



**SUN MAX TECH LIMITED**

2019 Annual Shareholders Meeting Minutes

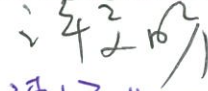
Time: 9:00 a.m. on June 12 (Wednesday), 2019

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

Attendance: Total shares represented by shareholders present in person or by proxy:

15,794,726 shares as for 60.71% of total outstanding 26,014,811 shares. (excluding shares without voting rights 230,000 shares)

Chairman: HSU Wen-Faung



Recorded by: Chen Ying- Ju



Directors present: HSU Wen-Faung (representative of SINOTEAM HOLDINGS INC)

LAI, Jen-Chung ; LIN, Chun-Yen ; HSIEH, Yu-Tien (Independent director) ; CHEN, Tien-Szu (Independent director) ; CHIU, Shih-Fang (Independent director) ; and Cheng-Hsiu Yang (Deloitte & Touche) (Accountants) ; Chen Hui-Ling (CFO)

## Company Reports

No. 1:

Subject: Presenting the 2018 Business Report

Notes: The 2018 Business Report is on Attachment 1 of the Handbook.

No. 2:

Subject: Presenting the 2018 Audit Committee's Review Report

- Notes:
1. The 2018 Audit Committee's Review Report is on Attachment 2 of the Handbook.
  2. The motion has been resolved by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019.

No. 3:

Subject: Presenting the 2018 Distribution Status of Remuneration to Employees and Directors

- Notes:
1. According to the Company's Article 129 of Incorporation, the remuneration distributed to employees and directors are NT\$ 2,162,032 and NT\$ 1,729,625, respectively. Please refer to Attachment 3 of the Handbook.
  2. The motion has been resolved by the 12th meeting of the 1st term of the Remuneration Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019.

No. 4:

Subject: Presenting the Execution Status of Share Repurchase

- Notes:
1. Conducted in accordance with Article 28-2 of the Securities Exchange Act.
  2. The Company has reported to the Securities and Futures Bureau, Financial Supervisory Commission about repurchasing the Company's shares from the stock exchange market for the purpose of "transferring shares to the employees".
  3. The execution status of the Company's 1st share repurchase is as follows:

Period No.	The 1st time
Date of Board resolution	2018/08/08
Purpose of repurchase	Transferring stocks to employees
Repurchase period	2018/08/10~2018/10/08
Price range at which scheduled to be repurchased (NT\$)	NT\$ 110~ NT\$ 55
Type and amount (shares) of the repurchased shares	230,000 ordinary shares
Amount of the repurchased shares (NT\$)	NT\$ 15,286,879
Average repurchase price per share (NT\$)	NT\$ 66.46
Shareholdings that have been cancelled and transferred (shares)	0 Shares
Accumulated shareholdings of the Company (shares)	230,000 Shares
Percentage of accumulated shareholdings of the Company to total issued shares (%)	0.97%
Reasons for not completing the repurchase during the repurchase period	In order to take care of both the market mechanism and the shareholders' interests, the Company conducts the repurchase in batches based on the change of stock price, and thus the Company has not completed the repurchase of treasury stocks this time.

No. 5:

Subject: Presenting the Report on the Status of Issuing the 1st Unsecured Convertible Bond in R.O.C.

- Notes:
1. In order to replenish working capital and provide the Company with competitive advantage, the Company's issuance of the 1st unsecured convertible bond in R.O.C. has been passed by the Board of Directors on October 29, 2019, and has been effective since December 10, 2018 in accordance with Jin-Guan-Zheng-Fa-Zi No. 10703446871 published by the Financial Supervisory Commission.
  2. As of April 30, 2019, the status of execution is as follows:

Bond type	The 1st Unsecured Convertible Bond in R.O.C.	
Issue date	January 3, 2019	
Face Value	NT\$ 100,000	
Place of Issue and Trading	Taipei Exchange (TPEX)	
Issuing price	The bond is issued with 100% par value of NT\$ 100,000.	
Total amount	NT\$ 150,000,000	
Interest rate	Coupon rate 0%	
Maturity	3 years, matured on January 3, 2022.	
Guarantee Institution	None	
Trustee	Taishin International Bank	
Consignee	Concord Securities Co., Ltd.	
Certified Lawyer	Jheding International Law Offices Lawyer, Yu-Liang Chen	
Certified CPA	Deloitte & Touche CPA, Cheng-Hsiou Yang; CPA, Wang-Sheng Lin	
Repayment Methods	Except for the case where the holders of the convertible bonds convert them into the Company's ordinary shares in accordance with Article 13 of the Regulations or exercise the put options in accordance with Article 22 of the Regulations, and where the Company calls the bonds or purchases them back from the security houses for cancellation in advance in accordance with Article 21 of the Regulations, the Company redeems the bonds with cash at the face value when the convertible bonds are due.	
Amount not repaid	NT\$ 150,000,000	
Redemption or earlier redemption	Conducted in accordance with the regulation of bond redemption right defined in Article 22 of the issuing rules.	
Limitation Article	Please refer to the Regulations on the Issuance and Conversion of the 1st Secured Convertible Bonds in R.O.C.	
Name of the credit rating agency, rating date, and rating results	Not applicable	
Other equity attached	The amount of converted (swapped or purchased) ordinary shares, GDRs or other securities as of the date when the handbook was printed (to be confirmed)	As of the book closure day on April 14, 2019, the statistical figures indicate a total of 18 secured convertible corporate bonds at the conversion price of NT\$ 43.05, with a total of 41, 811 shares duly converted into common shares.
	For the Regulations on Issuance and	Please refer to the bond issuance data on the section of bond credit rating on the MOPS.

Bond type		The 1st Unsecured Convertible Bond in R.O.C.
	Conversion (Swap or Purchase),	
Rules for issuing, conversion, exchange or purchase, possible dilutions of equity from the issuing conditions, and the impacts on the rights of the existing shareholders		<p>The amount limit that the Company plans to issue the 1st unsecured convertible bonds in R.O.C. this time is NT\$ 150,000,000. The current conversion price is NT\$ 43.05. Assume that all bondholders convert their convertible bonds at the conversion price, the shares that will be converted into the Company's ordinary shares are 3,484 thousand shares. Based on the Company's current issued outstanding shares of 23,703 thousand shares plus convertible shares, the dilution ratio is about 13.30%, which is not significant. Furthermore, the holders of convertible bonds usually convert their bonds into ordinary shares gradually, and thus equity dilution does not occur immediately. As a result, the issuance of convertible bonds this time will not have significant impact on shareholders' equity.</p>
Custody Agency Name for the Exchange Target		Not applicable

## Proposals

No. 1: [Proposed by the Board]

Subject: Presenting the Company's 2018 Business Report and Financial Report.

- Notes:
1. The Company's 2018 Consolidated Financial Report has been audited by CPA, Cheng-Hsiou Yang and CPA, Wang-Sheng Lin from Deloitte & Touche and has been provided with an audit report with unqualified opinions. For the business report and consolidated financial report, please refer to Appendix 1 and Appendix 4 of the handbook.
  2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019. Presented for recognition here in accordance with laws.

RESOLVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%
Against Votes : 0 Votes (including 5,000 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%

No. 2: [Proposed by the Board]

Subject: Presenting the Company's 2018 profit Distribution Proposal

- Notes:
1. For the Company's 2018 Earnings Distribution Proposal, the Company plans to appropriate NT\$ 38,959,500 from earnings as cash dividends of NT\$ 1.5 per share. Please refer to Attachment 3 of the handbook.
  2. After the earnings distribution proposal this time has been resolved and passed by the general shareholders' meeting, the Company plans to ask the shareholders' meeting to authorize the Chairman in deciding on another ex-dividend date and other relevant matters. When distributing cash dividends, the total dividends to the shareholders are distributed down to the dollar, and the amount less than one dollar is rounded off. Any discrepancy will be expensed or recognized as other revenue by the Company. In addition, if the dividend rate changes due to the impact of the Company's share repurchase or cancellation, capital increase by cash and issuance of shares and conversion of bonds on outstanding shares, the Company may propose to the general shareholders' meeting to authorize the Chairman to handle the related matters.

3. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019. Presented for recognition here in accordance with laws.

RESOLVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%
Against Votes : 0 Votes (including 5,000 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%

## Discussions

No. 1: [Proposed by the Board]

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

- Notes:
1. The Articles have been amended in accordance with Tai-Zheng-Shang-Er-Zi No. 1071703794 published by the Taiwan Stock Exchange Corporation on November 30, 2018. For the corresponding table of relevant amended articles, please refer to Attachment 5 of the handbook.
  2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

RESOVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%
Against Votes : 0 Votes (including 5,000 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%

No. 2: [Proposed by the Board]

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

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1070346971 published by the Financial Supervisory Commission on December 21, 2018. For the corresponding table of relevant amended articles, please refer to Attachment 6 of the handbook.
  2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on May 2, 2019, and the 25th meeting of the 2nd term of Board of Directors on May 22, 2019 is presented here for discussion in accordance with laws.

RESOVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%
Against Votes : 0 Votes (including 5,000 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%

No. 3: [Proposed by the Board]

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

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1070346971 published by the Financial Supervisory Commission on December 21, 2018. For the corresponding table of relevant amended articles, please refer to Attachment 7 of the handbook.
  2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

RESOLVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%
Against Votes : 0 Votes (including 5,000 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%



No. 4: [Proposed by the Board]

Subject: Presenting the Company's amended "Operational Procedures for Loaning of Company Funds".

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1080304826 published by the Financial Supervisory Commission on March 7, 2019. For the corresponding table of relevant amended articles, please refer to Attachment 8 of the handbook.
  2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

RESOVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%
Against Votes : 0 Votes (including 5,000 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%

No. 5: [Proposed by the Board]

Subject: Subject: Presenting the Company's amended "Procedures for Endorsements/ Guarantees".

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1080304826 published by the Financial Supervisory Commission on March 7, 2019. For the corresponding table of relevant amended articles, please refer to Attachment 9 of the handbook.
  2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

RESOVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 202,357 votes casted in electronic form)	90.33%

Against Votes : 0 Votes (including 5,000 votescasted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votescasted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 14,030 votes in electronic form)	9.64%

# Elections

No. 1: [Proposed by the Board]

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

- Notes:
1. The tenure of the Company's 2nd term of directors (independent directors) ends on April 30, 2019. We plan to propose to the general shareholders' meeting to re-elect seven directors (including 3 independent directors) for the 3rd term. The tenure of the 3rd term of directors lasts for three years, starting from June 12, 2019 to June 12, 2022.
  2. The election of the seven directors (including 3 independent directors) this time has been published for accepting the nomination of shareholders and the Board of Directors from April 5 to April 15. The relevant data of the candidate list for the 3rd term of directors (independent directors) has been summarized. Please refer Attachment 10 of the handbook.
  3. Presented here for election.

Election results:

SUN MAX TECH LIMITED  
The 3rd term of directors Elected list

職稱	姓名	身分證字號	當選權數
Director	SINOTEAM HOLDINGS INC		15,157,715
	代表人：HSU Wen-Faung	F1216 XXXXX	
Director	LAI, Jen-Chung	F1220XXXXX	14,599,533
Director	LIN, Chun-Yen	E1223 XXXXX	14,445,173
Director	LI, Yung-Yi	H1212 XXXXX	14,392,753
Independent director	HSIEH, Yu-Tien	R1018 XXXXX	13,677,251
Independent director	CHEN, Tien-Szu	F1203 XXXXX	13,645,313
Independent director	CHIU, Shih-Fang	R1212 XXXXX	13,688,580

## Other matters

No. 1: [Proposed by the Board]

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

- Notes:
1. According to Article 108 of the Company's Articles of Incorporation, "If directors (excluding independent directors) conduct behavior within the scope of the Company's business for themselves or others, they shall disclose the main content of the behavior on the shareholders' meeting, and obtain the approval of Type A or Type B Special Resolution. For the directors who have not obtained the authorization mentioned above, the shareholders' meeting may ask the directors to return the profits attributable to the behavior back to the Company with General Resolution within one year after the behavior occurs."
  2. If the Company's newly-elected directors and their representatives invest in or operate other companies that have the same or similar business scope with the Company, and they serve as the directors and managers in the companies, under the prerequisite of not harming the Company's interests, the Company may propose to the shareholders' meeting to cancel their non-compete restriction in accordance with laws.
  3. For the details of the non-compete restriction that is proposed to be cancelled, please refer to Attachment 11 of the handbook.

RESOVED; the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 14,065,317 Votes (including 181,072 votes casted in electronic form)	90.20%
Against Votes : 0 Votes (including 25,200 votes casted in electronic form)	0.16%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 1,508,022 Votes (including 15,115 votes in electronic form)	9.64%

Questions and Motions : There being no other business and special motion.

Adjournment : The meeting was adjourned at 9:30

# I. Attachment

Attachment 1. 2018 Business Report

## SUN MAX TECH LIMITED

### 2018 Business Report

In 2018, the global e-sports market continued to flourish. Nvidia's new Turing series of high-end graphics cards were also launched in 2018. However, due to the trends of virtual currency, the mining activity disappeared from the market, and the demand for graphics cards on the market slowed down, affecting the overall operation motive of cooling fans. In 2019, Nvidia will launch a new series of mid-range graphics cards, which is expected to increase the growth of business.

In 2018, we will continue to actively develop the application of automotive and smart home appliances. The vehicle-related products are currently used in the automotive market, such as air conditioning system. At present, the market share of audio and video cooling systems for vehicles continues to increase. The mid-range and high-end automotive air-conditioning fans have also been successfully developed. In terms of high-end smart home appliances, the sweeping robots of US brand have also been shipped in 2018. We have also actively developed a new generation of models, hoping that the sales will soon be expanded and effectively contribute to the revenue.

In 2018, we issued unsecured convertible bonds of NT\$ 150,000,000, and conducted capital increase by cash of NT\$ 80,000,000. The total fund raised amounted to NT\$ 230,000,000. The purpose of the fund is to enrich working capital and optimize production line equipment, and the efficiency of the production process. We expect to further transform the Company into a supplier with a full range of thermal application products.

#### 1. 2018 business overview

##### (1) 2018 financial performance:

In 2018, The consolidated revenue of SUN MAX TECH LIMITED was NT\$ 1,217,595,000, a decrease of 5.76% from NT\$ 1,291,947,000 in the previous year. The gross profit was NT\$ 240,877,000, a decrease of 30.31% from NT\$ 345,621,000 in the previous year. The profit from operations was NT\$ 83,778,000, a decrease of 49.01% from NT\$ 164,296,000 in the previous year. The main reason is that the cost was increased by materials, labor, new plants and exchange rate fluctuations. In 2018, the earnings per share (EPS) of SUN MAX TECH LIMITED was NT\$ 3.12, and the ROE was 8.32%.

##### (2) Status of R&D:

- (1) The Company had 43 new fan structure patents in 2018. As of December 31, 2018, a total of 68 new practical patents have been obtained from the Mainland; 67 new patents from Taiwan; and 1 invention patent from the U.S.
- (2) The Company's 2018 and 2017 R&D expenses were NT\$ 31,063,000 and NT\$ 25,325,000, respectively, and R&D expenses accounted for approximately 2.55% and 1.96% of revenue. In order to meet the needs of a number of R&D projects, we will continue to expand the capacity of laboratory, purchase more testing equipment, enhance professional R&D abilities, train professional R&D engineers, work closely with manufacturers and use our expertise to design innovative products and develop new production technology to enhance the Company's competitiveness, expand the field of non-computer applications, and develop new market application items to expand the business.

## **2. Summary of 2019 business plan, the Company's future development strategy and impact from external environment**

### **(1) Business policy of 2019:**

The Company adheres to the principles of consistent innovation/ quality/ service/ professional/ integrity/ caring for employees/protecting the interests of investors.

- (1) Having closer cooperation with agents to introduce new customers.
- (2) Developing more household appliances and cooling fans to increase the proportion of household appliances to revenue.
- (3) Developing smart fans and promoting them to product use.
- (4) Refining the automation equipment to increase the flexibility of a small but a variety of production.
- (5) Improving R&D capacity, developing diversified markets, and improving the Company's overall operating performance.

### **(2) The Company's future development strategy:**

- (1) With the development of the technology industry and the trend of consuming electronics integration, the Company continues to enhance its core competitiveness and creativity through innovative R&D and design, enhanced manufacturing capabilities and improved application technology.
- (2) With the rise of AI and the 5G industry, intelligent fans are developed, and fan design applications of diversified markets are also developed. The rapid design of products that meet customer needs have also become the competition indicators of fan manufacturers, with a view to driving new business opportunities.
- (3) Strengthening long-term trust partnerships with customers and continuing to maintain competitive advantage.
- (4) Adhering to the concept of team growth, focusing on the pass-down of experiences, improving the quality of employees, improving working conditions, and promoting labor and harmony.

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

The competitive advantages of the Company compared with its peers are as follows: 1. It has independently-developed products and collaborative design capabilities with customers; 2. the factory has highly vertical integration, strong process adjustment capability and fast delivery; 3. excellent customization ability; 4. it has a stable brand factory customer base; 5. it deeply cultivates niche type heat dissipation products, which is highly competitive.

In recent years, the global e-sports market has flourished, but in the near term, the overall e-sports industry is still in an industry with a large impact on market volatility. The overall e-sports industry has grown steadily. In 2017, the Legislative Yuan has passed the third reading to include the e-sports industry into the application scope of the sports and leisure education service industry in the "Sports Industry Development Act"; the Hangzhou 2022 Asian Games will determine the inclusion of e-sports in the official competition, and the International Olympic Committee may also hope to introduce electric competitions for the 2024 Paris Olympics as one of the sport items. The long-term development prospects of the e-sports industry can be expected.

Chairman: SINOTEAM HOLDINGS INC      Manager: HSU Wen-Faung      Accounting Supervisor: Chen Hui-Ling

Legal representative: HSU Wen-Faung

### The Agreed Report of the Audit Committee

The Audit Committee agreed and the Company's 2018 financial reports, business report, and earnings distribution proposal were resolved by the Board of Directors. The Company's 2018 financial reports were audited by CPA, Cheng-Hsiou Yang and CPA, Wang-Sheng Lin from Deloitte & Touche, and an audit report with unqualified opinions has been provided.

The Audit Committee is responsible for overseeing the financial reporting process of the Company.

The auditor certifies the Company's 2018 financial reports and communicates with the Audit Committee on the following matters:

1. There is no major discovery in the auditing within the scope and time arranged by the auditor.
2. The auditor has provided the Audit Committee with a statement that the persons subject to the independence of the accounting firm have followed the independence of the accountant's professional ethics, and has not found other relationships that may be considered to affect the independence of the accountant and other matters.
3. In the decision from the communication between the auditor and the Audit Committee regarding the key auditing matters, there were not key auditing matters that shall be communicated on in the audit report.

The Audit Committee has agreed on the Company's 2018 financial reports, business report, and earnings distribution proposals, which were resolved by the Board of Directors in compliance with relevant laws and regulations, and are reported as above in accordance with Article 219 of the Company Act.

Presented as above.

To:

SUN MAX TECH LIMITED 2019 General Shareholders' Meeting  
Convener of Audit Committee, HSIEH, Yu-Tien

March 22, 2019

Attachment 3. 2018 Statement of Retained Earnings

SUN MAX TECH LIMITED  
2018 Statement of Retained Earnings

Unit: NTD

Item	No.	Subtotal	Total	Remarks
Undistributed earnings - beginning			131,716,353	
Effect of retroactive applicability and recompilation			(1,333,308)	
Adjusted unappropriated earnings - beginning	1		130,383,045	
Net profit of current period	2		73,777,251	
Distributable earnings	3=1+2		204,160,296	
Legal reserve recognized (10%)	-4		(7,377,725)	
Appropriation of special reserve	-5		(12,373,591)	Note 1
Distributable earnings of current period	6=3-4-5		184,408,980	
Distribution				
Shareholders' cash dividends (NT\$ 1.5/share)	-7	(38,959,500)	(38,959,500)	Note 2
Undistributed earnings - ending	8=6-7		145,449,480	
Additional notes				
Distribution of cash dividends to employee		2,162,032		
Distribution of remuneration to directors/supervisors		1,729,625		

Chairman:

Manager:

Chief accountant:

Note:

1. The special reserve was recognized in accordance with Provision 1, Article 41 of the Securities Exchange Act.
2. If, after the earnings distribution proposal this time has been passed by the (2019) General Shareholders' Meeting, the dividend rate changes due to the impact of the Company's share repurchase or cancellation, capital increase by cash and issuance of shares and conversion of bonds on outstanding shares, the Company may propose to the general shareholders' meeting to authorize the Chairman to handle the related matters.





勤業眾信

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## Auditor's Report

To: SUN MAX TECH LIMITED:

### Audit opinions

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, 2018 and 2017 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, 2018 and 2017, 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\*.

### The basis for opinions

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 matter

The "key audit matters" means that the independent auditor has used their professional judgment to audit the most important matters on the 2018 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 2018 consolidated financial statements of SUN MAX TECH LIMITED follows:

#### Recognition of revenue

The operating revenue of Group is mainly from cooling fans sales. The first three customers account for 60% of total operating revenue in FY2018. We (the CPA) consider the industry highly competitive and the management might exit target achievement pressure, so there might be higher risk on revenue recognition. Thus, we determine the key audit matters of the year to be the revenue recognition existence of the first three customers. 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 design and executive effectiveness of internal control related to sales revenue recognition.
2. Ascertain if there are changes of the first three customers. If there are new customers, except review the basic data and credit valuation statement of customers, test the transaction content to understand if any exceptional situation exists.
3. For the first three customers, audit the sampling of related transaction documents to ascertain the authenticity of sales, timing of revenue recognition and receivable collection situation.

#### Evaluation on inventory

The inventory of Group as of December 31, 2018 is NT\$ 184,874 thousand measured at the lower of cost or net value method. Because of the rapid changes in product technology the risks of inventory becoming inactive or obsolete 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) & 9 of the consolidated financial statements.

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

1. Understand and test the design and executive effectiveness of internal control related to allowance for inventory valuation losses.
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 if the inventory is valued at the lower of cost or net value method.
3. Obtain and compare the data of ending inventory quantity and physical inventory count of the year to verify the existence and completeness of inventory per book. Get involved and observe the fiscal physical inventory count to assess the inventory situation to evaluate the adequacy of loss allowance on inventory valuation loss for obsolete inventory.

## **Responsibilities of Management and Those in Charge with Governance of the Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

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.

## **Auditor's Responsibilities for the Audit of the Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report. 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 auditor's 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 auditor's 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 2018 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

Deloitte & Touche  
CPA Cheng-Hsiu Yang

CPA Wang-Sheng Lin

Financial Supervisory Commission approval  
no.  
Chin-Kuan-Cheng-Shen-Zi No.  
0980032818

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

March 22, 2019

SUN MAX TECH LIMITED  
SUN MAX TECH LIMITED and its subsidiaries  
Consolidated Balance Sheet  
December 31, 2018 and 2017

Unit: NT\$ thousand

Code	Assets	December 31, 2018		December 31, 2017	
		Amount	%	Amount	%
	<b>Current assets</b>				
1100	Cash and cash equivalents (Note 4 & 6)	\$ 541,407	39	\$ 408,245	28
1170	Net notes receivable and accounts receivable (Note 4 and 8)	373,392	27	623,371	43
1200	Other receivables	4,880	1	2,997	-
1220	Current income tax asset (Note 4 and 20)	4,508	-	1,452	-
130X	Inventories (Note 4 and 9)	184,874	13	164,063	11
1479	Other current assets (Note 11)	<u>27,657</u>	<u>2</u>	<u>27,319</u>	<u>2</u>
11XX	Total current assets	<u>1,136,718</u>	<u>82</u>	<u>1,227,447</u>	<u>84</u>
	<b>Non-current assets</b>				
1517	Financial assets at fair value through other comprehensive income non-current (Note 4 and 7)	1,640	-	-	-
1600	Property, plant and equipment (Note 4, 13 and 25)	212,937	15	198,393	14
1780	Intangible assets (Note 4 and 14)	8,667	1	7,996	1
1543	Other financial assets- non-current (Note 4 and 10)	-	-	700	-
1900	Other non-current assets (Note 11)	<u>26,498</u>	<u>2</u>	<u>20,627</u>	<u>1</u>
15XX	Total non-current assets	<u>249,742</u>	<u>18</u>	<u>227,716</u>	<u>16</u>
1XXX	Total assets	<u>\$ 1,386,460</u>	<u>100</u>	<u>\$ 1,455,163</u>	<u>100</u>
	<b>Liabilities and equity</b>				
	<b>Current liabilities</b>				
2170	Notes and account payables	\$ 99,572	7	\$ 231,270	16
2200	Other payables (Note 16)	124,831	9	185,754	13
2230	Current income tax liabilities (Note 4 and 20)	10,079	1	11,309	1
2320	Current portion of long-term borrowings and bonds payable (Note 15)	6,020	-	4,440	-
2399	Other current liabilities	<u>6,585</u>	<u>1</u>	<u>7,308</u>	<u>-</u>
21XX	Total current liability	<u>247,087</u>	<u>18</u>	<u>440,081</u>	<u>30</u>
	<b>Non-current liabilities</b>				
2540	Long-term borrowings (Note 15 and 25)	33,650	2	48,670	4
2570	Deferred income tax liabilities (Note 4 and 20)	70,292	5	77,647	5
2600	Other non-current liabilities (Note 26)	<u>149,533</u>	<u>11</u>	<u>244</u>	<u>-</u>
25XX	Total non-current liability	<u>253,475</u>	<u>18</u>	<u>126,561</u>	<u>9</u>
2XXX	Total liabilities	<u>500,562</u>	<u>36</u>	<u>566,642</u>	<u>39</u>
	<b>Equity Attributable to Owners of the company (Note 4 and 18)</b>				
3100	Common stock capital	237,030	17	237,030	16
3200	Capital surplus	449,000	33	449,000	31
	Retained earnings				
3310	Legal reserve	23,368	1	14,726	1
3320	Special reserve	25,530	2	17,660	1
3350	Unappropriated earnings	<u>204,160</u>	<u>15</u>	<u>195,634</u>	<u>14</u>
3300	Total retained earnings	<u>253,058</u>	<u>18</u>	<u>228,020</u>	<u>16</u>
	Other equity				
3410	Exchange differences from the translation of financial statements of foreign operations	( 38,843 )	( 3 )	( 25,529 )	( 2 )
3420	Unrealized gain or loss on financial assets at fair value through other comprehensive profit or loss	<u>940</u>	<u>-</u>	<u>-</u>	<u>-</u>
3400	Total other equity	<u>( 37,903 )</u>	<u>( 3 )</u>	<u>( 25,529 )</u>	<u>( 2 )</u>
3500	Treasury shares	( 15,287 )	( 1 )	-	-
31XX	Total equity attribute to owners of the company	<u>885,898</u>	<u>64</u>	<u>888,521</u>	<u>61</u>
3XXX	Total equity	<u>885,898</u>	<u>64</u>	<u>888,521</u>	<u>61</u>
	<b>Total Liabilities and Equity</b>	<u>\$ 1,386,460</u>	<u>100</u>	<u>\$ 1,455,163</u>	<u>100</u>

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Accounting Supervisor: Chen Hui-Ling

SUN MAX TECH LIMITED  
SUN MAX TECH LIMITED and its subsidiaries  
Consolidated Income Statement

January 1 to December 31, 2018 and 2017

Unit: NT\$ thousands, except Earnings Per Share (NT\$)

Code		2018		2017	
		Amount	%	Amount	%
4000	Operating revenue	\$ 1,217,595	100	\$ 1,291,947	100
5000	Operating cost (Note 9 and 19)	( 976,718)	( 80)	( 946,326)	( 73)
5900	Gross profit	<u>240,877</u>	<u>20</u>	<u>345,621</u>	<u>27</u>
	Operating expenses (Note 19)				
6100	Selling and Marketing expense	( 25,524)	( 2)	( 29,407)	( 2)
6200	General and administrative expenses	( 100,512)	( 8)	( 126,593)	( 10)
6300	Research and development expenses	( 31,063)	( 3)	( 25,325)	( 2)
6000	Total operating expenses	( 157,099)	( 13)	( 181,325)	( 14)
6900	Profit from operations	<u>83,778</u>	<u>7</u>	<u>164,296</u>	<u>13</u>
	Non-operating income and expenses (Note 19)				
7010	Other income	4,539	-	2,720	-
7050	Financial cost	( 756)	-	( 1,157)	-
7020	Other gains and losses	<u>20,377</u>	<u>2</u>	( 28,544)	( 2)
7000	Total non-operating income and expenses	<u>24,160</u>	<u>2</u>	( 26,981)	( 2)
7900	Net profit before tax	107,938	9	137,315	11
7950	Income tax expense (Note 4 and 20)	<u>34,161</u>	<u>3</u>	<u>50,893</u>	<u>4</u>
8200	Net profit for the year in current year	<u>73,777</u>	<u>6</u>	<u>86,422</u>	<u>7</u>

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Code		2018		2017	
		Amount	%	Amount	%
	Other comprehensive income (Note 4 and 18)				
	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	\$ 428	-	\$ -	-
8310		428	-	-	-
8360	Titles that could be reclassified as profits and loss accounts in the future				
8361	Exchange differences on translating of foreign operations	(13,314)	(1)	(7,870)	(1)
8300	Total other comprehensive income or loss	(12,886)	(1)	(7,870)	(1)
8500	Total Comprehensive Income for the year	\$ 60,891	5	\$ 78,552	6
	Net profit attributable to:				
8610	Owners of parent	\$ 73,777	6	\$ 86,422	7
8620	Non-controlling interest	-	-	-	-
8600		\$ 73,777	6	\$ 86,422	7
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 60,891	5	\$ 78,552	6
8720	Non-controlling interest	-	-	-	-
8700		\$ 60,891	5	\$ 78,552	6
	Earnings per share (Note 21)				
9710	Basic	\$ 3.12		\$ 4.26	
9810	Diluted	\$ 3.11		\$ 4.25	

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung Manager: HSU Wen-Faung Accounting Supervisor: Chen Hui-Ling

SUN MAX TECH LIMITED  
SUN MAX TECH LIMITED and its subsidiaries  
Consolidated Statements of Changes in Shareholders' Equity  
January 1 to December 31, 2018 and 2017

Unit: NT\$ thousand

Code		Share Capital	Capital surplus	Retained earnings			Other equity		Treasury stock	Total equity
				Legal reserve	Special reserve	Unappropriated earnings	Exchange differences from the translation of financial statements of foreign operations	Unrealized gain or loss on financial assets at fair value through other comprehensive profit or loss		
A1	Balance at January 01, 2017	\$ 161,200	\$ 171,009	\$ -	\$ -	\$ 196,558	(\$ 17,659)	\$ -	\$ -	\$ 511,108
E1	Issuance of common stock for cash	48,350	275,350	-	-	-	-	-	-	323,700
N1	Issuance of ordinary shares under employee share options	-	2,641	-	-	-	-	-	-	2,641
	Appropriation of 2016 earnings									
B1	Legal reserve	-	-	14,726	-	( 14,726 )	-	-	-	-
B3	Special reserve	-	-	-	17,660	( 17,660 )	-	-	-	-
B5	Cash dividends	-	-	-	-	( 27,480 )	-	-	-	( 27,480 )
B9	Share dividends	27,480	-	-	-	( 27,480 )	-	-	-	-
D1	Net profit for the year ended December 31, 2017	-	-	-	-	86,422	-	-	-	86,422
D3	Other comprehensive income in 2017	-	-	-	-	-	( 7,870 )	-	-	( 7,870 )
D5	Total Comprehensive profit or loss in 2017	-	-	-	-	86,422	( 7,870 )	-	-	78,552
Z1	Balance at December 31, 2017	237,030	449,000	14,726	17,660	195,634	( 25,529 )	-	-	888,521
A3	Effect of retroactive application and retrospective restatement	-	-	-	-	( 1,333 )	-	512	-	( 821 )
A5	Balance at January 1, 2018 after recompilation	237,030	449,000	14,726	17,660	194,301	( 25,529 )	512	-	887,700
	Appropriation of 2017 earnings									
B1	Legal reserve	-	-	8,642	-	( 8,642 )	-	-	-	-
B3	Special reserve	-	-	-	7,870	( 7,870 )	-	-	-	-
B5	Cash dividends	-	-	-	-	( 47,406 )	-	-	-	( 47,406 )
D1	Net income for the year ended December 31, 2018	-	-	-	-	73,777	-	-	-	73,777
D3	Other comprehensive income in 2018	-	-	-	-	-	( 13,314 )	428	-	( 12,886 )
D5	Total Comprehensive income in 2018	-	-	-	-	73,777	( 13,314 )	428	-	60,891
L1	Buy-back of ordinary Shares	-	-	-	-	-	-	-	( 15,287 )	( 15,287 )
Z1	Balance at December 31, 2018	\$ 237,030	\$ 449,000	\$ 23,368	\$ 25,530	\$ 204,160	(\$ 38,843)	\$ 940	(\$ 15,287)	\$ 885,898

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Accounting Supervisor: Chen Hui-Ling



SUN MAX TECH LIMITED  
SUN MAX TECH LIMITED and its subsidiaries  
Consolidated Statements of Cash Flow  
January 1 to December 31, 2018 and 2017

Unit: NT\$ thousand

Code		2018	2017
	Cash flow from operating activities		
A10000	Uncom before income tax	\$ 107,938	\$ 137,315
A20010	Adjustments for:		
A20100	Depreciation expenses	23,351	16,403
A20200	Amortization expenses	2,863	2,352
A20400	Expected credit loss recognized on receivables	966	-
A20300	Bad debt expenses	-	12
A20900	Financial cost	756	1,157
A21200	Interest revenue	( 4,017)	( 2,323)
A21300	Dividend income	( 239)	( 197)
A21900	Compensation cost of employee share option	-	2,641
A22500	(Gain) loss on disposal of property, plant and equipment	( 12)	343
A23700	Write-downs of inventories and loss of idle inventory	4,776	7,844
A29900	Reversal of provision	( 35)	( 109)
	Net change in operating assets and liabilities		
A31130	(Increase) / decrease in (Increase) in Notes receivable	673	972
A31150	Accounts receivable	247,009	( 89,073)
A31180	(Increase) / decrease in (Increase) in Other receivables	( 1,653)	( 1,529)
A31200	(Increase) / decrease in (Increase) in Inventores	( 25,587)	( 66,137)
A31240	(Increase) / decrease in (Increase) in Other current assets	( 338)	( 17,853)
A32150	(Decrease) / increase in (Increase) in Accounts payable	( 131,698)	57,047
A32180	(Decrease) / increase in (Increase) in Other payables	( 61,201)	35,859
A32230	(Decrease) / increase in (Increase) in Other current liabilities	( 726)	687
A32990	(Decrease) / increase in (Increase) in Other non-current liabilities	627	31
A33000	Cash generated fpr operations	163,453	85,442
A33100	Interest received	3,787	2,004
A33200	Dividends received	239	197
A33300	Interest paid	( 768)	( 1,176)
A33500	Income tax paid	( 51,689)	( 58,451)
AAAA	Net cash inflow generated from operating activities	<u>115,022</u>	<u>28,016</u>

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Code		2018	2017
	Cash payments for investing activities		
B02700	Purchase of property, plant, and equipment	(\$ 39,776)	(\$ 47,459)
B02800	Proceeds from disposition of real property, plants, and equipment	38	98
B03700	Decrease (increase) in refundable deposits	287	( 2,663)
B04500	Payments for Intangible assets	( 3,628)	( 572)
B07100	Decrease (increase) in prepayments for equipment	<u>292</u>	<u>( 2,870)</u>
BBBB	Net cash used in from investing activities	<u>( 42,787)</u>	<u>( 53,466)</u>
	Cash flow from financing activities		
C00200	Repayments of short-term loans	-	( 58,650)
C01600	Proceeds from Long-term borrowings	-	42,650
C01700	Repayments of proceeds from long-term loans	( 13,440)	( 4,440)
C04300	Convertible bond	148,700	-
C04500	Cash dividend paid	( 47,406)	( 27,480)
C04600	Proceeds from issuance of ordinary shares	-	329,700
C04900	Payments for buy-back of ordinary shares	<u>( 15,287)</u>	<u>-</u>
CCCC	Net cash generated from financing activities	<u>72,567</u>	<u>281,780</u>
DDDD	Effects of exchange rate changes on the balance of Cash held in foreign currencies	<u>( 11,640)</u>	<u>( 7,956)</u>
EEEE	Net increase in cash and cash equivalents	133,162	248,374
E00100	Cash and cash equivalents at the beginning of the year	<u>408,245</u>	<u>159,871</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 541,407</u>	<u>\$ 408,245</u>

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung    Manager: HSU Wen-Faung    Accounting Supervisor: Chen Hui-Ling

**Attachment 5.** Corresponding Table for Amendment to Articles of Incorporation

**動力科技股份有限公司**

**公司章程 新舊條文對照表**

章程編號	現行條文-中文	修正條文-中文	修正理由
<b>封面</b>			
	<p>公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 公司章程 修訂和重述版 公司成立於 2013 年 11 月 28 日 (最近經特別決議修改時間為 2018 年 06 月 22 日)</p>	<p>公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 公司章程 修訂和重述版 公司成立於 2013 年 11 月 28 日 (最近經特別決議修改時間為 <u>2019</u> 年 <u>6</u> 月 12 日)</p>	更新於股東會以特別決議通過此次修訂章程之日期。
<b>備忘錄</b>			
	<p>公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 備忘錄 修訂和重述版 (於 2018 年 06 月 22 日以特別決議通過)</p>	<p>公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 備忘錄 修訂和重述版 (於 <u>2019</u> 年 <u>6</u> 月 <u>12</u> 日以特別決議通過)</p>	更新於股東會以特別決議通過此次修訂章程之日期。
<b>章程</b>			
	<p>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 (於 201 年 06 月 22 日以特別決議通過)</p>	<p>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 (於 <u>2019</u> 年 <u>6</u> 月 <u>12</u> 日以特別決議通過)</p>	更新於股東會以特別決議通過此次修訂章程之日期。
50	<p>下列事項應於股東會召集通知中列舉，不得以臨時動議提出： (a) 選任或解任董事或監察人(如有)；</p>	<p>下列事項應於股東會召集通知中列舉，不得以臨時動議提出；<u>其主要內容得置於證券櫃檯買賣中心或證</u></p>	配合臺灣證券交易所股份有限公司 2018 年 11 月

章程 編號	現行條文-中文	修正條文-中文	修正理由
	<p>(b) 變更備忘錄及/或本章程；</p> <p>(c) 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>(d) 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>(e) 讓與本公司全部或任何主要部分營業或財產；</p> <p>(f) 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>(g) 私募發行具股權性質之有價證券；</p> <p>(h) 董事從事競業禁止行為之許可；</p> <p>(i) 以發行新股方式分派股息及紅利之全部或一部分；</p> <p>(j) 將法定盈餘公積及因發行股票溢價或受領贈與所得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>(k) 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>(l) 本公司將庫藏股移轉予員工。</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><u>交所或公司指定之網站，並應將其網址載明於召集通知內：</u></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) <u>減資；</u></p> <p>(d) <u>申請停止公開發行；</u></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>(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所得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>30 日臺證上二字第 1071703794 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
52	<p>截至該次停止過戶期間前持有已發行股份總數百分之一(1%)以上之股東，得以書面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</p>	<p>截至該次停止過戶期間前<u>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</u>，得以書面或電子受<u>理</u>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</p>	<p>配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求</p>

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	<p>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。</p> <p>有下列情形之一者，董事會得拒絕股東之提案且該議案不得於該年度股東常會討論：(一)提案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，持股未達已發行股份總數百分之一(1%)；(二)其提案按上市櫃法令非股東會所得決議者；(三)提案超過一項；或(四)逾董事會訂定之受理截止日期始提出者。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>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。</p> <p>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。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>依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
53A		<p>繼續三個月以上合計持有已發行股份總數過半數股份之一或多位股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。</p>	<p>本次新增條文</p>
54A		<p>董事會或依第 53A 條或本章程規定之召集權人召集股東會者，得請求本公司或股務代理機構提供股東名簿</p>	<p>本次新增條文</p>
77	<p>董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。</p> <p>股東會在現任董事任期未屆滿前決議改選全體董事且決議同時立即生效</p>	<p>董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。</p> <p>股東會在現任董事任期未屆滿前改選全體董事(「全面改選」)者，除股</p>	<p>配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後</p>

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	<p>(「<b>全面改選</b>」)者，除股東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時，該股東會應有代表公司已發行股份總數過半數股東之出席。</p>	<p>東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時，該股東會應有代表公司已發行股份總數過半數股東之出席。</p>	<p>之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
82B	<p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，公司董事或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「<b>當選日</b>」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。</p> <p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，如任何人被指派或選任為公司董事或監察人(如有)，在下述任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間。</p>	<p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，公司董事(不含獨立董事)或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「<b>當選日</b>」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。</p> <p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，如任何人被指派或選任為公司董事(不含獨立董事)或監察人(如有)，在下述任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間。</p>	<p>配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
102	<p>有下列情形之一，任何人不得擔任董事，如已擔任董事者，應解除其董事職位：</p> <p>(a) 曾犯組織犯罪，經有罪判決確定，<u>服刑期滿尚未逾五年者</u>；</p> <p>(b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，<u>服刑期滿尚未逾二年者</u>；</p> <p>(c) 曾服公務虧空公款，經判決確定，<u>服刑期滿尚未逾二年者</u>；</p> <p>(d) 宣告破產且尚未解除；</p>	<p>有下列情形之一，任何人不得擔任董事，如已擔任董事者，應解除其董事職位：</p> <p>(a) 曾犯組織犯罪，經有罪判決確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾五年者</u>；</p> <p>(b) 曾犯詐欺、背信、侵占罪經受<u>宣告有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾二年者</u>；</p>	<p>配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益</p>

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	<p>(e) 使用票據經拒絕往來尚未期滿者；</p> <p>(f) 無法律行為能力或限制行為能力者；</p> <p>(g) 死亡或被認為或陷入精神耗弱；</p> <p>(h) 以書面通知公司辭任董事職位；或</p> <p>(i) 經依本章程解任者。</p>	<p>(c) <u>曾犯貪污治罪條例之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾二年者；</u></p> <p>(d) <u>受宣告破產或經法院裁定開始清算程序，且尚未解除；</u></p> <p>(e) 使用票據經拒絕往來尚未期滿者；</p> <p>(f) 無法律行為能力或限制行為能力者；</p> <p>(g) 死亡或被認為或陷入精神耗弱；</p> <p>(h) <u>以書面通知公司辭任董事職位；</u></p> <p>(i) <u>因欠缺行為能力經依台灣法律受輔助宣告尚未撤銷；或</u></p> <p>(j) 經依本章程解任者。</p>	<p>保護事項檢查表」修正本公司章程條文。</p>
107	<p>董事對於董事會會議相關事項(包括但不限於契約或預計與公司進行之契約或安排)有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：</p> <p>(a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或</p> <p>(b) 其就該通知發送後可能和與其具有關係之特定人簽署之契約或協議應認為有利害關係；</p> <p>應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。</p> <p>如上市櫃法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之交易，有自身利害關係(無論直接或間接)</p>	<p>董事對於董事會會議相關事項(包括但不限於契約或預計與公司進行之契約或安排)有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：</p> <p>(a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或</p> <p>(b) 其就該通知發送後可能和與其具有關係之特定人簽署之契約或協議應認為有利害關係；</p> <p>應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。</p> <p>如上市櫃法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之</p>	<p>配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>

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	<p>致有害於本公司利益之虞時，不得加入表決，並不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。</p> <p>不論本條第一項內容如何，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p>	<p>交易，有自身利害關係(無論直接或間接)致有害於本公司利益之虞時，不得加入表決，並不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。</p> <p>不論本條第一項內容如何，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p> <p><u>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會之會議事項有利害關係者，視為董事就該事項有自身利害關係。</u></p>	
117	<p>下列事項應經至少三分之二董事出席董事會、出席董事過半數之同意：</p> <p>(a) 締結、變更或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約；</p> <p>(b) 出售或轉讓其全部或主要部分的營業或財產；</p> <p>(c) 受讓他人全部營業或財產，對本公司營運產生重大影響者；</p> <p>(d) 按本章程選任董事長；</p> <p>(e) 依據第 129 條提撥員工酬勞及董事酬勞；以及</p> <p>(f) 發行公司債券</p>	<p>下列事項應經至少三分之二董事出席董事會、出席董事過半數之同意：</p> <p>(a) 締結、變更或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約；</p> <p>(b) 出售或轉讓其全部或主要部分的營業或財產；</p> <p>(c) 受讓他人全部營業或財產，對本公司營運產生重大影響者；</p> <p>(d) 按本章程選任董事長；</p> <p>(e) <u>依據第 125A 條以現金方式分派股息及紅利之全部或一部；</u></p> <p>(f) 依據第 129 條提撥員工酬勞及董事酬勞；以</p> <p>(g) 發行公司債券。</p>	配合公司法 240 條修正
121	<p>審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。</p>	<p>審計委員會有權於任何合理的時間審閱、抄錄或複製本公司之所有帳簿、帳目、相關的付款憑單及任何文件。審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。</p>	配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後



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			之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。
123	<p>在符合英屬開曼群島法律之情形下，繼續<u>一年</u>以上持有本公司已發行股份總數百分之<u>三(3%)</u>以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p> <p>於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p>	<p>在符合英屬開曼群島法律之情形下，繼續<u>六個月</u>以上持有本公司已發行股份總數<u>百分之一(1%)</u>以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p> <p>於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p>	配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。
123A		<p><u>審計委員會之獨立董事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。</u></p>	配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。

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125A		<u>縱有前(125)條規定，董事會得以三分之二以上董事之出席，及出席董事過半數之決議，將應分派股息或紅利之全部或一部，以發放現金之方式為之，並於最近一次股東會報告。</u>	配合公司法240條修正新增訂
148	董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄前述文件	董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱、抄錄或複製前述文件。本公司並應令股務代理機構提供前述文件。	配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。
159		<b><u>企業社會責任</u></b> <u>公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。</u>	本次新增條文

章程編號	現行條文-英文	修正條文-英文	修正理由
Cover			
	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	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	Update the date of special resolution adopted by the shareholders' meeting.

章程 編號	現行條文-英文	修正條文-英文	修正理由
	(Adopted by Special Resolution passed on June 22, 2018)	(Adopted by Special Resolution passed on <u>June 12, 2019</u> )	
Memorandum			
	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF SUN MAX TECH LIMITED</p> <p>(Adopted by Special Resolution passed on June 22, 2018)</p>	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF SUN MAX TECH LIMITED</p> <p>(Adopted by Special Resolution passed on <u>June 12, 2019</u>)</p>	Update the date of special resolution adopted by the shareholders' meeting.
Articles of Association			
	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED</p> <p>(Adopted by Special Resolution passed on June 22, 2018)</p>	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED</p> <p>(Adopted by Special Resolution passed on <u>June 12, 2019</u>)</p>	Update the date of special resolution adopted by the shareholders' meeting.
50	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions:</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) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;</p> <p>(d) 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>(e) the transfer of the whole or any material part of its business or assets;</p>	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; <u>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:</u></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) <u>reduction in share capital of the Company;</u></p> <p>(d) <u>application for de-registration as a public company;</u></p>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037941) dated November 30, 2018."

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>(f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(g) the private placement of equity-linked securities;</p> <p>(h) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(j) 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>(k) 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>(l) 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>(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>(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 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>	

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52	<p>Shareholder(s) holding one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing to the Company a <u>proposal</u> 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.</p> <p>The Board <u>may exclude</u> a proposal submitted by a Shareholder(s) <u>if</u> (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) 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 Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; or (iv) the proposal is submitted <u>after the expiration of</u> the specified period determined by the Board, <u>in which case, the rejected proposal shall not be discussed at the annual general meeting.</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</p>	<p><u>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 <u>matter</u> 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.</u></p> <p>The Board <u>shall accept</u> a proposal submitted by <i>one or more</i> Shareholders <u>and arrange for the proposal to be discussed at the annual general meeting unless</u> (i) the number of Shares held by such one or more Shareholders is less than one percent (1%) <u>in aggregate</u> 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 <u>Law or Applicable Listing Rules</u>; (iii) the proposal submitted concerns more than one matter; <u>(iv) the proposal submitted exceeds three hundred words</u>; or (v) the proposal is <u>not submitted within</u> the specified period determined by the Board; <u>provided, however, that if the proposal submitted is to urge the Company to facilitate the public interest or perform social responsibility, the</u></p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037941) dated November 30, 2018."</p>

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	explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s)	<u>Board may accept that proposal and arrange for it being discussed at the annual general meeting.</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).	
53A		<u>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.</u>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
54A		<u>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.</u>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated

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			November 30, 2018."
77	<p>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.</p> <p>If it is resolved at a general meeting held prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the "<b>Re-Election</b>"), 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</p>	<p>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.</p> <p>If all Directors are re-elected at a general meeting held prior to the expiration of the term of the current Directors(the "<b>Re-Election</b>"), 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</p>	Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
82B	For so long as the Shares are registered <u>in</u> the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any 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	For so long as the Shares are registered <u>on</u> the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director ( <u>other than the Independent Director</u> ) 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	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>be) being approved at a general meeting (the "<b>Approval Time</b>"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).</p> <p>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 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.</p>	<p>appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "<b>Approval Time</b>"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).</p> <p>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 (<u>other than as an Independent Director</u>) 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.</p>	<p>(Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."</p>
102	<p>A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:</p> <p>(a) committed an organized crime and has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;</p> <p>(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 the time elapsed after he has served the full term of such sentence is less than two (2) years;</p> <p>(c) has been adjudicated guilty by a final judgment for <u>misappropriating company or public funds during the time of his public service</u>, and the time elapsed after he has served the full</p>	<p>A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:</p> <p>(a) committed an organized crime and has been adjudicated guilty by a final judgment, <u>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</u> is less than five (5) years;</p> <p>(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 <u>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</u></p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."</p>



章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>term of such sentence is less than two (2) years;</p> <p>(d) becomes bankrupt and has not been discharged from bankruptcy;</p> <p>(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(f) has no or only limited legal capacity;</p> <p>(g) dies or is found to be or becomes of unsound mind;</p> <p>(h) resigns his office by notice in writing to the Company; or</p> <p>(i) is removed from office and ceases to be the Director pursuant to these Articles.</p>	<p>has served the full term of such sentence, <u>his term of probation has expired or he has been pardoned</u> is less than two (2) years;</p> <p>(c) has been adjudicated guilty by a final judgment for <u>violating anti-corruption law</u>, and <u>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</u> is less than two (2) years;</p> <p>(d) <u>becomes bankrupt or enters into liquidation process by a court order</u> and has not been discharged from bankruptcy <u>or liquidation</u>;</p> <p>(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(f) has no or only limited legal capacity;</p> <p>(g) dies or is found to be or becomes of unsound mind;</p> <p>(h) resigns his office by notice in writing to the Company;</p> <p>(i) <u>becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not been revoked</u>; or</p> <p>(j) is removed from office and ceases to be the Director pursuant to these Articles.</p>	
107	<p>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</p>	<p>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</p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II -</p>

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>general notice to the Board by a Director to the effect that:</p> <p>(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</p> <p>(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;</p> <p>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.</p> <p>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.</p> <p>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</p>	<p>notice to the Board by a Director to the effect that:</p> <p>(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</p> <p>(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;</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>No10717037941) dated November 30, 2018."</p>

章程 編號	現行條文-英文	修正條文-英文	修正理由
	such personal interest at the same Board meeting.	In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsiary 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.	
117	<p>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:</p> <p>(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;</p> <p>(b) the sale or transfer of the whole or any material part of its business or assets;</p> <p>(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;</p> <p>(d) the election of Chairman of the Board pursuant to these Articles;</p> <p>(e) the allocation of Employees' Remuneration and Directors' Remuneration pursuant to Article 129; and</p> <p>(f) issuance of corporate bonds.</p>	<p>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:</p> <p>(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;</p> <p>(b) the sale or transfer of the whole or any material part of its business or assets;</p> <p>(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;</p> <p>(d) the election of Chairman of the Board pursuant to these Articles;</p> <p>(e) the distribution of part or all of the dividends or bonus of the Company by way of cash pursuant to Article 125A;</p> <p>(f) the allocation of Employees' Remuneration and Directors' Remuneration pursuant to Article 129; and</p> <p>(g) issuance of corporate bonds.</p>	
121	The Audit Committee shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession	The Audit Committee shall at all reasonable times have access to <u>and may make copies of</u> all books, all accounts and vouchers <u>and documents kept by the Company</u> ; and the Audit Committee may call on the Directors or officers of the Company for any	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan

章程 編號	現行條文-英文	修正條文-英文	修正理由
	relating to the books or affairs of the Company	information in their possession relating to the books or affairs of the Company.	Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
123	<p>Subject to the Cayman Islands law, any Shareholder(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year 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.</p> <p>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</p>	<p>Subject to the Cayman Islands law, any Shareholder(s) holding <u>one</u> percent (1%) or more of the total number of the issued Shares of the Company for <u>six (6)</u> consecutive <u>months</u> 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.</p> <p>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.</p>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
123A		<p><u>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</u></p>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037

章程 編號	現行條文-英文	修正條文-英文	修正理由
			941) dated November 30, 2018."
125A		<u>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.</u>	
148	<p>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.</p>	<p>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. <u>The Company shall cause its Shareholders' Service Agent to provide the aforesaid documents.</u></p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."</p>
159		<p><b><u>CORPORATE SOCIAL RESPONSIBILITY</u></b></p> <p><u>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.</u></p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by</p>

章程 編號	現行條文-英文	修正條文-英文	修正理由
			the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."

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

SUN MAX TECH LIMITED

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

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 2 Scope of application</b>                      The "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> <li>1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.</li> <li>2. Real property (including land, houses and buildings, investment property) and equipment.</li> <li>3. Memberships.</li> <li>4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.</li> <li>5. <u>Right-of-use assets.</u></li> <li>6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</li> <li>7. Derivatives.</li> <li>8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.</li> <li>9. Other major assets.</li> </ol>	<p><b>Article 2 Scope of application</b>                      The "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> <li>1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.</li> <li>2. Real property (including land, houses and buildings, investment property <del>and land rights</del>) and equipment.</li> <li>3. Memberships.</li> <li>4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.</li> <li>5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</li> <li>6. Derivatives.</li> <li>7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.</li> <li>8. Other major assets.</li> </ol>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 3 Procedure of Evaluation and Operation</b></p> <p>1. The obtaining or disposal of security investments shall not be conducted until the evaluation report has been proposed by the execution unit, and for the transactions where the amount per deal reaches NT\$ 30,000,000, they shall be approved by the General Manager and Chairman first. For the transactions where the amount per deal reaches NT\$ 50,000,000, they shall not be conducted until they have been resolved by the Board of Directors.</p> <p>The aggregate total amount of investment in negotiable securities acquired by the Company and the Company's subsidiaries shall not exceed the Company's net worth and the amount of investment into individual negotiable securities shall not exceed 70% of the Company's net worth.</p> <p>2. Of the negotiable securities acquired by the Company and the Company's subsidiaries not for business use, the maximum limits are as enumerated below:</p> <p>(I) The total of negotiable securities acquired not for business use shall not exceed 40% of the Company's net worth.</p> <p>(II) The individual investment in negotiable securities shall not exceed 20% of the Company's net worth.</p>	<p><b>Article 3 Procedure of Evaluation and Operation</b></p> <p>1. The obtaining or disposal of security investments shall not be conducted until the evaluation report has been proposed by the execution unit, and for the transactions where the amount per deal reaches NT\$ 30,000,000, they shall be approved by the General Manager and Chairman first. For the transactions where the amount per deal reaches NT\$ 50,000,000, they shall not be conducted until they have been resolved by the Board of Directors.</p> <p>The total amount of the Company's security investment shall not exceed 40% of the Company's net worth, and the amount invested in individual securities shall not exceed 20% of the Company's net worth.</p> <p>2. When obtaining or disposing of properties and other fixed assets, the reasons shall be reported as a project and explained respectively by the application unit based on actual needs or by the original using unit. For those with transaction amount above NT\$ 5 million, they shall be approved by the General Manager and the Chairman. For those with transaction amount over NT\$ 10 million, they shall not be conducted until they have been resolved by the Board of Directors.</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>



Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>3. When obtaining or disposing of properties, <u>right-of-use assets</u> and other fixed assets, the reasons shall be reported as a project and explained respectively by the application unit based on actual needs or by the original using unit. For those with transaction amount above NT\$ 5 million, they shall be approved by the General manager and the Chairman. For those with transaction amount over NT\$ 10 million, they shall not be conducted until they have been resolved by the Board of Directors.</p> <p>4. Of the real estate, right-of-use assets and other fixed assets acquired by the Company and the Company's subsidiaries not for business use, the maximum limits are as enumerated below:</p> <p>(I) The total of real estate, right-of-use assets and other fixed assets acquired not for business use shall not exceed 40% of the Company's net worth.</p> <p>(II) The amount of individual investment in real estate, right-of-use assets and other fixed assets shall not exceed 20% of the Company's net worth.</p> <p>5. The obtaining or disposing of membership certificates or intangible assets shall all be conducted in accordance with the Company's Cycling Procedures for Properties, Plants and Equipment of Internal Control System.</p>	<p>3. The obtaining or disposing of membership certificates or intangible assets shall all be conducted in accordance with the Company's Cycling Procedures for Properties, Plants and Equipment of Internal Control System.</p> <p>4. The obtaining or disposing of claims of financial institutions shall not be conducted until the evaluation report has been proposed by the execution unit, reported to the General Manager and Chairman and submitted to the Board of Directors for approval.</p> <p>5. The obtaining or disposing of derivative products shall be conducted in accordance with the Company's Regulations Governing Derivatives Transactions.</p> <p>6. When the Company conducts mergers, splits, acquisitions or share transfers, it shall commission lawyers, CPAs and underwriters to mutually resolve on the schedule table for legal procedures, and organize a project team to execute them in accordance with the legal procedures. Also, before convening a board meeting to resolve, the Company shall commission CPAs, lawyers or security underwriters to provide opinions on the reasonableness of the conversion ratio, purchase price or the cash or other assets distributed to shareholders, and then submit to the Board of Directors for approval.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>6. The obtaining or disposing of claims of financial institutions shall not be conducted until the evaluation report has been proposed by the execution unit, reported to the General Manager and Chairman and submitted to the Board of Directors for approval.</p> <p>7. The obtaining or disposing of derivative products shall be conducted in accordance with the Company's Regulations Governing Derivatives Transactions.</p> <p>8. Decisions that involve merger, divestment, acquisition, or share exchange shall be consulted with lawyers, accountants and underwriters to determine the proper legal procedures and timeline. A special project team shall be assembled to execute the project according to legal procedures. Also, before convening a board meeting to resolve, the Company shall commission CPAs, lawyers or security underwriters to provide opinions on the reasonableness of the conversion ratio, purchase price or the cash or other assets distributed to shareholders, and then submit to the Board of Directors for approval.</p> <p>9. After the procedures for obtaining or disposing of assets have been passed by the Board of Directors, they shall be sent to each supervisor and submitted to the shareholders' meeting for</p>	<p>7. After the procedures for obtaining or disposing of assets have been passed by the Board of Directors, they shall be sent to each supervisor and submitted to the shareholders' meeting for approval. If there are any directors rendering disputes and the disputes are recorded or made into written statements, the Company shall send the data with disputes to each supervisor.</p> <p>If the Company has independent directors and has proposed the procedures for obtaining or disposing of assets to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p> <p>For those having established the Audit Committee in accordance with laws, significant transactions on assets or derivatives shall be approved by over one half of the members of the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>If the significant transactions in the previous paragraph have not been approved by over one half of the members of the Audit Committee, they may be conducted after obtaining the approval of over two thirds of all directors. The resolution of the Audit Committee shall also be clearly listed in the board meeting minutes.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>approval. If there are any directors rendering disputes and the disputes are recorded or made into written statements, the Company shall send the data with disputes to each supervisor.</p> <p>If the Company has independent directors and has proposed the procedures for obtaining or disposing of assets to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p> <p>For those having established the Audit Committee in accordance with laws, significant transactions on assets or derivatives shall be approved by over one half of the members of the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>If the significant transactions in the previous paragraph have not been approved by over one half of the members of the Audit Committee, they may be conducted after obtaining the approval of over two thirds of all directors. The resolution of the Audit Committee shall also be clearly listed in the board meeting minutes.</p> <p>The so-called all members in the Audit Committee in Paragraph 3 and the so-called all directors in the previous paragraph are calculated with those in position.</p>	<p>The so-called all members in the Audit Committee in Paragraph 3 and the so-called all directors in the previous paragraph are calculated with those in position.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 4 Decision-making procedures for transaction conditions</b></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 transaction as defined in</p>	<p><b>Article 4 Decision-making procedures for transaction conditions</b></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 transaction as defined in Statement of Auditing Standards No. 6.</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>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 <u>right-of-use assets</u>, except in the cases of transactions with <u>domestic</u> government institutions, (self-owned or leased) land for commissioned construction, or acquisition or <u>disposal</u> of equipment or <u>right-of-use assets</u> 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</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 <del>or</del> equipment, except in the cases of transactions with government institutions, (self-owned or leased) land for commissioned construction, or acquisition or disposal of equipment 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 appraisal</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>transaction, and carry out such transaction in accordance with the following provisions:</p> <ol style="list-style-type: none"> <li>1. If the discrepancy between the 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.</li> <li>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.</li> <li>3. The time period between the date of the appraisal report issued by a <u>professional</u></li> </ol>	<p>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> <ol style="list-style-type: none"> <li>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.</li> <li>3. <del>Before the date on which the contract is signed,</del> the time period between the date of the report issued by an 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</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>appraiser</u> 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 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</p>	<p>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 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 the transaction price is determined by referring to an attributive price, a specific price, or a special price for a good cause, the transaction should be presented to the board of directors for resolutions. The changes in trading conditions should be processed the same.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the <u>same</u> procedure shall be followed for any <u>future</u> changes <u>to the conditions</u> of the transaction. 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 <u>who shall satisfy the following requirements:</u></p> <ol style="list-style-type: none"> <li>1. <u>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.</u></li> <li>2. <u>May not be a related party or de facto related party of any party to the transaction.</u></li> <li>3. <u>If the company is required to obtain</u></li> </ol>	<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, <del>and the professional appraiser is not a related party or has a substantive relationship with the counterparty of the transaction as defined in Statement of Auditing Standards No. 6.</del></p> <p>(3) If the transaction amount in acquiring or disposing of <del>membership certificates</del> or intangible assets reaches 20% of the Company's paid-in capital or more than NT\$300 million, except in the cases of transactions with government institutions, prior to the date of occurrence of the event the Company shall ask a CPA to provide an opinion regarding the reasonableness of the transaction price in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF). If the transaction amount is 10% of paid-in capital or under NT\$ 10,000,000, the Company shall submit it to the Chairman for approval and report to the latest board meeting afterwards. If the amount is over NT\$ 10,000,000, the Company shall first propose to the Board of Directors for approval.</p>	



Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>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.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <ol style="list-style-type: none"> <li>1. <u>Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></li> <li>2. <u>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.</u></li> <li>3. <u>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 or the opinion.</u></li> <li>4. <u>They shall issue a statement attesting to the professional competence and</u></li> </ol>	<p>2. Authorization level:</p> <ol style="list-style-type: none"> <li>(1) The obtaining or disposing of long- and short-term equity investments shall be submitted to the Chairman for approval regardless of the amount. For those exceeding NT\$ 50 million, they shall be additionally passed by the Board of Directors before they are conducted.</li> <li>(2) For the obtaining or disposing of properties with individual amount exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted. For the obtaining or disposing of assets with book value or appraised value exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted.</li> <li>(3) When obtaining or disposing of membership certificates or intangible assets, an evaluation report shall be made and submitted to the General Manager. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>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.</u></p> <p>(3) Where a company acquires or disposes of intangible assets <u>or right-of-use assets</u> 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 <u>domestic</u> 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. If the transaction amount is 10% of paid-in capital or under NT\$10,000,000, the Company shall submit it to the Chairman for approval and report at the latest board meeting afterwards. If the transaction amount reaches more than NT\$10,000,000, the Company shall first propose to the Board of Directors for approval.</p> <p>2. Authorization level:</p> <p>(1) The obtaining or disposing of long- and</p>	<p>(4) When obtaining or disposing of the claims of financial institutions, an evaluation report shall be made and <del>submitted to</del> the General Manager and Chairman. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</p> <p>(5) When obtaining or disposing of the derivative product, Delivery Forward Contract (DF), if the accumulated position has transaction amount less than US\$ 1 million, it shall be permitted by the Chairman. For those with transaction amount over US\$ 1 million, they shall not be conducted until they have been passed by the Board of Directors. When obtaining or disposing of derivative products, except for Delivery Forward Contract (DF), it shall be submitted to the Chairman for approval regardless of the transaction amount and then reported to the Board of Directors afterwards.</p> <p>(6) For the asset item obtained or disposed of in the previous paragraph that belongs to the special resolution of important matters regulated by Article 185 of the Company Act, it shall be passed by the board's resolution, and shall not be conducted after it has been submitted to the shareholders' meeting for approval.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>short-term equity investments shall be submitted to the Chairman for approval regardless of the amount. For those exceeding NT\$ 50 million, they shall be additionally passed by the Board of Directors before they are conducted.</p> <p>(2) For the obtaining or disposing of properties with individual amount exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted.</p> <p>For the obtaining or disposing of assets with book value or appraised value exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted.</p> <p>(3) When obtaining or disposing of membership certificates or intangible assets, an evaluation report shall be made and submitted to the General Manager. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</p>		

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>(4) When obtaining or disposing of the claims of financial institutions, an evaluation report shall be made and <u>sent</u> to the General Manager and Chairman. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</p> <p>(5) When obtaining or disposing of the derivative product, Delivery Forward Contract (DF), if the accumulated position has transaction amount less than US\$ 1 million, it shall be permitted by the Chairman. For those with transaction amount over US\$ 1 million, they shall not be conducted until they have been passed by the Board of Directors. When obtaining or disposing of derivative products, except for Delivery Forward Contract (DF), it shall be submitted to the Chairman for approval regardless of the transaction amount and then reported to the Board of Directors afterwards.</p> <p>(6) For the asset item obtained or disposed of in the previous paragraph that belongs to the special resolution of important matters regulated by Article 185 of the Company Act, it shall be passed by the board's resolution, and shall not be conducted after it has been submitted to the shareholders'</p>		

Clauses after the amendment	Existing clauses	Explanation to the amendments
meeting for approval.		
<p><b>Article 5 Execution unit</b></p> <p>The execution unit of the Company’s investment in securities, claims of financial institutions, and derivative products, etc., is the financial unit; the execution unit of the Company’s investment in properties or <u>right-of-use assets</u> and equipment, and intangibles such as membership certificates and patents is the department using them and relevant responsible unit.</p>	<p><b>Article 5 Execution unit</b></p> <p>The execution unit of the Company’s investment in securities, claims of financial institutions, and derivative products, etc., is the financial unit; the execution unit of the Company’s investment in properties and equipment, and intangibles such as membership certificates and patents is the department using them and relevant responsible unit.</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>
<p><b>Article 6 Procedures for publishing and reporting</b></p> <p>1. Items and reporting standards that shall be published:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>	<p><b>Article 6 Procedures for publishing and reporting</b></p> <p>1. Items and reporting standards that shall be published:</p> <p>(1) Acquisition or disposal of real property thereof from or to a related party, or acquisition or disposal of assets other than real property thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Merger, demerger, acquisition, or transfer of</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>(4) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> <li>1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$ 500 million or more.</li> <li>2. B.For a public company whose paid-in capital is NT\$ 10 billion or more, the transaction amount reaches NT\$1 billion or more.</li> </ol> <p>(5) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$ 500 million; among such cases, if the public company has paid-in capital of NT\$ 10 billion or more,</p>	<p>shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>(4) Where equipment thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> <li>1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$ 500 million or more.</li> <li>2. For a public company whose paid-in capital is NT\$ 10 billion or more, the transaction amount reaches NT\$1 billion or more.</li> </ol> <p>(5) Acquisition or disposal by a public company in the construction business of real property thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$ 500 million;</p> <p>(6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$ 1 billion or more.</p> <p>(6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$ 500 million.</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> <ol style="list-style-type: none"> <li>1. Trading of domestic government bonds.</li> <li>2. Where done by professional investors—</li> </ol>	<p>housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches NT\$ 500 million.</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> <ol style="list-style-type: none"> <li>1. Trading of government bonds.</li> <li>2. With investment as profession, the security trading conducted <del>domestically and</del> <del>overseas</del> securities exchanges or the offices of security firms, or the ordinary corporate bonds and general financial bonds not involved in equity purchased from the <del>domestic</del> primary market, or the securities purchased by security firms due to underwriting business needs and serving as the recommending security firm for an emerging stock company in accordance with the regulations of Taipei Exchange (TPEX).</li> <li>3. Trading of bonds under repurchase and</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>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>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(8) The transaction amount mentioned in the previous Term 7 shall be calculated the following way, 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 published in accordance with regulations may not be counted in.</p> <p>1. The amount of any individual transaction.</p>	<p>resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(8) The transaction amount mentioned in the previous Term 7 shall be calculated the following way, 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 published in accordance with regulations may not be counted in.</p> <p>1. The amount of any individual transaction.</p> <p>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property thereof within the same development project within the preceding year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding</p>	



Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>1. Procedures for publishing and reporting:</p> <p>(1) The Company shall report the relevant information to the website designated by the competent authority.</p> <p>(2) The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p>	<p>year.</p> <p>2. Time limit for publishing and reporting:</p> <p>(1) For those obtaining or disposing of the assets mentioned in the Procedures, they shall not only publish on the MOPS within two days after the date of occurrence and provide the contracts, valuation or analysis reports and other relevant data to report to the Securities and Futures Bureau, but shall also copy and send the published data to relevant units such as the Taiwan Stock Exchange, Taipei Exchange (TPEX), Securities Dealers Association and Securities &amp; Futures Institute (the valuation or analysis reports shall be provided for the public to read).</p> <p>(2) The so-called “Date of occurrence” in the previous paragraph refers to the signing date of contract, date of payment, date of consignment trade, date of transfer, date of board resolutions, or other dates that can confirm the counterpart and monetary amount of the transaction (whichever date is earlier); however, for overseas investment, the date of occurrence is the date above or the date of receiving the approval letter of the competent authority, whichever date is earlier.</p> <p>(3) When there are justifiable reasons for not being able to obtain the valuation report in a timely</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>(3) When a company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>(4) The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p> <p>(5) Where any of the following circumstances occurs with respect to a transaction that a company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> <li>1. Change, termination, or rescission of a contract signed in regard to the original transaction.</li> <li>2. The merger, demerger, acquisition, or transfer</li> </ol>	<p>manner, or when the auditor provides an opinion report on the reasons of valuation discrepancy and the appropriateness of transaction price in accordance with Article 13 of SAS No. 2, the report shall be obtained within two weeks after the date of occurrence, and the original transaction amount and valuation result shall be corrected and published.</p> <p>3. Procedures for publishing and reporting:</p> <ol style="list-style-type: none"> <li>(1) The Company shall report the relevant information to the website designated by the competent authority.</li> <li>(2) The Company shall, on a monthly basis, enter the status of engagement in derivative product trading of the Company and its non-domestic, publicly listed subsidiaries as of the end of the previous month in the regulated format into the information reporting website designated by the competent authority before the tenth of each month.</li> <li>(3) If there are mistakes or emissions in the items that shall be published in accordance with regulations when published, all of the items shall be published and reported again within two days once known.</li> <li>(4) The Company should have the contract, minutes of meeting, book, appraisal reports, the opinions of CPAs, attorneys, or underwriters related to</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>of shares is not completed by the scheduled date set forth in the contract.</p> <p>3. Change to the originally publicly announced and reported information.</p> <p>(6) The subsidiaries of the Company shall conduct the publishing and reporting in accordance with the following regulations:</p> <ol style="list-style-type: none"> <li>1. Subsidiaries are also applicable to the Procedures.</li> <li>2. When a subsidiary obtains or disposes of an asset, it shall also handle it in accordance with the regulations of the Company.</li> <li>3. For subsidiaries not belonging to domestically public listed companies, if the acquisition or disposal of assets reaches the publishing and reporting standard defined in Article 33 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies,” the parent company shall conduct the publishing and reporting on behalf of the subsidiaries.</li> <li>4. Among the publishing and reporting standard for the subsidiaries, the so-called “reaching 20% of the Company’s paid-in capital” is based on the Company’s paid-in capital.</li> </ol>	<p>the acquisition or disposal of assets ready at the Company’s premise for at least 5 years unless otherwise provided by law.</p> <p>(5) After the Company has published and reported the transaction in accordance with the previous provision, if any of the following conditions occur, the Company shall publish and report relevant information on the website designated by the competent authority within two days after the date of occurrence:</p> <ol style="list-style-type: none"> <li>1. The originally signed trade contract is modified, terminated, or revoked.</li> <li>2. The merger, split, acquisition or share transfer have not been completed according to the schedule of the contract.</li> <li>3. Change to the originally publicly announced and reported information.</li> </ol> <p>(6) The subsidiaries of the Company shall conduct the publishing and reporting in accordance with the following regulations:</p> <ol style="list-style-type: none"> <li>1. Subsidiaries are also applicable to the Procedures.</li> <li>2. When a subsidiary obtains or disposes of an asset, it shall also handle it in accordance with the regulations of the Company.</li> <li>3. For subsidiaries not belonging to domestic public listed companies, if the acquisition or disposal of assets reaches the publishing and</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
	<p>reporting standard defined in Article 33 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies,” the parent company shall conduct the publishing and reporting on behalf of the subsidiaries.</p> <p>4. Among the publishing and reporting standard for the subsidiaries, the so-called “reaching 20% of the Company’s paid-in capital” is based on the Company’s paid-in capital.</p>	
<p><b>Article 7 Transaction between related parties</b>  When the Company acquires or disposes of properties or <u>right-of-use assets</u> from the related party or acquires, or disposes of other assets except for properties or <u>right-of-use assets</u> 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 <u>government bonds</u>, 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 transaction contract and pay until it has been passed by the Board of Directors.</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and expected benefits of acquiring or disposing of assets.</li> <li>2. Reasons for choosing the related party as the</li> </ol>	<p><b>Article 7 Transaction between related parties</b>  When a company intends to acquire or dispose of real property thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and expected benefits of acquiring or disposing of assets.</li> </ol>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>transaction counterparty.</p> <p>3. Related data of evaluating the reasonableness of the expected transaction conditions in accordance with <u>Article 16</u> and <u>Article 17</u> of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies when acquiring properties or <u>right-of-use assets</u> from related parties.</p> <p>4. The matters of the related party’s original acquisition date and price, counterparty, and the relationship with the Company and the related party</p> <p>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.</p> <p>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.</p> <p>7. Restrictive conditions and other important stipulations of the transaction</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</p>	<p>2. Reasons for choosing the related party as the transaction counterparty.</p> <p>3. Related data of evaluating the reasonableness of the expected transaction conditions in accordance with <del>Article 15</del> and <del>Article 16</del> of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies when acquiring properties from related parties.</p> <p>4. The matters of the related party’s original acquisition date and price, counterparty, and the relationship with the Company and the related party</p> <p>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.</p> <p>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.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</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</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>“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 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>When the Company and its parent company, subsidiaries or <u>the subsidiaries held by the Company directly or indirectly with 100% of issued shares or total capital amount conduct the following transactions with each other</u>, the Board of Directors may authorize the Chairman to decide first within a given quota, and then report to the most recent board meeting for recognition:</p> <ol style="list-style-type: none"> <li>1. <u>Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u></li> <li>2. Acquisition or disposal of real property or right-of-use assets thereof held for business use.</li> </ol> <p>If the Company has independent directors and has proposed to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p>	<p>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><del>When the Company or its subsidiaries obtain or dispose of the equipment for business use with each other, the Board of Directors may authorize the Chairman to decide first within a given quota, and then report to the most recent board meeting for recognition-</del></p> <p>If the Company has independent directors and has proposed to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p> <p>If the results evaluated in accordance with <del>Article 15</del> and <del>Article 16</del> of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies are all lower than the transaction price when acquiring properties from related parties, the Company shall conduct the following matters:</p> <ol style="list-style-type: none"> <li>1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>If the results evaluated in accordance with <u>Article 16</u> and <u>Article 17</u> of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies are all lower than the transaction price when acquiring properties from related parties, the Company shall conduct the following matters:</p> <ol style="list-style-type: none"> <li>1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property <u>or right-of-use assets</u> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</li> <li>2. Supervisors shall comply with Article 218 of the Company Act. <u>Where an audit committee has been established in accordance with the provisions of the Act, the preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the audit committee.</u></li> </ol>	<p>price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</p> <ol style="list-style-type: none"> <li>2. Supervisors shall comply with Article 218 of the Company Act.</li> <li>3. Actions taken pursuant to the paragraph 1 and paragraph 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</li> </ol> <p>The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>at high price</u>, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>3. Actions taken pursuant to the <u>preceding</u> two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it <u>purchased or leased</u> at a premium, or they have been disposed of, <u>or the leasing contract has been terminated</u>, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>When the company obtains real property <u>or right-of-use assets</u> thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	<p>When the company obtains real property thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	
<p><b>Article 9 Implementation and amendment</b></p> <ol style="list-style-type: none"> <li>1. The unfinished part of the Procedures shall be handled in accordance with relevant laws and regulations and the Company's relevant provisions.</li> <li>2. The formulation of the Procedures have been resolved and passed by the Board of Directors.</li> </ol>	<p><b>Article 9 Implementation and amendment</b></p> <ol style="list-style-type: none"> <li>1. The unfinished part of the Procedures shall be handled in accordance with relevant laws and regulations and the Company's relevant provisions.</li> <li>2. The formulation of the Procedures have been resolved and passed by the Board of Directors.</li> </ol>	<p>Date of adding and amendment</p>



Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>The Procedures will be implemented after they have 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. <u>The second amendment was made on June 12, 2019.</u></p>	<p>The Procedures will be implemented after they have 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>	

Attachment 7. Corresponding Table of the Amended Articles of Procedures for Financial Derivatives Transactions

SUN MAX TECH LIMITED

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

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 2 Transaction Rules and Guidelines</b>  <b>I. Types of Transaction</b>            Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, <u>whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.</u>            The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) <u>contracts</u>. Matters concerning margin trading of bonds shall proceed according to relevant rules of the procedures stated here.</p>	<p><b>Article 2 Transaction Rules and Guidelines</b>  <b>I. Types of Transaction</b>            Forward contracts, options contracts, futures contracts, leveraged guarantee contracts and swaps, <u>and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests.</u>            The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) <u>contracts</u>. Matters concerning margin trading of bonds shall proceed according to relevant rules of the procedures stated here.</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1070346971</p>
<p><b>Article 7 Internal Control System</b>  <b>III. Methods of Periodic Evaluation</b>            1. The finance department shall conduct periodic</p>	<p><b>Article 7 Internal Control System</b>  <b>III. Methods of Periodic Evaluation</b>            1. The finance department shall conduct periodic or</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1070346971</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>or non-periodic evaluation of the positions held by the derivative. The market valuation report shall be submitted to the general manager. Any abnormal incident (exceeding the maximum loss) shall be immediately reported to the Board of Directors, and necessary proposals shall be taken.</p> <p>2. The Board of Directors shall supervise and manage based on the following rules:</p> <p>2.1 Appoint the general manager to watch the supervision and control of the transaction risk of derivatives.</p> <p>2.2 Periodically evaluate whether the performance of trading derivatives meets the defined operational strategy, and whether the risk borne is within the tolerance permitted by the company.</p>	<p>non-periodic evaluation of the positions held by the derivative. The market valuation report shall be submitted to the general manager. Any abnormal incident (exceeding the maximum loss) shall be immediately reported to the Board of Directors, and necessary proposals shall be taken.</p> <p>2. The Board of Directors shall supervise and manage based on the following rules:</p> <p>2.1 Appoint the general manager to watch the supervision and control of the transaction risk of derivatives.</p> <p>2.2 Periodically evaluate whether the performance of trading derivatives meets the defined operational strategy, and whether the risk borne is within the tolerance permitted by the company.</p>	
<p><b>Article 8 Internal Audit System</b></p> <p>1. Auditors shall periodically examine the appropriateness of the internal control of derivative transaction, and inspect the compliance with these Procedures by the trading department, analyze trading cycles, and produce the audit report.</p> <p>2. If the Company is a public company, it shall file the foregoing audit report, and the implementation report of the annual internal audit plan with the</p>	<p><b>Article 8 Internal Audit System</b></p> <p>1. Auditors shall periodically examine the appropriateness of the internal control of derivative transaction, and inspect the compliance with these Procedures by the trading department, analyze trading cycles, and produce the audit report.</p> <p>2. If the Company is a public company, it shall file the foregoing audit report, and the implementation report of the annual internal audit plan with the</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1070346971</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Securities and Futures Bureau by the end of February of the next year, and submit the improvement report of abnormal events by the end of May of the next year.</p> <p><u>3. If the audit committee has been established, the audit report shall be delivered to each audit committee member according to Paragraph 1 of the foregoing section.</u></p>	<p>Securities and Futures Bureau by the end of February of the next year, and submit the improvement report of abnormal events by the end of May of the next year.</p>	
<p><b>Article 10 Enforcement and Amendment</b></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><b>Article 10 Enforcement and Amendment</b></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>Date of adding and amendment</p>

Attachment 8. Corresponding Table for Amendment to Procedures of Lending of Funds

SUN MAX TECH LIMITED

Corresponding Table for Amendment to Part of Procedures of Lending of Funds

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 5 Amount Limit and Term of Lending of Funds by the Company</p> <p>I. Amount Limit of Lending of Funds</p> <p>1. The total amount loaned by the Company shall not exceed twenty percent of the net worth in the Company's latest financial statements.</p> <p>2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher.</p> <p>3. If the loans are made to a company, firm, <u>or without collateral, within the same industry, and under the same affiliate</u>, where short-term financing is necessary, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed five percent of the net worth in the Company's latest financial</p>	<p>Article 5 Amount Limit and Term of Lending of Funds by the Company</p> <p>I. Amount Limit of Lending of Funds</p> <p>1. The total amount loaned by the Company shall not exceed twenty percent of the net worth in the Company's latest financial statements.</p> <p>2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher.</p> <p>3. If the loan is made to a company or firm, where short-term financing is necessary, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed five percent of the net worth in the Company's latest financial statements. Such "net worth" is determined according to the latest financial</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>statements. Such “net worth” is determined according to the latest financial statement audited or reviewed by a certified public accountant.</p> <p>4. The lending of funds between the Company and any subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 5.I.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the Company’s latest financial statements.</p> <p>5. The lending of funds between the Company and any foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares, <u>or made by a foreign company, of which the public company directly or indirectly holds one hundred percent of the voting shares, to that public company</u> is not restricted by the limits stated in Article 8.II.1-4; however, the total loaned amount, and the loan per borrower shall not exceed the net worth in the Company’s latest financial statements.</p> <p>II. Term of Lending of Funds If the borrower has a business relationship with the Company, or the need of short-term financing, the term of loan shall not exceed one year or one operating cycle (whichever is longer).</p>	<p>statement audited or reviewed by a certified public accountant.</p> <p>4. The lending of funds between the Company and any subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 5.I.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the Company’s latest financial statements.</p> <p>5. The lending of funds between the Company and any foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 8.II.1-4; however, the total loaned amount, and the loan per borrower shall not exceed the net worth in the Company’s latest financial statements.</p> <p>II. Term of Lending of Funds If the borrower has a business relationship with the Company, or the need of short-term financing, the term of loan shall not exceed one year or one operating cycle (whichever is longer).</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 6 Operating Procedure</b></p> <p>I. Enforcement Unit</p> <p>When the Company processes the lending of funds, the borrower shall specify the purpose of the loan, term, and amount, and apply with the Company's finance department. The finance department shall prepare a proposal for the Chairman's approval, and shall proceed with the plan only upon the approval of the Board of Directors.</p> <p>II. Lending Process</p> <p>1. Application process</p> <p>1.1 When the Company processes the lending funds, the borrower must fill out the application form with the company stamp, and submit it with all necessary company data and financial information to the Company's finance department.</p> <p>1.2 If the lending of funds is based on a business relationship, the case officer of the Company's finance department shall evaluate whether the loan amount and the transaction amount are comparable. If it is based on the need of short-term financing, the case officer shall specify the reasons and condition for permitting the lending of loan, conduct the credit check, and evaluate the influence on the Company's</p>	<p><b>Article 6 Operating Procedure</b></p> <p>I. Enforcement Unit</p> <p>When the Company processes the lending of funds, the borrower shall specify the purpose of the loan, term, and amount, and apply with the Company's finance department. The finance department shall prepare a proposal for the Chairman's approval, and shall proceed with the plan only upon the approval of the Board of Directors.</p> <p>II. Lending Process</p> <p>1. Application process</p> <p>1.1 When the Company processes the lending funds, the borrower must fill out the application form with the company stamp, and submit it with all necessary company data and financial information to the Company's finance department.</p> <p>1.2 If the lending of funds is based on a business relationship, the case officer of the Company's finance department shall evaluate whether the loan amount and the transaction amount are comparable. If it is based on the need of short-term financing, the case officer shall specify the reasons and condition for permitting the lending of loan, conduct the credit check, and evaluate the influence on the Company's operational risk, financial condition and shareholder equity by the</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>operational risk, financial condition and shareholder equity by the lending. Relevant data and the proposed terms of lending shall be reported to the manager of the finance department, and the Chairman, and resolved by the Board of Directors.</p> <p>1.3 If the Company has appointed the independent directors, it shall consider the opinion of each independent director, and clearly specify the consent or rejection, and the dissenting reason in the minutes of the Board meeting.</p> <p>2. Review and Evaluation The processing unit shall prepare the evaluation report of substantive review, which shall include the following scopes:</p> <p>2.1 The necessity and reasonableness of the lending of funds.</p> <p>2.2 The credit check and risk evaluation of the borrower.</p> <p>2.3 The influence on the company's operational risk, financial condition and shareholder equity.</p> <p>2.4 Whether to require collateral, and the valuation of the collateral.</p> <p>3. Loan Approval</p>	<p>lending. Relevant data and the proposed terms of lending shall be reported to the manager of the finance department, and the Chairman, and resolved by the Board of Directors.</p> <p>1.3 If the Company has appointed the independent directors, it shall consider the opinion of each independent director, and clearly specify the consent or rejection, and the dissenting reason in the minutes of the Board meeting.</p> <p>2. Review and Evaluation The processing unit shall prepare the evaluation report of substantive review, which shall include the following scopes:</p> <p>2.1 The necessity and reasonableness of the lending of funds.</p> <p>2.2 The credit check and risk evaluation of the borrower.</p> <p>2.3 The influence on the company's operational risk, financial condition and shareholder equity.</p> <p>2.4 Whether to require collateral, and the valuation of the collateral.</p> <p>3. Loan Approval 3.1 After the review, if the borrower's credit record is unsatisfactory, or if there is any reason to believe that approving the loan is not appropriate, the case officer shall submit the</p>	



Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>3.1 After the review, if the borrower’s credit record is unsatisfactory, or if there is any reason to believe that approving the loan is not appropriate, the case officer shall submit the reason for rejecting the loan for approval, and reply to the borrower as soon as possible.</p> <p>3.2 After the review, if the borrower has a good credit record, the purpose of loan is appropriate, and there is no adverse influence on the company’s financial business and shareholder equity, the case officer shall submit the credit and evaluation reports, the proposed loan amount, term, and interest rate to the general manager and the Chairman for approval, and shall process only upon the resolution of the Board of Directors according to Article 8.</p>	<p>reason for rejecting the loan for approval, and reply to the borrower as soon as possible.</p> <p>3.2 After the review, if the borrower has a good credit record, the purpose of loan is appropriate, and there is no adverse influence on the company’s financial business and shareholder equity, the case officer shall submit the credit and evaluation reports, the proposed loan amount, term, and interest rate to the general manager and the Chairman for approval, and shall process only upon the resolution of the Board of Directors according to Article 8.</p>	
<p><b>Article 8 Controls of Lending of Funds by Subsidiaries</b></p> <p>I. The Company’s subsidiaries shall follow this Operating Procedure when processing the lending of funds.</p> <p>II. Amount limit of lending of funds by subsidiaries</p>	<p><b>Article 8 Controls of Lending of Funds by Subsidiaries</b></p> <p>I. The Company’s subsidiaries shall follow this Operating Procedure when processing the lending of funds.</p> <p>II. Amount limit of lending of funds by subsidiaries:</p> <p>1. The total amount loaned by the subsidiary shall not exceed forty percent of the net worth in that subsidiary’s latest financial statements.</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019,.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<ol style="list-style-type: none"> <li>1. The total amount loaned by the subsidiary shall not exceed forty percent of the net worth in that subsidiary's latest financial statements.</li> <li>2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher.</li> <li>3. If the loan is made to a company or firm, where short-term financing is necessary, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed ten percent of the net worth in the subsidiary's latest financial statements. Such "net worth" is determined according to the latest financial statement audited or reviewed by a certified public accountant.</li> <li>4. The lending of funds between the subsidiary and its parent company where</li> </ol>	<ol style="list-style-type: none"> <li>2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher.</li> <li>3. If the loan is made to a company or firm, where short-term financing is necessary, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed ten percent of the net worth in the subsidiary's latest financial statements. Such "net worth" is determined according to the latest financial statement audited or reviewed by a certified public accountant.</li> <li>4. The lending of funds between the subsidiary and its parent company where the parent company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 8.II.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the subsidiary's latest financial statements.</li> </ol>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>the parent company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 8.II.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the subsidiary's latest financial statements.</p> <p>III. Repayment Methods: If a foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is unable to repay the loan made by the Company, and requests to extend the term, it shall make such request thirty business days before the expiration date, and report to the Board of Directors for approval. The Company may dispose of the collateral or recover from the named guarantor for any breach of commitment.</p> <p>IV. The subsidiary shall prepare and submit <u>the Book of Lending of Funds</u> of the previous month to the Company no later than the 5<sup>th</sup> day of each month so that the Company can complete the announcement and filing at the same time.</p> <p>V. The internal auditors of the subsidiary shall audit the lending of funds according to the</p>	<p>III. Repayment Methods: If a foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is unable to repay the loan made by the Company, and requests to extend the term, it shall make such request thirty business days before the expiration date, and report to the Board of Directors for approval. The Company may dispose of the collateral or recover from the named guarantor for any breach of commitment.</p> <p>IV. The subsidiary shall prepare and submit the itemized statement of external endorsements and guarantees of the previous month to the Company no later than the 5<sup>th</sup> day of each month so that the Company can complete the announcement and filing at the same time.</p> <p>V. The internal auditors of the subsidiary shall audit the lending of funds according to the "Procedures of Lending of Funds" of the parent company at least once every quarter, and document the results. Any material violation shall be immediately reported to the Company in writing. The Company's audit unit shall submit the documented materials to the audit committee.</p> <p>VI. The Company's auditors shall examine the implementation of the "Operating Procedure of Lending of Funds" by the subsidiary during the</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>“Procedures of Lending of Funds” of the parent company at least once every quarter, and document the results. Any material violation shall be immediately reported to the Company in writing. The Company’s audit unit shall submit the documented materials to the audit committee.</p> <p>VI. The Company’s auditors shall examine the implementation of the Procedures of Lending of Funds by the subsidiary during the onsite audit visit according to the annual audit plan. Any deficiency shall be followed up for improvement. The follow-up report shall be submitted to the Chairman.</p>	<p>onsite audit visit according to the annual audit plan. Any deficiency shall be followed up for improvement. The follow-up report shall be submitted to the Chairman.</p>	
<p><b>Article 10 Other Provisions</b></p> <p>I. If a manager or case officer violates these Operating Procedures, the Company may impose sanctions based on the severity of violation.</p> <p>II. Any matters not specified herein shall be subject to applicable laws.</p> <p><u>III. If the company’s responsible person violates Article 3, he or she and the borrower shall be held jointly and severally liable for returning and indemnifying the company for any damage thereof.</u></p>	<p><b>Article 10 Other Provisions</b></p> <p>I. If a manager or case officer violates these Operating Procedures, the Company may impose sanctions based on the severity of violation.</p> <p>II. Any matters not specified herein shall be subject to applicable laws.</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 11 Implementation and Amendment</b></p> <p>I. Subject to the consent of the audit committee and the resolution of the Board of Directors, these Procedures and any amendment thereof shall be implemented upon the consent of the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the audit committee, and report to the shareholders' meeting for discussion.</p> <p>If the Company has independent directors in place and has submitted the procedures for discussion among the Board of Directors, the opinions of the independent directors shall be fully taken into consideration. Any opinions regarding the consents or objections made by independent directors shall be shown in board meeting minutes.</p> <p><u>II. If the Company has established the audit committee, the proposal shall be approved by more than one-half of the committee body, and submitted to the Board of Directors for resolution.</u></p> <p><u>III. If less than one half of the committee body provides their consent, the proposal may be resolved by more than two thirds of the Board of Directors. The minutes of the Board</u></p>	<p><b>Article 11 Implementation and Amendment</b></p> <p>I. Subject to the consent of the audit committee and the resolution of the Board of Directors, these Procedures and any amendment thereof shall be implemented upon the consent of the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the audit committee, and report to the shareholders' meeting for discussion.</p> <p>If the Company has independent directors in place and has submitted the procedures for discussion among the Board of Directors, the opinions of the independent directors shall be fully taken into consideration. Any opinions regarding the consents or objections made by independent directors shall be shown in board meeting minutes.</p> <p>II. The Procedures were enforced on June 5, 2015 upon the consent of the shareholders' meeting. The first amendment was made on June 28, 2017. The second amendment was made on June 22, 2018.</p>	<p>Date of adding and amendment</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>meeting shall specify the decision of the audit committee.</u></p> <p><u>The total seats of the audit committee and the Board of Directors in the foregoing paragraph shall be based on the number of incumbents.</u></p> <p>IV. The Procedures were implemented on June 5, 2015 upon the consent of the shareholders' meeting.</p> <p>The first amendment was made on June 28, 2017.</p> <p>The second amendment was made on June 22, 2018.</p> <p><u>The third amendment was made on June 12, 2019.</u></p>		

Attachment 9. Corresponding Table for Amendment to Procedures of Making Endorsements and Guarantees

SUN MAX TECH LIMITED

Corresponding Table for Amendment to Part of Procedures of Making Endorsements and Guarantees

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><b>Article 6 Level of Decision and Authorization</b></p> <p>I. The Company shall obtain the approval of the Board of Directors for making any endorsement/guarantee. If the independent directors are appointed, the opinion of each of them shall be fully considered. <u>Any dissenting or qualified opinion of an independent director shall be specified in the minutes of the Board meeting.</u> The Board of Directors may authorize the Chairman to grant the preliminary approval up to the amount of NT\$ 30 million according to this Policy. Afterwards, the approval shall be reported to the nearest Board meeting for ratification afterwards, and the implementation status shall be reported the shareholders' meeting. Any endorsement/guarantee under Article 3.I for a subsidiary of which the company directly or indirectly holds more than ninety percent of the voting shares shall be subject to the resolution of the Board of Directors. However, the endorsement and guarantee with the Company's 100% owned companies, directly or indirectly, is not subject</p>	<p><b>Article 6 Level of Decision and Authorization</b></p> <p>I. The Company shall obtain the approval of the Board of Directors for making any endorsement/guarantee. If the independent directors are appointed, the opinion of each of them shall be fully considered. <del>Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</del> The Board of Directors may authorize the Chairman to grant the preliminary approval up to the amount of NT\$ 30 million according to this Policy. Afterwards, the approval shall be reported to the nearest Board meeting for ratification afterwards, and the implementation status shall be reported the shareholders' meeting. Any endorsement/guarantee under Article 3.I for a subsidiary of which the company directly or indirectly holds more than ninety percent of the voting shares shall be subject to the resolution of the Board of Directors. However, the endorsement and guarantee with the Company's 100% owned companies, directly or indirectly, is not subject to the said restriction.</p> <p>II. If the endorsement/guarantee is made as required for</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1080304826.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>to the said restriction.</p> <p>II. If the endorsement/guarantee is made as required for the business, and the amount has to exceed the limit set forth in this Policy while meeting all criteria herein, the Company shall obtain the approval of the Board of Directors. At least more than half of the directors shall be the named guarantors for any potential loss incurred in a situation in excess of the limit. The amendment to the Policy of Making Endorsements/Guarantees shall be ratified by the shareholders' meeting. If the shareholders' meeting disagrees, a plan shall be developed for cancelling the excess of limit within a specified time.</p> <p>If the independent directors are appointed, the opinion of each of them shall be fully considered during the Board meeting. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p>	<p>the business, and the amount has to exceed the limit set forth in this Policy while meeting all criteria herein, the Company shall obtain the approval of the Board of Directors. At least more than half of the directors shall be the named guarantors for any potential loss incurred in a situation in excess of the limit. The amendment to the Policy of Making Endorsements/Guarantees shall be ratified by the shareholders' meeting. If the shareholders' meeting disagrees, a plan shall be developed for cancelling the excess of limit within a specified time.</p> <p>If the independent directors are appointed, the opinion of each of them shall be fully considered during the Board meeting. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p>	
<p><b>Article 11 Announcement and Reporting Processes</b></p> <p>The Company shall announce and report the balance of endorsement/guarantee of the previous month of the Company and the subsidiaries by the 10th day of each month. If the balance of endorsement/guarantee meets any of the following criteria, the announcement and reporting shall be</p>	<p><b>Article 11 Announcement and Reporting Processes</b></p> <p>The Company shall announce and report the balance of endorsement/guarantee of the previous month of the Company and the subsidiaries by the 10th day of each month. If the balance of endorsement/guarantee meets any of the following criteria, the announcement and</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1080304826.</p>



Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>made within two days from the occurrence of the event:</p> <p>I. The balance of endorsement/guarantee of the Company and its subsidiaries exceeds fifty percent of the net worth in the Company's latest financial statement.</p> <p>II. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds twenty percent of the net worth in the Company's latest financial statement.</p> <p>III. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds NT\$ 10 million. And the sum of the endorsement/guarantee, <u>book value of investment under the equity method</u>, and the balance of loans has exceeded thirty percent of the net worth in the Company's latest financial statement.</p> <p>IV. The amount of new endorsement/guarantee made by the Company or its subsidiaries exceeds NT\$ 30 million and five percent of the net worth in the Company's latest financial statement.</p> <p>If the subsidiary is not a domestic public company, the Company shall complete the announcement and reporting of any matter that should be</p>	<p>reporting shall be made within two days from the occurrence of the event:</p> <p>I. The balance of endorsement/guarantee of the Company and its subsidiaries exceeds fifty percent of the net worth in the Company's latest financial statement.</p> <p>II. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds twenty percent of the net worth in the Company's latest financial statement.</p> <p>III. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds NT\$ 10 million, and the sum of the endorsement/guarantee, <del>long term</del> investment, and the balance of loans has exceeded thirty percent of the net worth in the Company's latest financial statement.</p> <p>IV. The amount of new endorsement/guarantee made by the Company or its subsidiaries exceeds NT\$ 30 million and five percent of the net worth in the Company's latest financial statement.</p> <p>If the subsidiary is not a domestic public company, the Company shall complete the announcement and reporting of any matter that should be announced and reported pursuant to Subparagraph 4 of the foregoing paragraph for that subsidiary.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
announced and reported pursuant to Subparagraph 4 of the foregoing paragraph for that subsidiary.		
<p><b>Article 14 Implementation and Amendment</b></p> <p>I. This Policy shall be resolved by the Board of Directors and approved by the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the shareholders' meeting for discussion.</p> <p>The Company shall fully consider the opinion of each independent director during the Board meeting under the foregoing paragraph. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p> <p>If the Company has established the audit committee, the creation or any amendment of this Policy shall be approved by more than one-half of the committee body, and submitted to the Board of Directors for resolution.</p> <p>II. The Procedures were enforced on June 5, 2015 upon the consent of the shareholders' meeting. The first amendment was made on June 22, 2018. <u>The second amendment was made on June 12, 2019.</u></p>	<p><b>Article 14 Implementation and Amendment</b></p> <p>I. This Policy shall be resolved by the Board of Directors and approved by the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the shareholders' meeting for discussion.</p> <p>The Company shall fully consider the opinion of each independent director during the Board meeting under the foregoing paragraph. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p> <p>If the Company has established the audit committee, the creation or any amendment of this Policy shall be approved by more than one-half of the committee body, and submitted to the Board of Directors for resolution.</p> <p>II. The Procedures were enforced on June 5, 2015 upon the consent of the shareholders' meeting.</p> <p>The first amendment was made on June 22, 2018.</p>	<p>Date of adding and amendment</p>

Attachment 10. Candidates List of The Third Session of Directors (Independent Directors)

Type of Position	Name	I.D. Card number	Experience (Education)	Shares
Director Candidate	SINOTEAM HOLDINGS INC		Department of Civil Engineering, Tamkang University	5,977,844 Shares
	Representative: HSU Wen-Faung	F1216 XXXXX	SUN MAX TECH LIMITED Chairman	960,273 Shares
Director Candidate	LAI, Jen-Chung	F1220 XXXXX	Taipei Municipal Chenggong High School Sales Manager of He Feng Construction Corp. Chairman of Jin Li Trading Company Division Manager of CviLux Corporation	427,337 Shares
Director Candidate	LIN, Chun-Yen	E1223 XXXXX	Department of Electronic Engineering, Guoji High School of Commerce and Industry Manufacturing Department Manager of Shenzhen plant of Asia Vital Components Co., Ltd. Vice President of Sun Max Tech Limited	175,912 Shares
Director Candidate	LI, Yung-Yi	H1212 XXXXX	Department of Electrical Engineering, Hwa Hsia Institute of Technology Project Manager of Shih Yi Technology Co., Ltd. Assistant Vice President, Sales of SUN MAX Technology Co., Ltd.	98,576 Shares
Candidates for Independent Directors	HSIEH, Yu-Tien	R1018 XXXXX	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	F1203 XXXXX	Department of Electronics Engineering, NCTU Vice President of Cameo Corporation	0 Shares
Candidates for Independent Directors	CHIU, Shih-Fang	R1212 XXXXX	Department of Law, National Chung Hsing University Senior Attorney of PwC Legal Managing Attorney of De Kai Law Firm	0 Shares

Attachment 11. Director candidate and concurrent position held by its representative at other companies

Legal Person Director/ Representative of Legal Person Director	Propose to the shareholders' meeting to relieve the noncompete obligation for concurrent appointment/position
<p>Legal person director: SINOTEAM HOLDINGS INC.                      Representative: HSU Wen-Faung</p>	<p>President of SUN MAX TECH LIMITED                      Director/ President of UNITED STRATEGY INC.                      Director/ President of POWER LOGIC HOLDINGS INC.                      Director/ President of POWER LOGIC TECH. INC.                      Director/ President of SUNNY SHARP INTERNATIONAL LIMITED                      Director/ President of SUNNY FAITH INVESTMENTS LIMITED                      Power Logic Tech. (DongGuan) Inc. Director/General Manager                      DongGuan Tai Yi Electronics Co., Ltd. Director/General Manager                      DongGuan Yi Chuan Electronics Co., Ltd. Director/General Manager                      Sunny Sharp International Limited Taiwan Branch General Manager/Litigation and Non-contentious Representative                      Independent Director of LinkCom Manufacturing Co., Ltd.  <u>(Note: If the nomination of independent director by LinkCom Manufacturing is passed and the candidate is elected, the noncompete obligation shall be relieved.)</u></p>
<p>Director: LIN, Chun-Yen</p>	<p>UNITED STRATEGYINC.: Vice President                      POWER LOGIC HOLDINGS INC.: Vice President                      POWER LOGIC TECH. INC.: Vice President                      Sunny Sharp International Limited.: Vice President                      SUNNY FAITH INVESTMENTS LIMITED: Vice President                      Power Logic Tech. (DongGuan) Inc.: Vice President                      DongGuan Tai Yi Electronics Co., Ltd.: Vice President                      Sunny Sharp International Limited Taiwan Branch: Vice President                      DongGuan Yi Chuan Electronics Co., Ltd.: Vice President</p>
<p>Director: LI, Yung-Yi</p>	<p>UNITED STRATEGYINC.: Asst. VP                      POWER LOGIC HOLDINGS INC.: Asst. VP                      POWER LOGIC TECH. INC.: Asst. VP                      Sunny Sharp International Limited.: Asst. VP                      SUNNY FAITH INVESTMENTS LIMITED: Asst. VP                      Power Logic Tech. (DongGuan) Inc.: Assistant Vice President                      DongGuan Tai Yi Electronics Co., Ltd.: Assistant Vice President                      Sunny Sharp International Limited Taiwan Branch: Assistant Vice President                      DongGuan Yi Chuan Electronics Co., Ltd.: Assistant Vice President</p>
<p>Director: LAI, Jen-Chung</p>	<p>Power Logic Tech. (DongGuan) Inc.: Supervisor                      DongGuan Tai Yi Electronics Co., Ltd.: Supervisor                      DongGuan Yi Chuan Electronics Co., Ltd.: Supervisor</p>

## II. Appendices

### Appendix 1. Rules of Procedure for Shareholder Meetings

#### **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.

The election or dismissal of directors, audit committee, amendments to the Company Corporate Charter (Articles of Incorporation), dissolution, merger, division or the clauses of Paragraph 1, Article 185 of the Company Act, the matters stated in Article 26-1 and Article 43-6 of Securities and Exchange Act shall be stated in the reasons for convening the meeting not in the motion.

Shareholders who have over 1% shareholdings in the Company's total number of shares issued may propose to the Company in writing to 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. 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.

The Company shall announce the proposals admitted, the premises and the admission period before the stock stop-transfer date prior to the Annual Meeting of Shareholders is convened; also, the admitting period 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 shareholders meeting must be held at a location that is suitable and convenient for shareholders to attend. The meeting must not commence anytime earlier than 9AM or later than 3PM. Independent Directors' opinions must be fully taken into consideration when deciding the time and venue 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 Chairman shall call the meeting to order at the meeting time. If the shareholding of the attending shareholders is not more than half of the total number of shares issued, the Chairman may announce the meeting postponed, which is limited to two postponements and for less than one-hour in total.

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 meeting of shareholders is convened by the Board, the agenda is scheduled by the Board; also, the meeting should be conducted in accordance with the agenda scheduled and it may not be amended without the resolution reached in the meeting of shareholders.

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 must give the proposal or the amendment and motion proposed by the shareholders an opportunity to be explained and discussed sufficiently until it is ready for balloting and then stop the discussion for balloting.

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.

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 minutes of meeting should be prepared in accordance with the year, month, date, place, name of the Chairman, the resolution method, meeting procedure and the results, and shall be permanently reserved throughout the duration of the Company.

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.

### Appendx 3. Shareholding of All Directors

- As of the trading halt date April 14, 2018 for this shareholders' meeting, the Company's total paid-in capital is NT\$ 262,448,110, and the total number of outstanding shares is 26,244,811.

Unit: shares

Title	Name	Number of Shares Held	Ratio of Shareholding
Chairman	Taishin Custodian Investment Account of Hsin Ting Holding Limited	5,977,844	22.78%
	HSU Wen-Faung	960,273	3.66%
Director	LAI, Jen-Chung	427,337	1.63%
Director	LIN, Chun-Yen	175,912	0.67%
Director	LI, Yung-Yi	98,576	0.38%
Independent director	HSIEH, Yu-Tien	-	-
Independent director	CHEN, Tien-Szu	-	-
Independent director	CHIU, Shih-Fang	-	-
Total Shares		7,639,942	

#### Remarks

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

Appendx 4. 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.

Appendx 5. 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 April 5, 2019 to April 15, 2019. 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.")