

SUN MAX TECH LIMITED

2022 Annual Shareholders Meeting Minutes

Meeting convention method: Physical shareholders meeting

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

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

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

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

21,335,368 shares as for 66.47% of total outstanding 32,097,927 shares.

Chairman: HSU Wen-Faung

Recorded by: Chen Ying- Ju

Directors present:

HSU Wen-Faung for and on behalf of SINOTEAM HOLDINGS INC

LAI, Jen-Chun ; HSIEH, Yu-Tien (Independent director) ; CHEN, Tien-Szu (Independent director) ; CHIU, Shih-Fang (Independent director) and Eric.W.Lin (Deloitte & Touche) (Accountants) ; Yao, Cheng-Min (CFO)

Company Reports

Proposal 1:

Subject: Presenting the 2021 Business Report

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

No. 2:

Subject: Presenting the 2021 Audit Committee's Review Report

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

No. 3:

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

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

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

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

No. 5:

Subject: Reporting on the conversion of domestic corporate bonds.

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

Proposals

Proposal 1: [Proposed by the Board]

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

Notes: 1. The company's 2021 consolidated financial statements are audited by Hsieh, Tung-Ju, CPA,

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

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,873,189 Votes (including 222,153 votes casted in electronic form)	97.83%
Against Votes : 1,670 Votes (including 1,670 votes casted in electronic form)	0.01%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 460,509 Votes (including 460,509 votes in electronic form)	2.16%

Proposal 2: [Proposed by the Board]

Subject: Distribution of 2021 earnings.

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,869,192 Votes (including 218,156 votes casted in electronic form)	97.82%
Against Votes : 5,667 Votes (including 5,667 votes casted in electronic form)	0.03%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 460,509 Votes (including 460,509 votes in electronic form)	2.16%

Discussions

No.1 [Proposed by the Board]

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

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,807,731 Votes (including 156,695 votes casted in electronic form)	97.53%
Against Votes : 12,138 Votes (including 12,138 votes casted in electronic form)	0.06%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 515,499 Votes (including 515,499 votes in electronic form)	2.42%

No. 2: [Proposed by the Board]

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

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,807,29 Votes (including 156,693 votes casted in electronic form)	97.53%
Against Votes : 12,138 Votes (including 12,138 votes casted in electronic form)	0.06%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 515,501 Votes (including 515,501 votes in electronic form)	2.42%

No. 3: [Proposed by the Board]

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

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,807,729 Votes (including 167,138 votes casted in electronic form)	97.58%
Against Votes : 1,694 Votes (including 1,694 votes casted in electronic form)	0.01%
Invalid votes : 0 Votes (including 0 votes casted in electronic form)	0.00%
Abstained votes/ no votes : 515,500 Votes (including 515,500 votes in electronic form)	2.42%

No. 4: [Proposed by the Board]

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

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,818,139Votes (including167,103 votes casted in electronic form)	97.58%
Against Votes : 1,699 Votes (including 1,699votescasted in electronic form)	0.01%
Invalid votes : 0 Votes (including 0 votescasted in electronic form)	0.00%
Abstained votes/ no votes : 515,530 Votes (including515,530 votes in electronic form)	2.42%

Elections

No. 1: [Proposed by the Board]

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

- Notes:
1. The tenure of the Company’s 3rd term of directors (independent directors) ends on June 12, 2022. We plan to propose to the general shareholders’ meeting to re-elect seven directors (including 4 independent directors) for the 4th term. The tenure of

the 4th term of directors lasts for three years, starting from May 31, 2022 to May 30, 2025.

2. The election of the seven directors (including 4 independent directors) this time has been published for accepting the nomination of shareholders and the Board of Directors from March 25, 2022 to April 4, 2022. The relevant data of the candidate list for the 4th term of directors (independent directors) has been summarized. Please refer to Page 84 [Attachment 9] of the handbook.
3. Presented here for election.

Election results:

SUN MAX TECH LIMITED
The 4rd term of directors Elected list

職稱	姓名	當選權數
Director	SINOTEAM HOLDINGS INC	21,078,614
Director	LIN, Chun-Yen	20,766,333
Director	LUXURY SHINE INTERNATIONAL LIMITED	20,898,021
Independent director	HSIEH, Yu-Tien	20,758,373
Independent director	CHEN, Tien-Szu	20,686,531
Independent director	CHIU, Shih-Fang	20,758,978
Independent director	GUAN, JYH-LIANG	20,697,526

Other matters

Proposal 1: [Proposed by the Board]

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

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

The non-compete clause is lifted as follows:

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

Resolutions: the above proposal be and hereby was approved as proposed

Vote Results :

Voting Results	% of the total represented share present
Votes in favor : 20,789,137Votes (including138,101 votes casted in electronic form)	97.44%
Against Votes : 10,028 Votes (including10,028 votescasted in electronic form)	0.05%
Invalid votes : 0 Votes (including 0 votescasted in electronic form)	0.00%
Abstained votes/ no votes : 536,203 Votes (including 536,203 votes in electronic form)	2.51%

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

Adjournment : The meeting was adjourned at a.m. 09:23

Attachment

Attachment 1. 2021 Business Report

2021 Business Report

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

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

1. 2021 business overview

(1) Financial performance:

1. Consolidated operating revenues and net profit after tax

Unit: NTD thousand

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

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

2. Profitability

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

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

(II) Research and development:

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

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

(1) 2022 business strategy:

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

(2) The Company's future development strategy:

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

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

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

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

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

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

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

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

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

Audit Committee' Review Report

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

To:

Sun Max Tech Limited

Sun Max Tech Limited

Convener of Audit Committee, HSIEH, Yu-Tien

March 12, 2022

Attachment 3. 2021 Statement of Retained Earnings

SUN MAX TECH LIMITED
Statement of earnings distribution
2021

Unit: NTD

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

Note:

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

Chairman:

Manager:

Chief accountant:

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

Independent Auditors' Report

To: SUN MAX TECH LIMITED:

Opinion

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

In our opinion, the accompany consolidated financial statements present fairly, in all material respects, the financial position of SUN MAX Group and its subsidiaries as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuer," and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretation (IFRIC) and SIC Interpretations*.

Basis for Opinion

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

Key Audit Matters

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

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

Recognition of revenue

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

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

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

Evaluation on inventory

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

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

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

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

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

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

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

Auditors' Responsibilities for the Consolidated Financial Statements

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

As part of an audit in accordance with the accounting principles generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following works:

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

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

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

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

From the matters communicated with those in charge of governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of SUN MAX Group of 2021 and are therefore the Key Audit Matters. We describe these matters in our Independent Auditors' Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

Deloitte & Touche
CPA, Tung-Ju Hsieh

CPA Wang-Sheng Lin

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

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

March 15, 2022

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

Unit: NTD thousand

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

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

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Head of Accounting: YAO, Cheng-Min

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

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

(Continued on next page)

(Continued from previous page)

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

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

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

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

Unit: NTD thousand

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

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

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Head of Accounting: YAO, Cheng-Min

SUN MAX TECH LIMITED

SUN MAX TECH LIMITED and subsidiaries

Consolidated Statements of Cash Flows

For The Years Ended December 31, 2021 and 2020

Unit: NTD thousand

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

(Continued on next page)

(Continued from previous page)

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

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

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

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

SUN MAX TECH LIMITED

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

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

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

SUN MAX TECH LIMITED

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

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

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

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

Clauses after the amendment	Existing clauses	Remark
<p>CPA’s opinions are published.</p> <p>5. If the valuation institutions provide the “Appraisal Report on Market Value” and “Appraisal Report” to replace the valuation report, the content shall satisfy the requirements of the items that shall be listed in the above valuation report.</p> <p>6. If, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the conditions of the transaction.</p> <p>The so-called professional appraiser refers to a property appraiser or other person duly authorized by law to engage in the value appraisal of property or equipment who shall satisfy the following requirements:</p> <p>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p>	<p>cannot be obtained in a timely manner, they shall be obtained within two weeks after the date of occurrence, and the original transaction amount and appraisal result shall be corrected and published. If there are matters in the above Paragraph 1 and 2, they shall also be reported after the reasons of discrepancy and the CPA’s opinions are published.</p> <p>5. If the valuation institutions provide the “Appraisal Report on Market Value” and “Appraisal Report” to replace the valuation report, the content shall satisfy the requirements of the items that shall be listed in the above valuation report.</p> <p>6. If, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the conditions of the transaction.</p> <p>The so-called professional appraiser refers to a property appraiser or other person duly authorized by law to engage in the value appraisal of property or equipment who shall satisfy the following requirements:</p> <p>1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for</p>	

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

Clauses after the amendment	Existing clauses	Remark
<p>and that they have complied with applicable laws and regulations.</p> <p>(3) Where acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price</p> <p>Omitted hereinafter</p>	<p>or the opinion.</p> <p>4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</p> <p>(3) Where a company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</p> <p>Omitted hereinafter</p>	
<p>Article 6 Procedures for publishing and reporting</p> <p>Omitted</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>1. Trading of government bonds or foreign government bonds</p>	<p>Article 6 Procedures for publishing and reporting</p> <p>Omitted</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>1. Trading of domestic government bonds.</p>	<p>(a) Since the incumbent public companies are exempted from announcing and reporting the trade of domestic government bonds, Paragraph 1, Subparagraph 7, Item 1 of this article is hereby amended accordingly so to ease the requirement of announcing and reporting the trade of foreign government bonds issued that is with a sovereign rating</p>

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

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

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

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

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

SUN MAX TECH LIMITED

Comparison Table of amendments to the Articles of Incorporation

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

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

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

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

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

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

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

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>議事手冊及其他相關資料於股東常會開會前至少 21 日前或股東臨時會開會前至少 15 日前公告。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。</p>	<p>the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.</p> <p>於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，董事會應編製股東會議事手冊，記載該股東會之議程(包括所有擬於該股東會決議之議題及事項)，並應依上市櫃法令許可之方式將該議事手冊及其他相關資料於股東常會開會前至少 21 日前或股東臨時會開會前至少 15 日前公告，<u>但本公司最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會</u></p>	

Article No. 條次	Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)	Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)	Explanations 修正理由
		<p><u>30 日前公告</u>。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。</p>	
50	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) reduction in share capital of the Company;</p> <p>(d) application for</p>	<p>The following matters <u>and the essential contents</u> shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) reduction in share capital of the</p>	<p>To revise according to "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" promulgated by a TWSE announcement Taiwan-Stock-Governance -No. 1110004250. 配合證券交易所臺證治理字第 1110004250 號公告「○○股份有限公司股東會議事規則」參考範例修正。</p>

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

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares</p>	<p>the Company;</p> <p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(m) subject to the Law, distribution of the Legal</p>	

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

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>集通知中列舉，不得以臨時動議提出；其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</p> <p>(a) 選任或解任董事或監察人(如有)；</p> <p>(b) 變更備忘錄及/或本章程；</p> <p>(c) 減資；</p> <p>(d) 申請停止公開發行；</p> <p>(e) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>(f) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>(g) 讓與本公司全部或任何主要部分營業或財產；</p>	<p>extent of matters as described in the agenda of such meeting.</p> <p>下列事項應於股東會召集通知中列舉<u>並說明其主要內容</u>，不得以臨時動議提出；其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</p> <p>(b) 選任或解任董事或監察人(如有)； 變更備忘錄及/或本章程；</p> <p>減資；</p> <p>申請停止公開發行；</p> <p>本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>讓與本公司全部或任何</p>	

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

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>轉予員工。</p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。</p>	<p>本公司將庫藏股移轉予員工；</p> <p><u>終止上市；</u></p> <p><u>發行認股價格低於發行日股票收盤價之員工認股權憑證；以及</u></p> <p><u>發行限制員工權利新股。</u></p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。</p>	
<p>52</p>	<p>One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a</p>	<p>One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a</p>	<p>To revise according to "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" promulgated by a TWSE announcement Taiwan-Stock-Governance -No. 1110004250. 配合證券交易所臺證治理字第 1110004250 號公告「○○股份有限公司股東會議事規則」參考範例修正。</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board shall accept a proposal submitted by one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of Shares held by such one</p>	<p>public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board shall accept a proposal submitted by one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of</p>	

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

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).</p> <p>截至該次停止過戶期間前合計持有已發行股份總數百分之一(1%)以上之一或數位股東，得以書面或電子受理方式向本公司提出年度股東常</p>	<p>urge the Company to facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting, <u>provide, however, that the Board shall reject proposals concerning more than one matter.</u> The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).</p> <p>截至該次停止過戶期間前合計持有已發行股份</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。除非有下列情形之一者，董事會應將該一或多位股東之提案列入議案，於該年度股東常會討論：(一)提案的一或多位股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，合計持股未達已發行股份總數百分之一(1%)；(二)其提案按公司法或上市櫃法令非股東會所得決議者；(三)提案超過一項；(四)議案超過三百字；或(五)於董事會訂定之受理截止日期外提出者。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。</p>	<p>總數百分之一(1%)以上之一或多位股東，得以書面或電子受理方式向本公司提出年度股東常會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。除非有下列情形之一者，董事會應將該一或多位股東之提案列入議案，於該年度股東常會討論：(一)提案的一或多位股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，合計持股未達已發行股份總數百分之一(1%)；(二)其提案按公司法或上市櫃法令非股東會所得決議者；(三)提案超過一項；(四)議案超過三百字；或(五)於董事會訂定之受理截止日期外提出</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。</p>	<p>者。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議性提案，董事會仍得列入議案，<u>惟提案超過 1 項者，不列入</u>。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。</p>	
<p>67</p>	<p>Subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting as well as casting the votes in writing, that the method for exercising the votes shall be described in the notice of the general meeting.</p>	<p>Subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting as well as casting the votes in writing, that the method for exercising the votes shall be described in the notice of the general meeting.</p>	<p>To revise according to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" promulgated by a TWSE announcement Tai-Zheng-Shan-Second-No. 1111700674 dated 11 March 2022 and a TWSE announcement Tai-Zheng-Shan-Second-No. 1101701488 dated 14 May 2021.</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.</p> <p>除上市櫃法令另有規定外，本公司召開股東會時，應將電子方式列為股東會的表決權行使管道之一，並得採行以書面方式行使表決權，其行使方法應載明於股東會召集通知。<u>董事會決定於中華民國境外召開股東會者，應提供股東得採行以書面或電子方式行使表決權。</u></p>	<p>除上市櫃法令另有規定外，本公司召開股東會時，應將電子方式列為股東會的表決權行使管道之一，並得採行以書面方式行使表決權，其行使方法應載明於股東會召集通知。</p>	<p>依據證券交易所 110 年 5 月 14 日臺證上二字第 1101701488 號公告及證券交易所 111 年 3 月 11 日臺證上二字第 1111700674 號公告之「外國發行人註冊地國股東權益保護事項檢查表」修訂</p>
<p>74</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of seven (7) Directors. Amongst the Board of</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of seven (7) Directors. Amongst the Board of</p>	<p>To revise according to Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".</p> <p>依據上市上櫃公司治理實務守則第 24 條修訂。</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-<u>fifth</u> (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.</p> <p>Where any Shareholder</p>	<p>Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-<u>third</u> (1/3) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.</p> <p>Where any Shareholder</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為七人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次<u>五</u>分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應</p>	<p>is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為七人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次<u>三</u>分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>遵循上市櫃法令規定。</p> <p>如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。</p>	<p>遵循上市櫃法令規定。</p> <p>如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。</p>	
<p>119</p>	<p>Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:</p> <p>(a) adoption of or amendment to an internal control system;</p> <p>(b) assessment of the effectiveness of the internal control system;</p>	<p>Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:</p> <p>(a) adoption of or amendment to an internal control system;</p> <p>(b) assessment of the effectiveness of the internal control system;</p>	<p>To revise according to Articles 165-1 and 14-5 of the "Securities Exchange Act" 依據「證券交易法」第 165 條之 1 與第 14 條之 5 修訂</p>

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;</p> <p>(d) any matter relating to the personal interest of the Directors;</p> <p>(e) the entering into of a transaction relating to material assets or derivatives;</p> <p>(f) a material monetary loan, endorsement, or provision of guarantee;</p> <p>(g) the offering,</p>	<p>(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;</p> <p>(d) any matter relating to the personal interest of the Directors;</p> <p>(e) the entering into of a transaction relating to material assets or derivatives;</p> <p>(f) a material monetary loan, endorsement, or provision of guarantee;</p> <p>(g) the offering,</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>issuance, or private placement of the Shares or any equity-linked securities;</p> <p>(h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;</p> <p>(i) the appointment or discharge of a financial, accounting, or internal auditing officers;</p> <p>(j) approval of annual and semi-annual financial reports; and</p> <p>(k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.</p>	<p>issuance, or private placement of the Shares or any equity-linked securities;</p> <p>(h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;</p> <p>(i) the appointment or discharge of a financial, accounting, or internal auditing officers;</p> <p>(j) <u>the annual financial reports which are signed or sealed by the chairman, managerial officer, and accounting officer and second-quarter</u> financial reports <u>that must be audited and attested by certified public accountants;</u> and</p>	

<p>Article No. 條次</p>	<p>Current Memorandum and Articles of Association (adopted by special resolution passed on 15 Jun 2020) 現行之公司備忘錄與章程 (經 2020 年 6 月 18 日特別決議通過)</p>	<p>Proposed Amendments to Provisions of Memorandum and Articles of Association (as underlined) 擬修訂之公司備忘錄與章程條款(如底線部分) (anticipated to be adopted by special resolution passed on May 31 2022) (預計於 2022 年 5 月 31 日特別決議通過)</p>	<p>Explanations 修正理由</p>
	<p>不論本章程是否有相反之規定，下列事項應經審計委員會全體委員過半數之同意，並經董事會批准：</p> <p>(a) 訂定或修正內部控制制度；</p> <p>(b) 內部控制制度有效性之考核；</p> <p>(c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；</p> <p>(d) 涉及董事自身利害關係之事項；</p> <p>(e) 重大之資產或衍生性商品交易；</p> <p>(f) 重大之資金貸與、背書或提供保證；</p> <p>(g) 募集、發行或私募股份或具有股權性質</p>	<p>(k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.</p> <p>不論本章程是否有相反之規定，下列事項應經審計委員會全體委員過半數之同意，並經董事會批准：</p> <p>(a) 訂定或修正內部控制制度；</p> <p>(b) 內部控制制度有效性之考核；</p> <p>(c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；</p> <p>(d) 涉及董事自身利害關係之事項；</p> <p>(e) 重大之資產或衍生</p>	

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

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

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

SUN MAX TECH LIMITED

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

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

<p><u>reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file 30 days prior to the day on which the regular shareholders' meeting is to be held.</u> In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated.</p> <p><u>The shareholders' meeting agenda handbook and supplementary materials stated in the preceding paragraph shall be made available for the reference of the shareholders at the meeting place as follows:</u></p> <ol style="list-style-type: none"> <u>1. The said data shall be made available for the shareholders to obtain and review at the physical shareholders' meeting place.</u> <u>2. The said data shall be made available for the</u> 	<p>meeting should be stated in the notice and announcement. The notice with the consent of the counterparty can be issued electronically.</p> <p>Omitted hereinafter</p>	<p>electronic file 30 days prior to the day on which the regular shareholders' meeting is to be held allowing the foreign investors and Chinese investors to read the information related to the shareholders' meeting as soon as possible. Amendment is made to Paragraph 3 for the said purpose.</p> <p>4. The Company has physical and virtual shareholders' meetings arranged in response to the regulations allowing public companies to have shareholders' meetings convened by virtual communication network. Paragraph 4 is enacted so to facilitate the shareholders, whether participating in the physical shareholders' meeting or the virtual shareholders' meeting, access to the agenda handbook and supplemental materials on-site at the meeting.</p>
--	--	---

<p><u>shareholders to obtain and review at the hybrid shareholders' meeting place; also, the electronic files shall be uploaded to the virtual meeting platform.</u></p> <p><u>3. The electronic files shall be uploaded to the virtual meeting platform at the virtual shareholders' meeting.</u></p> <p>The reasons for convening the meeting should be stated in the notice and announcement. The notice with the consent of the counterparty can be issued electronically.</p> <p>Omitted hereinafter</p>		
<p>Article 3</p> <p>Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.</p> <p>It is limited to one proxy per shareholder and one proxy only that should be served to the Company five days prior to the meeting of shareholders. When the proxy is issued in duplicate, whichever is served first shall prevail. The proxy referred to above that was announced to be revoked is not subject to this restriction.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall</p>	<p>Article 3</p> <p>Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.</p> <p>It is limited to one proxy per shareholder and one proxy only that should be served to the Company five days prior to the meeting of shareholders. When the proxy is issued in duplicate, whichever is served first shall prevail. The proxy referred to above that was announced to be revoked is not subject to this restriction.</p> <p>After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. If, after a proxy form is delivered to the Company, the shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. Paragraph 4 is hereby enacted for the said purpose.

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

<p>and appropriate and competent personnel shall be assigned to handle it. <u>The time for accepting shareholders' registration at the virtual meeting platform at least 30 minutes prior to the time the virtual shareholders' meeting commences, and shareholders who complete the registration are deemed to have attended the shareholders' meeting in person.</u></p> <p>Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The company will provide an attendance log to record shareholders' attendance; alternatively, shareholders may present their attendance cards to signify their presence. The Company should have the annual meeting handbook, annual reports, attendance pass, speech slip, voting ballots, and other meeting materials delivered to the attending shareholders; also, the electoral ballots should be distributed for the election of directors and supervisors, if applicable. When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the</p>	<p>shareholder meetings by presenting valid conference pass, attendance card or other document of similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers shall be reminded to bring identity proof for verification. The company will provide an attendance log to record shareholders' attendance; alternatively, shareholders may present their attendance cards to signify their presence. The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any. When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the meeting.</p>	<p>attend the shareholders' meeting by virtual communication network shall register with the Company 2 days before the shareholders' meeting. Paragraph 7 is hereby enacted for the said purpose.</p> <p>5. Paragraph 8 is enacted so to facilitate the shareholders who participate in the shareholder's meeting by virtual communication network access to the agenda handbook, annual report, and other relevant information at the virtual meeting platform.</p>
---	--	--

<p>meeting.</p> <p><u>The shareholders who intend to attend the virtual shareholders' meeting by means of virtual communication network shall complete the registration with the Company 2 days before the meeting date.</u></p> <p><u>For a virtual shareholders' meeting, the Company shall upload the agenda handbooks, annual reports, and other relevant materials to the virtual meeting platform at least 30 minutes prior to the time the meeting commences till the end of the meeting.</u></p>		
<p><u>Article 5-1</u></p> <p><u>The Company shall have the following information detailed in the shareholders' meeting notice while convening the virtual shareholders' meeting:</u></p> <p><u>1. Shareholders' attending a virtual shareholders' meeting and the way exercising their rights;</u></p> <p><u>2. The malfunctions occurred to the virtual meeting platform or the difficulties of attending a meeting by virtual communication network due to calamities, incidents, or force majeure, shall be handled as follows:</u></p> <p><u>(1)The duration of the malfunction causing the meeting to be postponed or reconvened and the date for the postponed or reconvened meeting;</u></p> <p><u>(2)Shareholders who did not register to attend the initial shareholders' meeting by means of virtual communication network may not attend the postponed or reconvened meeting.</u></p> <p><u>(3)If the video transmission in the hybrid</u></p>	<p>A new clause enacted</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. For the purpose of helping shareholders be aware of their rights and restrictions of participating in the shareholders' meeting before the meeting time, the content of the meeting notice shall include how shareholders attend the virtual meeting and exercise their rights, actions to be taken if the virtual meeting platform or participation in the meeting by virtual communication network is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars: To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume, the

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

<p>referred to above should be reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p> <p><u>Where a virtual shareholders' meeting is held, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual shareholders' meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual shareholders' meeting.</u></p> <p><u>The Company shall have the virtual meeting platform backstage operation interface of a virtual shareholders' meeting video and audio recorded.</u></p>	<p>referred to above should be reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.</p>	<p>Article 18 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies," the Company shall keep records of shareholders' enrollment, registration, reporting, questioning, voting, the Company's vote counting results, etc. The Company shall make an uninterrupted audio and video recording of the proceedings of the virtual shareholders' meeting, which shall be properly preserved during the Company's existence; also, it shall be provided to those who are entrusted to handle the video conference affairs for preservation. Paragraph 3 and 4 are hereby enacted for the said purpose.</p> <p>3. In order to preserve the relevant information of the virtual shareholders' meeting as much as possible, in addition to Paragraph 3 regarding the uninterrupted audio and video recording of the proceedings of the virtual shareholders' meeting, it is also advisable to have the virtual meeting platform backstage operation interface video and audio recorded. Since the real-time recording equipment must be equipped with computer software and hardware equipment and information security; therefore, the Company may base on the feasibility of the equipment conditions to have it expressly specified in the Rules of Procedure for Shareholders' Meeting. Paragraph 5 is</p>
---	---	---

		hereby enacted for the said purpose.
<p>Article 8</p> <p>Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The number of shares in attendance shall be calculated according to the shares indicated by the by the attendance book or sign-in cards <u>and the number of shares registered on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised in writing or electronically.</p> <p>The chair shall call the meeting to order at the scheduled meeting time and shall announce the shares without voting rights and the shares presented by the attending shareholders at the same time.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chairman shall declare the meeting adjourned. <u>The Company shall also announce the information related to the virtual shareholders' meeting adjourned on the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending</p>	<p>Article 8</p> <p>Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.</p> <p>The chair should call the meeting to order at the scheduled meeting time and at the same time announce the number of non-voting shares and the number of shares present and other related information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.</p> <p>If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Paragraph 1, Article 175 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. The number of shares in attendance of a virtual shareholders' meeting shall include the shares checked in on the virtual meeting platform. Amendment is made to Paragraph 1 for the said purpose. 3. When the chair of the virtual shareholders' meeting declares the meeting adjourned, the Company shall declare the meeting adjourned at the virtual meeting platform for the information of the shareholders immediately. Amendment is hereby made to Paragraph 3 for the said purpose. 4. In the event of a shareholders meeting convened for the tentative resolution, shareholders intending to attend the meeting online shall re-register with the Company. Amendment is hereby made to Paragraph 4 for the said purpose.

<p>shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution with another shareholders' meeting to be convened within one month. <u>The shareholders who intend to attend the virtual shareholders' meeting by means of virtual communication network shall complete the registration with the Company in accordance with Article 6.</u></p> <p>If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for resolution in accordance with Article 174 of the Company Act.</p>	<p>meeting of shareholders to be convened within one month. If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for resolution in accordance with Article 174 of the Company Act.</p>	
<p>Article 10</p> <p>Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic and shareholder account number (or conference pass serial number). The order of shareholders' comments shall be determined by the chairperson.</p> <p>Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.</p> <p>Each shareholder may not speak more than twice on the same motion for 5 minutes</p>	<p>Article 10</p> <p>Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic and shareholder account number (or conference pass serial number). The order of shareholders' comments shall be determined by the chairperson.</p> <p>Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.</p> <p>Each shareholder may not speak more than twice on the same motion for 5 minutes each time without the consent</p>	<ol style="list-style-type: none"> 1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022. 2. Paragraph 7 is enacted to specify the method, procedures, and restrictions for the questioning of the shareholders who participate in the shareholders' meeting by virtual communication network. 3. For the purpose of helping other shareholders understand the content of the questions raised by the shareholders, except for having those questions unrelated to the proposals of the shareholders' meeting eliminated, the Company

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

<p>shareholder intends to attend the shareholders' meeting in person <u>or by means of virtual communication network</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. If the vote is exercised in writing or by electronic means and a representative is to attend the meeting of shareholders by proxy, the votes exercised by the representative in person shall prevail.</p> <p>Paragraph 5~8 omitted.</p> <p><u>Shareholders who attend the Company's virtual shareholders' meeting by means of virtual communication network shall vote on various resolution proposals and election proposals through the virtual meeting platform after the chairman calls the meeting to order; also, the vote shall be casted before the chairman announces the close of voting, otherwise it will be deemed as a waiver.</u></p> <p><u>The vote count in the virtual shareholders' meeting shall be counted at once after the chairman announcing the close of voting, and the voting and election results shall be announced accordingly.</u></p> <p><u>The shareholders who have registered to attend the hybrid shareholders' meeting by means of virtual</u></p>	<p>person shall have the intension of exercising votes in writing or by electronic means revoked the same way of exercising their votes two days prior to the meeting commencement date. For overdue revocations, the votes exercised in writing or by electronic means shall prevail. If the vote is exercised in writing or by electronic means and a representative is to attend the meeting of shareholders by proxy, the votes exercised by the representative in person shall prevail.</p> <p>Paragraph 5~8 omitted.</p>	<p>2. If the shareholder has exercised voting rights by correspondence or electronic means and then intended to attend the shareholders meeting online, a written declaration of intent to retract the voting rights already exercised shall be made known to the Company by the same means by which the voting rights were exercised. Amendment is hereby made to Paragraph 4 for the said purpose.</p> <p>3. In order to provide shareholders participating the virtual shareholders' meeting with sufficient time for voting, votes can be cast on each proposal from the time calling the meeting to order by the chairman to the time when the voting is completed; also, votes shall be counted at once after the chair announces the voting session ends so to accommodate the voting of shareholders participating online. Paragraph 9 and Paragraph 10 are hereby enacted for the said purpose.</p> <p>4. If shareholders who have registered to attend the hybrid shareholders' meeting online decide to attend the physical shareholders meeting in person, they shall revoke their registration 2 days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the hybrid shareholders' meeting online. Paragraph 11 is hereby enacted for the said purpose.</p>
--	--	--

<p><u>communication network in accordance with Article 5 when plan to attend the Company’s physical shareholders’ meeting in person shall cancel the registration in the same manner as the registration was made 2 days before the meeting date. Those who fail to have the said registration cancelled within the time limit can only attend the shareholders’ meeting by means of virtual communication network.</u></p> <p><u>Shareholders who exercise their voting rights in writing or electronically without withdrawing their declaration of intentions and attending the shareholders’ meeting by means of virtual communication network, except for motions, shall not exercise voting rights on the initial proposal, propose amendments to the initial proposal, or exercise their voting rights for amendments to the initial proposal.</u></p>		<p>5. According to the Jing-Sun-Tzi No. 10102404740 Letter dated February 24, 2012 and Jing-Sun-Tzi No. 10102414350 Letter dated May 3, 2012 by the Ministry of Economic Affairs, when shareholders exercise voting rights by electronic means and have not withdrawn the declaration of intent, they will not make any amendment to the original proposals or exercise voting rights on the original proposals, but the shareholder can still attend the shareholders’ meeting in person on the meeting day, and can propose motions and exercise voting rights at the meeting. Since shareholders can exercise their voting rights by correspondence and electronically, based on the principle of fair treatment, a voting by correspondence shall also follow the normative spirit of the aforementioned electronic voting to protect shareholders’ rights and interests.</p>
<p>Article 14 Paragraph 2~3 omitted. <u>Where a virtual shareholders’ meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders’ meeting, how the meeting is convened, the chairman’s and secretary’s name, actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting by means of virtual</u></p>	<p>Article 14 Paragraph 2~3 omitted.</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation. Tai-Zheng-Zhi-Li-Zi No. 1110004250 announcement dated March 8, 2022.</p> <p>2. For the purpose of facilitating shareholders’ understanding of the results of the virtual shareholders’ meeting, and the alternative measures for digital divide occurred and the handling of the disconnection, the content of the meeting minutes, in addition to the matters that shall be</p>

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

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

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

<p><u>force majeure events before the chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 5 days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting by means of virtual communication network shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected virtual shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected virtual shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders' meeting held under Paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors, supervisors.</u></p> <p><u>When the Company</u></p>		<p>disasters, accidents, or other force majeure events before the chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 5 days, in which case Article 182 of the Company Act shall not apply, which requires a resolution of the shareholders' meeting to be obtained in advance. Paragraph 2 is hereby enacted for the said purpose. The virtual shareholders' meeting that cannot be convened or participated in due to the intentional default or negligence of the Company, virtual meeting platform, shareholders, solicitors, or proxies does not fall within the scope of this Article.</p> <p>4. For a meeting to be postponed or resumed under Paragraph 2, according to Paragraph 2 of Article 44-20 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," shareholders (including both solicitors and proxies) who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session. Paragraph 3 is hereby enacted for the said purpose. As for the convening of a hybrid shareholders' meeting, the shareholders who originally participated in the physical shareholders' meeting may continue to</p>
--	--	--

<p><u>convenes a hybrid shareholders’ meeting, and the virtual meeting cannot continue as described in Paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders’ meeting by means of virtual communication network, still meets the quorum, then the shareholders’ meeting shall continue, and not postponement or resumption thereof under Paragraph 2 is required.</u></p> <p><u>Under the circumstances where a meeting shall continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting by means of virtual communication network shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders’ meeting.</u></p> <p><u>When postponing or resuming a meeting according to Paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders’ meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>The latter paragraph of Article 12 and Paragraph 3 of For dates or period set forth under Article 12, second half, and Article 13, Paragraph 3 of Regulations Governing the Use</u></p>		<p>physically participate in the postponed or resumed meeting.</p> <p>5. For a meeting to be postponed or resumed under Paragraph 2, according to Paragraph 3 of Article 44-20 of the “Regulations Governing the Administration of Shareholder Services of Public Companies,” the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. Paragraph 4 is hereby enacted for the said purpose.</p> <p>6. If the shareholder’s meeting cannot be resumed due to communication obstacles, and the shareholders’ meeting needs to be postponed or resumed, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors in order to reduce the meeting time and cost. Paragraph 5 is hereby enacted for the said purpose.</p> <p>7. When a hybrid shareholders’ meeting is convened, that</p>
--	--	---

<p><u>of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under Paragraph 2.</u></p>		<p>means the meeting is held both physically and virtually, if the virtual shareholder's meeting cannot be resumed due to communication obstacles or malfunction of the virtual meeting platform, since the physical shareholders' meeting is held continuously, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under Paragraph 2 is required. Paragraph 6 is hereby enacted for the said purpose.</p> <p>8. Under the circumstances where a meeting shall continue without the needs of postponement or resumption as in Paragraph 2, according to Paragraph 5 of Article 44-20 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," the shares represented by shareholders attending the meeting online (including solicitors and proxies) shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting. Paragraph 7 is</p>
---	--	---

		<p>hereby enacted for the said purpose.</p> <p>9. Since the postponed or resumed meeting due to disconnection in the preceding paragraph is the same as the original shareholders' meeting in its nature, it is unnecessary to arrange the preparatory operation of the said shareholders' meeting in accordance with Paragraph 27 of Article 44-20 of the "Regulations Governing the Administration of Shareholder Services of Public Companies." Paragraph 8 is hereby enacted for the said purpose.</p> <p>10. In addition, when the virtual shareholders' meeting has been postponed, in terms of the disclosure to be made on the shareholders' meeting date according to the latter paragraph of Article 12 and Paragraph 3 of Article 13 of the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" and Paragraph 2 of Article 44-5, Article 44-15, and , Paragraph 1 of Article 44-17 of the "Regulations Governing the Administration of Shareholder Services of Public Companies," it is necessary to be disclosed to shareholders on the day the meeting is postponed or resumed. Paragraph 9 is hereby enacted for the said purpose.</p>
<p>Article 17-4 <u>When convening a virtual shareholders' meeting, the</u></p>	<p>Article 17-4 A new clause enacted</p>	<p>1. Amended in accordance with Taiwan Stock Exchange Corporation.</p>

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

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

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

IV. Appendix

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

resolution in accordance with Article 174 of the Company Act.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The first amendment was made on June 19, 2020.

The second amendment was made on June 18, 2021.

Appendix 2. Full text of Articles of Incorporation (Before amendment)

1.給廠商PDF檔置入 中文版共計有37頁， 頁次編號留下72~108

2.給廠商PDF檔置入 英文版共計有40頁， 頁次編號留下109~148

Appendix 3. Procedures for Election of Directors

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

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

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

Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

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

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

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 7 The election of independent directors should be handled in accordance with the candidate nomination system set forth in Article 192-1 of the Company Act, and shall be stated in the articles of incorporation. Shareholders shall elect independent

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

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

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

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

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

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

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

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

Article 8

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

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

Appendix 4. Shareholding of All Directors

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

Unit: shares

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

Remarks

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

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

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

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

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

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

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

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

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