, and Article 14~15, enactment of Article 17-1 ~ 17-5, and amendment to Article 19.
 2. The proposal was approved by the 18th meeting, 2nd term of the Audit Committee on April 19, 2022 and the 19th meeting, 3rd term of the board meeting on April 19, 2022. The proposal is hereby submitted for discussion and resolution in accordance with the law.

Resolutions:

Elections

No. 1: [Proposed by the Board]

Subject: Presenting the Motion for Re-electing all Directors.

- Notes:
1. The tenure of the Company’s 3rd term of directors (independent directors) ends on June 12, 2022. We plan to propose to the general shareholders’ meeting to re-elect seven directors (including 4 independent directors) for the 4th term. The tenure of the 4th term of directors lasts for three years, starting from May 31, 2022 to May 30, 2025.
 2. The election of the seven directors (including 4 independent directors) this time has been published for accepting the nomination of shareholders and the Board of Directors from March 25, 2022 to April 4, 2022. The relevant data of the candidate list for the 4th term of directors (independent directors) has been summarized. Please refer to Page 84 [Attachment 9] of the handbook.
 3. Presented here for election.

Election results:

Other matters

Proposal 1: [Proposed by the Board]

Subject: Presenting the Motion for Cancelling the Non-compete Restriction on Newly-elected Directors and their Representatives.

Note: According to Article 108 of the Company's Articles of Incorporation, if the Company's board directors and their representatives, or companies that have invested in or operated the same or similar business scope as the Company and served as the Company's directors or managerial officers, it is advisable to propose to the shareholder meeting to have the non-compete clause against them lifted under the precondition of not jeopardizing the interests of the Company.

The non-compete clause is lifted as follows:

Name of Directors	Propose to the shareholders' meeting to relieve the noncompete obligation for concurrent appointment/position
Director SINOTEAM HOLDINGS INC. Representative: HSU Wen-Faung	LinkCom Manufacturing Co., Ltd.: Independent Director
Independent Director HSIEH, Yu-Tien	KING CORE: Director Taiwan Oasis Technology Co., Ltd.: Independent director
Independent Director Kuan Chih-Liang	Yat Sing Holdings Limited: Independent Director LinkCom Manufacturing Co., Ltd.: Independent Director Donpon Precision Inc.: Independent Director

Resolutions:

Questions and Motions

Adjournment

III. Attachment

Attachment 1. 2021 Business Report

2021 Business Report

All the countries in the world have implemented the “restriction of movement” as the preventive measure against the prevalent COVID-19 pandemic. Therefore, home economy, such as work from home (WFH), virtual conferences, and home entertainment, is booming, and e-sports have become part of the life to all consumers. In addition, Nvidia and AMD have their mid-end and low-end graphics cards launched successively. The mid-end and low-end discrete graphics cards with price advantage apparently outsell the supporting high-end chip graphics cards, which has helped drive the sales of the Company’s graphics card related cooling fan to grow since 2021Q1. 2021 operating income had reached the record high in recent years, mainly due to the efforts in managing the supply chain forcefully and controlling the material shortage effectively. The Company is able to increase the overall production capacity and supply products to customers stably with the support of the production capacity from the new plant in Ji-An, Jiangxi Province. NVIDIA and AMD had launched successively new mid-end and low-end graphics chips in 2021. The sales of the Company’s high-end e-sports and high-performance computing (HPC) graphics cards cooling fans grew significantly due to the growth of esports, Metaverse, and NFT applications

In terms of 5G communication thermal management, the Company and downstream customers are actively developing thermal energy management devices for 5G and automotive cooling fans. The Engineering Verification Test (EVT) is in progress currently, which is expected to add growth momentum to the Company’s operations.

1. 2021 business overview

(1) Financial performance:

1. Consolidated operating revenues and net profit after tax

Unit: NTD thousand

Item	2021	%	2020	%	Increase (decrease) in amount	Variation
Operating revenue	1,839,214	100.00	1,578,165	100.00	261,049	16.54%
Gross profit	569,485	30.96	533,447	33.80	36,068	6.76 %
Profit from operations	333,229	18.12	298,993	18.95	34,236	11.45%
Profit after income tax	218,095	11.86	163,871	10.38	54,224	33.09%

The gross profit margin was 30.96% in 2021, representing a decrease of 2.84% from the 33.80% in the year before; the operating net profit margin was 18.12%, representing a decrease of 0.83% from the 18.95% in the year before; the net income rate was 11.86%, representing an increase of 1.48% from the 10.38% in the year before.

2. Profitability

Item	2021	2020
ROA (%)	9.13	8.27
Return on shareholders’ equity (%)	15.07	13.68
Net profit rate (%)	11.86	10.38
Earnings per share (NT\$)	6.83	5.66

3. Budget implementation: Not applicable (the Company did not prepare a financial forecast for the year of 2021)

(II) Research and development:

1. The number of new patents added to the fan structure category in 2021 was 30. As of end 2021, the number of new utility model patents obtained was 134 in Mainland China and 139 in Taiwan. During the same period, the number of new invention patents obtained was 4 in U.S.A., 5 in Japan and 4 in Europe.
2. Total research expenditure went up by 16.27% to NT\$60,967 thousand (3.31% of revenue) from NT\$52,434 thousand (3.32% of revenue).
3. Continue to enhance the Company's R&D and technology competitive advantages, and plan the patent deployment in-depth. In response to the various R&D plans in progress, in addition to expanding the laboratory scale, purchasing related testing equipment, upgrading professional R&D capabilities, cultivating professional R&D talents, and cooperating closely with manufacturers, the Company applies the in-house professional technology to design innovative products, develop new production craftsmanship and production automation to improve the Company's competitiveness, expand non-computer and intelligent fans, servers, and automobile applications, and develop new products with new applications for the market in order to expand the overall benefits.

2. Summary of 2022 business plan, the Company's future development strategy and impact from external environment

(1) 2022 business strategy:

1. The Company will continue to develop a diversified market for the products, design cooling fans with various applications in response to the demands of different industries, and uphold the advantages of technology and products in order to drive new business opportunities and increase market share along with the development of new-generation technologies, such as, AIOT (Internet of Things and artificial intelligence), big data, cloud computing, automotive electronics, and Metaverse; also, the rapid growth of high-efficient and high-speed computing equipment.
2. Continue to refine technology so to support the customized demand-oriented manufacturing service business model.
3. We will keep improving our products, logistics and quality inspections and phase in manufacturing automation for better efficiency and yield rates to meet customer needs.
4. Take advantage of Taiwan's geographical advantages to serve global customers and continue to provide customers with valuable and price-competitive products in order to build up a long-term trustworthy partnership.
5. Build up a no-nonsense R&D team and cultivate R&D talents, enhance R&D energy, continue patent innovation and application technology betterment, and enhance the Company's core competence and creativity continuously.

(2) The Company's future development strategy:

1. The Company continues to enhance the core competence and creativity through innovative R&D design, enhancing manufacturing automation capabilities, and improving application technology betterment along with the advancement of the science and technology industry and the integrated development trend of consumer electronics.
2. The ability to rapidly design high-end cooling fans that meet customer demand has become a must have competitiveness for cooling fans manufacturers to compete for new business opportunities along with the rise of AIOT and 5G industries.
3. The active development in new energy vehicle plans around the world will help drive automotive electronic cooling applications, including front system applications, front consoles, vehicle interior applications, and rear system applications.

4. Co-work with our customer to develop smart applications on mobile platform for new markets and business opportunities.
5. Continue to improve the factory automation production process, rapidly assemble cooling fans, and simultaneously upgrade the factory automation production line in response to various market demands.

(3) Impacts by the external competitive environment, regulatory environment and overall business environment:

Looking back, 2021 was a year of turmoil but with a silver lining, including the internal-oriented policies of the United States, which resulted in the rise of protectionism, increasing geopolitical risks, and an unexpected decline in economic growth of China had indeed brought uncertainties to the operational effects of enterprises. The overall business environment is changing rapidly due to the tortuous, turbulent, and competitive relation between China and the United States, the power curtailment policy of mainland China, and many other unexpected developments. The Company members taking as a whole have responded preemptively with a division and conquer strategy to solicit more valuable customers, to break through the bottlenecks, and to integrate internal and external supply chains in order to promptly respond to environmental and market changes.

To counter impacts from the on-going ravage of COVID-19 in 2022, we have strengthened the supply-chain management to prevent part shortage. Protective measures were reinforced in our plants in China to maintain the production momentum.

Nvidia and AMD are expected to launch a series of new-generation chips in the second half of this year with a smaller 5nm micro-structure designed to achieve higher performance with lower power consumption that represents tremendous improvement in specifications; therefore, heat dissipation is the key

The semiconductor nano-process was expected to help improve chip performance and thus reduce thermal energy consumption. However, although the chip performance has been greatly improved in the emerging applications, such as, 5G, Metaverse, AIOT, and low-orbit satellites (future 6G technology), but the thermal energy consumption has not. New materials, such as, third-generation semiconductors, have begun being used in fast power charging products, automotive electronics, and electric vehicles. The problem of extreme heat resulted from high-frequency, high-speed, and high-power coupled with high current is worsening, which will help the overall sales of cooling fans continue to grow in 2022.

On behalf of the Company members taking as a whole, I would like to express my most sincere appreciation to all shareholders. Your continuing support and guidance as shareholders of the Company will be highly appreciated. The Company's management team is committed to exercising the advantages in production and sales continuously and to stay competitive strenuously.

Chairman: SINOTEAM HOLDINGS INC Manager: HSU Wen-Faung Head of Accounting: YAO, Cheng-Min
Legal representative: HSU Wen-Faung

Audit Committee' Review Report

The board of directors has prepared the company's business report, financial statements and earnings distribution proposal for 2021. The financial statements have been audited by Hsieh, Tung-Ju and Lin, Wang-Sheng, certified public accountants of Deloitte CPA Firm and the audit report has been issued. The above-mentioned business report, financial statement and earnings distribution proposal have not been found to be consistent by the audit committee. Therefore, the report is as the above in accordance with the relevant provisions of the Securities and Exchange Act and the Company Act. Please check.

To:

Sun Max Tech Limited

Sun Max Tech Limited

Convener of Audit Committee, HSIEH, Yu-Tien

March 12, 2022

Attachment 3. 2021 Statement of Retained Earnings

SUN MAX TECH LIMITED
Statement of earnings distribution
2021

Unit: NTD

Item	No.	Amount	Remarks
Unappropriated earnings - beginning	1	214,228,124	
Current year net income after tax	2	218,753,325	
Disposal of treasury shares and debited to retained earnings	3	(577,832)	
Net profit after tax of the current period, plus items other than current net profit, is included into the undistributed earnings of the current year	4=2+3	218,175,493	
Legal reserve (10%)	5	(21,817,549)	
Appropriate special reserve lawfully.	6	(7,186,434)	Note 1
Distributable earnings of current period	7=1+4+5+6	403,399,634	
Distribution:			
Shareholder bonus – NT\$4 per share	8	(128,391,708)	Note 2
Unappropriated earnings - ending	9=7+8	275,007,926	
Additional notes			
Distribution of cash dividends to employee		5,927,215	
Distribution of directors' remuneration		4,741,772	

Note:

1. The special reserve was recognized in accordance with Provision 1, Article 41 of the Securities Exchange Act.
2. When the Company repurchases or cancels shares, handles cash capital increase and corporate bond conversion with offering, issuance, etc. that affects the outstanding shares and the shareholder dividend rate, the chairman should be authorized for discretionary process

Chairman:

Manager:

Chief accountant:

Attachment 4. 2021 Consolidated financial statements and Auditor's Report

Independent Auditors' Report

To: SUN MAX TECH LIMITED:

Opinion

We have audited the accompanying consolidated financial statements of SUN MAX TECH LIMITED and its subsidiaries (hereinafter, "SUN MAX Group") which comprise the balance sheets as of December 31, 2021 and 2020 and the related consolidated statements comprehensive of income, changes in shareholders' equity and cash flows for the years then ended and the notes to consolidated financial statement (including a summary of significant accounting policies).

In our opinion, the accompany consolidated financial statements present fairly, in all material respects, the financial position of SUN MAX Group and its subsidiaries as of December 31, 2021 and 2020, 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 Issuer," and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretation (IFRIC) and SIC Interpretations*.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the responsibilities of auditors' responsibilities for the audit of the consolidated financial statements section of our report. The personnel of the CPA Firm subject to the independence requirement have acted independently from the business operations of SUN MAX Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and with other responsibilities of the Norm of Professional Ethics for Certified Public Accountant of the Republic of China performed. We believed that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

The "Key Audit Matters" means that the independent auditor has used their professional judgment to audit the most important matters on the 2021 consolidated financial statements of SUN MAX Group. These matters were addressed in the content of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on those matters.

The Key Audit Matters to be performed on the 2021 consolidated financial statements of SUN MAX TECH LIMITED follows:

Recognition of revenue

The operating revenue of the Power Group is mainly from the sales of cooling fans and concentrated in the top ten customers, of which the operating revenue of the top two customers' accounts for about 43% of the total operating revenue in 2021. In the opinion of the accountant, the company's industry is highly competitive and the management may be under pressure to achieve the expected goals. Therefore, it is judged that the top two customers and the top ten new customers may have higher income recognition risks. Therefore, the existence of the revenue recognition of the top two customers and the top ten new customers in the current year is recognized as a Key Audit Matters. Please refer to Note 4(11) for revenue recognition policy.

The audit procedure for potential misstatement risk of revenue recognition is as below:

1. Understand and test the effectiveness of internal control related to sales revenue recognition.
2. Examine whether or not there are any changes among the top ten customers; if there is a new party, not only review its basic information and credit evaluation form, but also test the transaction details to see if there are any anomalies.
3. For the top two customers and the top ten new customers, we randomly check the relevant transaction certificates, including the purchase orders, shipping orders, invoices and collection information, to confirm the authenticity of the sales.

Evaluation on inventory

The inventory of Group as of December 31, 2021 is NT\$431,623 thousand measured at the lower of cost or net value method. Because the rapid changes in product technology the risks of inventory become inactive or obsoleted increase. Thus, the inventory value might be lower than its' book value and the potential misstatement risk might exist in the consolidated financial statements. Accounting policy, significant accounting judgement, estimate and related information disclosure, please refer to Note 4(6) & 11 of the consolidated financial statements.

The audit procedure for potential misstatement risk of inventory valuation is as below,

1. Understand the internal control process related to the appropriation of inventory loss in valuation.
2. Select sample from inventory ending balance details, inspect the rationality and consistency of data used for loss allowance on inventory valuation calculation, recalculate the loss allowance on inventory amount and ascertain the inventory is valued at the lower of cost or net value method.
3. Perform sample inspection and verification on stock according to inventory excess and obsolete and aging data obtained to test the relevant statements and data; also, review the accuracy of the inventory excess and obsolete loss.

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

The responsibility of management is to prepare fairly presented consolidated financial statements in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reports Standards, International Accounting Standards interpretations, and announcements of interpretations recognized and published by the Financial Supervisory Commission and maintain necessary internal control related to the preparation of consolidation of financial statements in order to ensure the material misstatement caused by fraud or error does not exist in the consolidated financial statements.

In preparing the consolidated financial statements, the management is responsible for assessing the ability of Taichung Bank as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate SUN MAX Group or to create operations, or has no realistic alternative but to do so.

Those in charge of governance (including the Auditing Committee) are responsible for overseeing the reporting process of SUN MAX Group.

Auditors' Responsibilities for 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 Independent Auditors' Report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the accounting principles generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error. If fraud or errors are considered material, 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 accounting principles generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following works:

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 evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control effective in SUN MAX Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

4. Conclude the appropriateness of the use of the going concern basis of accounting by the management, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on SUN MAX Group and its ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Independent Auditors' Report to the related disclosures in the consolidated financial statements or, if such disclosure are inappropriate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the Independent Auditors' Report. However, future events or conditions may cause SUN MAX Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure, and content of the consolidated statements, including related notes, whether the consolidated statements represent the underlying transactions and events in a matter that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence on the financial information of business entities within the Group in order to express an opinion on the consolidated financial statements. The independent auditor is responsible for guiding, supervising, and implementing the audit of the Group; also, is responsible for forming an opinion on the audit of the Group.

We communicate with those in charge of 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 in charge of 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 in charge of governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of SUN MAX Group of 2021 and are therefore the Key Audit Matters. We describe these matters in our Independent 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 communications.

Deloitte & Touche
CPA, Tung-Ju Hsieh

CPA Wang-Sheng Lin

Financial Supervisory Commission approval no.
Jin-Guan-Cheng-Shen-Zi No.: 1090347472

Financial Supervisory Commission approval no.
Jin-Guan-Cheng-Shen-Zi No.: 1060023872

March 15, 2022

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and subsidiaries
Consolidated Balance Sheets
December 31, 2021 and 2020

Unit: NTD thousand

Code	Assets	December 31, 2021		December 31, 2020	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 366,114	15	\$ 509,845	21
1136	Financial assets based on cost after amortization- current (Note 4, 9 and 29)	581	-	-	-
1170	Net notes receivable and accounts receivable (Note 4 and 10)	662,068	26	632,190	27
1200	(Increase) / decrease in Other receivables	64,578	3	2,714	-
1220	Current income tax asset (Note 4 and 23)	12,482	-	12,585	1
130X	Inventories (Note 4, 5 and 11)	431,623	17	308,580	13
1479	Other current assets (Note 12)	<u>119,844</u>	<u>5</u>	<u>94,969</u>	<u>4</u>
11XX	Total current assets	<u>1,657,290</u>	<u>66</u>	<u>1,560,883</u>	<u>66</u>
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income non-current (Note 4 and 8)	2,086	-	2,860	-
1600	Property, plant and equipment (Note 4, 14 and 29)	762,840	30	735,810	31
1755	Right-of-use assets (Note 4 and 15)	48,194	2	49,718	2
1780	Intangible asset (Note 4 and 16)	6,445	-	5,898	-
1900	Other non-current assets (Note 12)	<u>39,865</u>	<u>2</u>	<u>26,456</u>	<u>1</u>
15XX	Total non-current assets	<u>859,430</u>	<u>34</u>	<u>820,742</u>	<u>34</u>
1XXX	Total assets	<u>\$ 2,516,720</u>	<u>100</u>	<u>\$ 2,381,625</u>	<u>100</u>
	Liabilities and equity				
	Current liabilities				
2100	Short-term borrowings (Note 17)	\$ 17,182	1	\$ -	-
2120	Financial liabilities at fair value through profit and loss (Note 4 and 7)	288	-	352	-
2170	Notes and account payables	257,628	10	256,879	11
2200	Other payable- Current (Note 18)	297,864	12	286,099	12
2230	Current income tax liabilities (Note 4 and 23)	36,379	1	19,333	1
2280	Leasehold liability- current (Note 4 and 15)	14,058	1	11,048	-
2320	Current portion of bonds payable (Note 19)	199,038	8	195	-
2399	Other current liabilities	<u>7,263</u>	<u>-</u>	<u>8,379</u>	<u>-</u>
21XX	Total current liability	<u>829,700</u>	<u>33</u>	<u>582,285</u>	<u>24</u>
	Non-current liabilities				
2530	Corporate bonds payable (Note 19)	-	-	196,456	8
2570	Deferred income tax liabilities (Note 4 and 23)	108,977	4	92,368	4
2580	Leasehold liability- non-current (Note 4 and 15)	18,032	1	22,682	1
2612	Other payable- non-current (Note 18)	-	-	75,756	3
2630	Deferred income- non-current (Note 26)	37,478	2	39,261	2
2670	Other non-current liabilities	<u>39</u>	<u>-</u>	<u>7</u>	<u>-</u>
25XX	Total non-current liability	<u>164,526</u>	<u>7</u>	<u>426,530</u>	<u>18</u>
2XXX	Total liabilities	<u>994,226</u>	<u>40</u>	<u>1,008,815</u>	<u>42</u>
	Equity Attributable to Owners of the company (Note 4 and 21)				
3100	Common stock capital	<u>320,979</u>	<u>13</u>	<u>320,695</u>	<u>14</u>
3200	Capital surplus	<u>712,765</u>	<u>28</u>	<u>711,425</u>	<u>30</u>
	Retained earnings				
3310	Legal reserve	54,191	2	37,804	2
3320	Special reserve	51,627	2	71,259	3
3350	Unappropriated earnings	<u>432,402</u>	<u>17</u>	<u>298,540</u>	<u>12</u>
3300	Total retained earnings	<u>538,220</u>	<u>21</u>	<u>407,603</u>	<u>17</u>
	Other equity				
3410	Exchange differences on Translating the financial statements of foreign operations	(60,198)	(2)	(53,786)	(2)
3420	Unrealized gain or loss on financial assets at fair value through other comprehensive profit or loss	<u>1,386</u>	<u>-</u>	<u>2,160</u>	<u>-</u>
3400	Total other equity	(<u>58,812</u>)	(<u>2</u>)	(<u>51,626</u>)	(<u>2</u>)
3500	Treasury shares (Note 25)	-	-	(<u>15,287</u>)	(<u>1</u>)
31XX	Total equity of the company	<u>1,513,152</u>	<u>60</u>	<u>1,372,810</u>	<u>58</u>
36XX	Non-controlling interest	<u>9,342</u>	<u>-</u>	<u>-</u>	<u>-</u>
3XXX	Total equity	<u>1,522,494</u>	<u>60</u>	<u>1,372,810</u>	<u>58</u>
	Total Liabilities and Equity	<u>\$ 2,516,720</u>	<u>100</u>	<u>\$ 2,381,625</u>	<u>100</u>

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

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Head of Accounting: YAO, Cheng-Min

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and subsidiaries
Consolidated Statement of Comprehensive Income
For The Years Ended December 31, 2021 and 2020

Code		Unit: NTD thousands, except Earnings Per Share (NTD)			
		2021		2020	
		Amount	%	Amount	%
4000	Operating income (Note 4)	\$ 1,839,214	100	\$ 1,578,165	100
5000	Operating cost (Note 11 and 22)	(1,269,729)	(69)	(1,044,718)	(66)
5900	Gross profit	569,485	31	533,447	34
	Operating expenses (Note 22, 25 and 28)				
6100	Selling and Marketing expense	(31,712)	(2)	(30,414)	(2)
6200	General and administrative expenses	(143,577)	(8)	(151,606)	(10)
6300	Research and development expenses	(60,967)	(3)	(52,434)	(3)
6000	Total operating expenses	(236,256)	(13)	(234,454)	(15)
6900	Profit from operations	333,229	18	298,993	19
	Non-operating revenues and expenses				
7100	Interest revenue (Note 22)	1,131	-	2,777	-
7010	Other income (Note 22 and 26)	15,820	1	17,342	1
7020	Other gains and losses (Note 22)	(18,263)	(1)	(48,156)	(3)
7050	Financial cost (Note 22)	(5,939)	-	(8,985)	-
7000	Total non-operating income and expenses	(7,251)	-	(37,022)	(2)
7900	Profit before income tax	325,978	18	261,971	17
7950	Income tax expense (Note 4 and 23)	107,883	6	98,100	6
8200	Net profit for the year	218,095	12	163,871	11

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Code		2021		2020	
		Amount	%	Amount	%
	Other comprehensive income (Note 4 and 21)				
8310	Titles not reclassified as profit and loss accounts:				
8316	Unrealized valuation gains and losses on Investment in equity instruments at fair value through other comprehensive income	(\$ 774)	-	\$ 572	-
8360	Accounts to be reclassified to profit or loss subsequently:				
8361	Exchange differences on Translating the financial statements of foreign operations	(6,412)	(1)	19,035	1
8300	Total other comprehensive income or loss	(7,186)	(1)	19,607	1
8500	Total Comprehensive Income for the year	<u>\$ 210,909</u>	<u>11</u>	<u>\$ 183,478</u>	<u>12</u>
	Net profit attributable to:				
8610	Owners of parent	\$ 218,753	12	\$ 163,871	11
8620	Non-controlling interest	(658)	-	-	-
8600		<u>\$ 218,095</u>	<u>12</u>	<u>\$ 163,871</u>	<u>11</u>
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 211,567	11	\$ 183,478	12
8720	Non-controlling interest	(658)	-	-	-
8700		<u>\$ 210,909</u>	<u>11</u>	<u>\$ 183,478</u>	<u>12</u>
	Earnings per share (Note 24)				
9710	Basic	<u>\$ 6.83</u>		<u>\$ 5.66</u>	
9810	Diluted	<u>\$ 6.27</u>		<u>\$ 5.36</u>	

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

Chairman: HSU Wen-Faung Manager: HSU Wen-Faung Head of Accounting: YAO, Cheng-Min

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and subsidiaries
Consolidated Statements of Changes in Equity
For The Years Ended December 31, 2021 and 2020

Unit: NTD thousand

Code		Equity of the company					Other equity		Treasury shares	Total	Non-controlling interest	Total equity
		Share Capital	Capital surplus	Retained earnings			Exchange differences on Translating the financial statements of foreign operations	Unrealized gain on financial assets at fair value through other comprehensive profit or loss				
				Legal reserve	Special reserve	Unappropriated earnings						
A1	Balance at January 1, 2020	\$ 275,270	\$ 549,048	\$ 30,746	\$ 37,904	\$ 216,028	(\$ 72,846)	\$ 1,588	(\$ 15,287)	\$ 1,022,451	\$ -	\$ 1,022,451
	Appropriation of 2019 earnings											
B1	Legal reserve	-	-	7,058	-	(7,058)	-	-	-	-	-	-
B3	Special reserve	-	-	-	33,355	(33,355)	-	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(40,946)	-	-	-	(40,946)	-	(40,946)
E1	Proceeds from issuance of ordinary shares	20,000	72,710	-	-	-	-	-	-	92,710	-	92,710
N1	Issuance of ordinary shares under employee share options	-	2,680	-	-	-	-	-	-	2,680	-	2,680
C5	Issuance of convertible corporate bonds recognized in the equity component – share options	-	9,210	-	-	-	-	-	-	9,210	-	9,210
I1	Conversion of convertible bonds	25,425	77,777	-	-	-	-	-	-	103,202	-	103,202
D1	Net profit for the year ended December 31, 2020	-	-	-	-	163,871	-	-	-	163,871	-	163,871
D3	Other comprehensive income in 2020	-	-	-	-	-	19,035	572	-	19,607	-	19,607
D5	Total Comprehensive profit or loss in 2020	-	-	-	-	163,871	19,035	572	-	183,478	-	183,478
M3	Deconsolidation of subsidiary	-	-	-	-	-	25	-	-	25	-	25
Z1	Balance at December 31, 2020	320,695	711,425	37,804	71,259	298,540	(53,786)	2,160	(15,287)	1,372,810	-	1,372,810
	Appropriation of 2020 earnings											
B1	Legal reserve	-	-	16,387	-	(16,387)	-	-	-	-	-	-
B3	Special reserve	-	-	-	(19,632)	19,632	-	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(87,558)	-	-	-	(87,558)	-	(87,558)
I1	Conversion of convertible bonds	284	1,340	-	-	-	-	-	-	1,624	-	1,624
N1	Cost of transferring Treasury stock to employees	-	3,448	-	-	-	-	-	-	3,448	-	3,448
L3	Disposal of Treasury stocks	-	(3,448)	-	-	(578)	-	-	15,287	11,261	-	11,261
O1	Change in non-controlling interest	-	-	-	-	-	-	-	-	-	10,000	10,000
D1	Net profit for the year ended December 31, 2021	-	-	-	-	218,753	-	-	-	218,753	(658)	218,095
D3	Other comprehensive income in 2021	-	-	-	-	-	(6,412)	(774)	-	(7,186)	-	(7,186)
D5	Total Comprehensive profit or loss in 2021	-	-	-	-	218,753	(6,412)	(774)	-	211,567	(658)	210,909
Z1	Balance at December 31, 2021	\$ 320,979	\$ 712,765	\$ 54,191	\$ 51,627	\$ 432,402	(\$ 60,198)	\$ 1,386	\$ -	\$ 1,513,152	\$ 9,342	\$ 1,522,494

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

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Head of Accounting: YAO, Cheng-Min

SUN MAX TECH LIMITED

SUN MAX TECH LIMITED and subsidiaries

Consolidated Statements of Cash Flows

For The Years Ended December 31, 2021 and 2020

Unit: NTD thousand

Code		2021	2020
	Cash flow from operating activities		
A10000	Income before income tax	\$ 325,978	\$ 261,971
A20010	Profits and loss		
A20100	Depreciation expenses	64,282	62,856
A20200	Amortization expenses	2,496	3,002
A20300	Expected credit impairment loss (reversal gain)	(2,540)	4,517
A20400	Net gain (loss) on financial assets and liabilities at fair value through profit and loss	(66)	(318)
A20900	Financial cost	5,939	8,985
A21200	Interest revenue	(1,131)	(2,777)
A21300	Dividend income	(236)	(215)
A21900	Compensation cost of employee share option	3,448	2,680
A22500	Loss on disposal and scrapping of property, plant and equipment	21	6,105
A23700	Write-downs of inventories and loss of idle inventory	22,421	7,724
A29900	Provision (reversal) for liabilities	268	(98)
A29900	Government grant	(13,762)	(14,352)
A29900	Lease modification gain	-	(8,861)
A30000	Net change in operating assets and liabilities		
A31130	Notes receivable	(656)	270
A31150	Accounts receivable	(26,669)	(147,684)
A31180	(Increase) / decrease in Other receivables	1,231	(1,570)
A31200	Inventories	(145,464)	(158,896)
A31240	(Increase) / decrease in Other current assets	(88,184)	(77,549)
A32150	Notes and account payables	749	89,999
A32180	Other payables	(64,021)	57,941
A32230	Other current liabilities	(1,352)	2,129
A33000	Cash generated for operations	82,752	95,859
A33100	Interest received	1,257	3,140
A33200	Dividends received	236	215
A33300	Interest paid	(1,896)	(833)
A33500	Income tax paid	(80,899)	(79,968)
AAAA	Net cash inflow generated from operating activities	1,450	18,413

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Code		2021	2020
	Cash payments for investing activities		
B00040	Acquisition of financial assets measured at amortized cost	(\$ 581)	\$ -
B02700	Purchase of property, plant, and equipment	(68,614)	(191,384)
B02800	Proceeds from disposition of real property, plants, and equipment	-	884
B03800	Decrease (increase) in refundable deposits	(1,139)	686
B04500	Purchase of intangible assets	(2,976)	(1,640)
B07100	Increase in installment on equipment	(18,720)	(639)
B09900	Receipt of government grants	<u>11,550</u>	<u>52,638</u>
BBBB	Net cash used in from investing activities	<u>(80,480)</u>	<u>(139,455)</u>
	Cash flow from financing activities		
C00100	Increase in short-term borrowings	17,182	-
C01200	Issuance of convertible corporate bonds	-	216,773
C01700	Repayments of proceeds from long-term loans	-	(75,650)
C04020	Payment of principal element of lease liabilities	(12,671)	(24,783)
C04500	Cash dividend paid	(87,558)	(40,946)
C04600	Proceeds from issuance of ordinary shares	-	92,710
C05000	Proceeds from the disposal of Treasury stock	11,261	-
C05800	Change in non-controlling interest	<u>10,000</u>	<u>-</u>
CCCC	Net cash inflow (outflow) from financing activities	<u>(61,786)</u>	<u>168,104</u>
DDDD	Effects of exchange rate changes on the balance of Cash held in foreign currencies	<u>(2,915)</u>	<u>9,587</u>
EEEE	Net increase (decrease) in cash and cash equivalents	(143,731)	56,649
E00100	Cash and cash equivalents at the beginning of the year	<u>509,845</u>	<u>453,196</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 366,114</u>	<u>\$ 509,845</u>

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

Chairman: HSU Wen-Faung Manager: HSU Wen-Faung Head of Accounting: YAO, Cheng-Min

Attachment 5. Corresponding Table of the Amended Articles of Procedures for Financial Derivatives Transactions

SUN MAX TECH LIMITED

Corresponding Table of the Amended Articles of Procedures for Financial Derivatives Transactions

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 10 Enforcement and Amendment</p> <p>1. The Procedures shall be approved by the board of directors and resolved in the shareholder meeting before implementation, same for the amendments</p> <p>2. The Procedures were formulated on June 5, 2015.</p> <p>3. The first amendment was made on June 12, 2019.</p> <p>4. <u>The second amendment was made on May 31, 2022.</u></p>	<p>Article 10 Enforcement and Amendment</p> <p>1. These Procedures and any amendment thereof shall be resolved by the Board of Directors, ratified by the Shareholders' Meeting, and submitted to the Securities and Futures Bureau.</p> <p>2. The Procedures were formulated on June 5, 2015.</p> <p>3. The first amendment was made on June 12, 2019.</p>	<p>The relevant text of the "Procedures" is amended since it is not required to be reported to the Securities and Futures Bureau for future reference.</p>

Attachment 6. The comparison table of amendments to the Regulations Governing the Acquisition and Disposal of Assets

SUN MAX TECH LIMITED

The comparison table of amendments to the Regulations Governing the Acquisition and Disposal of Assets

Clauses after the amendment	Existing clauses	Remark
<p>Article 4 Decision-making procedures for transaction conditions</p> <p>1. Reference for price setting:</p> <p>(1) When obtaining or disposing of security investments, except for the transactions conducted on the exchange market or the offices of security firms or open-end fund securities or the shares originally recognized (including recognized with establishment or with capital increase by cash), the Company shall ask the security analysts to provide opinions on the reasonableness of the transaction amount before the trading date and to illustrate the reference of the judgement and their qualification with details.</p> <p>1. The obtaining or disposing of securities that have been traded on the exchange market or the offices of security firms shall be decided based on the current market price.</p> <p>2. The so-called security analysts are those who conduct research in security with good performance, have appropriate certificates or have served as supervisors with the same business characteristics for over five years. The analysts shall not be the related parties or have substantive relationship with the counterparty of the</p>	<p>Article 4 Decision-making procedures for transaction conditions</p> <p>1. Reference for price setting:</p> <p>(1) When obtaining or disposing of security investments, except for the transactions conducted on the exchange market or the offices of security firms or open-end fund securities or the shares originally recognized (including recognized with establishment or with capital increase by cash), the Company shall ask the security analysts to provide opinions on the reasonableness of the transaction amount before the trading date and to illustrate the reference of the judgement and their qualification with details.</p> <p>1. The obtaining or disposing of securities that have been traded on the exchange market or the offices of security firms shall be decided based on the current market price.</p> <p>2. The so-called security analysts are those who conduct research in security with good performance, have appropriate certificates or have served as supervisors with the same business characteristics for over five years. The analysts shall not be the related parties or have substantive relationship with</p>	<p>1. Since the requirement for external experts to have opinions issued in compliance with the self-regulatory rules of their respective associations is included in Paragraph 2 as an amendment made to this article, which also includes the procedures for certified public accountants to issue opinions, the requirement stated in Paragraph 1, Subparagraph 1, Item 3, Paragraph 1, Subparagraph 2, Item 1, and Paragraph 1, Subparagraph 3, Item 1 for certified public accountants to comply with Article 20 of the Statement of Auditing Standard (SAS No. 20) announced by Accounting Research and Development Foundation is hereby deleted accordingly.</p> <p>2. Professional appraisers and their officers shall have valuation reports or opinions issued in accordance with the self-regulatory rules of their respective associations.</p> <p>3. The text of the data sources, parameters and information used by external experts is</p>

Clauses after the amendment	Existing clauses	Remark
<p>transaction as defined in Statement of Auditing Standards No. 6.</p> <p>3. When the acquisition and disposal of assets reaches 20% or more of paid-in capital or NT\$300 million or more, the Company shall engage a certified public accountant to render an opinion on the reasonableness of the transaction price. But if the securities have open quotes from active markets or are regulated otherwise by the Financial Supervisory Commission, they are not limited here.</p> <p>(2) In the acquisition or disposal of properties, equipment or right-of-use assets, except in the cases of transactions with domestic government institutions, (self-owned or leased) land for commissioned construction, or acquisition or disposal of equipment or right-of-use assets for business use, if the transaction amount reaches 20% of the Company's paid-in capital or exceeds NT\$ 300 million, the Company shall obtain an appraisal report issued by professional appraisers before the date of such transaction, and carry out such transaction in accordance with the following provisions:</p> <p>1. When the difference between the appraisal result of the professional appraiser and the transaction amount is more than 20%, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the</p>	<p>the counterparty of the transaction as defined in Statement of Auditing Standards No. 6.</p> <p>3. If the transaction amount of the obtaining or disposing of securities reaches 20% of the Company's paid-in capital or over NT\$ 300,000,000, the Company shall ask a CPA to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to refer to the reports provided by experts, he or she shall do it in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF). But if the securities have open quotes from active markets or are regulated otherwise by the Financial Supervisory Commission, they are not limited here.</p> <p>(2) In the acquisition or disposal of properties, equipment or right-of-use assets, except in the cases of transactions with domestic government institutions, (self-owned or leased) land for commissioned construction, or acquisition or disposal of equipment or right-of-use assets for business use, if the transaction amount reaches 20% of the Company's paid-in capital or exceeds NT\$ 300 million, the Company shall obtain an appraisal report issued by professional appraisers before the date of such transaction, and carry out such transaction in accordance with the following provisions:</p> <p>1. If the discrepancy between the</p>	<p>modified as appropriate.</p>

Clauses after the amendment	Existing clauses	Remark
<p>appropriateness of the transaction price.</p> <p>2. If the transaction amount exceeds NT\$1 billion, appraisals from two or more professional appraisers shall be obtained. If the discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p> <p>3. The time period between the date of the appraisal report issued by a professional appraiser and the contract execution date shall not exceed 3 months. However, if the publicly announced current value for the same period is applied and no more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>4. If, due to justifiable reasons, the appraisal report or the CPA's opinion report in the above Paragraph 1 and 2 cannot be obtained in a timely manner, they shall be obtained within two weeks after the date of occurrence, and the original transaction amount and appraisal result shall be corrected and published. If there are matters in the above Paragraph 1 and 2, they shall also be reported after the reasons of discrepancy and the</p>	<p>appraisal results of professional appraisers and the transaction amount is more than 20%, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p> <p>2. If the transaction amount exceeds NT\$1 billion, appraisals from two or more professional appraisers shall be obtained. If the discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p> <p>3. The time period between the date of the appraisal report issued by a professional appraiser and the contract execution date shall not exceed 3 months. However, if the publicly announced current value for the same period is applied and no more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>4. If, due to justifiable reasons, the appraisal report or the CPA's opinion report in the above Paragraph 1 and 2</p>	

Clauses after the amendment	Existing clauses	Remark
<p>CPA’s opinions are published.</p> <p>5. If the valuation institutions provide the “Appraisal Report on Market Value” and “Appraisal Report” to replace the valuation report, the content shall satisfy the requirements of the items that shall be listed in the above valuation report.</p> <p>6. If, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the conditions of the transaction.</p> <p>The so-called professional appraiser refers to a property appraiser or other person duly authorized by law to engage in the value appraisal of property or equipment who shall satisfy the following requirements:</p> <p>1. May 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, 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 completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p>	<p>cannot be obtained in a timely manner, they shall be obtained within two weeks after the date of occurrence, and the original transaction amount and appraisal result shall be corrected and published. If there are matters in the above Paragraph 1 and 2, they shall also be reported after the reasons of discrepancy and the CPA’s opinions are published.</p> <p>5. If the valuation institutions provide the “Appraisal Report on Market Value” and “Appraisal Report” to replace the valuation report, the content shall satisfy the requirements of the items that shall be listed in the above valuation report.</p> <p>6. If, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the conditions of the transaction.</p> <p>The so-called professional appraiser refers to a property appraiser or other person duly authorized by law to engage in the value appraisal of property or equipment who shall satisfy the following requirements:</p> <p>1. May 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, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for</p>	

Clauses after the amendment	Existing clauses	Remark
<p>2. May not be a related party or de facto related party of any party to the transaction.</p> <p>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>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the <u>self-discipline regulations released by associations to which they belong and</u> following:</p> <p>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3. They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and</u> reasonable,</p>	<p>fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>2. May not be a related party or de facto related party of any party to the transaction.</p> <p>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>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>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, as the basis for issuance of the appraisal report</p>	

Clauses after the amendment	Existing clauses	Remark
<p>and that they have complied with applicable laws and regulations.</p> <p>(3) Where acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the 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</p> <p>Omitted hereinafter</p>	<p>or the opinion.</p> <p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and 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>(3) Where a company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the 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>Omitted hereinafter</p>	
<p>Article 6 Procedures for publishing and reporting</p> <p>Omitted</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>1. Trading of government bonds or foreign government bonds</p>	<p>Article 6 Procedures for publishing and reporting</p> <p>Omitted</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>1. Trading of domestic government bonds.</p>	<p>(a) Since the incumbent public companies are exempted from announcing and reporting the trade of domestic government bonds, Paragraph 1, Subparagraph 7, Item 1 of this article is hereby amended accordingly so to ease the requirement of announcing and reporting the trade of foreign government bonds issued that is with a sovereign rating</p>

Clauses after the amendment	Existing clauses	Remark
<p><u>that are with a sovereign rating not lower than the sovereign rating of the ROC.</u></p> <p>2. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of <u>foreign corporate bonds</u>, ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscription or redemption of exchange traded notes</u>, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>Omitted hereinafter</p>	<p>2. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>Omitted hereinafter</p>	<p>not lower than the sovereign rating of the ROC.</p> <p>(b) Considering the simplicity of foreign government bonds with better credit than foreign ordinary corporate bonds in general; in addition, exchange traded notes and exchange stock funds being similar in nature, Paragraph 1, Subparagraph 7, Item 2 is hereby amended accordingly.</p>
<p>Article 7 Transaction between related parties</p> <p>When the Company acquires or disposes of properties or right-of-use assets from the related party or acquires, or disposes of other assets except for properties or right-of-use assets from the related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets or more than NT\$ 300 million, except in the cases of government bonds, bonds with repurchase or reverse sell agreements, or money market funds issued by domestic securities investment trust enterprises, the Company shall submit the following data to the Audit Committee</p>	<p>Article 7 Transaction between related parties</p> <p>When the Company acquires or disposes of properties or right-of-use assets from the related party or acquires, or disposes of other assets except for properties or right-of-use assets from the related party and the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets or more than NT\$ 300 million, except in the cases of government bonds, bonds with repurchase or reverse sell agreements, or money market funds issued by domestic securities investment trust enterprises, the Company shall submit the following data to the Audit Committee for agreement, and shall not sign the</p>	<p>(a) For the purpose of enhancing the management of related party transactions and protecting the rights of minority shareholders of public companies in expressing their opinions on the related party transactions, by referring to the requirements of having significant related party transactions proposed to the shareholder meeting for approval in advance in the international capital markets, such as, Singapore and Hong Kong; in addition, for preventing the public companies from</p>

Clauses after the amendment	Existing clauses	Remark
<p>for agreement, and shall not sign the transaction contract and pay until it has been passed by the Board of Directors.</p> <ol style="list-style-type: none"> 1. The purpose, necessity and expected benefits of acquiring or disposing of assets. 2. Reasons for choosing the related party as the transaction counterparty. 3. Related data of evaluating the reasonableness of the expected transaction conditions in accordance with Article 16 and Article 17 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies when acquiring properties or right-of-use assets from related parties. 4. The matters of the related party's original acquisition date and price, counterparty, and the relationship with the Company and the related party 5. The monthly cash income and expense forecast within the year from the month of the contract signed; also, assess the necessity of the trade and the reasonableness of the use of funds. 6. When the Company acquires or disposes of assets from the related party, for the transactions with amount exceeding 10% of the Company's total assets, the Company shall also obtain an appraisal report issued by professional appraisers or the opinions of CPAs. 7. Restrictive covenants and other important stipulations associated with the transaction. <p><u>When the Company or the Company's subsidiary that is not itself a public company in</u></p>	<p>transaction contract and pay until it has been passed by the Board of Directors.</p> <ol style="list-style-type: none"> 1. The purpose, necessity and expected benefits of acquiring or disposing of assets. 2. Reasons for choosing the related party as the transaction counterparty. 3. Related data of evaluating the reasonableness of the expected transaction conditions in accordance with Article 16 and Article 17 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies when acquiring properties or right-of-use assets from related parties. 4. The matters of the related party's original acquisition date and price, counterparty, and the relationship with the Company and the related party 5. The monthly cash income and expense forecast within the year from the month of the contract signed; also, assess the necessity of the trade and the reasonableness of the use of funds. 6. When the Company acquires or disposes of assets from the related party, for the transactions with amount exceeding 10% of the Company's total assets, the Company shall also obtain an appraisal report issued by professional appraisers or the opinions of CPAs. 7. Restrictive covenants and other important stipulations associated with the transaction. <p>The calculation of the transaction amount in the previous provision is conducted in accordance with Provision 1 of Article 6, and the so-called "within one year" is</p>	<p>conducting significant related party transactions through the subsidiary that is not itself a public company in Taiwan so to avoid having the relevant data submitted to the shareholder meeting for approval, it is hereby stipulated explicitly that when a public company or its subsidiary that is not itself a public company in Taiwan acquires or disposes assets as listed in Paragraph 1 for an amount equivalent to 10% or more of the public company's assets, the public company shall have the relevant information submitted to the shareholder meeting for approval in advance. The information that must be submitted to the shareholder meeting for approval by the subsidiary that is not itself a public company in Taiwan is to be submitted by the direct parent company.</p> <p>(b) Considering the overall business planning needs of the public company and its parent company and subsidiaries, or between the subsidiaries, and referring to the exemption rules of the aforementioned major international capital markets, the exemption of submitting</p>

Clauses after the amendment	Existing clauses	Remark
<p><u>Taiwan has conducted any transaction as specified in the preceding paragraph for an amount exceeding 10% of the Company's total assets, the Company shall have the information as stated in the preceding paragraph submitted to the shareholder meeting for approval before having the transaction contract signed and payment made. However, the transactions conducted between the Company and its parent company and subsidiaries, or between the subsidiaries are not subject to this requirement.</u></p> <p>The calculation of the transaction amount in the previous provision is conducted in accordance with Provision 1 of Article 6, and the so-called "within one year" is counted retrospectively back to the previous one year based on the date of occurrence of this event. The amount that has been submitted to <u>the shareholders' meeting</u>, the Board of Directors for approval and has been passed by the supervisors in accordance with the Procedures may not be counted in.</p>	<p>counted retrospectively back to the previous one year based on the date of occurrence of this event. The amount that has been submitted to the Board of Directors for approval and has been passed by the supervisors in accordance with the Procedures may not be counted in.</p>	<p>information to the shareholder meeting for approval in advance is hereby included in the proviso accordingly.</p>
<p>Article 9 Implementation and amendment</p> <ol style="list-style-type: none"> 1. The unfinished part of the Procedures shall be handled in accordance with relevant laws and regulations and the Company's relevant provisions. 2. The formulation of the Procedures have been resolved and passed by the Board of Directors. The Procedures will be implemented after they have 	<p>Article 9 Implementation and amendment</p> <ol style="list-style-type: none"> 1. The unfinished part of the Procedures shall be handled in accordance with relevant laws and regulations and the Company's relevant provisions. 2. The formulation of the Procedures have been resolved and passed by the Board of Directors. The Procedures will be implemented after they have 	<p>The amendments are made in accordance with the current practice; also, the implementation and application time of the newly made amendments is hereby stipulated accordingly.</p>

Clauses after the amendment	Existing clauses	Remark
<p>been reported to the shareholders' meeting for approval</p> <p>3. The Procedures were formulated on June 5, 2015.</p> <p>4. The first amendment was made on June 28, 2017.</p> <p>5. The second amendment was made on June 12, 2019.</p> <p>6. <u>The third amendment was made on May 31, 2022.</u></p>	<p>been reported to the shareholders' meeting for approval, and will also be reported to the Securities and Futures Bureau. The same applies when there are amendments.</p> <p>3. The Procedures were formulated on June 5, 2015.</p> <p>4. The first amendment was made on June 28, 2017.</p> <p>5. The second amendment was made on June 12, 2019.</p>	

Attachment 7. Comparison Table of amendments to the Articles of Incorporation

SUN MAX TECH LIMITED

Comparison Table of amendments to the Articles of Incorporation

Article No. 條次	Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)	Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)	Explanations 修正理由
Title	THE COMPANIES <u>LAW</u> (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED 股份有限公司 公司法(如修訂版) SUN MAX TECH LIMITED 之 公司章程 修訂和重述版	THE COMPANIES <u>ACT</u> (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED 股份有限公司 公司法(如修訂版) SUN MAX TECH LIMITED 之 公司章程 修訂和重述版	To reflect the revised Companies Act of the Cayman Islands 依據英屬開曼群島公司法 法規名稱修訂
Memorandum 3	The objects for which the Company is established are unrestricted.	The objects for which the Company is established are unrestricted.	To reflect the revised Companies Act of the Cayman Islands 依據修訂之英屬開曼群島

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>The Company have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <u>Law</u> of the Cayman Islands (as amended) (the "Law"). 本公司的目的事業範圍並無特定限制。 本公司具備完整的權力與權限以從事任何英屬開曼群島公司法(如修訂版)(下稱「公司法」)第 7(4)條或其他法律沒有禁止之目的事業範圍。</p>	<p>The Company have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <u>Act</u> of the Cayman Islands (as amended) (the "Law"). 本公司的目的事業範圍並無特定限制。 本公司具備完整的權力與權限以從事任何英屬開曼群島公司法(如修訂版)(下稱「公司法」)第 7(4)條或其他法律沒有禁止之目的事業範圍。</p>	<p>公司法法規名稱修訂</p>
<p>1</p>	<p>"electronic" shall have the meaning given to it in the Electronic Transactions <u>Law</u> (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted</p>	<p>"electronic" shall have the meaning given to it in the Electronic Transactions <u>Act</u> (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted</p>	<p>To reflect the revised Electronic Transactions Act of the Cayman Islands 依據修訂之英屬開曼群島電子交易法法規名稱修訂</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>therefore; 「電子」意指按當時有效之英屬開曼群島電子交易法(如修訂版)和任何其修訂或重新頒佈之版本，包括所有其他法律中所包含或替代之法令，所賦予之意義；</p>	<p>therefore; 「電子」意指按當時有效之英屬開曼群島電子交易法(如修訂版)和任何其修訂或重新頒佈之版本，包括所有其他法律中所包含或替代之法令，所賦予之意義；</p>	
<p>1</p>	<p>"Law" means the Companies Law of the Cayman Islands (as amended); 「公司法」意指英屬開曼群島公司法(如修訂版)；</p>	<p>"Law" means the Companies <u>Act</u> of the Cayman Islands (as amended); 「公司法」意指英屬開曼群島公司法(如修訂版)；</p>	<p>To reflect the revised Companies Act of the Cayman Islands 依據修訂之英屬開曼群島公司法法規名稱修訂</p>
<p>44A</p>	<p>Nil 無</p>	<p><u>The general meeting of the Company can be held by means of video conference or other methods promulgated by the Taiwan authorities. When a general meeting of the Company is held by means of video conference, participation by a person in the meeting by means of video</u></p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022 依據證券交易所 111 年 3 月 11 日臺證上二字第 1111700674 號公告之「外</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
		<p><u>conference is treated as presence in person at that meeting. Regarding the general meeting to be held by means of video conference, the Company shall be subject to Applicable Listing Rules for the prerequisites, procedures, and other compliance matters.</u> 本公司股東會開會時，得以視訊會議或其他經臺灣主管機關公告之方式為之。股東會開會時，如以視訊會議為之，其股東以視訊參與會議者，視為親自出席。有關股東會以視訊會議為之，公司應符合之條件、作業程序及其他應遵行事項，應遵循上市櫃法令規定。</p>	<p>國發行人註冊地國股東權益保護事項檢查表」修訂</p>
<p>45</p>	<p>At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are</p>	<p>At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration"</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all general meetings shall be held in Taiwan, if a general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders, shall apply for the approval of the Taipei Exchange or the TSE.</p> <p>董事會應於股東會提出報告(如有),於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間,其所有股東會皆應於臺灣境內召開。如董事會決議在臺灣境外召開股東</p>	<p>registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all <u>physical</u> general meetings shall be held in Taiwan, if a <u>physical</u> general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article <u>錯誤! 找不到參照來源。</u>, the relevant Shareholders, <u>within two (2) days after obtaining the approval on convening such meeting from the competent authority,</u> shall apply for the approval of the Taipei Exchange or the TSE.董事會應於股東會提出報</p>	<p>promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022 依據證券交易所 111 年 3 月 11 日臺證上二字第 1111700674 號公告之「外國發行人註冊地國股東權益保護事項檢查表」修訂</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>會，本公司應於董事會通過該議案後 2 日內或由依據本章程第錯誤!找不到參照來源。條規定提出請求之股東申報證券櫃檯買賣中心或證交所核准。</p>	<p>告(如有)，於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，其所有<u>實體</u>股東會皆應於臺灣境內召開。如董事會決議在臺灣境外召開<u>實體</u>股東會，本公司應於董事會通過該議案或由依據本章程第錯誤!找不到參照來源。條規定提出請求之股東<u>取得主管機關召集許可後後 2 日內</u>申報證券櫃檯買賣中心或證交所核准。</p>	
<p>49</p>	<p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing</p>	<p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022 依據證券交易所 111 年 3 月 11 日臺證上二字第 1111700674 號公告之「外</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.</p> <p>於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，董事會應編製股東會議事手冊，記載該股東會之議程(包括所有擬於該股東會決議之議題及事項)，並應依上市櫃法令許可之方式將該</p>	<p>Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings.</p> <p><u>Nevertheless, the public announcement(s) shall be made thirty (30) days prior to the date of the annual general meeting, provided that the paid-in capital of the end date of the last financial year reaches NT\$10 billion or more, or the sum of the foreign and mainland Chinese shareholdings stated in the shareholder register of its annual general meeting held in the immediately preceding year reaches 30% or more.</u> Such manual shall be distributed to all Shareholders attending</p>	<p>國發行人註冊地國股東權益保護事項檢查表」修訂</p>

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	<p>議事手冊及其他相關資料於股東常會開會前至少 21 日前或股東臨時會開會前至少 15 日前公告。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。</p>	<p>the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.</p> <p>於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，董事會應編製股東會議事手冊，記載該股東會之議程(包括所有擬於該股東會決議之議題及事項)，並應依上市櫃法令許可之方式將該議事手冊及其他相關資料於股東常會開會前至少 21 日前或股東臨時會開會前至少 15 日前公告，<u>但本公司最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會</u></p>	

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		<p><u>30 日前公告</u>。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。</p>	
<p>50</p>	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) reduction in share capital of the Company;</p> <p>(d) application for</p>	<p>The following matters and the essential contents shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) reduction in share capital of the</p>	<p>To revise according to "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" promulgated by a TWSE announcement Taiwan-Stock-Governance -No. 1110004250. 配合證券交易所臺證治理字第 1110004250 號公告「○○股份有限公司股東會議事規則」參考範例修正。</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>de-registration as a public company;</p> <p>(e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;</p> <p>(f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;</p> <p>(g) the transfer of the whole or any material part of its business or assets;</p> <p>(h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;</p>	<p>Company;</p> <p>(d) application for de-registration as a public company;</p> <p>(e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;</p> <p>(f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;</p> <p>(g) the transfer of the whole or any material part of its business or assets;</p> <p>(h) the takeover of another's whole business or assets, which will have a material effect on the business operation of</p>	

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	<p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares</p>	<p>the Company;</p> <p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(m) subject to the Law, distribution of the Legal</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>being held by each of them;</p> <p>(m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; and</p> <p>(n) the transfer of Treasury Shares to its employees by the Company.</p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.</p> <p>下列事項應於股東會召</p>	<p>Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(n) the transfer of Treasury Shares to its employees by the Company;</p> <p>(o) <u>the Delisting;</u></p> <p>(p) <u>issuance of employee stock options with the exercise price lower than the closing price of the underlying Shares as of the issuing date; and</u></p> <p>(q) <u>issuance of restricted shares for employees.</u></p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the</p>	

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	<p>集通知中列舉，不得以臨時動議提出；其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</p> <p>(a) 選任或解任董事或監察人(如有)；</p> <p>(b) 變更備忘錄及/或本章程；</p> <p>(c) 減資；</p> <p>(d) 申請停止公開發行；</p> <p>(e) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>(f) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>(g) 讓與本公司全部或任何主要部分營業或財產；</p>	<p>extent of matters as described in the agenda of such meeting.</p> <p>下列事項應於股東會召集通知中列舉<u>並說明其主要內容</u>，不得以臨時動議提出；其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</p> <p>(b) 選任或解任董事或監察人(如有)； 變更備忘錄及/或本章程；</p> <p>減資；</p> <p>申請停止公開發行；</p> <p>本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>讓與本公司全部或任何</p>	

<p style="text-align: center;">Article No. 條次</p>	<p style="text-align: center;">Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p style="text-align: center;">Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p style="text-align: center;">Explanations 修正理由</p>
	<p>(h) 受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(i) 私募發行具股權性質之有價證券；</p> <p>(j) 董事從事競業禁止行為之許可；</p> <p>(k) 以發行新股方式分派股息及紅利之全部或一部分；</p> <p>(l) 將法定盈餘公積及因發行股票溢價或受領贈與之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；</p> <p>(m) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；以及</p> <p>(n) 本公司將庫藏股移</p>	<p>產；</p> <p>受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>私募發行具股權性質之有價證券；</p> <p>董事從事競業禁止行為之許可；</p> <p>以發行新股方式分派股息及紅利之全部或一部分；</p> <p>將法定盈餘公積及因發行股票溢價或受領贈與之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；</p> <p>根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；以及</p>	

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	<p>轉予員工。</p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。</p>	<p>本公司將庫藏股移轉予員工；</p> <p><u>終止上市；</u></p> <p><u>發行認股價格低於發行日股票收盤價之員工認股權憑證；以及</u></p> <p><u>發行限制員工權利新股。</u></p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。</p>	
<p>52</p>	<p>One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a</p>	<p>One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a</p>	<p>To revise according to "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" promulgated by a TWSE announcement Taiwan-Stock-Governance -No. 1110004250. 配合證券交易所臺證治理字第 1110004250 號公告「○○股份有限公司股東會議事規則」參考範例修正。</p>

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	<p>public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board shall accept a proposal submitted by one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of Shares held by such one</p>	<p>public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board shall accept a proposal submitted by one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>or more Shareholders is less than one percent (1%) in aggregate of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Law or Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; (iv) the proposal submitted exceeds three hundred words; or (v) the proposal is not submitted within the specified period determined by the Board; provided, however, that if the proposal submitted is to urge the Company to</p>	<p>Shares held by such one or more Shareholders is less than one percent (1%) in aggregate of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Law or Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; (iv) the proposal submitted exceeds three hundred words; or (v) the proposal is not submitted within the specified period determined by the Board; provided, however, that if the proposal submitted is to</p>	

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	<p>facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).</p> <p>截至該次停止過戶期間前合計持有已發行股份總數百分之一(1%)以上之一或多位股東，得以書面或電子受理方式向本公司提出年度股東常</p>	<p>urge the Company to facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting, <u>provide, however, that the Board shall reject proposals concerning more than one matter.</u> The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).</p> <p>截至該次停止過戶期間前合計持有已發行股份</p>	

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	<p>會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。除非有下列情形之一者，董事會應將該一或多位股東之提案列入議案，於該年度股東常會討論：(一)提案的一或多位股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，合計持股未達已發行股份總數百分之一(1%)；(二)其提案按公司法或上市櫃法令非股東會所得決議者；(三)提案超過一項；(四)議案超過三百字；或(五)於董事會訂定之受理截止日期外提出者。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。</p>	<p>總數百分之一(1%)以上之一或多位股東，得以書面或電子受理方式向本公司提出年度股東常會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。除非有下列情形之一者，董事會應將該一或多位股東之提案列入議案，於該年度股東常會討論：(一)提案的一或多位股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，合計持股未達已發行股份總數百分之一(1%)；(二)其提案按公司法或上市櫃法令非股東會所得決議者；(三)提案超過一項；(四)議案超過三百字；或(五)於董事會訂定之受理截止日期外提出</p>	

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	<p>本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。</p>	<p>者。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議性提案，董事會仍得列入議案，<u>惟提案超過 1 項者，不列入</u>。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。</p>	
<p>67</p>	<p>Subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting as well as casting the votes in writing, that the method for exercising the votes shall be described in the notice of the general meeting.</p>	<p>Subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting as well as casting the votes in writing, that the method for exercising the votes shall be described in the notice of the general meeting.</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022 and a TWSE announcement Tai-Zheng-Shan-Second-No. 1101701488 dated 14 May 2021.</p>

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	<p>If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.</p> <p>除上市櫃法令另有規定外，本公司召開股東會時，應將電子方式列為股東會的表決權行使管道之一，並得採行以書面方式行使表決權，其行使方法應載明於股東會召集通知。<u>董事會決定於中華民國境外召開股東會者，應提供股東得採行以書面或電子方式行使表決權。</u></p>	<p>除上市櫃法令另有規定外，本公司召開股東會時，應將電子方式列為股東會的表決權行使管道之一，並得採行以書面方式行使表決權，其行使方法應載明於股東會召集通知。</p>	<p>依據證券交易所 110 年 5 月 14 日臺證上二字第 1101701488 號公告及證券交易所 111 年 3 月 11 日臺證上二字第 1111700674 號公告之「外國發行人註冊地國股東權益保護事項檢查表」修訂</p>
<p>74</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of seven (7) Directors. Amongst the Board of</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of seven (7) Directors. Amongst the Board of</p>	<p>To revise according to Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".</p> <p>依據上市上櫃公司治理實務守則第 24 條修訂。</p>

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	<p>Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-<u>fifth</u> (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.</p> <p>Where any Shareholder</p>	<p>Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-<u>third</u> (1/3) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.</p> <p>Where any Shareholder</p>	

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	<p>is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為七人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次<u>五</u>分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應</p>	<p>is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為七人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次<u>三</u>分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應</p>	

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	<p>遵循上市櫃法令規定。</p> <p>如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。</p>	<p>遵循上市櫃法令規定。</p> <p>如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。</p>	
<p>119</p>	<p>Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:</p> <p>(a) adoption of or amendment to an internal control system;</p> <p>(b) assessment of the effectiveness of the internal control system;</p>	<p>Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:</p> <p>(a) adoption of or amendment to an internal control system;</p> <p>(b) assessment of the effectiveness of the internal control system;</p>	<p>To revise according to Articles 165-1 and 14-5 of the "Securities Exchange Act" 依據「證券交易法」第 165 條之 1 與第 14 條之 5 修訂</p>

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	<p>(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;</p> <p>(d) any matter relating to the personal interest of the Directors;</p> <p>(e) the entering into of a transaction relating to material assets or derivatives;</p> <p>(f) a material monetary loan, endorsement, or provision of guarantee;</p> <p>(g) the offering,</p>	<p>(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;</p> <p>(d) any matter relating to the personal interest of the Directors;</p> <p>(e) the entering into of a transaction relating to material assets or derivatives;</p> <p>(f) a material monetary loan, endorsement, or provision of guarantee;</p> <p>(g) the offering,</p>	

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	<p>issuance, or private placement of the Shares or any equity-linked securities;</p> <p>(h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;</p> <p>(i) the appointment or discharge of a financial, accounting, or internal auditing officers;</p> <p>(j) approval of annual and semi-annual financial reports; and</p> <p>(k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.</p>	<p>issuance, or private placement of the Shares or any equity-linked securities;</p> <p>(h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;</p> <p>(i) the appointment or discharge of a financial, accounting, or internal auditing officers;</p> <p>(j) <u>the annual financial reports which are signed or sealed by the chairman, managerial officer, and accounting officer and second-quarter</u> financial reports <u>that must be audited and attested by certified public accountants;</u> and</p>	

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	<p>不論本章程是否有相反之規定，下列事項應經審計委員會全體委員過半數之同意，並經董事會批准：</p> <p>(a) 訂定或修正內部控制制度；</p> <p>(b) 內部控制制度有效性之考核；</p> <p>(c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；</p> <p>(d) 涉及董事自身利害關係之事項；</p> <p>(e) 重大之資產或衍生性商品交易；</p> <p>(f) 重大之資金貸與、背書或提供保證；</p> <p>(g) 募集、發行或私募股份或具有股權性質</p>	<p>(k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.</p> <p>不論本章程是否有相反之規定，下列事項應經審計委員會全體委員過半數之同意，並經董事會批准：</p> <p>(a) 訂定或修正內部控制制度；</p> <p>(b) 內部控制制度有效性之考核；</p> <p>(c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；</p> <p>(d) 涉及董事自身利害關係之事項；</p> <p>(e) 重大之資產或衍生</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>之有價證券；</p> <p>(h) 簽證會計師之委任、解任或報酬；</p> <p>(i) 財務、會計或內部稽核主管之任免；</p> <p>(j) 批准年度財務報告及半年度財務報告；以及</p> <p>(k) 其他經董事會認為或任何主管機關或上市法令規定之重大事項。</p> <p>除上市法令另有規定外，上述各款事項如未經審計委員會全體委員過半數之同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議，但不適用於上述第(j)款事項。</p> <p>除上市法令另有規定外，如有正當理由致審計委員會無法召開時，得由全體董事三分之二以上同意行之，但上述第(j)款之事項仍應由獨</p>	<p>性商品交易；</p> <p>(f) 重大之資金貸與、背書或提供保證；</p> <p>(g) 募集、發行或私募股份或具有股權性質之有價證券；</p> <p>(h) 簽證會計師之委任、解任或報酬；</p> <p>(i) 財務、會計或內部稽核主管之任免；</p> <p>(j) <u>由董事長、經理人及會計主管簽名或蓋章之年度財務報告及須經會計師查核簽證之第二季</u>財務報告；以及</p> <p>(k) 其他經董事會認為或任何主管機關或上市法令規定之重大事項。</p> <p>除上市法令另有規定外，上述各款事項如未經審計委員會全體委員過半數之同意者，得由全體董事三分之二以上同意行之，並應於董事</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>立董事委員出具是否同意之意見。</p>	<p>會議事錄載明審計委員會之決議，但不適用於上述第(j)款事項。</p> <p>除上市法令另有規定外，如有正當理由致審計委員會無法召開時，得由全體董事三分之二以上同意行之，但上述第(j)款之事項仍應由獨立董事委員出具是否同意之意見。</p>	
<p>123A</p>	<p>Other than that the Board of Directors is unwilling or unable to convene a general meeting, <u>an Independent Director of the Audit Committee</u> may convene a general meeting for the interest of the Company when necessary. <u>審計委員會之獨立董事</u>除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。</p>	<p>Other than that the Board of Directors is unwilling or unable to convene a general meeting, <u>a supervisor (if any)</u> may convene a general meeting for the interest of the Company when necessary. <u>監察人(如有)</u>除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1101701488 dated 14 May 2021 依據證券交易所 110 年 5 月 14 日臺證上二字第 1101701488 號公告之「外國發行人註冊地國股東權益保護事項檢查表」修訂</p>

Attachment 8. Comparison Table of amendments to the Rules of Procedure for Shareholders Meetings

SUN MAX TECH LIMITED

Comparison Table of amendments to the Rules of Procedure for Shareholders Meetings

Clauses after the amendment	Existing clauses	Remark
<p>Article 2</p> <p>The Company’s meeting of shareholders shall be convened by the Board, unless otherwise provided by law.</p> <p><u>Changes to how the Company convenes the shareholders’ meetings shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders’ meeting notice.</u></p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. Also, the Annual Meeting Handbook and the supplementary information are compiled into electronic files and uploaded to the MOPS 21 days prior to the Annual Meeting of Shareholders or 15 days prior to the extraordinary meeting of shareholders.</p> <p><u>However, in the case of the Company with paid-in capital</u></p>	<p>Article 2</p> <p>The Company’s meeting of shareholders shall be convened by the Board, unless otherwise provided by law.</p> <p>The Company’s meeting of shareholders shall be convened by the Board, unless otherwise provided by law. The Company shall have the Annual Meeting of Shareholders notice, proxy and the proposal and information on admission, discussions and directors election and dismissal compiled into electronic files and uploaded to the MOPS 30 days prior to the annual meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders. Also, the Annual Meeting Handbook and the supplementary information are compiled into electronic files and uploaded to the MOPS 21 days prior to the Annual Meeting of Shareholders or 15 days prior to the extraordinary meeting of shareholders. Physical copies of the shareholder meeting manual and supplementary information also need to be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents shall be placed within the Company's premises and at the share administration agency, and distributed on-site during the shareholder meeting.</p> <p>The reasons for convening the</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. Changes to how the Company convenes the shareholders’ meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders’ meeting notice for the information of the shareholders. Paragraph 2 is hereby enacted for the said purpose. 3. Pursuant to the amendments made to Article 6 of the “Regulations Governing Content and Compliance Requirements for Shareholders’ Meeting Agenda Handbooks of Public Companies” announced on December 16, 2021, in the case of the Company with paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders’ register at the time of holding of the regular shareholders’ meeting in the most recent fiscal year, the Company shall upload the aforesaid

<p><u>reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file 30 days prior to the day on which the regular shareholders' meeting is to be held.</u> In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated.</p> <p><u>The shareholders' meeting agenda handbook and supplementary materials stated in the preceding paragraph shall be made available for the reference of the shareholders at the meeting place as follows:</u></p> <ol style="list-style-type: none"> <u>1. The said data shall be made available for the shareholders to obtain and review at the physical shareholders' meeting place.</u> <u>2. The said data shall be made available for the</u> 	<p>meeting should be stated in the notice and announcement. The notice with the consent of the counterparty can be issued electronically.</p> <p>Omitted hereinafter</p>	<p>electronic file 30 days prior to the day on which the regular shareholders' meeting is to be held allowing the foreign investors and Chinese investors to read the information related to the shareholders' meeting as soon as possible. Amendment is made to Paragraph 3 for the said purpose.</p> <p>4. The Company has physical and virtual shareholders' meetings arranged in response to the regulations allowing public companies to have shareholders' meetings convened by virtual communication network. Paragraph 4 is enacted so to facilitate the shareholders, whether participating in the physical shareholders' meeting or the virtual shareholders' meeting, access to the agenda handbook and supplemental materials on-site at the meeting.</p>
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<p><u>shareholders to obtain and review at the hybrid shareholders' meeting place; also, the electronic files shall be uploaded to the virtual meeting platform.</u></p> <p><u>3. The electronic files shall be uploaded to the virtual meeting platform at the virtual shareholders' meeting.</u></p> <p>The reasons for convening the meeting should be stated in the notice and announcement. The notice with the consent of the counterparty can be issued electronically.</p> <p>Omitted hereinafter</p>		
<p>Article 3</p> <p>Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.</p> <p>It is limited to one proxy per shareholder and one proxy only that should be served to the Company five days prior to the meeting of shareholders. When the proxy is issued in duplicate, whichever is served first shall prevail. The proxy referred to above that was announced to be revoked is not subject to this restriction.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall</p>	<p>Article 3</p> <p>Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.</p> <p>It is limited to one proxy per shareholder and one proxy only that should be served to the Company five days prior to the meeting of shareholders. When the proxy is issued in duplicate, whichever is served first shall prevail. The proxy referred to above that was announced to be revoked is not subject to this restriction.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. If, after a proxy form is delivered to the Company, the shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. Paragraph 4 is hereby enacted for the said purpose.

<p>prevail. <u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting by means of virtual communication network, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>	<p>prevail.</p>	
<p>Article 4 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual shareholders' meeting.</u></p>	<p>Article 4 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. Paragraph 2 is hereby enacted to stipulate that the restrictions on the place of the meeting do not apply when the Company convenes a virtual-only shareholders' meeting.
<p>Article 5 The Company shall specify in the shareholders' meeting notices the time during which the <u>shareholders, solicitors, and proxy agents (hereinafter referred to as "shareholders" collectively)</u> attendance registrations will be accepted, the place to register for attendance, and other matters for attention. The time for accepting shareholders' registration in the preceding paragraph shall be made at least 30 minutes before the start of the meeting; the registration office shall be clearly marked,</p>	<p>Article 5 The Company shall have the admission time, admission place, and other related matters set forth in the notice of meeting. The shareholders' meeting admission time referred to above should be at least thirty minutes before the meeting in session; it should be clearly indicated at the admission place and with the adequate and qualified personnel to handle it. Shareholders and representatives thereof (collectively referred to as shareholders) shall attend</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. Amendment is made to Paragraph 2 to specify the time and procedure for the shareholders to report to the virtual shareholders' meeting. 3. Amendment is made to Paragraph 3 in response to the shareholders' abbreviations stipulated in Paragraph 1. 4. Shareholders who intend to

<p>and appropriate and competent personnel shall be assigned to handle it. <u>The time for accepting shareholders' registration at the virtual meeting platform at least 30 minutes prior to the time the virtual shareholders' meeting commences, and shareholders who complete the registration are deemed to have attended the shareholders' meeting in person.</u></p> <p>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 presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The company will provide an attendance log to record shareholders' attendance; alternatively, shareholders may present their attendance cards to signify their presence. The Company should have the annual meeting handbook, annual reports, attendance pass, speech slip, voting ballots, and other meeting materials delivered to the attending shareholders; also, the electoral ballots should be distributed for the election of directors and supervisors, if applicable. When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the</p>	<p>shareholder meetings by presenting valid conference pass, attendance card or other document of similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers shall be reminded to bring identity proof for verification. The company will provide an attendance log to record shareholders' attendance; alternatively, shareholders may present their attendance cards to signify their presence. The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any. When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the meeting.</p>	<p>attend the shareholders' meeting by virtual communication network shall register with the Company 2 days before the shareholders' meeting. Paragraph 7 is hereby enacted for the said purpose.</p> <p>5. Paragraph 8 is enacted so to facilitate the shareholders who participate in the shareholder's meeting by virtual communication network access to the agenda handbook, annual report, and other relevant information at the virtual meeting platform.</p>
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<p>meeting.</p> <p><u>The shareholders who intend to attend the virtual shareholders' meeting by means of virtual communication network shall complete the registration with the Company 2 days before the meeting date.</u></p> <p><u>For a virtual shareholders' meeting, the Company shall upload the agenda handbooks, annual reports, and other relevant materials to the virtual meeting platform at least 30 minutes prior to the time the meeting commences till the end of the meeting.</u></p>		
<p><u>Article 5-1</u></p> <p><u>The Company shall have the following information detailed in the shareholders' meeting notice while convening the virtual shareholders' meeting:</u></p> <p><u>1. Shareholders' attending a virtual shareholders' meeting and the way exercising their rights;</u></p> <p><u>2. The malfunctions occurred to the virtual meeting platform or the difficulties of attending a meeting by virtual communication network due to calamities, incidents, or force majeure, shall be handled as follows:</u></p> <p><u>(1)The duration of the malfunction causing the meeting to be postponed or reconvened and the date for the postponed or reconvened meeting;</u></p> <p><u>(2)Shareholders who did not register to attend the initial shareholders' meeting by means of virtual communication network may not attend the postponed or reconvened meeting.</u></p> <p><u>(3)If the video transmission in the hybrid</u></p>	<p>A new clause enacted</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. For the purpose of helping shareholders be aware of their rights and restrictions of participating in the shareholders' meeting before the meeting time, the content of the meeting notice shall include how shareholders attend the virtual meeting and exercise their rights, actions to be taken if the virtual meeting platform or participation in the meeting by virtual communication network is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars: To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume, the

<p><u>shareholders’ meeting cannot be reconvened, but the total shareholdings of the shareholders attending the meeting after deducting the shareholdings of the shareholders who attend the meeting by means of virtual communication network still meets the quorum, the shareholders’ meeting shall continue. The shareholdings of the shareholders who attend the meeting by means of virtual communication network shall be included in the total shareholdings of the shareholders present, but the attending shareholders by means of virtual communication network shall be deemed to have waived their voting power in respective of all proposals at the said shareholders’ meeting.</u></p> <p><u>(4)When all the proposals have been resolved and announced, how shall those not included in the motions be handled?</u></p> <p><u>3. The alternatives available to the shareholders who have difficulties attending the virtual shareholders’ meeting by means of virtual communication network shall be stated in details.</u></p>		<p>provisions of Article 44-20, Paragraph 1, Paragraph 2, Paragraph 4, and Paragraph 5 of the “Regulations Governing the Administration of Shareholder Services of Public Companies,” actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out, and when convening a virtual-only shareholder meeting, the Company shall specify alternative measures available to shareholders with difficulties in attending a shareholders’ meeting online.</p>
<p>Article 7 The Company shall have the admission of the shareholders, the meeting in session, and the voting and vote counting process recorded and filmed uninterruptedly. The audio and video data</p>	<p>Article 7 The Company shall have the admission of the shareholders, the meeting in session, and the voting and vote counting process recorded and filmed uninterruptedly. The audio and video data</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. According to Article 183 of the Company Act and</p>

<p>referred to above should be reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p> <p><u>Where a virtual shareholders' meeting is held, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual shareholders' meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual shareholders' meeting.</u></p> <p><u>The Company shall have the virtual meeting platform backstage operation interface of a virtual shareholders' meeting video and audio recorded.</u></p>	<p>referred to above should be reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p>	<p>Article 18 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies," the Company shall keep records of shareholders' enrollment, registration, reporting, questioning, voting, the Company's vote counting results, etc. The Company shall make an uninterrupted audio and video recording of the proceedings of the virtual shareholders' meeting, which shall be properly preserved during the Company's existence; also, it shall be provided to those who are entrusted to handle the video conference affairs for preservation. Paragraph 3 and 4 are hereby enacted for the said purpose.</p> <p>3. In order to preserve the relevant information of the virtual shareholders' meeting as much as possible, in addition to Paragraph 3 regarding the uninterrupted audio and video recording of the proceedings of the virtual shareholders' meeting, it is also advisable to have the virtual meeting platform backstage operation interface video and audio recorded. Since the real-time recording equipment must be equipped with computer software and hardware equipment and information security; therefore, the Company may base on the feasibility of the equipment conditions to have it expressly specified in the Rules of Procedure for Shareholders' Meeting. Paragraph 5 is</p>
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		hereby enacted for the said purpose.
<p>Article 8</p> <p>Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The number of shares in attendance shall be calculated according to the shares indicated by the by the attendance book or sign-in cards <u>and the number of shares registered on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised in writing or electronically.</p> <p>The chair shall call the meeting to order at the scheduled meeting time and shall announce the shares without voting rights and the shares presented by the attending shareholders at the same time.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chairman shall declare the meeting adjourned. <u>The Company shall also announce the information related to the virtual shareholders' meeting adjourned on the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending</p>	<p>Article 8</p> <p>Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.</p> <p>The chair should call the meeting to order at the scheduled meeting time and at the same time announce the number of non-voting shares and the number of shares present and other related information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.</p> <p>If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Paragraph 1, Article 175 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. The number of shares in attendance of a virtual shareholders' meeting shall include the shares checked in on the virtual meeting platform. Amendment is made to Paragraph 1 for the said purpose. 3. When the chair of the virtual shareholders' meeting declares the meeting adjourned, the Company shall declare the meeting adjourned at the virtual meeting platform for the information of the shareholders immediately. Amendment is hereby made to Paragraph 3 for the said purpose. 4. In the event of a shareholders meeting convened for the tentative resolution, shareholders intending to attend the meeting online shall re-register with the Company. Amendment is hereby made to Paragraph 4 for the said purpose.

<p>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 with another shareholders' meeting to be convened within one month. <u>The shareholders who intend to attend the virtual shareholders' meeting by means of virtual communication network shall complete the registration with the Company in accordance with Article 6.</u></p> <p>If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for resolution in accordance with Article 174 of the Company Act.</p>	<p>meeting of shareholders to be convened within one month. If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for resolution in accordance with Article 174 of the Company Act.</p>	
<p>Article 10 Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic and shareholder account number (or conference pass serial number). The order of shareholders' comments shall be determined by the chairperson.</p> <p>Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.</p> <p>Each shareholder may not speak more than twice on the same motion for 5 minutes</p>	<p>Article 10 Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic and shareholder account number (or conference pass serial number). The order of shareholders' comments shall be determined by the chairperson.</p> <p>Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.</p> <p>Each shareholder may not speak more than twice on the same motion for 5 minutes each time without the consent</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. Paragraph 7 is enacted to specify the method, procedures, and restrictions for the questioning of the shareholders who participate in the shareholders' meeting by virtual communication network. 3. For the purpose of helping other shareholders understand the content of the questions raised by the shareholders, except for having those questions unrelated to the proposals of the shareholders' meeting eliminated, the Company

<p>each time without the consent of the Chairman. However, the Chairman may have the speaking shareholders who violate the rules or speak beyond the scope of those issues silenced.</p> <p>Attending shareholders may not interfere with the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped.</p> <p>If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal.</p> <p>The Chairman may reply to the speaking shareholders personally or by the designated personnel.</p> <p><u>Shareholders who attend the virtual shareholders' meeting by means of virtual communication network may ask questions in writing on the virtual meeting platform after the chairman calls the meeting to order and before the meeting adjourned. Each shareholder shall not ask more than two times for one motion, and each question shall not exceed 200 words, which is not subject to the provision of Paragraph 1 ~ Paragraph 5.</u></p> <p><u>The aforementioned questions that do not violate the regulations or do not exceed the scope of the motion shall be disclosed on the virtual meeting platform for public knowledge.</u></p>	<p>of the Chairman. However, the Chairman may have the speaking shareholders who violate the rules or speak beyond the scope of those issues silenced.</p> <p>Attending shareholders may not interfere with the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped. If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal.</p> <p>The Chairman may reply to the speaking shareholders personally or by the designated personnel.</p>	<p>shall have the questions asked by other shareholders disclosed on the virtual meeting platform. Paragraph 8 is hereby enacted for the said purpose.</p>
<p>Article 12 Paragraph 2~3 omitted. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the</p>	<p>Article 12 Paragraph 2~3 omitted. Shareholders after exercising their votes in writing or by electronic means wish to attend the meeting of shareholders in</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022.</p>

<p>shareholder intends to attend the shareholders' meeting in person <u>or by means of virtual communication network</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 days before the date of 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. If the vote is exercised in writing or by electronic means and a representative is to attend the meeting of shareholders by proxy, the votes exercised by the representative in person shall prevail.</p> <p>Paragraph 5~8 omitted.</p> <p><u>Shareholders who attend the Company's virtual shareholders' meeting by means of virtual communication network shall vote on various resolution proposals and election proposals through the virtual meeting platform after the chairman calls the meeting to order; also, the vote shall be casted before the chairman announces the close of voting, otherwise it will be deemed as a waiver.</u></p> <p><u>The vote count in the virtual shareholders' meeting shall be counted at once after the chairman announcing the close of voting, and the voting and election results shall be announced accordingly.</u></p> <p><u>The shareholders who have registered to attend the hybrid shareholders' meeting by means of virtual</u></p>	<p>person shall have the intension of exercising votes in writing or by electronic means revoked the same way of exercising their votes two days prior to the meeting commencement date. For overdue revocations, the votes exercised in writing or by electronic means shall prevail. If the vote is exercised in writing or by electronic means and a representative is to attend the meeting of shareholders by proxy, the votes exercised by the representative in person shall prevail.</p> <p>Paragraph 5~8 omitted.</p>	<p>2. If the shareholder has exercised voting rights by correspondence or electronic means and then intended to attend the shareholders meeting online, a written declaration of intent to retract the voting rights already exercised shall be made known to the Company by the same means by which the voting rights were exercised. Amendment is hereby made to Paragraph 4 for the said purpose.</p> <p>3. In order to provide shareholders participating the virtual shareholders' meeting with sufficient time for voting, votes can be cast on each proposal from the time calling the meeting to order by the chairman to the time when the voting is completed; also, votes shall be counted at once after the chair announces the voting session ends so to accommodate the voting of shareholders participating online. Paragraph 9 and Paragraph 10 are hereby enacted for the said purpose.</p> <p>4. If shareholders who have registered to attend the hybrid shareholders' meeting online decide to attend the physical shareholders meeting in person, they shall revoke their registration 2 days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the hybrid shareholders' meeting online. Paragraph 11 is hereby enacted for the said purpose.</p>
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<p><u>communication network in accordance with Article 5 when plan to attend the Company’s physical shareholders’ meeting in person shall cancel the registration in the same manner as the registration was made 2 days before the meeting date. Those who fail to have the said registration cancelled within the time limit can only attend the shareholders’ meeting by means of virtual communication network.</u></p> <p><u>Shareholders who exercise their voting rights in writing or electronically without withdrawing their declaration of intentions and attending the shareholders’ meeting by means of virtual communication network, except for motions, shall not exercise voting rights on the initial proposal, propose amendments to the initial proposal, or exercise their voting rights for amendments to the initial proposal.</u></p>		<p>5. According to the Jing-Sun-Tzi No. 10102404740 Letter dated February 24, 2012 and Jing-Sun-Tzi No. 10102414350 Letter dated May 3, 2012 by the Ministry of Economic Affairs, when shareholders exercise voting rights by electronic means and have not withdrawn the declaration of intent, they will not make any amendment to the original proposals or exercise voting rights on the original proposals, but the shareholder can still attend the shareholders’ meeting in person on the meeting day, and can propose motions and exercise voting rights at the meeting. Since shareholders can exercise their voting rights by correspondence and electronically, based on the principle of fair treatment, a voting by correspondence shall also follow the normative spirit of the aforementioned electronic voting to protect shareholders’ rights and interests.</p>
<p>Article 14 Paragraph 2~3 omitted. <u>Where a virtual shareholders’ meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders’ meeting, how the meeting is convened, the chairman’s and secretary’s name, actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting by means of virtual</u></p>	<p>Article 14 Paragraph 2~3 omitted.</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022.</p> <p>2. For the purpose of facilitating shareholders’ understanding of the results of the virtual shareholders’ meeting, and the alternative measures for digital divide occurred and the handling of the disconnection, the content of the meeting minutes, in addition to the matters that shall be</p>

<p><u>communication network due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the meeting minutes.</u></p> <p><u>The Company shall have the virtual shareholders' meeting convened in accordance with the regulations stated in the preceding paragraph; also, shall specify in the meeting minutes the alternatives provided to shareholders who have difficulties attending the virtual shareholders' meeting by means of virtual communication network.</u></p>		<p>recorded in accordance with Paragraph 3, shall include the information of the meeting starting and ending time, the method of convening the meeting, the name of the chairman and the secretary, and actions to be taken if the virtual meeting platform or participation in the meeting by virtual communication network is obstructed due to natural disasters, accidents or other force majeure events, and the results of the actions. Paragraph 4 is hereby enacted for the said purpose.</p> <p>3. When convening a video-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a shareholders' meeting online. The appropriate alternative measures available to shareholders experiencing digital divide shall be detailed in the meeting minutes. Paragraph 5 is hereby enacted for the said purpose.</p>
<p>Article 15 The Company shall prepare the statistics of the number of shares acquired by the solicitors, the number of shares represented by the entrusted agents, <u>and the number of shares held by the shareholders attending the meeting in writing or electronically</u> in an appropriated format as prescribed on the shareholder meeting date and shall be disclosed on the shareholder meeting place. <u>For a virtual shareholder meeting, the Company shall have the</u></p>	<p>Article 15 The Company shall have the statistical report for the number of shares solicited by the solicitor and the number of shares by proxy prepared in the specific format during the meeting of the shareholders commencement date and disclosed in the meeting. If the resolutions reached in the shareholders' meetings involving material information regulated by law and regulations and the ROC GTSM, the Company shall within the prescribed time have</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022.</p> <p>2. For the purpose of letting the shareholders know the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, the</p>

<p><u>aforementioned data uploaded to the virtual meeting platform at least 30 minutes prior to the time the meeting commences till the end of the meeting.</u></p> <p><u>The Company while holding a virtual shareholder meeting shall have the number of shares represented by the attending shareholders announced on the virtual meeting platform at the time of calling the meeting to order. It is same for the statistics of the shares and voting rights represented by the shareholders present in the meeting.</u></p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable law or regulations or under the regulations of Taiwan Stock Exchange Corporation (or TPEX), the company shall upload the content of such resolution to the MOPS.</p>	<p>the material information uploaded to the MOPS.</p>	<p>Company shall make an express disclosure of the same at the place of the shareholders' meeting. The Company shall have the said information uploaded to the virtual meeting platform if a virtual shareholders' meeting is held. Amendment is hereby made to Paragraph 1 for the said purpose.</p> <p>3. For the purpose of letting the shareholders participating in the virtual shareholders' meeting know simultaneously whether the shareholders' attendance rights have reached the threshold for holding the shareholders' meeting, the Company shall disclose the total number of shares represented at the meeting on the virtual meeting platform when the meeting is called to order. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting. Paragraph 2 is hereby enacted for the said purpose.</p>
<p>Article 17-1 <u>In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairman has announced the meeting adjourned.</u></p>	<p>Article 17-1 A new clause enacted</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022.</p> <p>2. For the purpose of letting the shareholders who participating in the virtual shareholders' meeting immediately know the voting status and election results, sufficient information disclosure time is regulated for the information of shareholders. This Article is hereby</p>

<p>Article 17-2 <u>When the Company convenes a virtual shareholders' meeting, both the chairman and the secretary shall be in the same location in Taiwan, and the chairman shall declare the address of their location when the meeting is called to order.</u></p>	<p>Article 17-2 A new clause enacted</p>	<p>enacted for the said purpose.</p> <ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. When a virtual-only shareholders' meeting is convened without a physical venue available, both the chairman and the secretary shall be in the same place in Taiwan. In addition, the chairman shall declare the address of their location when the meeting is called to order in order to let shareholders know the location of the chairman.
<p>Article 17-3 <u>In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <u>If the shareholders' meeting is held by video conference, the chairman shall, when announcing the opening of the In the event of a virtual shareholders' meeting, when declaring the meeting started, the chairman shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," if the virtual meeting platform or participation in the virtual shareholders' meeting is obstructed due to natural disasters, accidents or other</u></p>	<p>Article 17-3 A new clause enacted</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. For the purpose of minimizing the communication problem in a virtual shareholders' meeting, by referring to the actual practice of other countries, a simple connection test to shareholders prior to the meeting may be offered, and provide relevant real-time services before and during the meeting to help resolve communication technical issues. Paragraph 1 is hereby enacted for the said purpose. 3. In the event of a virtual shareholders' meeting, when calling the meeting to order, the chairman shall also declare, if the virtual meeting platform or participation in the meeting by the virtual communication network is obstructed due to natural

<p><u>force majeure events before the chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 5 days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting by means of virtual communication network shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected virtual shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected virtual shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders' meeting held under Paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors, supervisors.</u></p> <p><u>When the Company</u></p>		<p>disasters, accidents, or other force majeure events before the chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 5 days, in which case Article 182 of the Company Act shall not apply, which requires a resolution of the shareholders' meeting to be obtained in advance. Paragraph 2 is hereby enacted for the said purpose. The virtual shareholders' meeting that cannot be convened or participated in due to the intentional default or negligence of the Company, virtual meeting platform, shareholders, solicitors, or proxies does not fall within the scope of this Article.</p> <p>4. For a meeting to be postponed or resumed under Paragraph 2, according to Paragraph 2 of Article 44-20 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," shareholders (including both solicitors and proxies) who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session. Paragraph 3 is hereby enacted for the said purpose. As for the convening of a hybrid shareholders' meeting, the shareholders who originally participated in the physical shareholders' meeting may continue to</p>
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<p><u>convenes a hybrid shareholders’ meeting, and the virtual meeting cannot continue as described in Paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders’ meeting by means of virtual communication network, still meets the quorum, then the shareholders’ meeting shall continue, and not postponement or resumption thereof under Paragraph 2 is required.</u></p> <p><u>Under the circumstances where a meeting shall continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting by means of virtual communication network shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders’ meeting.</u></p> <p><u>When postponing or resuming a meeting according to Paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders’ meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>The latter paragraph of Article 12 and Paragraph 3 of For dates or period set forth under Article 12, second half, and Article 13, Paragraph 3 of Regulations Governing the Use</u></p>		<p>physically participate in the postponed or resumed meeting.</p> <p>5. For a meeting to be postponed or resumed under Paragraph 2, according to Paragraph 3 of Article 44-20 of the “Regulations Governing the Administration of Shareholder Services of Public Companies,” the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. Paragraph 4 is hereby enacted for the said purpose.</p> <p>6. If the shareholder’s meeting cannot be resumed due to communication obstacles, and the shareholders’ meeting needs to be postponed or resumed, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors in order to reduce the meeting time and cost. Paragraph 5 is hereby enacted for the said purpose.</p> <p>7. When a hybrid shareholders’ meeting is convened, that</p>
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<p><u>of Proxies for Attendance at Shareholder Meetings of Public Companies, and 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 handle the matter based on the date of the shareholders' meeting that is postponed or resumed under Paragraph 2.</u></p>		<p>means the meeting is held both physically and virtually, if the virtual shareholder's meeting cannot be resumed due to communication obstacles or malfunction of the virtual meeting platform, since the physical shareholders' meeting is held continuously, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under Paragraph 2 is required. Paragraph 6 is hereby enacted for the said purpose.</p> <p>8. Under the circumstances where a meeting shall continue without the needs of postponement or resumption as in Paragraph 2, according to Paragraph 5 of Article 44-20 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," the shares represented by shareholders attending the meeting online (including solicitors and proxies) shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. Paragraph 7 is</p>
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		<p>hereby enacted for the said purpose.</p> <p>9. Since the postponed or resumed meeting due to disconnection in the preceding paragraph is the same as the original shareholders' meeting in its nature, it is unnecessary to arrange the preparatory operation of the said shareholders' meeting in accordance with Paragraph 27 of Article 44-20 of the "Regulations Governing the Administration of Shareholder Services of Public Companies." Paragraph 8 is hereby enacted for the said purpose.</p> <p>10. In addition, when the virtual shareholders' meeting has been postponed, in terms of the disclosure to be made on the shareholders' meeting date according to the latter paragraph of Article 12 and Paragraph 3 of Article 13 of the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" and Paragraph 2 of Article 44-5, Article 44-15, and , Paragraph 1 of Article 44-17 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," it is necessary to be disclosed to shareholders on the day the meeting is postponed or resumed. Paragraph 9 is hereby enacted for the said purpose.</p>
<p>Article 17-4 <u>When convening a virtual shareholders' meeting, the</u></p>	<p>Article 17-4 A new clause enacted</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation.</p>

<p><u>Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting by means of virtual communication network.</u></p>		<p>Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022.</p> <p>2. When convening a video-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a shareholders' meeting online, such as, exercising voting rights by correspondence or helping shareholders lease necessary equipment to participate in the meeting.</p>
<p>Article 19 These Rules are prescribed on April 30, 2016. The first amendment was made on June 19, 2020. The second amendment was made on June 18, 2021. <u>The third amendment was made on May 31, 2022.</u></p>	<p>Article 19 These Rules are prescribed on April 30, 2016. The first amendment was made on June 19, 2020. The second amendment was made on June 18, 2021.</p>	<p>Add the implementation and time of the new amendment.</p>

Attachment 9. Candidates List of The Fourth Session of Directors
(Independent Directors)

Type of Position	Name	Experience (Education)	Shares
Director Candidate	SINOTEAM HOLDINGS INC	Department of Civil Engineering, Tamkang University	6,356,395 Shares
	Representative: HSU Wen-Faung	SUN MAX TECH LIMITED Chairman	1,112,372 Shares
Director Candidate	LAI, Jen-Chung	Taipei Municipal Chenggong High School Sales Manager of He Feng Construction Corp. Chairman of Jin Li Trading Company Division Manager of CviLux Corporation	377,921 Shares
Director Candidate	LUXURY SHINE INTERNATIONAL LIMITED	Shih Chien College of Home Economics	29,482 Shares
	Chang, Yuan-Fen	Department of Electronic Engineering, Engineering, Tamkang University SUN MAX TECH LIMITED Secretary	180,058 Shares
Candidates for Independent Directors	HSIEH, Yu-Tien	Master's Program of Business Management, Chinese Culture University Section Leader of Headquarter Management Office of Bank of Communications Assistant Vice President of Jien Hung International Securities and Investment Consulting Co., Ltd. Lecturer of Department of Business Administration of Shih Chien University	0 Shares
Candidates for Independent Directors	CHEN, Tien-Szu	Department of Electronics Engineering, NCTU Vice President of Cameo Corporation	0 Shares
Candidates for Independent Directors	CHIU, Shih-Fang	Department of Law, National Chung Hsing University Senior Attorney of PwC Legal Managing Attorney of De Kai Law Firm	0 Shares
Candidates for Independent Directors	GUAN, JYH-LIANG	Ph.D of Business Administration, National Chengchi University, Taiwan CEO, EMBA Program, National Ilan University, Taiwan Director, Department of Applied Economics and Management, National Ilan University, Taiwan Dean of Student Affairs, Kainan University, Taiwan Consultant, Wolf Fossa Innovation Incubation Center, Ministry of Economic Affairs, Taiwan Consultant, Brand Innovation Service	0 Shares

IV. Appendix

Appendix 1. Rules of Procedure for Shareholder Meetings (Before amendments)

SUN MAX TECH LIMITED **Rules of Procedure for Shareholder Meetings**

Article 1 The Rules of Procedure for Shareholder Meetings is processed in accordance with the Rules, unless otherwise provided by law or Company Corporate Charter (Articles of Incorporation).

Article 2 The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law.

The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law. The Company shall have the Annual Meeting of Shareholders notice, proxy and the proposal and information on admission, discussions and directors election and dismissal compiled into electronic files and uploaded to the MOPS 30 days prior to the annual meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders. Also, the Annual Meeting Handbook and the supplementary information are compiled into electronic files and uploaded to the MOPS 21 days prior to the Annual Meeting of Shareholders or 15 days prior to the extraordinary meeting of shareholders. Physical copies of the shareholder meeting manual and supplementary information also need to be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents shall be placed within the Company's premises and at the share administration agency, and distributed on-site during the shareholder meeting.

The reasons for convening the meeting should be stated in the notice and announcement. The notice with the consent of the counterparty can be issued electronically.

Matters pertaining to election or discharge of directors and audit committee, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized in the clauses or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions.

The reasons for the convening of the shareholders' meeting have indicated the full re-election of directors and supervisors, and the date of appointment. After the re-election of the shareholders' meeting is completed, the date of appointment shall not be changed by temporary motion or other means at the same meeting.

Shareholders who have over 1% shareholdings in the Company's total number of shares issued may propose to the Company convene the Annual Meeting of Shareholders. But it is limited to one proposal and the additional proposals will not be included in the meeting agenda. Each shareholder may submit proposals advising the company to enhance public welfare or social responsibility. Procedurally there shall be no more than one motion pursuant to Article 172-1 of the Company Act. Additional motions will not be included in the agenda. In addition, the Board may

have the proposals of shareholders that fall under the circumstances stated in Article 172.1 Paragraph 4 of the Company Act excluded from meeting discussions.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals, correspondence or electronic means, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Motion proposed by shareholders is limited to three hundred words. A proposed motion of more than three hundred words will not be included in the proposal. The proposing shareholders must attend the Annual Meeting of Shareholders in person or by proxy and must participate in the proposal discussion.

The Company shall have the proposing shareholder notified about the proposal results before the date of the meeting notice and must have the proposals in compliance with this provision included in the meeting notice. The Board shall state the reasons for not including the proposal of shareholders in the meeting agenda.

Article 3 Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.

It is limited to one proxy per shareholder and one proxy only that should be served to the Company five days prior to the meeting of shareholders. When the proxy is issued in duplicate, whichever is served first shall prevail. The proxy referred to above that was announced to be revoked is not subject to this restriction.

After serving the proxy to the Company, the shareholders who wish to attend the meeting of the shareholders in person or to vote in writing or by electronic means shall notify the Company in writing to revoke the proxy two days prior to the meeting of the shareholders. If the proxy is not revoked before the deadline, the vote by proxy shall prevail.

Article 4 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 5 The Company shall have the admission time, admission place, and other related matters set forth in the notice of meeting.

The shareholders' meeting admission time referred to above should be at least thirty minutes before the meeting in session; it should be clearly indicated at the admission place and with the adequate and qualified personnel to handle it.

Shareholders and representatives thereof (collectively referred to as shareholders) shall attend shareholder meetings by presenting valid conference pass, attendance card or other document of similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers shall be reminded to bring identity proof for verification.

The company will provide an attendance log to record shareholders' attendance; alternatively, shareholders may present their attendance cards to signify their presence.

The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any.

When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that

has attended the meeting of shareholder by proxy can authorize only one representative to attend the meeting.

Article 6 If the meeting of shareholders is convened by the Board, the Chairman of the Board is to chair the meeting. If the Chairman is on leave or is unable to exercise his/her powers for certain reasons, the Vice Chairman is to chair the meeting. If a Vice Chairman is not appointed or the Vice Chairman is also on leave or is unable to perform his duties for certain reasons, the Chairman is to appoint one of the general directors to chair the meeting. If a general director is not appointed, one of the directors is appointed to chair the meeting. If a representative is not appointed by the Chairman, one of the general directors or directors should be elected among the board members to chair the meeting.

The chairperson position mentioned above shall be assumed by a managing director or director, who has been on the board for more than six months and understands the Company's financial and business performance. The rule referred to above does apply if the chairman is a representative of the legal director.

The Chairman shall personally preside the Shareholders' meeting that is convened by the Board of Directors; also, a majority of the Board of Directors and at least one member of each functional committee should attend the meeting with the attendance recorded in the minutes of meeting. If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

The Company may assign the appointed attorney, CPA, or responsible personnel to attend the meeting of the shareholders.

Article 7 The Company shall have the admission of the shareholders, the meeting in session, and the voting and vote counting process recorded and filmed uninterruptedly.

The audio and video data referred to above should be reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.

Article 8 Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.

The chair shall call the meeting to order at the scheduled meeting time and shall announce the shares without voting rights and the shares presented by the attending shareholders at the same time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.

If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.

If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Paragraph 1, Article 175 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another meeting of shareholders to be convened within one month.

If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for

resolution in accordance with Article 174 of the Company Act.

Article 9 If the shareholders meeting is called by the Board of Directors, the agenda shall be specified by the Board of Directors. Motions (including extemporary motions and amendments to original motions) shall be resolved one by one as scheduled. The agenda may not be changed without the resolution of the shareholders meeting.

If the meeting of shareholders is convened by an authorized person other than the Board, the provision referred to above is applicable.

In either of the two arrangements described above, the chairperson shall not dismiss the meeting while an agenda (including special motions) is still in progress. If the chairperson violates conference rules by dismissing the meeting when not allowed to do so, other members of the board shall immediately assist the attending shareholders in electing another chairperson with the support of more than half of voting rights represented and continue the meeting.

The chairman shall give full explanation and discussion to the motion and the amendment or temporary motion proposed by the shareholders. When the chairman thinks that the voting is ready, he may declare that the discussion to be stopped and put the voting forward and arrange adequate voting time.

Article 10 Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic and shareholder account number (or conference pass serial number). The order of shareholders' comments shall be determined by the chairperson.

Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.

Each shareholder may not speak more than twice on the same motion for 5 minutes each time without the consent of the Chairman. However, the Chairman may have the speaking shareholders who violate the rules or speak beyond the scope of those issues silenced.

Attending shareholders may not interfere with the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped.

If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal.

The Chairman may reply to the speaking shareholders personally or by the designated personnel.

Article 11 Resolutions of the meeting of shareholders should be based on their shareholdings.

For the resolutions in the meeting of shareholders, the shares of the shareholders without votes are not included in the calculation of outstanding shares.

Shareholders who have a conflict of interest with the proposals that are detrimental to the Company's interests shall not vote, and cannot vote by proxy on behalf of the other shareholders.

The number of shares held by shareholders who are not permitted to vote shall be excluded from total voting rights represented in the meeting.

Except for Trust agencies or stock agencies approved by the securities regulatory authorities, the votes of the representative delegated by two or more shareholders shall not exceed 3% of the total votes representing the total number of shares issued; also, the votes exceeding the threshold shall not be counted.

Article 12 Shareholders are entitled to one vote per share; except for those subject to restrictions or the non-voting matters illustrated in Paragraph 2, Article 179 of the Company Act.

Voting rights may be exercised in writing or using the electronic method (pursuant to Paragraph 1, Article 177-1 of the Company Act: the Company allows shareholders to exercise voting rights in writing or through the electronic method during shareholder meetings.) Instructions for exercising voting rights in writing or through the electronic method shall be stated clearly in writing on the meeting advice. Shareholders who have their votes cast in writing or by electronic means are deemed as attending the meeting in person. However, in respect of the motion and the amendment of the original proposal in the shareholders' meeting it is deemed as a waiver; therefore, the Company is advised to avoid proposing motion or the amendment of the original proposal.

For the votes exercised in writing or by electronic means referred to above, the intention should be delivered to the Company two days prior to the meeting of shareholders. For the intention expressed in duplicate, whichever is delivered first shall prevail. The intention referred to above that was announced to be revoked is not subject to this restriction.

Shareholders after exercising their votes in writing or by electronic means wish to attend the meeting of shareholders in person shall have the intension of exercising votes in writing or by electronic means revoked the same way of exercising their votes two days prior to the meeting commencement date. For overdue revocations, the votes exercised in writing or by electronic means shall prevail. If the vote is exercised in writing or by electronic means and a representative is to attend the meeting of shareholders by proxy, the votes exercised by the representative in person shall prevail.

For the resolution of proposals, unless otherwise provided in the Company Act and the Company Corporate Charter (Articles of Incorporation), the consent of a majority vote of the attending shareholders shall prevail. The Chairman or the designated personnel are to announce the total number of balloting rights of the shareholders presented at the time of balloting, and the ballots will be casted on a case-by-case basis. The result of the votes of approval, objection, or waiver casted by shareholders will be posted on the MOPS (Market Observation Post System) at the end of the shareholders' meeting.

When there is an amendment or alternative for the same motion, the Chairman shall have the order of vote, including the original proposal, determined accordingly. If one of the motions has been passed, the other motions shall be deemed as rejected without the need for further resolution.

Chairman is to appoint the scrutineers and counting officers who must be shareholders.

The vote counting process of the shareholder's balloting or election should be held openly at the meeting venue. The balloting result should be announced immediately at the meeting, including statistical weights, and it should be documented for record.

Article 13 The election of a director, if any, at the shareholders' meeting shall be conducted according to the Company's election procedures, and the result shall be announced right after, including the elected directors and supervisors, and the votes casted, and unelected directors and supervisors, and their weighted votes.

Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.

Article 14 The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The preparation and

distribution of the minutes of shareholders' meeting can be processed electronically. A public company may post the meeting minutes on the Market Observation Post System to distribute the minutes of the foregoing paragraph.

The meeting minutes should specify the complete date, venue, chairperson, resolution method of the meeting, a brief meeting process and voting results (including weighted number of votes). In case of election of directors, the votes earned by each candidate should be specified. During the existence of the company, it should be kept permanently.

Article 15 The Company shall have the statistical report for the number of shares solicited by the solicitor and the number of shares by proxy prepared in the specific format during the meeting of the shareholders commencement date and disclosed in the meeting.

If the resolutions reached in the shareholders' meetings involving material information regulated by law and regulations and the ROC GTSM, the Company shall within the prescribed time have the material information uploaded to the MOPS.

Article 16 The staff responsible for organizing the meeting of shareholders shall wear identification badges or armbands.

The Chairman may direct disciplinary personnel or security personnel to help keep the meeting place in order. The disciplinary personnel or security personnel that help keep the meeting place in order should wear an armband with "Marshal" affixed or an identification card.

When the meeting place is equipped with amplifying equipment, the Chairman may stop shareholders who do not use the speaking device provided by the Company from speaking.

The Chairman may instruct the disciplinary personnel or security personnel to have shareholders who violate the Rules of Procedure for Shareholder Meetings, disobey the instructions of the Chairman, intervene in the meeting proceedings and fail to comply with the disciplinary act escrowed to leave the meeting place.

Article 17 The Chairman may announce the meeting in recess. The Chairman may rule to have the meeting suspended temporarily under unruly circumstance and have the meeting resume depending on the situation.

If the meeting place cannot be used continuously before the proposals (including motions) resolved in the agendas scheduled, it can be resolved to be continued in the meeting of shareholders to find another venue for the meeting.

The meeting of shareholders may, in accordance with Article 182 of the Company Act, resolve to have the meeting postponed or resumed in five days.

Article 18 These rules will be implemented after being approved in the shareholders' meeting, same as the amendment.

Article 19 These Rules are prescribed on April 30, 2016.

The first amendment was made on June 19, 2020.

The second amendment was made on June 18, 2021.

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SUN MAX TECH LIMITED
Incorporated on November 28, 2013
(Adopted by Special Resolution passed on June 19, 2020)

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
SUN MAX TECH LIMITED

(Adopted by Special Resolution passed on June 19, 2020)

1. The name of the Company is SUN MAX TECH LIMITED (the "**Company**").
2. The registered office of the Company will be situated at the offices of Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands or at such other location as the Directors may from time to time determine.
3. The objects for which the Company is established are unrestricted.

The Company have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law of the Cayman Islands (as amended) (the "**Law**").
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Law.
5. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
6. The liability of the Shareholders of the Company is limited to the amount, if any, unpaid on the share respectively held by them.
7. The capital of the Company is **NT\$ 1,000,000,000** divided into **100,000,000** Common Shares of a nominal or par value of **NT\$ 10** each provided always that subject to the Law and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights 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.

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THE COMPANIES LAW (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

SUN MAX TECH LIMITED

(Adopted by Special Resolution passed on June 19, 2020)

TABLE A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Law shall not apply to SUN MAX TECH LIMITED (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company.

INTERPRETATION

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

"**Acquisition**" refers to an act wherein a company acquiring shares, business or assets of another company in exchange for shares, cash or other assets;

"**Affiliated Company**" means with respect to any affiliated company as defined in the Applicable Listing Rules;

"**Applicable Listing Rules**" means the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Taiwan Company Act, Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;

"**Articles**" means these articles of association of the Company, as amended or substituted from time to time;

"**Audit Committee**" means the audit committee of the Company formed by the Board pursuant to Article 118 hereof, or any successor audit committee;

"**Book-Entry Transfer**" means a method whereby the issue, transfer or delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Transfer shall be recorded in the entry sub-account under the Company's account with the securities central depository in Taiwan;

"**Capital Reserves**" means the share premium account, income from endowments received by the Company, capital redemption reserve, profit and loss account and other reserves generated in accordance with generally accepted accounting principles.

"**Chairman**" has the meaning given thereto in Article 82;

"**Class**" or "**Classes**" means any class or classes of Shares as may from time to time be issued by the Company;

"**Commission**" means Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;

"**Common Share**" means a common share in the capital of the Company of NT\$10 nominal or par value issued subject to and in accordance with the provisions of the Law and these Articles, and having the rights and being subject to restrictions as provided for under these Articles with respect to such Share;

"**Constituent Company**" means an existing company that is participating in a Merger with one (1) or more other existing companies within the meaning of the Law;

"**Directors**" and "**Board of Directors**" and "**Board**" means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof;

"**electronic**" shall have the meaning given to it in the Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

"**electronic communication**" means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;

"**Emerging Market**" means the emerging market board of Taipei Exchange in Taiwan;

"**Family Relationship within Second Degree of Kinship**" in respect of a natural person, means another natural person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include but not limited to the parents, siblings, grandparents, children and grandchildren of the first person as well as the first person's spouse's parents, siblings and grandparents;

"**Guidelines Governing Election of Directors**" means guidelines governing election of Directors of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"**Indemnified Person**" has the meaning given thereto in Article 152;

"**Independent Director**" means a director who is an independent director as defined in the Applicable Listing Rules;

"**Law**" means the Companies Law of the Cayman Islands (as amended);

"**Legal Reserves**" the legal reserve allocated in accordance with the Applicable Listing Rules;

"**Memorandum of Association**" means the memorandum of association of the Company, as amended or substituted from time to time;

"**Merger**" means the merging of two (2) or more Constituent Companies and the vesting of their undertaking, property and liabilities in one (1) of such companies as the Surviving Company within the meaning of the Law;

"**MOEA**" means Ministry of Economic Affairs of Taiwan being administering the Company Act of Taiwan and relevant corporate matters in Taiwan;

"**Office**" means the registered office of the Company as required by the Law;

"Ordinary Resolution" means a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

"paid up" means paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;

"Person" means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

"preferred Shares" has the meaning given thereto in Article 10;

"Procedural Rules of Board Meetings" means procedural rules of the Board meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Procedural Rules of General Meetings" means procedural rules of the general meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Register" or **"Register of Members"** means the register of Members of the Company required to be kept pursuant to the Law;

"Republic of China" or **"Taiwan"** means the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

"Retained Earnings" means the sums including but not limited to the Legal Reserves, Special Reserves, and unappropriated earnings;

"Rules of Audit Committee" means rules of Audit Committee of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Seal" means the common seal of the Company (if adopted) including any facsimile thereof;

"Secretary" means any Person appointed by the Directors to perform any of the duties of the secretary of the Company;

"Share" means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;

"Shareholder" or **"Member"** means a Person who is registered as the holder of Shares in the Register;

"Share Premium Account" means the share premium account established in accordance with these Articles and the Law;

"Shareholders' Service Agent" means the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;

"signed" means bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

"Special Reserves" means the reserve allocated from Retained Earnings in accordance with the Applicable Listing Rules, or resolutions of shareholders meetings;

"Special Resolution" means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds (2/3) of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

"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 give shares, cash or other assets to the transferor company or to shareholders of the transferor company;

"Supermajority Resolution Type A" means a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than half of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds (2/3) of all issued Shares of the Company;

"Supermajority Resolution Type B" means where the Shareholders attending the general meeting are holding less than two-thirds (2/3) of all issued Shares of the Company entitled to vote thereon as required under the Supermajority Resolution Type A, a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds (2/3) of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than half of all issued Shares of the Company;

"Surviving Company" means the sole remaining Constituent Company into which one (1) or more other Constituent Companies are merged within the meaning of the Law;

"Taipei Exchange" means the Taipei Exchange in Taiwan;

"Treasury Shares" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Law and the Applicable Listing Rules; and

"TSE" means the Taiwan Stock Exchange.

2. In these Articles, save where the context requires otherwise:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;
- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
- (d) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;
- (e) reference to any determination by the Directors shall be construed as a determination by the Directors in their absolute discretion and shall be applicable either generally or in any particular case; and
- (f) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one (1) and partly another.

3. Subject to the last two preceding Articles, any words defined in the Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PRELIMINARY

4. The business of the Company may be commenced at any time after incorporation.
5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.
6. The preliminary expenses incurred in the formation of the Company and in connection with the issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.
7. The Board of Directors shall keep, or cause to be kept, the Register which may be kept in or outside the Cayman Islands at such place as the Board of Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.

SHARES

8. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may :
 - (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto;

and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.

9. The Directors may authorise the division of Shares into any number of Classes and the different Classes shall be authorised, established and designated (or re-designated as the case may be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) shall be fixed and determined by the Directors.
10. 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 (2/3) or more of the total number of the Directors and with the approval of a Special Resolution. Prior to the issuance of any preferred Shares approved pursuant to this Article 10, these Articles shall be amended to set forth the rights and obligations of the preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of preferred Shares:
 - (a) number of preferred Shares issued by the Company and the number of preferred Shares the Company is authorized to issue;
 - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on preferred Shares;
 - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;

- (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Shareholders;
 - (e) other matters concerning rights and obligations incidental to preferred Shares; and
 - (f) the method by which the Company is authorized or compelled to redeem the preferred Shares, or a statement that redemption rights shall not apply.
11. Subject to these Articles and the Applicable Listing Rules, 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 (2/3) or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
12. Subject to Article 12A, the Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.
- 12A. If a subscriber fails to pay any call or instalment of call with respect of any Shares on the day appointment for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued, within a period of not less than 1 month from the date of the notice given by the Directors. The notice shall name a further day (not earlier than the expiration of aforesaid one month or longer period from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a determination of the Directors to that effect. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, whether on account of the amount of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting Shareholder.
13. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Subsidiaries of the Company who are determined by the Board in its reasonable discretion. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
14. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided herein, in the Applicable Listing Rules or resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by public announcement and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The public announcement and written notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the

original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.

15. The Shareholders' pre-emptive right prescribed under Article 14 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
 - (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 obligation under Share subscription warrants and/or options;
 - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares; or
 - (d) in connection with meeting the Company's obligation under preferred Shares vested with rights to acquire Shares.
16. For so long as the Shares are registered in the Emerging Market, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company may allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. For so long as the Shares are listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.
17. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company may, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors, adopt one (1) or more employee incentive programmes (such as employee stock option plan) pursuant to which options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or any Subsidiaries of the Company to subscribe for Shares. The options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
- 17B. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules and the requirements of the Commission.

PRIVATE PLACEMENT

- 17C. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company may by a resolution passed by at least two-thirds (2/3) of votes cast by Shareholders present at the general meeting with a quorum of more than half of the total number of the issued Shares at the general meeting carry out private placement of its securities to the following entities in Taiwan:
- (a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;
 - (b) individuals, legal entities or funds meeting the qualifications established by the Commission; and
 - (c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, a private placement of ordinary corporate bonds may be carried out in instalments within one (1) year of the date of the relevant resolution of the Board of Directors approving such private placement.

MODIFICATION OF RIGHTS

18. Whenever the capital of the Company is divided into different Classes (such as the Common Shares and the preferred Shares), the rights attached to any such Class may (unless otherwise provided by the terms of issue of the Shares of that Class) only be materially adversely varied or abrogated (including but not limited to the circumstances where there is any amendment to these Articles which may be prejudicial to the rights of the holders of any preferred Shares) by: (i) a Special Resolution passed at a general meeting of holders of Common Shares; and (ii) a Special Resolution passed at a separate meeting of the holders of Shares of the relevant Class (such as the preferred Shares).

To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one (1) or more Persons at least holding or representing by proxy one-half (1/2) of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one (1) vote for each Share of the Class held by him.

19. 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 materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

CERTIFICATES

20. The Company shall deliver Shares to the subscribers of new Shares by Book-Entry Transfer within thirty (30) days from the date the Shares may be issued pursuant to the Applicable Listing Rules and make public announcement prior to the delivery. So long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Company may issue the Shares in scriptless form provided that the Company shall register with the securities central depository in Taiwan. No Person shall be entitled to a certificate for any or all of his/her Shares, unless the Directors shall determine otherwise.

FRACTIONAL SHARES

21. Subject to these Articles, the Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share. If more than one (1) fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

TRANSFER OF SHARES

22. Title to Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Applicable Listing Rules, the Law and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years as the Directors may agree with such employees.

Subject to the Law and notwithstanding anything to the contrary in these Articles, Shares that are listed or admitted to trading on an approved stock exchange (as defined in the Law, including the Taipei Exchange and the TSE), may be evidenced and transferred in accordance with the rules and regulations of such exchange.

23. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve or the form required by the Taipei Exchange or TSE (for so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE) and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. The Register of Members maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be kept by recording the particulars required under the Law in a form otherwise than legible provided such recording otherwise complies with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules. To the extent the Register of Members is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.
24. The Board may decline to register any transfer of any Share unless:
- (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one (1) class of Shares;
 - (c) the instrument of transfer is properly stamped, if required; or
 - (d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four (4).

Notwithstanding the above, the Board may not unreasonably decline to register any transfer of any Shares. This Article is not applicable during the period that the Shares are registered in the Emerging Market or listed in Taipei Exchange or TSE.

25. The registration of transfers may be suspended when the Register is closed in accordance with Article 41.

26. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

TRANSMISSION OF SHARES

27. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two (2) or more holders, the survivors or survivor, or the legal personal representatives of the deceased, shall be the only Person recognised by the Company as having any title to the Share.
28. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, but the Directors shall, in either case, have the same right to decline or suspend registration, and for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, decline or suspend registration in accordance with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules, as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
29. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided however, that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with. Notwithstanding the above, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Directors shall comply with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules.

VOTING ON RESOLUTION

30. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe.

The Company may from time to time by Ordinary Resolution:

- (a) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares;
 - (b) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;
 - (c) subdivide its existing Shares, or any of them into Shares of a smaller amount; and
 - (d) 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 and diminish the amount of its share capital by the amount of the Shares so cancelled.
31. The Company may also by Special Resolution:
- (a) change its name;

- (b) subject to the Law, reduce its share capital and any capital redemption reserve in any manner authorised by law; and
- (c) effect a Merger of the Company in accordance with the Applicable Listing Rules and the Law other than a Merger under the provision 2 of Article 32.

32. The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:

- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
- (b) transfer the whole or any material part of its business or assets other than the transfer under the provision 2 of this Article;
- (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules other than a Spin-off under the provision 2 of this Article;
- (e) grant waiver to the Director's engaging in any business within the scope of the Company's business;
- (f) issue restricted shares for employees pursuant to Article 17B;
- (g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubt, the allotment of bonus shares in connection with the Employees' Remuneration and Directors' Remuneration pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B; and
- (h) share swap.

The Company may also by a resolution passed by not less than two-thirds of votes cast by such Shareholders representing the total number of issued Shares at a general meeting:

- (a) participate in a merger in accordance with the Applicable Listing Rules in which the Company is dissolved and the trading of Shares on the stock exchange is terminated thereafter while the surviving or newly incorporated company is not listed on TSE or Taipei Exchange;
- (b) carry on a general transfer or transfer its business or assets in accordance with the Applicable Listing Rules in which the trading of Shares on the stock exchange is terminated thereafter and the transferee company is not listed on TSE or Taipei Exchange;
- (c) conduct a share exchange in accordance with the Applicable Listing Rules in which the trading of Shares on the stock exchange is terminated thereafter and the surviving or newly incorporated company is not listed on TSE or Taipei Exchange;
- (d) conduct a spin-off in accordance with the Applicable Listing Rules in which the trading of Shares on the stock exchange is terminated thereafter and the transferee company is not listed on TSE or Taipei Exchange.

33. Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass;

- (a) either a Supermajority Resolution Type A or a Supermajority Resolution Type B, 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 0(a) above.
34. Subject to the Applicable Listing Rules, in the event any of the resolutions with respect to the provision 1 (a), (b), or (c) of Article 32 or provision 2 (b), or (c) of Article 32 is adopted by general meeting, any Shareholder who has expressed his objection, in writing or verbally with a record before or during the meeting and waived his voting right may request the Company to purchase all of his Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Company shall apply to any competent court of Taiwan for a ruling on the appraisal price against all the dissenting Shareholders as the opposing party within thirty (30) days after that duration, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

Subject to the Applicable Listing Rules, in the event any part of the Company's business is Spun Off or involved in any Merger, Acquisition or share swap with any other company, the Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to purchase all of his Shares in writing at the then prevailing fair price within twenty (20) days after the date of the resolution and specifies the price of the Shares to be repurchased.

For the purpose of this Article 34, if the Company and any Shareholder reach an agreement about the price of the Shares to be repurchased by the Company, the Company shall pay for such agreed purchase price of Shares to be repurchased within ninety (90) days from the date of passing of the resolution by general meeting. In case no agreement as to the purchase price is reached, the Company shall pay the fair price as determined by the Company to such Shareholder within ninety (90) days from the date on which the resolution was adopted. If the Company fails to pay the agreed purchase price, the Company shall be deemed to agree to the price as requested by the Shareholder.

For the Shareholder who requests the Company to purchase all of his Shares in accordance with the second paragraph, in the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date on which the resolution was adopted, the Company shall apply to the court for a ruling on the fair price against all the dissenting shareholders as the opposing party within thirty (30) days after such sixty-day period, and Taiwan Taipei District Court has the jurisdiction.

REDEMPTION AND PURCHASE OF SHARES

- 35. Subject to the Law, the Applicable Listing Rules and these Articles, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Shareholder. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the repurchase of the Shares by the Company shall be subject to the Applicable Listing Rules and the Cayman Islands law.
- 36. The Company is authorised to make payments in respect of the redemption of its shares out of the funds lawfully available (including out of capital) in accordance with the Law and the Applicable Listing Rules.
- 37. The redemption price of a redeemable Share, or the method of calculation thereof, shall be fixed by the Directors at or before issue of such Share. Subject to these Articles, every share certificate representing a redeemable share shall indicate that the share is redeemable.
- 38. Subject to the Applicable Listing Rules and Articles 38B and 39B, and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Directors may on behalf of the Company purchase any share in the Company (including a redeemable share)

by agreement with the Shareholder or pursuant to the terms of the issue of the share and may make payments in respect of such purchase in accordance with the Law, the Applicable Listing Rules and the Ordinary Resolution authorizing the manner and terms of purchase.

- 38B. Subject to the Applicable Listing Rules, upon approval of a majority of Directors present at a Board meeting attended by two-thirds (2/3) of all Directors or more, the Company may repurchase its outstanding Shares listed on the Taipei Exchange or TSE. The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the Taipei Exchange or TSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.
39. The redemption price or repurchase price may be paid in any manner authorised by the Law and these Articles. A delay in payment of the redemption price or repurchase price shall not affect the redemption or repurchase but, in the case of a delay of more than thirty (30) days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by Class A banks in the Cayman Islands for thirty day deposits in the same currency.
- 39B. The Shares may only be cancelled in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor with the sanction of either the Supermajority Resolution Type A or the Supermajority Resolution Type B. The number of Shares to be repurchased and cancelled pursuant to a repurchase of Shares described in the preceding paragraph shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.

The amount payable to the Shareholders in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). The assets to be delivered and the amount of such substitutive share capital in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor shall be approved by either the Supermajority Resolution Type A or the Supermajority Resolution Type B and shall be subject to consent by the Shareholder receiving such assets. Prior to such general meeting, the Board of Directors shall have the value of assets to be delivered and the amount of such substitutive share capital in respect of repurchase of the Shares (as described in the preceding paragraph) be audited and certified by a certified public accountant in Taiwan.

TREASURY SHARES

40. No share may be redeemed unless it is fully paid-up. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Law and Applicable Listing Rules. If the Board of Directors does not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.
- 40B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of Treasury Shares.
- 40C. The Company shall be entered into the Register as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law, save that, subject to the Applicable Listing Rules and the Law, an allotment of Shares as fully

paid bonus shares in respect of a Treasury Shares is permitted and Shares allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares.

- 40D Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing Rules, such employees may undertake to the Company to refrain from transferring such Shares during certain period with a maximum of two (2) years.
- 40E. Subject to the Applicable Listing Rules, the transfer of Treasury Shares to its employees by the Company at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company shall be approved at the next general meeting by a resolution passed by at least two-thirds (2/3) of votes of Shareholders attending the meeting with a quorum of more than half of the total issued Shares. The following matters shall be listed in the reasons for convening this general meeting and in no event shall such matters be proposed at the general meeting as ad hoc motions:
- (a) transfer price determined, discount rate, calculation basis and fairness;
 - (b) number of Treasury Shares to be transferred, purpose and fairness;
 - (c) criteria of eligible employees and number of Treasury Shares that may be subscribed for; and
 - (d) impact on shareholders' rights: (i) the amount to be booked as expense of the Company and dilution of earnings per Share; and (ii) description of the Company's financial burden arising from the transfer of Treasury Shares to employees at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company.

The accumulated number of Treasury Shares that have been transferred to employees as so approved at each general meetings shall not exceed five (5%) of the total issued Shares of the Company, and the accumulated number of Treasury Shares transferred to a single employee shall not exceed zero point five percent (0.5%) of the total issued Shares.

CLOSING REGISTER OR FIXING RECORD DATE

41. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days inclusive of the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
42. Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a general meeting and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 42 in respect of convening a general meeting, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules.

GENERAL MEETINGS

43. All general meetings other than annual general meetings shall be called extraordinary general meetings.
44. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year and shall specify the meeting as such in the notices calling it.
45. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all general meetings shall be held in Taiwan, if a general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders, shall apply for the approval of the Taipei Exchange or the TSE.
46. Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 48, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.
47. If at any time there are no Directors, any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued Shares of the Company for a period of one (1) consecutive year or a longer time may, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

48. At least twenty (20) and ten (10) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively; provided however for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, at least thirty (30) and fifteen (15) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. Notwithstanding the foregoing paragraph, as long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, for any annual and extraordinary general meetings, the written notice may be made by way of public announcement to the Shareholders holding less than 1,000 Shares.

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 and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent by the individual recipients.

- 48B. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 67, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.

49. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.
50. The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:
- (a) election or discharge of Directors or supervisors (if any);
 - (b) amendments to the Memorandum of Association and/or these Articles;
 - (c) reduction in share capital of the Company;
 - (d) application for de-registration as a public company;
 - (e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;
 - (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
 - (g) the transfer of the whole or any material part of its business or assets;
 - (h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (i) the private placement of equity-linked securities;
 - (j) granting waiver to the Director's engaging in any business within the scope of business of the Company;
 - (k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;
 - (l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;
 - (m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; and
 - (n) the transfer of Treasury Shares to its employees by the Company.

Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.

PROCEEDINGS AT GENERAL MEETINGS

51. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes.
52. One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.

The Board shall accept a proposal submitted by one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of Shares held by such one or more Shareholders is less than one percent (1%) in aggregate of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Law or Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; (iv) the proposal submitted exceeds three hundred words; or (v) the proposal is not submitted within the specified period determined by the Board; provided, however, that if the proposal submitted is to urge the Company to facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).

53. Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of Directors. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves a chairman for such meeting.
- 53A. Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company for at least three (3) consecutive months may convene an extraordinary general meeting. The determination of the afore-mentioned holding period and number of Shares shall be based on the Shares held immediately prior to the relevant book close period.
54. Subject to the Applicable Listing Rules, for a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.
- 54A. The Board of Directors or any person who is entitled to convene a general meeting pursuant to Article 53A above or under these Articles may demand the Company or its Shareholders' Service Agent to provide the Register of Members.

55. Subject to the Applicable Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.
56. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting shall be passed by an Ordinary Resolution.
57. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of General Meetings.

VOTES OF SHAREHOLDERS

58. Subject to these Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person representing a Shareholder by proxy shall have one (1) vote for each Share of which he or the Person represented by proxy is the holder. Subject to the Law and unless otherwise provided for in these Articles, any resolutions at a general meeting of the Company shall be adopted by an Ordinary Resolution.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, any Shareholder holding Shares on behalf of one or more Persons (each a "**Beneficial Owner**") may exercise his/her voting rights severally in accordance with the request(s) of such Beneficial Owner. The qualifications, scopes, exercises, operational procedures and other matters in relation to the aforesaid separate exercise of voting rights shall be conducted in accordance with the Applicable Listing Rules.

59. No vote may be exercised by any Shareholder with respect to any of the following Shares:
 - (a) the Treasury Shares held by the Company in accordance with the Law, these Articles and the Applicable Listing Rules;
 - (b) the Shares held by any subordinate company of the Company as defined in the Applicable Listing Rules, where the total number of voting shares or total shares equity held by the Company in such a subordinated company represents more than one-half (1/2) of the total number of voting shares or the total shares equity of such a subordinated company; or
 - (c) the Shares held by another company, where the Company and its subordinated company directly or indirectly hold more than one-half (1/2) of the total number of the voting shares or total shares equity of such company.

Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the total number of issued shares while calculating the quorum for the purpose of Article 51.

60. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's rights and the vote of their representative who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
61. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, guardian or any other Person who is similar to guardian and appointed by any court having jurisdiction, may vote by proxy.
62. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing an instrument in usual or common form or such other form as the Directors may approve, and such proxy form shall be prepared by the Company stating therein the scope of power

authorized to the proxy. A Shareholder may only execute one (1) such proxy form and appoint one (1) proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two (2) or more written proxies from one (1) Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

- 62B. After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.
63. The instrument appointing a proxy shall be in the form approved by the Board 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 Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice by mail or electronic transmission for the relevant general meeting. Notwithstanding any other provisions of these Articles, the distribution of the notice and proxy materials shall be made to all Shareholders and such distribution, regardless of delivering by email or by electronic transmission, shall be made on the same day.
64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.
65. Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of votes in excess of the said three percent (3%) represented by such proxy shall not be counted.
66. To the extent required by the Applicable Listing Rules, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed (the "**Proposed Matters**") for consideration and approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to the said matter, but all such Shares shall be counted in the quorum for the purpose of Article 51 notwithstanding that such Shareholder should not exercise his voting right. Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the number of votes of Shareholders present at the general meeting for the resolution relating to the Proposed Matters by the Company.
67. Subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting as well as casting the votes in writing, that the method for exercising the votes shall be described in the notice of the general meeting. If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.
68. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding article shall be deemed to have appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not

exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute (i.e., Shareholders' Service Agent located in Taiwan) approved by the Commission and the Taipei Exchange or the TSE to handle the administration of such general meeting (including but not limited to the voting for Shareholders of the Company).

69. A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or electronic transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.
70. In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the date of the 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 68. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.

If a Shareholder has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.

71. In case the procedure for convening a general meeting or the method of adopting resolutions is in violation of the Law, Applicable Listing Rules or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, for revocation of such resolution.

PROXY AND PROXY SOLICITATION

72. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or the TSE, the Company shall comply with the Applicable Listing Rules (including but not limited to the "Guidelines Governing the Utilization of Proxy for Shareholders Meetings of Public Companies") in respect of the proxies and proxy solicitation.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

73. Any corporation which is a Shareholder or a Director may 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 meeting of holders of a Class or of the Board of Directors or of a committee of Directors, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder or Director.

DIRECTORS

74. Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of seven (7) Directors. Amongst the Board of Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.

Where any Shareholder is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.

75. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties without having any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence of Independent Directors, method of nomination of Independent Directors, and other matters in relation to Independent Directors shall be subject to the Applicable Listing Rules.

When the number of Independent Directors falls below the required number of Independent Directors under these Articles or the Applicable Listing Rules due to the disqualification or resignation of an Independent Director or the Independent Director ceases to be a Director for any reason, the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been disqualified, resigned or cease to be Directors for any reason, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to elect Independent Directors.

76. Unless otherwise permitted by the Commission and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the "**Threshold**").

Where the Directors elected at the general meeting do not meet the Threshold, the election of the Director receiving the lowest number of votes among those not meeting the Threshold shall be deemed null and void. If any of the existing Directors does not meet the Threshold, such Director in office shall be discharged immediately and automatically.

77. When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.

If all Directors are re-elected at a general meeting held prior to the expiration of the term of the current Directors (the "**Re-Election**"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company.

78. The general meeting of the Shareholders may appoint any natural person or corporation to be a Director or supervisors (if any). At a general meeting of election of Directors or supervisors (if any), the number of votes exercisable in respect of one (1) Share shall be the same as the number of Directors or supervisors (if any) to be elected, and the total number of votes per

Share may be consolidated for election of one (1) candidate or may be split for election of two (2) or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director or supervisor (if any) so elected.

79. For so long as the Shares are registered in Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment and election of Directors (including the Independent Directors) or supervisors (if any) in accordance with the Applicable Listing Rules and, for the avoidance of doubt, (i) the Directors (excluding the Independent Directors) or supervisors (if any) shall only be elected and approved by the Shareholders from the list of candidates for Directors (excluding the Independent Directors) and supervisors (if any); and (ii) the Independent Directors shall only be elected and approved by the Shareholders from the list of candidates for Independent Directors.

Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.

80. Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3) years; thereafter he/she may be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the term of office of such Directors or supervisors (if any) shall be extended until the time new Directors or supervisors (if any) are elected and assume their office.

81. A Director may be discharged at any time by either a Supermajority Resolution Type A or a Supermajority Resolution Type B adopted at a general meeting. If a Director is discharged during the term of his/her office as a director without good cause, such Director may make a claim against the Company for any and all damages sustained by him/her as a result of such discharge.

82. The Board of Directors shall have a Chairman (the "**Chairman**") elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office.

- 82B. For so long as the Shares are registered on the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director (other than the Independent Director) or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "**Approval Time**"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director (other than as an Independent Director) or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.

83. The Board may, from time to time, and except as required by the applicable laws and Applicable Listing Rules, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.

84. A Director shall not be required to hold any Shares in the Company by way of qualification.

- 84B. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, where any Director, who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the "**Pledged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

DIRECTORS' FEES AND EXPENSES

85. Unless otherwise stipulated in these Articles or the Applicable Listing Rules, the remuneration (if any) of the Directors is subject to resolution by the Board of Directors in accordance with the standard prevalent in the industry. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
86. Subject to Article 85, any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.
- 86B. The Company shall establish a salaries and remuneration committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The salaries and remunerations in the preceding paragraph include the salaries and remunerations and stock options and other measures providing substantial incentives for Directors and managers.

ALTERNATE

87. Subject to the Applicable Listing Rules, any Director may appoint another Director to be his or her alternate and to act in such Director's place at any Board meeting. Every such alternate Director shall be entitled to attend and vote at the Board meeting as the alternate of the Director appointing him or her and where he or she is a Director to have a separate vote in addition to his or her own vote.
88. Subject to the Applicable Listing Rules, the appointment of the alternate Director referred in the preceding article shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such appointment is to be used, or first used, prior to the commencement of the Board meeting.

POWERS AND DUTIES OF DIRECTORS

89. At the close of each financial year, the Board of Directors shall prepare the business report, financial statements and the surplus earning distribution and/or loss offsetting proposals for adoption by the annual general meeting, and upon such adoption by the annual general meeting, distribute or make public announcements to each Shareholder copies of adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting in accordance with these Articles and the Applicable Listing Rules. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.

90. Subject to the Law, these Articles, Applicable Listing Rules and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company.
91. The Directors may from time to time appoint any Person (exclusive of any Independent Directors), whether or not such Person is a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Directors hold either of the above positions, the relevant remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors.
92. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
93. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
94. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
95. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the two next following Articles shall not limit the general powers conferred by this Article.
96. The Directors from time to time and at any time may establish any committees for managing any of the affairs of the Company (including but not limited to remuneration committee), and unless otherwise provided in the Applicable Listing Rules, the members of such committees shall be Directors. Where any Director holds above position, the relevant remuneration shall be subject to Article 85.
97. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- 97B Subject to the Cayman Islands law and the Applicable Listing Rules, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held liable for any damages therefrom.

Subject to the Cayman Islands law and the Applicable Listing Rules, if any Director violates the aforesaid fiduciary duties for him/herself or another person, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.

If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing any loss or damage to third party, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held jointly and severally liable for

the loss or damage to such third party with the Company. In this connection, such Director shall indemnify the Company for any loss or damage incurred by the Company to third party.

Subject to Cayman Islands law and the Applicable Listing Rules, to the extent of the scope of their respective duties, the officers and the supervisors (if any) of the Company shall bear the liability identical to that applicable to Directors pursuant to the preceding paragraphs of this Article.

BORROWING POWERS OF DIRECTORS

98. Subject to these Articles and the Applicable Listing Rules, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

THE SEAL

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one (1) or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal.
101. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

DISQUALIFICATION OF DIRECTORS

102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:
- (a) committed an organized crime and has been adjudicated guilty by a final judgment, and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of the sentence, his term of probation has expired or he has been pardoned is less than five (5) years;
 - (b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned is less than two (2) years;
 - (c) has been adjudicated guilty by a final judgment for violating anti-corruption law, and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned is less than two (2) years;
 - (d) becomes bankrupt or enters into liquidation process by a court order and has not been discharged from bankruptcy or liquidation;

- (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
 - (f) has no or only limited legal capacity;
 - (g) dies or is found to be or becomes of unsound mind;
 - (h) resigns his office by notice in writing to the Company;
 - (i) becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not been revoked; or
 - (j) is removed from office and ceases to be the Director pursuant to these Articles.
103. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and regulations and these Articles, but not been discharged or removed by a resolution of the general meeting, any Shareholder(s) holding three percent (3%) or more of the total number of issued Shares may, within thirty (30) days after that general meeting, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, in respect of such matter, for the removal of such Director, at the Company's expense.

PROCEEDINGS OF DIRECTORS

104. The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be given to each Director at least seven (7) days prior to the meeting via mail or electronic transmission; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.
105. A Director may participate in any meeting of the Board of Directors, or of any committee appointed by the Board of Directors of which such Director is a member, by means of videoconference or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
106. Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Directors shall be more than one-half (1/2) of the Directors. A Director represented by alternate Director at any Board meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.
107. A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:
- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or

- (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.

Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting; before the Company adopts any resolution of Merger, Acquisition, Spin-off or share swap, a Director who has a personal interest in the transaction of Merger, Acquisition, Spin-off or share swap shall declare such interest to the Board at the Board meeting and to the shareholders at the general meeting the essential contents of such personal interest and the reasons that the relevant resolution shall be approved or dissented.

In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidiary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.

- 108. A Director (exclusive of any Independent Directors) who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting of the Shareholders and be approved by either a Supermajority Resolution Type A or a Supermajority Resolution Type B. Failure in obtaining such approval shall cause the Director being so interested be liable to account to the Company for any profit realised by any such behaviour if the general meeting so resolves by an Ordinary Resolution within one (1) year from such behaviour.
- 109. Notwithstanding the preceding Articles, subject to the Applicable Listing Rules, a Director (exclusive of any Independent Directors) may hold any other office or place of profit under the Company (other than the office of internal auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- 110. Subject to these Articles and the Applicable Listing Rules, any Director (exclusive of any Independent Directors) may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as internal auditor to the Company.
- 111. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
 - (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and

- (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
112. Subject to the Applicable Listing Rules, when the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held.
113. Subject to the Applicable Listing Rules, the continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.
114. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one (1) of their number to be chairman of the meeting.
115. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.
116. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, all acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
117. The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors:
- (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
 - (b) the sale or transfer of the whole or any material part of its business or assets;
 - (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (d) the election of Chairman of the Board pursuant to these Articles;
 - (e) the distribution of part or all of the dividends or bonus of the Company by way of cash pursuant to Article 125A;
 - (f) the allocation of Employees' Remuneration and Directors' Remuneration pursuant to Article 129; and
 - (g) issuance of corporate bonds.

AUDIT COMMITTEE

118. The Company shall set up an Audit Committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The Audit Committee shall comprise solely of all Independent Directors and the number of committee members shall not be less than three (3). Subject to the Applicable Listing Rules, one (1) of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members

shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half (1/2) or more of all its members.

119. Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:
- (a) adoption of or amendment to an internal control system;
 - (b) assessment of the effectiveness of the internal control system;
 - (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;
 - (d) any matter relating to the personal interest of the Directors;
 - (e) the entering into of a transaction relating to material assets or derivatives;
 - (f) a material monetary loan, endorsement, or provision of guarantee;
 - (g) the offering, issuance, or private placement of the Shares or any equity-linked securities;
 - (h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;
 - (i) the appointment or discharge of a financial, accounting, or internal auditing officers;
 - (j) approval of annual and semi-annual financial reports; and
 - (k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.

Subject to the Applicable Listing Rules, with the exception of item (j) above, any other matter that has not been approved with the consent of one-half (1/2) or more of all Audit Committee members may be undertaken upon the consent of two-thirds (2/3) or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

Subject to the Applicable Listing Rules, where the Audit Committee is unable to convene a meeting for any proper cause, matters may be approved by consent of two-thirds (2/3) or more of all Directors, provided that the Independent Director members shall still be required to issue an opinion as to whether the resolution is approved in respect of a matter under item (j) above.

- 119A. Before the Company holds a meeting of the Board of Directors to adopt any resolution of Merger, Acquisition, Spin-off or share swap, the Audit Committee shall seek opinion from an independent expert in order to review the fairness and reasonableness of the plan and transaction of the Merger, Acquisition, Spin-off or share swap, including but not limited to the justification of share swap ratio or a distribution by cash or otherwise, and the review result shall be submitted to the Board of Directors and Shareholders in the general meeting (provided, however, that if the Law does not require the Shareholders' approval on the said transactions, the expert opinion and review result do not have to be submitted to the general meeting); and the review result and the expert opinion shall be provided to the Shareholders together with the notice of general meeting. If the Law does not require the Shareholders' approval on the said transactions, the Board of Directors shall report the transactions in the general meeting following the transactions.

For the documents to be given to the Shareholders in the preceding paragraph, if the Company announces the same content as in those documents on a website designated by

the Taiwan competent authorities and those documents are prepared at the venue of the general meeting for Shareholders' review, those documents shall be deemed as having been given to Shareholders.

120. The accounts of the Company shall be audited at least once in every year.
121. The Audit Committee shall at all reasonable times have access to and may make copies of all books, all accounts and vouchers and documents kept by the Company; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.
122. The statement of income and expenditure and the balance sheet provided for by these Articles shall be examined by the Audit Committee and compared with the books, accounts and vouchers relating thereto; and the Audit Committee shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The Audit Committee may appoint, on behalf of the Company, a practicing lawyer and a certified public accountant to conduct the examination. The financial statements of the Company shall be audited by an auditor appointed by the Board in accordance with generally accepted auditing standards. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than the Cayman Islands. If so, the financial statements and the report of the auditor should disclose this fact and name such country or jurisdiction.
123. Subject to the Cayman Islands law, any Shareholder(s) holding one percent (1%) or more of the total number of the issued Shares of the Company for six (6) consecutive months or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.
- If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.
- 123A. Other than that the Board of Directors is unwilling or unable to convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company when necessary.
124. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Rules of Audit Committee.

DIVIDENDS

125. Subject to the Law, any rights and restrictions for the time being attached to any Shares and these Articles, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.
- Subject to the Law, the Company by Special Resolution may distribute its Capital Reserves, 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.
- 125A Notwithstanding the preceding Article (125), the Directors may distribute part or all of the dividends or bonus by way of cash with the approval of a majority of the votes of the Directors

present at a Board meeting attended by at least two-thirds (2/3) of all Directors, and report the aforementioned distribution to the Shareholders at the next general meeting.

126. Subject to Article 129, the Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
127. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.
128. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.
129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or bonus shares according to the Company's future expenditure budgets and funding needs.

Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of ten percent (10%) and a minimum of one point five percent (1.5%) of such annual profits before tax for the purpose of employees' remuneration (including employees of the Company and/or any Affiliated Company) (the "**Employees' Remuneration**"); and (2) a maximum of two percent (2%) of such annual profits before tax for the purpose of Directors' remuneration (the "**Directors' Remuneration**"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remuneration and Directors' Remuneration. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remuneration and the Directors' Remuneration may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remuneration and the Directors' Remuneration in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.

Unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be allocated in the following order and proposed by the Board of Directors to the Shareholders in the general meeting for approval:

- (a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;
- (b) to set off accumulated losses of previous years (if any);
- (c) to set aside ten percent (10%) as Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company;
- (d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission; and

- (e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings), the Board of Directors may present a proposal to distribute to the Shareholders by way of dividends at the annual general meeting for approval pursuant to the Applicable Listing Rules. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of ten percent (10%) and a maximum of one hundred percent (100%) of the total dividends allocated to Shareholders.
130. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share. No dividend shall bear interest against the Company.

ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION

131. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
132. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
133. The Board of Directors shall prepare and submit the business reports, financial statements and records to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the surplus earning distribution and/or loss offsetting. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.
134. Subject to the Applicable Listing Rules, the Board shall keep copies of the yearly business report, financial statements and other relevant documents at the office of its Shareholders' Service Agent in Taiwan ten (10) days before the annual general meeting and any of its Shareholders is entitled to inspect such documents from time to time.
135. Save for the preceding Article 134 and Article 148, 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 Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
136. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules.
137. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

INTERNAL AUDIT

138. The Company shall set up internal audit unit under the Board of Directors, and hire qualified and adequate staffs as internal auditors. Any matters in relation to the internal audit shall comply with the Applicable Listing Rules.

CAPITALISATION OF RESERVES

139. Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B:
- (a) resolve to capitalise an amount standing to the credit of reserves or other capital reserves (including a share premium account, capital redemption reserve, revenue, profit and loss account, Capital Reserves, Legal Reserves and Special Reserves), whether or not available for distribution;
 - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other;
 - (c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit; and
 - (d) generally do all acts and things required to give effect to any of the actions contemplated by this Article 139.
- 139A. For the avoidance of doubt, the allotment of bonus shares in connection with the Employees' Remuneration and Directors' Remuneration pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B.

PUBLIC TENDER OFFER

140. For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, any public tender offer of the Shares of the Company shall be subject to the Applicable Listing Rules, including but not limited to the "Regulations Governing the Public Tender Offer of Shares of Public Companies".

SHARE PREMIUM ACCOUNT

141. The Directors shall in accordance with the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
142. Subject to the Applicable Listing Rules and the Law, there shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

NOTICES

143. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

144. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
145. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or other document, if served by:
- (a) post or courier, shall be deemed to have been served five (5) days after the time when the letter containing the same is posted or delivered to the courier;
 - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
 - (c) recognised courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
 - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

146. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.
147. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and
 - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other Person shall be entitled to receive notices of general meetings.

INFORMATION

148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company. The Company shall cause its Shareholders' Service Agent to provide the aforesaid documents.
149. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any

information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.

150. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

INDEMNITY OR INSURANCE

151. The Company may by Ordinary Resolution adopt one (1) of the protection mechanisms as described in Article 152 (a) and (b).

152. (a) Every Director and other officer for the time being and from time to time of the Company (each an "**Indemnified Person**") may be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

(b) The Company may purchase directors and officers liability insurance ("**D&O insurance**") for the benefit of every Director and other officer for the time being and from time to time of the Company. Such D&O insurance shall only cover the liability arising from the duty of such Director or officer in accordance with these Articles, the Law and the Applicable Listing Rules.

FINANCIAL YEAR

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

WINDING- UP

154. If the Company shall be wound up, and the assets available for distribution amongst the Shareholders 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 Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders 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 Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

155. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. 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 Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.

156. The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

AMENDMENT OF ARTICLES OF ASSOCIATION

157. Subject to the Law and the Articles, the Company may at any time and from time to time by Special Resolution alter or amend the Memorandum of Association and/or these Articles in whole or in part.

LITIGIOUS AND NON-LITIGIOUS AGENT

158. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall appoint a litigious and non-litigious agent in Taiwan (the "**Litigious and Non-Litigious Agent**"). The Litigious and Non-Litigious Agent shall be the responsible person of the Company in Taiwan and shall have residence or domicile in Taiwan. The Company shall report to the Commission in respect of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent. In case of any change of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent, the Company shall report to the Commission in respect of such change.

CORPORATE SOCIAL RESPONSIBILITY

159. For the purpose of performing corporate social responsibility, the Company shall follow the applicable laws, regulations and business ethics in operating its businesses and may conduct practices to facilitate public interests.

Appendix 3. Procedures for Election of Directors

SUN MAX TECH LIMITED **Procedures for Election of Directors**

Article 1 To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to “the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies”.

Article 2 Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of the Company'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:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: Professional background (such as, law, accounting, industry, finance, marketing, or technology), professional skills, and industrial experience.

Board members should possess the necessary knowledge, skills, and literacy for performing duties, which include:

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.

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

The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

Article 4 An independent director of the Company shall meet one of the following professional qualification requirements, together with at least five years work experience:

1. Lecturer or above in commerce, law, finance, accounting or subjects required by the business of the company in public or private colleges or universities.
2. Passed the qualification examination with proper licensing by the national Government Apparatus as court judge, prosecutor, lawyers, certified public accountant or other professional designations required by the business of the Company.
3. Required Work experience in commerce, law, finance, accounting or others required by the company

A person who is under any of the following circumstances shall not act as a independent director. If he has been appointed as such, he shall certainly be discharged:

1. Upon the occurrence of any of the events stated in Article 30 of the Company Act
2. Elected in the capacity of a government agency, a juristic person, or a representative thereof, as provided in Article 27 of the Company Act.
3. In violation of the qualifications of independent directors as stipulated in the "Regulations."

Article 5 Within the scope of execution of business, an independent director of the company shall maintain independence, and may not have any direct or indirect interest relationship with the company. During the two years before being elected or during the term of office, an independent director of the company may not have been or be any of the following:

1. An employee of the company or any of its affiliates.
2. A director or supervisor of the company or any of its affiliates.
3. A natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate of one percent or more of the total number of issued shares of the company or ranking in the top 10 in holdings.
4. A spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of a managerial officer under subparagraph 1 or any of the persons in the preceding two subparagraphs.
5. A director, supervisor, or employee of a corporate shareholder that directly holds five percent or more of the total number of issued shares of the company, or that ranks among the top five in shareholdings, or that designates its representative to serve as a director or supervisor of the company under Article 27, paragraph 1 or 2 of the Company Act.
6. If a majority of the company's director seats or voting shares and those of any other company are controlled by the same person: a director, supervisor, or employee of that other company.
7. If the chairman, president, or person holding an equivalent position of the company and a person in any of those positions at another company or institution are the same person or are spouses: a director (or governor), supervisor, or employee of that other company or institution.
8. A director, supervisor, officer, or shareholder holding five percent or more of the shares, of a specified company or institution that has a financial or business relationship with the company.
9. A professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the company or any affiliate of the company, or that provides commercial, legal, financial, accounting or related services to the company or any affiliate of the company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse. This restriction does not apply to a member of the remuneration committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.

Subparagraph 2 and subparagraphs 5 to 7 of the preceding paragraph and subparagraph 1 of paragraph 4 do not apply to independent directors appointed in accordance with the Act or the laws and regulations of the local country by, and concurrently serving as such at, a public company and its parent or subsidiary or a subsidiary of the same parent.

The requirement of paragraph 1 in relation to "during the two years before being elected" does not apply where an independent director of a public company has

served as an independent director of the company or any of its affiliates, or of a specified company or institution that has a financial or business relationship with the company, as stated in subparagraph 2 or 8 of paragraph 1, but is currently no longer in that position.

The term "specified company or institution" as used in paragraph 1, subparagraph 8, means a company or institution that has one of the following relationships with the company:

1. It holds 20 percent or more and no more than 50 percent of the total number of issued shares of the public company.
2. It holds shares, together with those held by any of its directors, supervisors, and shareholders holding more than 10 percent of the total number of shares, in an aggregate total of 30 percent or more of the total number of issued shares of the public company, and there is a record of financial or business transactions between it and the public company. The shareholdings of any of the aforesaid persons include the shares held by the spouse or any minor child of the person or by the person under others' names.
3. It and its group companies are the source of 30 percent or more of the operating revenue of the company.
4. It and its group companies are the source of 50 percent or more of the total volume or total purchase amount of principal raw materials (those that account for 30 percent or more of total procurement costs, and are indispensable and key raw materials in product manufacturing) or principal products (those accounting for 30 percent or more of total operating revenue) of the company

For the purposes of paragraphs 1 and 2, the terms "parent", "subsidiary", and "group" shall have the meanings as determined under International Financial Reporting Standards 10.

The term "affiliate" in paragraphs 1 and 3 means an affiliated enterprise under Chapter VI-1 of the Company Act, or a company for which consolidated financial reports are required to be prepared under the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises or under International Financial Reporting Standard 10.

Article 6 The election of the company's directors shall be conducted in accordance with the candidate nomination system procedures set out in Article 192-1 of the Company Act.

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

When the number of independent directors falls below that required under the proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When all the independent directors are dismissed, 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 7 The election of independent directors should be handled in accordance with the candidate nomination system set forth in Article 192-1 of the Company Act, and shall be stated in the articles of incorporation. Shareholders shall elect independent

directors from among the nominees listed in the roster of independent director candidates.

The Company shall, prior to the book closure date before the convening of the shareholders' meeting, publish a notice specifying a period for receiving nominations of independent director candidates, the number of independent directors to be elected, the place for receiving such nominations, and other necessary matters; the period for receiving nominations shall be not less than 10 days. The company may present a slate of independent director candidates nominated by the methods set out below, and, upon evaluation by the board of directors that all candidates so nominated are qualified independent director candidates, submit it to the shareholders' meeting for elections:

1. A shareholder holding one percent or more of the total number of issued shares may present a slate of independent director candidates in writing to the company; the number of nominees may not exceed the number of independent directors to be elected.
2. The board of directors presents a slate of independent director candidates; the number of nominees may not exceed the number of independent directors to be elected.
3. Otherwise as designated by the competent authority.

When providing a recommended slate of independent director candidates under the preceding paragraph, a shareholder or the board of directors shall specify each nominee's name, educational background, and work experience, and submit therewith documentation that the nominees meet the requirements of Article 2, paragraph 1, and the preceding two articles, and other documentary proof.

When calling a shareholders' meeting for the purpose of independent director elections, the board of directors, or other person having the authority to call a shareholders' meeting, shall review the qualifications of each independent director nominee; except under any of the following circumstances, all qualified nominees shall be included in the slate of independent director candidates:

1. The nomination was made outside of the announced acceptance period.
2. Where the shareholding of the nominating shareholder is less than one percent at the time of book closure by the company under Article 165, paragraph 2 or 3 of the Company Act.
3. Where the number of nominees exceeds the number of independent directors to be elected.
4. Where the relevant documentary proof required under the preceding paragraph is not attached.

If an independent director candidate included by the company under the provisions of the preceding paragraph has already served as an independent director of the public company for three consecutive terms or more, the company shall publicly disclose, together with the review results under the preceding paragraph, the reasons why the candidate is nominated again for the independent directorship, and present the reasons to the shareholders at the time of the election at the shareholders meeting.

If the company has established an audit committee under the Act, at least one of its independent directors is required to have accounting or financial expertise.

Article 8

If an independent director is elected by the shareholders' meeting, he/she shall not change his/her status as a non-independent director in case of his/her ex officio dismissal due to violation of Article 4 or Article 5 of the regulations during his/her term of office. A person elected by the shareholders' meeting as a non-independent director shall not be transferred to an independent director during his term of office.

- Article 9 For the Company's election of directors (including independent directors) each share will have voting rights in number equal to the directors (including independent directors) to be elected. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors (including independent directors) to be elected. The aforementioned ballots may be cast for a single candidate or split among multiple candidates. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes.
The election of independent and non-independent directors may be conducted together, and the number of people elected are calculated separately.
- Article 10 The number of directors (including independent directors) will be as specified in the Company's Articles of Incorporation. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes and with voting rights separately calculated for independent and non-independent director positions. 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 11 When the Board prepares the votes, they shall number it according to the number in attendance and add the weight of it.
- Article 12 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
The election ballot boxes shall be prepared by the Board of Directors. Ballot box should be openly checked by scrutineers before voting.
- Article 13 Ballots are invalid in 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 unreadable or the ballot 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 14 The votes should be counted immediately after the voting process under the supervision of the scrutineer. The election result shall be immediately announced by the chairperson, including the list of elected directors and their weighted votes.
Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.
- Article 15 The elected candidates who do not comply with the provisions of Article 26-3, Paragraph 3, Subparagraph 4 of the Securities and Exchange Act shall be disqualified.
- Article 16 The board of directors of the Company shall issue notifications to the persons elected as directors.
- Article 17 These Rules are implemented after approval by shareholders resolution. The same shall be applicable to any amendment.
- Article 18 These Rules are prescribed on April 30, 2016.
The first amendment was made on August 13, 2017.
The second amendment was made on June 19, 2020.
The third amendment was made on June 18, 2021.

Appendix 4. Shareholding of All Directors

As of the trading halt date April 2, 2022 for this shareholders' meeting, the Company's total paid-in capital is NT\$ 320,979,270, and the total number of outstanding shares is 32,097,927.

Unit: shares

Title	Name	Number of Shares Held	Ratio of Shareholding
Chairman	Taishin Custodian Investment Account of Hsin Ting Holding Limited	6,356,395	19.80%
	HSU Wen-Faung	1,112,372	3.47%
Director	LAI, Jen-Chung	377,921	1.18%
Director	LIN, Chun-Yen	164,427	0.51%
Director	LI, Yung-Yi	46,372	0.14%
Independent director	HSIEH, Yu-Tien	-	-
Independent director	CHEN, Tien-Szu	-	-
Independent director	CHIU, Shih-Fang	-	-
Total Shares		8,057,487	

Remarks

- I. Article 26 of the Securities and Exchange Act does not apply to the Company.
- II. The Company has established the audit committee. The shareholding of supervisors does not apply.

Appendix 5. Influence on the company business performance, EPS, and shareholder ROI by the proposal of stock grant in this shareholders' meeting

The Company has no stock dividend distribution planned; therefore, it is not applicable.

Appendix 6. Information of proposals and nominations by any shareholder holding more than one percent of the Company's total outstanding shares:

The shareholders may make proposals and nomination of directors according to the Company Act. The Company will accept the proposals and nominations at the office (address: 6F-2, No. 16, Jian 8 Rd., Zhonghe Dist., New Taipei City) from 25.03.22 to 04.04.22. Any shareholder who holds more than one percent of the total outstanding shares may submit the proposals of the shareholders' meeting and nomination of director candidates to the company in writing. If there is any proposal and nomination made by shareholders, the Board meeting shall be called to discuss whether to include the proposals and nominations in the agenda of the shareholders' meeting.

The Board of Directors may exclude the proposals proposed by the shareholders from the agenda in any of the following situations:

- (1) The proposal cannot be resolved by a shareholders' meeting.
- (2) The shareholder proposing the proposal does not hold at least one percent of the total outstanding shares on the trading halt date.
- (3) The proposal was proposed outside of the announced acceptance period.

The Board of Directors may exclude the candidates nominated by the shareholders from the agenda in any of the following situations:

- (1) The nomination was made outside of the announced acceptance period.
- (2) The shareholder nominating the candidate does not hold at least one percent of the total outstanding shares on the trading halt date.
- (3) The total number of candidates exceeds the number of opening seats.
- (4) The shareholder nominating the candidate fails to describe the name, education and job experience of the nominated person.
- (5) The nominated person does not qualify the statutory criteria (the shareholder does not own any shares, and the independent director does not submit the supporting documents set forth in the foregoing "Required Documents.")