

Stock Code:6515



Annual Shareholders' Meeting 2022 Meeting Handbook

Date: June 24, 2022

**Place: Zhuang Jing Auditorium, No. 600, Jiachang Rd., NEPZ, Nanzi Dist.,
Kaohsiung City**

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I. Meeting Procedure

WinWay Technology Co., Ltd.

2022 Annual Shareholders' Meeting Procedure

I. Meeting Commencement Announced

II. Chairperson's Remarks

III. Reported Items

IV. Matters for Ratification

V. Matters for Discussion

VI. Extraordinary Motions

VII. Adjournment

II. Meeting Agenda

WinWay Technology Co., Ltd.

2022 Annual Shareholders' Meeting Agenda

Time: 10:00 AM, June 24, 2022 (Friday)

Place: Zhuang Jing Auditorium, No. 600, Jiachang Rd., NEPZ, Nanzi Dist., Kaohsiung City (Physical shareholders' meeting)

I. Reported Items:

1. 2021 Business Report.
2. Audit Committee's Report.
3. The 2021 Employees' profit sharing bonus and directors' compensation.
4. The 2021 Earnings distribution of cash dividends.
5. Revisions to the "CSR Code of Practice."

II. Matters for ratification:

1. The 2021 business report and financial statements.
2. The 2021 earnings distribution plan.

III. Matters for discussion:

1. Lifting the non-competition restriction on directors.
2. Amendments to the Management Measures for Acquisition or Disposal of Assets of the Company.
3. Amendment to the Company's Articles of Incorporation.
4. Proposal to abolish and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings.
5. Issuance of new restricted employee shares.

IV. Extraordinary Motions

V. Adjournment

III. Reported Items

Item 1:

Proposal: The 2021 annual business report will be released for public review.

Description: Please refer to pages 16~19 [Annex 1] of this meeting handbook for this company's 2021 business report.

Item 2

Proposal: The Audit Committee's Report will be released for public review.

Description: Please refer to page 20 [Annex 2] of this meeting handbook for the Audit Committee's Report.

Item 3

Proposal: The 2021 employees' profit sharing bonus and directors' compensation report will be released for public review.

Description:

- I. This company's 2021 employees' profit sharing bonus and directors' compensation have been approved by the Board of Directors.
- II. Employees' profit sharing bonus and directors' compensation to the amount of NT\$31,546,218 and NT\$4,197,447 will be disbursed in accordance with Article 24 of Incorporation; the aforementioned amount will be disbursed in the form of cash. The allocated amount is identical to the estimated amount.

Item 4

Proposal: The 2021 earnings distribution of cash dividends report will be released for public review.

Description:

- I. This company's 2021 earnings distribution of cash dividends has been approved by the Board of Directors.
- II. The company's proposed distribution of shareholder dividends in 2021 is cash dividends of NT\$376,200,000, cash dividends of NT\$11 per share; cash dividends will be distributed to the NT\$(rounding down anything below) with the total of the fractional amounts included in this company's other income.
- III. If subsequent fluctuations of the company's shares affects the number of shares in circulation, thereby impacting the shareholder dividend ratio, it is proposed to authorize the Chairman to adjust the shareholders' dividend rate, dividend date, issue date, and other related matters in accordance with the law.

Item 5

Proposal: Revise the "CSR Code of Practice" report and release for public review.

Description: According to the December 7, 2021 letter no. Tai-Zheng-Zhi-Li 1100024173 revisions to the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies," it is proposed to revise this company's "CSR Code of Practice"; refer to page 21~27 [Annex 3] of this meeting handbook for a before and after comparison of the revised articles.

IV. Matters for Ratification

Item 1 proposed by the Board of Directors

Proposal: The 2021 business report and financial statements are proposed for ratification.

Description:

- I. The company's 2021 business report and consolidated financial statements (including individual financial statements) have been audited by accountants Cheng-Lung Hsu and Guo-Yang Tzang from KPMG Taiwan and submitted together with the business report to the Audit Committee for verification and issue of an audit report.
- II. Refer to pages 16~19[Annex 1]and pages 28~41 [Annex 4~5] of this meeting handbook for the aforementioned business report and consolidated financial statements (including individual financial statements).
- III. Submission for ratification.

Resolution:

Item 2 proposed by the Board of Directors

Proposal: The 2021 earnings distribution plan is proposed for ratification.

Description:

- I. This company's 2021 earnings distribution plan was approved at the 12th meeting of this company's 8th Board of Directors and submitted to the Audit Committee for verification and issue of an audit report.
- II. The company's distribution of shareholder dividends-cash dividends of NT\$376,200,000 will be distributed to the NT\$(rounding down anything below) with the total of the fractional amounts included in this company's other income, the proposed 2021 earnings distribution chart is as below.
- III. Submission for ratification.

WinWay Technology Co., Ltd.
Earnings Distribution Chart
2021

	<u>Unit: NT\$</u>
Undistributed earnings at the beginning of the period	\$243,213,536
Add: 2021 after-tax net profit	486,629,388
Subtract: 10% statutory reserve	(48,662,939)
Provision for special surplus reserve	<u>(2,321,475)</u>
Distributable amount	678,858,510
Items for distribution:	
Shareholder dividends-cash dividends (NT\$11 per share)	<u>376,200,000</u>
Undistributed earnings at the end of the period	<u>\$302,658,510</u>

Responsible person: Mark Wang

President: Mark Wang

Accounting Manager: Canon Tsai

Resolution:

V. Matters for Discussion

Item 1 proposed by the Board of Directors

Proposal: The lifting of non-competition restrictions on directors is proposed for discussion.

Description:

- I. The provisions of Article 209 in the Company Act states that a director who does anything for himself or on behalf of another person that is within the scope of the company's business shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- II. Considerations that if directors hold a concurrent post as a director at another company, it should not damage this company's interests. Details of lifting the non-competition restrictions of directors is as below:

Title	Name	Company and title of concurrent post
Independent Director	Ted Lee	Chairman, HLJ Technology Co., Ltd
Independent Director	Wilson Wang	Director, AMD Far East Ltd., Taiwan Branch

Resolution:

Item 2 Proposed by the Board of Directors

Proposal: Amendments to the Management Measures for Acquisition or Disposal of Assets of the Company are proposed for discussion.

Description: Amendments to parts of the Management Measures for the Acquisition or Disposal of Assets were proposed in response to the Financial Supervisory Commission letter Jin-Guan-Zheng-Fa-Zi No. 1110380465 dated January 28, 2022. Please refer to pages 42~52 [Annex 6] of this meeting handbook for the comparison table of the amended articles.

Resolution:

Item 3 Proposed by the Board of Directors

Proposal: Amendments to the Articles of Incorporation are proposed for discussion.

Description: Amendments to the Articles of Incorporation were proposed in response to Article 172-2 of the Company Act and the Company's future business requirements. Please refer to pages 53~55 [Annex 7] of this meeting handbook for the comparison table of the amended articles.

Resolution:

Item 4 Proposed by the Board of Directors

Proposal: The proposal to abolish and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings is submitted for discussion.

Description:

- I. The amendments to Rules of Procedure for Shareholders' Meetings reference example have been announced according to Tai-Zheng-Zhi-Li No. 1110004250 dated March 8, 2022.
- II. There are many differences between the "Rules of Procedure for Shareholders' Meetings" and the aforementioned competent authority example. The abolition of the original rules is proposed and the Rules of Procedure for Shareholders' Meetings shall be re-drafted. Please refer to pages 56~66 [Annex 8] of this meeting handbook.

Resolution:

Item 5 Proposed by the Board of Directors

Proposal: The issuance of new restricted employee shares is proposed for discussion.

Description:

- I. To retain talents, encourage employees to serve the Company over the long term, improve cohesion, and achieve the Company's operation objectives together, the Company has proposed the issuance of new restricted employee shares, in order to create gains for the Company and shareholders. The proposal is based on Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers announced by the Financial Supervisory Commission.
- II. For the issuance of new restricted employee shares, one registration of issuance is allowed over a period of 1 year from the date of the shareholders resolution, and one issuance or batch issuance is

allowed within 1 year after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date shall be determined by the Chairman as authorized by the board of directors.

III. The issuance criteria are as follows:

(I) Total issued amount: 500,000 common shares.

(II) Issuing criteria:

1. Issue price: Adopted gratuitous issuance.

2. Vesting conditions:

(1) After employees are granted restricted employee shares, the number of shares that employees can acquire shall be settled annually. The percentage of restricted employee shares granted each year is as follows:

The maximum granted percentage is 30% for employees who have served the company for 1 year after the stock granting date.

The maximum granted percentage is 30% for employees who have served the company for 2 year after the stock granting date.

The maximum granted percentage is 40% for employees who have served the company for 3 year after the stock granting date.

Weighted calculations shall be conducted according to the indicator attainment of A. Personal Work Performance and B. Operational Performance:

A. Personal work performance (indicator weight: 20%)

Employees should achieve a score of “B” or above in at least 2 quarters in the 4 quarters after the stock granting date.

B. Operational performance: The basic earnings per share shall act as the operational performance standard (indicator weight: 80%)

a. If the basic earnings per share in the consolidated financial statements audited by the CPA is < NT\$10/share in the year before the appointment deadline, the maximum vested percentage is 60% for the year.

b. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$10 to \$15/share in the year before the appointment deadline, the maximum vested percentage is 70% for the year.

c. If the basic earnings per share in the consolidated

financial statements audited by the CPA is NT\$15 to NT\$20/share in the year before the appointment deadline, the maximum vested percentage is 80% for the year.

d. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$20 to NT\$25/share in the year before the appointment deadline, the maximum vested percentage is 90% for the year.

e. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$25 to NT\$30/share in the year before the appointment deadline, the maximum vested percentage is 100% for the year.

(2) After the restricted employee shares are granted to the employee, the Company shall have the right to revoke and cancel gratuitously the unvested restricted employee shares in the event that the employee breaches/violates any of terms of the employment agreement or employee handbook of the Company.

(3) The granting of the restricted employee shares is defined as the “stock payment date”.

(4) The aforementioned date will be moved to the preceding business day if it falls on a holiday.

3. Class of issued shares: The Company’s common stock.

4. Measures to be taken when employees fail to meet the vesting conditions: If the vesting conditions are not met, the Company will redeem the shares gratuitously for cancellation.

(III) Qualifications and conditions for employees and numbers shares distributable or subscribable:

1. Limited to employee of the Company. The actual number of shares granted to employees shall be based on the employee’s performance, past and expected overall contributions or special contributions and development potential, title, position level, and seniority. It shall be proposed by the President and submitted to the Chairperson for approval. The number of shares shall be approved by more than half of the directors in a meeting with over two thirds of all directors in attendance. However, shares for directors serving as a manager or employee must first be approved by the Remuneration Committee.

2. The number of restricted employee shares granted to each employee shall be processed according to the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
- (IV) Reasons for the necessity of issuing new restricted employee shares: In order to retain professionals trained by the Company and encourage long-term service and cohesion among employees, in order to work towards the Company's operational goals together and create equity for the Company and shareholders.
- (V) Calculated expense amount and dilution of the Company's earnings per share and impact on other shareholder's equity:
1. Amount that may be expensed: If the estimated maximum amount is NT\$166,250 thousand according to the Company's closing price on May 10, 2022, according to the vesting conditions, the expensed amounts from 2022 to 2025 are NT\$40,408 thousand, NT\$76,198 thousand, NT\$36,714 thousand, and NT\$12,930 thousand, respectively. If the aforementioned estimates are used to dilute the earnings per share, the total shall be around NT\$4.83.
If outstanding shares increase or decrease before the issuance of restricted employee shares, the expensed amount shall be increased or decreased proportionally pursuant to the laws and regulations.
 2. Dilution of the Company's earnings per share (EPS) and other matters affecting shareholder's equity:
The total number of issued restricted employee shares is 500,000 shares, accounting for 1.46% of the current outstanding shares. The shares shall not be transferred if the vesting conditions are not met. The dilution of the earnings per share according to the 34,265,000 issues shares of the Company are NT\$1.18, NT\$2.22, NT\$1.06, and NT\$0.37 for 2022 to 2025, respectively. The dilution of the Company's basic earnings per share is limited and has no significant impact on the existing shareholder equity.
If outstanding shares increase or decrease before the issuance of restricted employee shares, the expensed amount shall be increased or decreased proportionally pursuant to the laws and regulations.
- (VI) The Company's issuance of restricted employee shares shall be delivered to the trust for custody. If amendments to the Regulations related to the issuance conditions and measures are

required by law or the competent authority, and the following attachments and objective environment changes require revision, the shareholders' meeting shall be requested to authorize the Board of Directors to handle the matters.

- IV. The relevant restrictions and material agreement matters or other matters not set forth herein shall be dealt with in accordance with the applicable laws and regulations and the Regulations for the Issuance of New Restricted Employee Shares in 2022 set by the Company. Please refer to pages 67~70 [Annex 9] of this meeting handbook.

VI. Extraordinary Motions

VII. Adjournment

VIII. Annexes

Annex 1 Business Report

WinWay Technology Co., Ltd. Business Report

I. 2021 Business Report

(I) Business results

Demand in the semiconductor market is fluctuating heavily due to the impact of both the US China trade war and COVID-19. WinWay has maintained even performance in a variable-filled environment through a foundation of diverse customer groups and long-term global customers as well as the timely adjustment of customer structure ratio; in addition to existing high-end test socket products, WinWay has continued investing in vertical probe cards for wafer testing and implemented local production to service nearby customers. In 2021, vertical probe cards for wafer testing have become one of the primary drivers of revenue growth at WinWay. Additionally, the excellent reliability of WinWay's high-end burn-in sockets in the field of aging tests has resulted in its broad application in aging tests at various chip companies, establishing it as a product line with potential growth.

(II) Financial Performance and profitability analysis

Unit: Thousand NT\$

Year		2021	2020
Item			
Financial Performance	Operating revenue	2,887,296	2,909,821
	Gross profit	1,209,081	1,166,681
	Net operating profit	591,929	667,838
	Net profit after tax	486,629	530,965
Profitability	Return on assets	15.37%	22.53%
	Return on equity	20.70%	31.81%
	Net profit margin	16.85%	18.25%
	Earnings Per Share (NT\$)	14.46	17.42

(III) R&D Overview

Taiwan's semiconductor industry holds a global competitive advantage in advanced processes, IC substrate, silicon wafer and IC design. There will be 2 major development trends for semiconductors in 2022, one being the continuous expansion of virtual worlds and the other being electric vehicle related industries which have garnered the attention of markets. All digitalization demands will ultimately result in single chips for different applications and drive the sustained development of the semiconductor market. The trends of high-speed data transmission, electric vehicles, and semiconductor clusters which are the core of Taiwan's competitiveness are within the market category of testing. WinWay Technology's years of R&D investment into semiconductor test interfaces, probe cards, precision spring probe, and thermal control modules as well as crossing over into professional fields such as 3rd gen semiconductors, silicon photonics, and extreme test environments allows us to continually provide comprehensive test solutions and excellent service to our customers.

The 2021 R&D results of this company include:

- (I) As 5G applications, including Sub-6G and the market's latest mmWave application IC, gradually spread to countries around the world, WinWay has addressed the design differences of various end products by continuing to provide and optimize low loss and reflection of high-end test instruments for AIP (Antenna in Package) required in mass production test environments.
- (II) Large size IC package and high power consumption designs that are driving the latest semiconductor development trends in markets such as high performance computing (HPC), artificial intelligence (AI), and Metaverse. Successful development of high-efficiency coolers (800W), high resistance (200 kg) engineering pressure measurement fixtures (Lid) and other products by utilizing high-efficiency thermal conduction design and new labor-saving mechanisms; these products are combined with coaxial test sockets to form an optimal integrated solution for highly efficient IC testing. As front-end testing demand increases, optimized probe cards can improve the performance of existing solutions while the simultaneous development of corresponding MEMS probes satisfy market demand for high pin count, high current, and low contact force testing.
- (III) Integrated lab simulations with tested technologies to complete verification of high-speed transfer signals; received customer approval and jointly conducted channel simulation to ensure that the results of mass production tests meet evaluated expectations.
- (IV) Launched vehicle IC testing fixtures required for high electrical current (1000A) and voltage

(1200V) tests. As the market share of electric vehicles continues to increase, the automotive chip market will exhibit a high compound annual growth rate; the customer engineering experimental testing has currently been passed and we are moving towards mass production evaluation.

(V) Advance the specifications of contact component materials towards higher hardness and lower resistivity.

(VI) Active thermal controller (E Flux4.0) that achieves 1500W cooling power for precision thermal control when working with high power IC.

(VII) With the rapid development of technologies related to 5G transfer of high-definition videos, the rise of virtual worlds, and continued release of high-speed transfer interfaces, our company provides test fixtures that meet current market requirements for the testing of various high-speed transfer interfaces to achieve faster, more efficient, and precise data transfers.

II. 2022 Business Plan

(I) Operational guidelines

With the continued impact of COVID-19 and the gradual stabilization of relations between US and China, people's lifestyles are changing; increasing demand from the stay-at-home economy has driven a massive demand surge in the semiconductor industry. News of Taiwan's major foundries and package and testing plants reaching full or expanding capacity continue to appear but the increasing demand of heterogeneous integration and advanced packaging manufacturing processes and broad application in 5G smart homes is increasing demand for testing various chips. The requirements on testing interface technologies also brings many different challenges. In addition to our investment into R&D of high-end test socket technologies, WinWay is also addressing the increased demand in advanced packaging by developing highly integrated testing interface platforms for applications in high-speed transfer and complex test conditions. We are also able to work with the special demands of customers to jointly develop customized testing interface solutions; in order to further provide customers with comprehensive test solutions, our existing products such as high-end test sockets, vertical probe cards for wafer testing, aging test interface, and wide temperature thermal control equipment are used as a foundation to develop test interfaces that meet customer demand and market activity. By building comprehensive simulation testing equipment that provide customers with the highest product quality, we stand at the customer's perspective when considering semiconductor testing requirements. Through customer participation, technological innovation, production management, and supply chain integration, we continue to insist on quality and global service in our efforts to maximize benefits for customers, employees, suppliers, shareholders, and fulfill our corporate social responsibility.

(II) Important production and sales policies

1. Commitment to technical autonomy
2. Comprehensive R&D team
3. High degree of customization, extensive work with major global chip suppliers
4. Serving global customers through the geographical advantage of Taiwan

III. Future Development Strategy

Our customization oriented business model and continued technology innovation provides high-end test sockets that fulfill semiconductor testing requirements such as miniaturization, high frequency, and high speed. We will continue expansion of R&D in various high-end test interfaces to satisfy global customer's testing requirements from the lab to mass production; in order to meet capacity requirements, WinWay's second plant in the Nanzih Technology Industrial Park in Kaohsiung is expected to be completed in Q1 of 2023 and is predicted to provide significant benefits and boost future operations.

IV. Impact of Competitive, Regulatory, and Operating Environments

Continued investment in talent cultivation and R&D in innovative technologies to increase trust from our global customers. Continual strengthening of compliance to laws and regulations to develop a good corporate culture of governance, fulfill our corporate social responsibility, and achieve a good balance between the benefits of shareholders, employees, customers, and stakeholders. Strong business development, sustainable operations, create a more comprehensive and valuable semiconductor industry chain in Taiwan to service global customers.

Responsible person: Mark Wang

President: Mark Wang

Accounting Manager: Canon Tsai

Annex 2 Audit Committee's Report

WinWay Technology Co., Ltd. Audit Committee's Report

This company's 2021 business report, financial statements, and profit distribution proposal submitted by the Board of Directors were audited by accountants Cheng-Lung Hsu and Guo-Yang Tzang from KPMG Taiwan, who have released a report of their audit. Upon review, the Audit Committee finds that these reports correctly portray business activities and in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is submitted for shareholder's examination.

To
2022 Annual Shareholders' Meeting of WinWay Technology Co., Ltd.

Audit Committee convener: Hsiu Yi Hung

February 23, 2022

Annex 3 Before and after comparison of revisions to the CSR Code of Practice

Before and after comparison of revisions to the "CSR Code of Practice"

Revised title	Current title	Explanation
<u>Sustainable Development</u> Code of Practice	<u>Corporate Social Responsibility</u> Code of Practice	In order to respond to international development trends and implement sustainable development goals, strengthen the execution of sustainable development, and improve the quality of disclosure for information relating to sustainable development, the "CSR Code of Conduct" was retitled to "Sustainable Development Code of Conduct".

Revised Articles	Current Articles	Explanation
<p>Article 1</p> <p>The company has established this code of practice to comply with and fulfill our corporate social responsibility and drive economic, environmental, and social advancements to achieve the goals of <u>sustainable development</u>. This code outlines the company's sustainable development principles to manage economic, environmental, and social risks and impact.</p>	<p>Article 1</p> <p>The company has established this code of practice to comply with and fulfill our corporate social responsibility and drive economic, environmental, and social advancements to achieve the goals of sustainable development. This code outlines the company's <u>corporate social responsibility</u> principles to manage economic, environmental, and social risks and impact.</p>	Revised in response to the title of this code
<p>Article 2</p> <p>The scope of this code includes general operational activities of this company and affiliated group companies.</p> <p>During the management of this corporation, this company should actively implement <u>sustainable development</u> in response to international development trends. A competitive advantaged based in <u>sustainable development</u> must be promoted through our role as a corporate citizen to increase our contributions to the national economy as well as improve the</p>	<p>Article 2</p> <p>The scope of this code includes general operational activities of this company and affiliated group companies.</p> <p>During the management of this corporation, this company should actively implement <u>corporate social responsibility</u> in response to international development trends. A competitive advantaged based in <u>corporate social responsibility</u> must be promoted through our role as a corporate citizen to increase our contributions to the national economy as well as improve the</p>	Revised in response to the title of this code

quality of life for employees, communities, and society.	quality of life for employees, communities, and society.	
<p>Article 3</p> <p>This company's <u>promotion of sustainable development</u> must consider stakeholder's rights; during the pursuit of sustainable operations and profits, factors such as the environment, society, and corporate governance must be included in the company's management policies and operational activities.</p> <p>(Content below omitted)</p>	<p>Article 3</p> <p>This company's <u>fulfillment of corporate social responsibility</u> must consider stakeholder's rights; during the pursuit of sustainable operations and profits, factors such as the environment, society, and corporate governance must be included in the company's management policies and operational activities.</p> <p>(Content below omitted)</p>	Revised in response to the title of this code
<p>Article 4</p> <p>This company's implementation of <u>sustainable development</u> complies with the following principles:</p> <p>I. Corporate governance implementation.</p> <p>II. Fostering a sustainable environment.</p> <p>III. Upholding public interests.</p> <p>IV. Strengthen the company's principles on information disclosure of <u>sustainable development</u>.</p>	<p>Article 4</p> <p>This company's implementation of <u>corporate social responsibility</u> complies with the following principles:</p> <p>I. Corporate governance implementation.</p> <p>II. Fostering a sustainable environment.</p> <p>III. Upholding public interests.</p> <p>IV. Strengthen the company's principles on information disclosure of <u>corporate social responsibility</u>.</p>	Revised in response to the title of this code
<p>Article 5</p> <p>This company has established a <u>sustainable development</u> policy, system, related management policies, and general implementation plans after considering the development of <u>sustainable issues</u> domestically and overseas, their relevance to our core business, and the company and group's general operational activities and their impact on stakeholders; the plans are approved by the Board of Directors before they are reported at the shareholder's meeting.</p> <p>When shareholders submit proposals involving <u>sustainable development</u>, the company's Board of Directors should deliberate on whether it should be proposed at the shareholder's meeting.</p>	<p>Article 5</p> <p>This company <u>must</u> establish a <u>corporate social responsibility</u> policy, system, related management policies, and general implementation plans after considering the development of <u>corporate social responsibility</u> domestically and overseas, their relevance to our core business, and the company and group's general operational activities and their impact on stakeholders; the plans are approved by the Board of Directors before they are reported at the shareholder's meeting.</p> <p>When shareholders submit proposals involving <u>corporate social responsibility</u>, the company's Board of Directors should deliberate on whether it should be proposed at the shareholder's meeting.</p>	Revised in response to the title of this code
<p>Article 7</p> <p>The directors of this company must fulfill their duty of care as good managers and supervise the implementation of <u>sustainable development</u>, review the results, and continue their improvement to ensure the implementation of <u>sustainable</u></p>	<p>Article 7</p> <p>The directors of this company must fulfill their duty of care as good managers and supervise the implementation of <u>social responsibility</u>, review the results, and continue their improvement to ensure the implementation of <u>social responsibility</u> in</p>	Revised in response to the title of this code

<p><u>development</u> in this company.</p> <p>When <u>implementing the sustainable development goals</u> of this company, the Board of Directors must comprehensively consider the rights of stakeholders, including the following matters:</p> <p>I. Propose <u>sustainable development</u> missions and visions by establishing policies, systems, or relevant management policies in <u>sustainable development</u>.</p> <p>II. Incorporate <u>sustainable development</u> into the company's operational activities and development; set and approve a general action plan for <u>sustainable development</u>.</p> <p>III. Ensure the immediacy and correctness of information disclosure relating to <u>sustainable development</u>. (Content below omitted)</p>	<p>this company.</p> <p>When <u>fulfilling the corporate social responsibility</u> goals of this company, the Board of Directors must comprehensively consider the rights of stakeholders, including the following matters:</p> <p>I. Propose <u>corporate social responsibility</u> missions and visions by establishing policies, systems, or relevant management policies in <u>corporate social responsibility</u>.</p> <p>II. Incorporate <u>corporate social responsibility</u> into the company's operational activities and development; set and approve a general action plan for <u>corporate social responsibility</u>.</p> <p>III. Ensure the immediacy and correctness of information disclosure relating to <u>corporate social responsibility</u>. (Content below omitted)</p>	
<p>Article 8</p> <p>The company should provide regular educational training to <u>implement sustainable development</u> as well as promote matters relating to the second item of the previous article.</p>	<p>Article 8</p> <p>The company should provide regular educational training to <u>fulfill corporate social responsibility</u> as well as promote matters relating to the second item of the previous article.</p>	<p>Revised in response to the title of this code</p>
<p>Article 9</p> <p>In order for the sound management of <u>sustainable development</u> at this company, <u>a governance structure</u> must be established and implemented by a part-time department of <u>sustainable development</u> that shall be responsible for <u>sustainable development</u> policies, systems, relevant management policies, the proposal and execution of general plans, and regular reporting to the Board of Directors.</p> <p>This company should establish a reasonable remuneration policy to ensure that the planning of salary and compensation meets this organization's strategic goals and stakeholder benefits.</p> <p>This company's employee performance evaluation systems should be integrated with <u>sustainable development policies</u> by establishing clear and effective punishment and reward systems.</p>	<p>Article 9</p> <p>In order for the sound management of <u>corporate social responsibility</u> at this company, a part-time department of <u>corporate social responsibility</u> shall be responsible for <u>corporate social responsibility</u> policies, systems, relevant management policies, the proposal and execution of general plans, and regular reporting to the Board of Directors.</p> <p>This company should establish a reasonable remuneration policy to ensure that the planning of salary and compensation meets this organization's strategic goals and stakeholder benefits.</p> <p>This company's <u>corporate social responsibility policies</u> should be integrated with employee performance evaluation systems by establishing clear and effective punishment and reward</p>	<p>In order for the sound management of sustainable development, the company should establish governance structures that enhance the implementation of sustainable development goals.</p> <p>Revised in response to the title of this code</p>

	systems.	
<p>Article 10</p> <p>This company respects the rights and interests of stakeholders by identifying this company's stakeholders and establishing a designated area for them on the company's website; we use appropriate methods of communication to understand the reasonable expectations and demands of stakeholders before responding to the key <u>sustainable development</u> issues of their concern.</p>	<p>Article 10</p> <p>This company respects the rights and interests of stakeholders by identifying this company's stakeholders and establishing a designated area for them on the company's website; we use appropriate methods of communication to understand the reasonable expectations and demands of stakeholders before responding to the key <u>corporate social responsibility</u> issues of their concern.</p>	<p>Revised in response to the title of this code</p>
<p>Article 12</p> <p>This company strives to increase the efficiency of <u>energy use</u> by adopting renewable materials with low environmental burden and impact so that the earth's resources can be utilized sustainably.</p>	<p>Article 12</p> <p>This company strives to increase the efficiency of <u>various resources used</u> by adopting renewable materials with low environmental burden and impact so that the earth's resources can be utilized sustainably.</p>	<p>To focus on management of corporate energy use and decrease the emissions of greenhouse gases</p>
<p>Article 17</p> <p>This company shall evaluate both current and future potential risks and opportunities brought by climate change and take <u>relevant</u> response measures.</p> <p>This company shall adopt general domestic and foreign standards or guidelines in the inspection of this company's greenhouse gases as well as disclosure, who's scope encompasses:</p> <p>I. Direct greenhouse gas emissions: Sources of greenhouse gas emissions owned or controlled by this company.</p> <p>II. Indirect greenhouse gas emissions: Those generated by use of energy such as <u>input</u> of electricity, heat, or steam.</p> <p><u>III. Other indirect emissions: Emissions generated by company activities do not belong in indirect energy emissions; this category is derived from emission sources owned or controlled by other companies.</u></p> <p>(Content below omitted)</p>	<p>Article 17</p> <p>This company shall evaluate both current and future potential risks and opportunities brought by climate change and take response measures towards <u>climate-related issues</u>.</p> <p>This company shall adopt general domestic and foreign standards or guidelines in the inspection of this company's greenhouse gases as well as disclosure, who's scope encompasses:</p> <p>I. Direct greenhouse gas emissions: Sources of greenhouse gas emissions owned or controlled by this company.</p> <p>II. Indirect greenhouse gas emissions: Those generated by use of energy such as <u>externally procured</u> electricity, heat, or steam.</p> <p>(Content below omitted)</p>	<p>Should include but not be limited to climate-related issues.</p> <p>Should include but not be limited to externally procured electricity. In order to achieve greenhouse gas emissions reduction goals, companies are encouraged to adopt category 3 disclosure.</p>

<p>Article 28</p> <p>This company complies with laws, regulations, and the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" in handling public information by fully disclosing reliable information relevant to <u>sustainable development</u> for the purpose of improving information transparency. The information related to <u>sustainable development</u> disclosed by this company are as below:</p> <p>I. The <u>sustainable development</u> policies, systems, relevant management policies, and general action plan approved and passed by the Board of Directors.</p> <p>II. The risks and impact generated by factors such as implementation of governance, sustainable environment development, and maintaining social welfare towards this company's operations and financial status.</p> <p>III. The company's plans to <u>promote</u> goals, measures, and performance implementation for <u>sustainable development</u>.</p> <p>IV. Main issues of concern to stakeholders.</p> <p>V. Disclosure of information related to suppliers' management and performance in major environmental and social issues.</p> <p>VI. Other information related to <u>sustainable development</u>.</p>	<p>Article 28</p> <p>This company complies with laws, regulations, and the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" in handling public information by fully disclosing reliable information relevant to <u>corporate social responsibility</u> for the purpose of improving information transparency. The information related to <u>corporate social responsibility</u> disclosed by this company are as below:</p> <p>I. The <u>corporate social responsibility</u> policies, systems, relevant management policies, and general action plan approved and passed by the Board of Directors.</p> <p>II. The risks and impact generated by factors such as implementation of governance, sustainable environment development, and maintaining social welfare towards this company's operations and financial status.</p> <p>III. The company's planned goals, measures, and performance implementation for the <u>fulfillment</u> of <u>corporate social responsibility</u>.</p> <p>IV. Main issues of concern to stakeholders.</p> <p>V. Disclosure of information related to suppliers' management and performance in major environmental and social issues.</p> <p>VI. Other information related to <u>corporate social responsibility</u>.</p>	<p>Revised in response to the title of this code</p>
<p>Article 29</p> <p>The company shall compile a <u>sustainability</u> report by utilizing broadly accepted international standards or guidelines to disclose our implementation of <u>sustainable development</u>; third party credibility or assurance should be obtained to increase the information's reliability. The content should include:</p> <p>I. Adoption of <u>sustainable development</u> policies, systems, related management policies, and general implementation plans.</p> <p>II. Main issues of concern to</p>	<p>Article 29</p> <p>The company shall compile a <u>corporate social responsibility report</u> by utilizing broadly accepted international standards or guidelines to disclose our implementation of <u>corporate social responsibility</u>; third party credibility or assurance should be obtained to increase the information's reliability. The content should include:</p> <p>I. Adoption of <u>corporate social responsibility</u> policies, systems, related management policies, and general implementation plans.</p>	<p>Coordinate with the general measures within "Governance 3.0-Sustainable Development Blueprint" and retitled "Corporate Social Responsibility Report" to</p>

<p>stakeholders.</p> <p>III. Review of the company's performance in the implementation of governance, sustainable development of the environment, maintaining social welfare, and promoting economic development.</p> <p>IV. Future improvements and goals.</p>	<p>II. Main issues of concern to stakeholders.</p> <p>III. Review of the company's performance in the implementation of governance, sustainable development of the environment, maintaining social welfare, and promoting economic development.</p> <p>IV. Future improvements and goals.</p>	<p>"Sustainability Report"</p>
<p>Article 30</p> <p>This company should pay attention to developments of domestic and overseas standards related to sustainable development and ensuing changes to corporate environments for reviewing and improving this company's sustainable development measures and improve performance for the implementation of sustainable development.</p>	<p>Article 30</p> <p>This company should pay attention to developments of domestic and overseas standards related to <u>corporate social responsibility</u> and ensuing changes to corporate environments for reviewing and improving this company's <u>corporate social responsibility</u> measures and improve performance when <u>fulfilling our corporate social responsibility</u>.</p>	<p>Revised in response to the title of this code</p>
<p>Article 31</p> <p>Implementation</p> <p>This guideline shall be approved by the Board of Directors before implementation and reported at the shareholders meeting; the same is true for revisions.</p>	<p>Article 31</p> <p>Implementation</p> <p>This guideline shall be approved by the Board of Directors before implementation, <u>then submitted to supervisors</u> and reported at the shareholders meeting; the same is true for revisions.</p> <p><u>If the company establishes independent directors and guidelines are submitted to the Board of Directors for discussion in accordance with the provision above, the opinions of each independent director should be considered with their objections or reservations clearly recorded in the Board of Directors meeting minutes; if independent directors are unable to attend the Board of Directors to express their objection or reservation, they must provide appropriate reason as well as submit their opinion via document for recording in the Board of Directors meeting minutes.</u></p> <p><u>If this company establishes an Audit Committee, the provisions of this guideline for supervisors should be applied to the Audit Committee.</u></p>	<p>Revising practices of operating procedures</p>

<p>Article 32</p> <p>This code was established on December 12, 2019.</p> <p>The 1st revision was made on March 10, 2020.</p> <p><u>The 2nd revision was made on February 23, 2022.</u></p>	<p>Article 32</p> <p>This code was established on December 12, 2019.</p> <p>The 1st revision was made on March 10, 2020.</p>	<p>Added revision dates</p>
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Annex 4 2021 Accountant's Auditing Report and Consolidated Financial Statements

Independent Auditors' Report

To the Board of Directors of WINWAY TECHNOLOGY CO., LTD. :

Opinion

We have audited the consolidated financial statements of WINWAY TECHNOLOGY CO., LTD. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as 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 Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to note 4(n) "Revenue recognition" for accounting policy and note 6(s) "Revenue from contracts with customers" .

Description of Key Audit Matter:

The Group determines the timing of transferring control over the goods and recognizes its revenue depending on whether the specified sales terms in each individual contract are met. Since inappropriate revenue recognition may occur due to the specified sales terms in each individual contract and the sales

revenue before or after the financial reporting date has a significant impact on the consolidated financial statements, revenue recognition is the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included understanding and testing the internal controls of sales and collection cycle; testing selected sales samples and agreeing to sales contract or customer orders, evaluating whether the sales terms have an impact on revenue recognition; for transactions incurred within a certain period before or after the balance sheet date, test selected sales samples by reviewing related documentation supporting sales recognition, evaluate whether the revenue was recorded in proper period; as well as assess whether the Group has disclosed all information related to revenue.

Other Matter

WINWAY TECHNOLOGY CO., LTD. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Lung, Hsu and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 23, 2022

Notes to Readers

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

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2021		December 31, 2020	
	Amount	%	Amount	%
Assets				
Current assets:				
Cash and cash equivalents (note 6(a))	\$ 1,495,650	38	680,104	28
Financial assets measured at amortized cost (note 6(b))	149,000	4	-	-
Notes receivable, net (note 6(c))	5,828	-	11,327	-
Accounts receivable, net (note 6(c))	867,187	22	530,003	22
Other receivables (note 6(d))	953	-	-	-
Current tax assets	1,772	-	-	-
Inventories, net (note 6(e))	350,358	9	417,221	17
Other current assets (note 6(j))	20,643	1	9,654	-
Total current assets	2,891,391	74	1,648,309	67
Non-current assets:				
Property, plant and equipment (notes 6(f) and 8)	765,236	19	522,122	22
Right-of-use assets (note 6(g))	111,242	3	135,105	6
Intangible assets (note 6(h))	31,435	1	36,483	2
Deferred tax assets (note 6(o))	45,382	1	39,091	2
Refundable deposits	6,724	-	7,652	-
Other non-current financial assets (notes 6(i) and 8)	51,511	1	1,511	-
Other non-current assets (note 6(j))	36,284	1	15,805	1
Total non-current assets	1,047,814	26	757,769	33
Total assets	\$ 3,939,205	100	2,406,078	100

Liabilities and Equity

Current liabilities:

Current contract liabilities (note 6(s))	
Accounts payable	
Other payables (note 6(n))	
Current provisions (note 6(l))	
Current lease liabilities (note 6(m))	
Current tax liabilities	

Total current liabilities

Non-Current liabilities:

Long-term borrowings (notes 6(k) and 8)	
Deferred tax liabilities (note 6(o))	
Non-current lease liabilities (note 6(m))	

Total non-current liabilities

Total liabilities

Equity attributable to owners of parent (notes 6(o)(p)(q)):

Capital stock	
Advance receipts for share capital	

Capital surplus	
Retained earnings	
Other equity	

Total equity

Total liabilities and equity

	December 31, 2021		December 31, 2020	
	Amount	%	Amount	%
	\$ 25,359	1	2,623	-
	488,672	12	213,212	9
	269,357	7	209,860	8
	8,468	-	5,405	-
	48,568	1	20,123	1
	114,595	3	39,642	2
	955,019	24	490,865	20
	-	-	40,000	2
	1,193	-	69	-
	53,135	1	103,574	4
	54,328	1	143,643	6
	1,009,347	25	634,508	26
	338,910	9	305,710	13
	270	-	-	-
	339,180	9	305,710	13
	1,689,858	43	609,440	25
	911,136	23	864,414	36
	(10,316)	-	(7,994)	-
	2,929,858	75	1,771,570	74
	\$ 3,939,205	100	2,406,078	100

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
Operating revenue (notes 6(s) and 14)	\$ 2,887,296	100	2,909,821	100
Operating costs (notes 6(e)(h)(l)(m)(n)(q) and 12)	1,678,215	58	1,743,140	60
Gross profit	1,209,081	42	1,166,681	40
Operating expenses (notes 6((c)(h)(m)(n)(q)(t), 7 and 12):				
Selling expenses	261,140	9	243,029	8
General and administrative expenses	170,828	6	176,827	6
Research and development expenses	184,899	6	124,392	4
Expected credit impairment gain and losses	285	-	(45,405)	(2)
Total operating expenses	617,152	21	498,843	16
Net operating income	591,929	21	667,838	24
Non-operating income and expenses (note 6(u)):				
Interest income	2,779	-	726	-
Other gains and losses	3,023	-	(5,281)	-
Finance costs (note 6(m))	(1,342)	-	(1,187)	-
Total non-operating income and expenses	4,460	-	(5,742)	-
Profit before income tax	596,389	21	662,096	24
Income tax expenses (note 6(o))	109,760	4	131,131	5
Profit	486,629	17	530,965	19
Other comprehensive income (note 6(p)):				
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	(2,322)	-	3,460	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Other comprehensive income	(2,322)	-	3,460	-
Comprehensive income	<u>\$ 484,307</u>	<u>17</u>	<u>534,425</u>	<u>19</u>
Earnings per share (note 6(r)):				
Basic earnings per share (in New Taiwan Dollars)	<u>\$ 14.46</u>		<u>17.42</u>	
Diluted earnings per share (in New Taiwan Dollars)	<u>\$ 14.22</u>		<u>16.96</u>	

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent							Total other equity interest	Total equity
	Ordinary shares	Captial collected in advance	Capital surplus	Retained earnings			Total retained earnings	Exchange differences on translation of foreign financial statements	
				Legal reserve	Special reserve	Unappropriated retained earnings			
Balance at January 1, 2020	\$ 302,980	-	575,513	64,499	13	635,501	700,013	(11,454)	1,567,052
Profit	-	-	-	-	-	530,965	530,965	-	530,965
Other comprehensive income	-	-	-	-	-	-	-	3,460	3,460
Total comprehensive income	-	-	-	-	-	530,965	530,965	3,460	534,425
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	-	55,704	-	(55,704)	-	-	-
Special reserve appropriated	-	-	-	-	11,441	(11,441)	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(366,564)	(366,564)	-	(366,564)
Exercise of employee stock options	2,730	-	6,825	-	-	-	-	-	9,555
Stock options compensation cost	-	-	27,102	-	-	-	-	-	27,102
Balance at December 31, 2020	305,710	-	609,440	120,203	11,454	732,757	864,414	(7,994)	1,771,570
Profit	-	-	-	-	-	486,629	486,629	-	486,629
Other comprehensive income	-	-	-	-	-	-	-	(2,322)	(2,322)
Total comprehensive income	-	-	-	-	-	486,629	486,629	(2,322)	484,307
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	-	53,096	-	(53,096)	-	-	-
Reversal of special reserve	-	-	-	-	(3,460)	3,460	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(439,907)	(439,907)	-	(439,907)
Capital increase by cash	30,460	-	1,069,045	-	-	-	-	-	1,099,505
Exercise of employee stock options	2,740	270	7,463	-	-	-	-	-	10,473
Stock options compensation cost	-	-	3,910	-	-	-	-	-	3,910
Balance at December 31, 2021	\$ 338,910	270	1,689,858	173,299	7,994	729,843	911,136	(10,316)	2,929,858

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows from operating activities:		
Profit before income tax	\$ 596,389	662,096
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	113,479	108,607
Amortization expenses	11,423	11,877
Expected credit impairment loss (gain)	285	(45,405)
Gain on financial assets at fair value through profit	(834)	(337)
Interest expenses	1,342	1,187
Interest income	(2,779)	(726)
Share-based payment transactions	3,910	27,102
Losses on disposal of property, plant and equipment	135	8,030
Write-down of inventories	34,941	45,380
Unrealized foreign exchange loss (gain)	1,457	(4,637)
Gains on lease modification	-	(99)
Gains on rent concessions	-	(59)
Total adjustments to reconcile profit	163,359	150,920
Changes in operating assets and liabilities:		
Decrease (increase) in notes receivable	5,410	(1,927)
(Increase) decrease in accounts receivable	(338,371)	346,833
(Increase) decrease in other receivable	(719)	53
Decrease (increase) in inventories	31,493	(121,159)
(Increase) decrease in other current assets	(11,053)	19,183
Increase (decrease) in accounts payable	275,475	(121,835)
Increase (decrease) in other payable	26,193	(12,923)
Increase (decrease) in current provisions	3,063	(24)
Increase (decrease) in current contract liabilities	22,756	(2,796)
Total adjustments	177,606	256,325
Cash inflow generated from operations	773,995	918,421
Interest received	2,545	726
Interest paid	(1,342)	(1,187)
Income taxes paid	(41,710)	(199,827)
Net cash flows from operating activities	733,488	718,133
Cash flows (used in) from investing activities:		
Acquisition of financial assets at amortized cost	(149,000)	-
Acquisition of financial assets at fair value through profit or loss	(600,000)	(180,000)
Proceeds from disposal of financial assets at fair value through profit or loss	600,834	180,337
Acquisition of property, plant and equipment	(248,607)	(69,055)
Proceeds from disposal of property, plant and equipment	178	3,191
Decrease (increase) in refundable deposits	904	(659)
Acquisition of intangible assets	(4,627)	(11,755)
Acquisition of right-of-use assets	-	(11,948)
Increase in other financial assets	(50,000)	(1)
Increase in prepayments for equipment	(76,824)	(20,759)
Net cash flows used in investing activities	(527,142)	(110,649)
Cash flows (used in) from financing activities:		
Proceeds from long-term borrowings	50,000	40,000
Repayments of long-term borrowings	(90,000)	-
Payments of lease liabilities	(19,497)	(19,336)
Cash dividends paid	(439,907)	(366,564)
Capital increase by cash	1,099,505	-
Proceeds from exercise of employee stock options	10,473	9,555
Net cash flows from (used in) financing activities	610,574	(336,345)
Effect of exchange rate changes on cash and cash equivalents	(1,374)	2,897
Net increase in cash and cash equivalents	815,546	274,036
Cash and cash equivalents at beginning of period	680,104	406,068
Cash and cash equivalents at end of period	\$ 1,495,650	680,104

Annex 5 2021 Accountant's Auditing Report and Individual Financial Statement

Independent Auditors' Report

To the Board of Directors of WINWAY TECHNOLOGY CO., LTD.:

Opinion

We have audited the parent company only financial statements of WINWAY TECHNOLOGY CO., LTD. ("the Company"), which comprise the balance sheets as of December 31, 2021 and 2020, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to note 4(n) "Revenue recognition" for accounting policy and note 6(t) "Revenue from contracts with customers" .

Description of Key Audit Matter:

The Company determines the timing of transferring control over the goods and recognizes its revenue depending on whether the specified sales terms in each individual contract are met. Since inappropriate revenue recognition may occur due to the specified sales terms in each individual contract and the sales revenue before or after the financial reporting date has a significant impact on the financial statements, revenue recognition is the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, we have performed certain key audit procedures that included understanding and testing the internal controls of sales and collection cycle; testing selected sales samples and agreeing to sales contract or customer orders, evaluating whether the sales terms have an impact on revenue recognition; for transactions incurred within a certain period before or after the balance sheet date, test selected sales samples by reviewing related documentation supporting sales recognition, evaluate whether the revenue was recorded in proper period; as well as assess whether the Company has disclosed all information related to revenue.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Lung, Hsu and Guo-Yang, Tzang.

KPMG

Taipei, Taiwan (Republic of China)
February 23, 2022

Notes to Readers

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

The independent auditors' audit report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD.

Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2021		December 31, 2020	
	Amount	%	Amount	%
Current assets:				
Cash and cash equivalents (note 6(a))	\$ 1,418,263	36	518,323	22
Financial assets measured at amortized cost (note 6(b))	149,000	4	-	-
Accounts receivable, net (note 6(c))	616,585	16	400,268	17
Accounts receivable due from related parties, net (notes 6(c) and 7)	237,562	6	236,264	10
Other receivables (note 6(d))	340	-	-	-
Inventories, net (note 6(e))	306,629	8	380,814	16
Other current assets (note 6(k))	14,814	-	3,378	-
Total current assets	2,743,193	70	1,539,047	65
Non-current assets:				
Investments accounted for using equity method, net (note 6(f))	259,863	7	248,273	10
Property, plant and equipment (notes 6(g) and 8)	639,222	16	385,811	16
Right-of-use assets (note 6(b))	98,722	3	115,673	5
Intangible assets (note 6(i))	30,745	1	35,301	1
Deferred tax assets (note 6(p))	45,382	1	39,091	2
Refundable deposits	5,110	-	5,113	-
Other non-current financial assets (notes 6(j) and 8)	51,511	1	1,511	-
Other non-current assets (note 6(k))	36,284	1	15,805	1
Total non-current assets	1,166,839	30	846,578	35
Total assets	\$ 3,910,032	100	2,385,625	100

Liabilities and Equity

Current liabilities:

Current contract liabilities (note 6(t))	\$ 24,913	1	127	-
Accounts payable	476,843	12	210,507	9
Accounts payable to related parties (note 7)	2,100	-	280	-
Other payables (note 6(o))	252,250	7	200,709	8
Other payables to related parties (note 7)	11,052	-	17,644	1
Current provisions (note 6(m))	8,468	-	5,405	-
Current lease liabilities (note 6(n))	41,649	1	13,378	-
Current tax liabilities	114,595	3	35,403	2

Total current liabilities

Non-Current liabilities:

Long-term borrowings (notes 6(l) and 8)	-	-	40,000	2
Deferred tax liabilities (note 6(p))	1,193	-	69	-
Non-current lease liabilities (note 6(n))	47,111	1	90,533	4

Total non-current liabilities

Total liabilities

Equity attributable to owners of parent (notes 6(p)(q)(r)):

Capital stock	338,910	9	305,710	13
Advance receipts for share capital	270	-	-	-

	339,180	9	305,710	13
Capital surplus	1,689,858	43	609,440	26
Retained earnings	911,136	23	864,414	35
Other equity	(10,316)	-	(7,994)	-
Total equity	2,929,858	75	1,771,570	74
Total liabilities and equity	\$ 3,910,032	100	2,385,625	100

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

	2021		2020	
	Amount	%	Amount	%
Operating revenue (notes 6(t) and 7)	\$ 2,711,422	100	2,789,555	100
Operating costs (notes 6(e)(i)(m)(n)(o)(r), 7 and 12)	1,586,543	59	1,679,658	60
Gross profit	1,124,879	41	1,109,897	40
Less: Unrealized profit (loss) from sales	(6,133)	-	(5,334)	-
Gross profit	1,131,012	41	1,115,231	40
Operating expenses (notes 6(c)(i)(n)(o)(r)(u), 7 and 12):				
Selling expenses	200,381	7	205,996	7
General and administrative expenses	155,169	6	165,132	6
Research and development expenses	184,899	7	124,391	4
Expected credit impairment gain and losses	927	-	(46,130)	(2)
Total operating expenses	541,376	20	449,389	15
Net operating income	589,636	21	665,842	25
Non-operating income and expenses (notes 6(n)(v)):				
Interest income	2,402	-	334	-
Other gains and losses	(3,692)	-	(32,360)	(1)
Share of profit of accounted for using equity method (note 6(f))	7,974	-	16,458	1
Finance costs (note 6(n))	(1,140)	-	(937)	-
Total non-operating income and expenses	5,544	-	(16,505)	-
Profit before income tax	595,180	21	649,337	25
Income tax expenses (note 6(p))	108,551	4	118,372	4
Profit	486,629	17	530,965	21
Other comprehensive income (note 6(q)):				
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign financial statements	(2,322)	-	3,460	-
Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Other comprehensive income	(2,322)	-	3,460	-
Comprehensive income	\$ 484,307	17	534,425	21
Earnings per share (note 6(s)):				
Basic earnings per share (in New Taiwan Dollars)	\$ 14.46		17.42	
Diluted earnings per share (in New Taiwan Dollars)	\$ 14.22		16.96	

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)

WINWAY TECHNOLOGY CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	Ordinary shares	Captial collected in advance	Capital surplus	Retained earnings			Total retained earnings	Total other equity interest	Total equity
				Legal reserve	Special reserve	Unappropriated retained earnings		Exchange differences on translation of foreign financial statements	
Balance at January 1, 2020	\$ 302,980	-	575,513	64,499	13	635,501	700,013	(11,454)	1,567,052
Profit	-	-	-	-	-	530,965	530,965	-	530,965
Other comprehensive income	-	-	-	-	-	-	-	3,460	3,460
Total comprehensive income	-	-	-	-	-	530,965	530,965	3,460	534,425
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	-	55,704	-	(55,704)	-	-	-
Special reserve appropriated	-	-	-	-	11,441	(11,441)	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(366,564)	(366,564)	-	(366,564)
Exercise of employee stock options	2,730	-	6,825	-	-	-	-	-	9,555
Stock options compensation cost	-	-	27,102	-	-	-	-	-	27,102
Balance at December 31, 2020	305,710	-	609,440	120,203	11,454	732,757	864,414	(7,994)	1,771,570
Profit	-	-	-	-	-	486,629	486,629	-	486,629
Other comprehensive income	-	-	-	-	-	-	-	(2,322)	(2,322)
Total comprehensive income	-	-	-	-	-	486,629	486,629	(2,322)	484,307
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	-	53,096	-	(53,096)	-	-	-
Reversal of special reserve	-	-	-	-	(3,460)	3,460	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(439,907)	(439,907)	-	(439,907)
Capital increase by cash	30,460	-	1,069,045	-	-	-	-	-	1,099,505
Exercise of employee stock options	2,740	270	7,463	-	-	-	-	-	10,473
Stock options compensation cost	-	-	3,910	-	-	-	-	-	3,910
Balance at December 31, 2021	\$ 338,910	270	1,689,858	173,299	7,994	729,843	911,136	(10,316)	2,929,858

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)
WINWAY TECHNOLOGY CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows from operating activities:		
Profit before income tax	\$ 595,180	649,337
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expenses	87,750	86,592
Amortization expenses	10,940	11,461
Expected credit impairment loss (gain)	927	(46,131)
Gain on financial assets at fair value through profit	(834)	(337)
Write-down of inventories	35,228	35,136
Interest income	(2,402)	(334)
Interest expense	1,140	937
Share of profit accounted for using equity method	(7,974)	(16,458)
Losses on disposal of property, plant and equipment	72	8,030
Unrealized profit from sales	(6,133)	(5,334)
Share-based payment transactions	3,910	27,102
Gains on lease modification	-	(99)
Gains on rent concessions	-	(59)
Total adjustments to reconcile profit	122,624	100,506
Changes in operating assets and liabilities:		
(Increase) decrease in accounts receivable	(217,244)	337,541
Increase in accounts receivable due from related parties	(1,298)	(41,130)
(Increase) decrease in other receivable	(106)	3
Decrease in other receivable due from related parties	-	3,563
Decrease (increase) in inventories	38,957	(121,902)
(Increase) decrease in other current assets	(11,436)	1,070
Increase (decrease) in accounts payable	266,336	(121,248)
Increase (decrease) in accounts payable to related parties	1,820	(4,535)
Increase (decrease) in other payable	18,095	(4,025)
Decrease in other payable to related parties	(6,592)	(210)
Increase (decrease) in current provisions	3,063	(24)
Increase (decrease) in current contract liabilities	24,786	(5,134)
Total adjustments	239,005	144,475
Cash inflow generated from operations	834,185	793,812
Interest received	2,168	334
Interest paid	(1,140)	(937)
Income taxes paid	(34,526)	(195,182)
Net cash flows from operating activities	800,687	598,027
Cash flows (used in) from investing activities:		
Acquisition of financial assets at amortized cost	(149,000)	-
Acquisition of financial assets at fair value through profit or loss	(600,000)	(180,000)
Proceeds from disposal of financial assets at fair value through profit or loss	600,834	180,337
Acquisition of property, plant and equipment	(239,512)	(38,022)
Proceeds from disposal of property, plant and equipment	1,116	3,191
Acquisition of night-of-use assets	-	(11,948)
Acquisition of intangible assets	(4,627)	(10,514)
(Increase) decrease in refundable deposits	3	(729)
Increase in other financial assets	(50,000)	(1)
Increase in prepayments for equipment	(76,824)	(23,129)
Net cash flows used in investing activities	(518,010)	(80,815)
Cash flows (used in) from financing activities:		
Proceeds from long-term borrowings	50,000	40,000
Repayments of long-term borrowings	(90,000)	-
Payments of lease liabilities	(12,808)	(12,787)
Cash dividends paid	(439,907)	(366,564)
Capital increase by cash	1,099,505	-
Proceeds from exercise of employee stock options	10,473	9,555
Net cash flows from (used in) financing activities	617,263	(329,796)
Net increase in cash and cash equivalents	899,940	187,416
Cash and cash equivalents at beginning of period	518,323	330,907
Cash and cash equivalents at end of period	\$ 1,418,263	518,323

Annex 6 Table of Comparison of the Management Measures for the Acquisition or Disposal of Assets before and after revision

Table of Comparison of the Management Measures for the Acquisition or Disposal of Assets before and after revision

Revised Articles	Current Articles	Explanation
<p>Article 3 Scope of assets: (Omitted) <u>VI.</u> Derivatives. <u>VII.</u> Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. <u>VIII.</u> Other major assets.</p>	<p>Article 3 Scope of assets: (Omitted) VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). VII. Derivatives. VIII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. IX. Other major assets.</p>	<p>Deleted and the article number is amended according to the current situation</p>
<p>Article 4 Terminology definitions (Omitted) <u>IX.</u> Securities exchange: Domestic securities exchange refers to the Taiwan Stock Exchange Corporation; foreign securities exchange refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.</p>	<p>Article 4 Terminology definitions (Omitted) IX. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located. X. Securities exchange: Domestic securities exchange refers to the Taiwan Stock Exchange Corporation; foreign securities exchange refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.</p>	<p>Deleted and the article number is amended according to the current situation</p>
<p><u>X.</u> Over-the-counter venue ("OTC</p>	<p>XI. Over-the-counter venue ("OTC</p>	

Revised Articles	Current Articles	Explanation
venue", "OTC"): Domestic OTC venue refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; foreign OTC venue refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business. <u>XI.</u> The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.	venue", "OTC"): Domestic OTC venue refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; foreign OTC venue refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business. XII. The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.	
Article 5 Amounts invested in real estate property for non-business use and securities: The acquisition and disposal of securities, real estate, and equipment shall be implemented after submission to and approval of the Company's responsible unit according to the approval authority. For matters requiring the approval of the Board of Directors or Shareholders' Meeting according to the Company Act or Securities and Exchange Act, resolution must be given according to the law before implementation.	Article 5 Amounts invested in real estate property for non-business use and securities: The acquisition and disposal of securities, real estate, and equipment shall be implemented after submission to and approval of the Company's responsible unit according to the approval authority. For the acquisition or disposal of assets requiring the approval of the Board of Directors or Shareholders' Meeting according to the Company Act or Securities and Exchange Act, resolution must be given according to the law before implementation.	Deleted redundant text
Article 7 Procedures for Acquisition or Disposal of Real Property, Equipment or <u>Right-of-use Assets Thereof</u> I. Appraisal and Operating Procedures: Acquisition or disposal of real property, equipment or <u>right-of-use assets thereof</u> by the Company shall follow the "real estate, factories and equipment cycle" under the Company's internal control system. II. Procedure for Determining	Article 7 Procedure for Acquisition or Disposal of Real Estate Property or Equipment I. Appraisal and operating procedures: Acquisition or disposal of real estate property and equipment by the Company shall follow the "real estate, factories and equipment cycle" under the Company's internal control system. II. Procedure for Determining Transaction Conditions and	Addition of right-of-use assets terminology according to IFRS 16 Stipulate the amount to be submitted to the

Revised Articles	Current Articles	Explanation
<p>Transaction Conditions and Authorized Amounts:</p> <p>1. Acquisition or disposal of real property <u>or right-of-use assets thereof</u> shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price. An analysis report shall be prepared and submitted to the President and Chairperson of the Board. The authorized allowance shall be handled according to the Company's approved authority level. <u>Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</u></p> <p>2. Acquisition or disposal of equipment <u>or right-of-use assets thereof</u> shall be conducted by way of one of the following methods: Price inquiry, price competition, price negotiation or bidding. The authorized allowance shall be handled according to the Company's approved authority level. <u>Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</u></p> <p>3. <u>Material asset acquisition or disposal transactions shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all</u></p>	<p>Authorized Amounts:</p> <p>1. Acquisition or disposal of real estate property shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price. An analysis report shall be prepared and submitted to the President and Chairperson of the Board. The authorized allowance shall be handled according to the Company's approved authority level.</p> <p>2. Acquisition or disposal of equipment shall be conducted by way of one of the following methods: Price inquiry, price competition, price negotiation or bidding. The authorized allowance shall be handled according to the Company's approved authority level.</p> <p>3. With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the company's procedures or other laws or regulations, if a director expresses</p>	<p>Board of Directors for approval according to the current situation</p> <p>The Audit Committee was established by the Company to replace supervisors.</p>

Revised Articles	Current Articles	Explanation
<p><u>Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p>(Omitted)</p> <p>IV. Asset valuation procedure: (Omitted)</p> <p>3. If the following situation occurs with regard to the professional appraisal report, except for when the valuation result for the acquired asset is higher than the transaction amount or the valuation result for the disposed asset is lower than the transaction amount, the Company shall engage a CPA to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p>	<p>dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the supervisors. Additionally, if the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.</p> <p>(Omitted)</p> <p>IV. Asset valuation procedure: (Omitted)</p> <p>3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF of the ROC and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>(2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p>	<p>Delete text related to the accountant's compliance with the Statement of Auditing Standards according to Article 9 of the newly amended law.</p>
Article 8 Procedures for the Acquisition or Disposal of	Article 8 Procedures for the Acquisition or Disposal of	

Revised Articles	Current Articles	Explanation
<p>Securities (Omitted)</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts</p> <p>1. The purchase and sale of securities on the centralized exchange market or the business office of a securities firm shall be determined by the responsible unit based on judgment through market research. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level. <u>Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</u></p> <p>2. For the purchase and sale of securities not on the centralized exchange market or the business office of a securities firm, the Company shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price; also to be considered are its net worth per share, profitability, and future development potential, etc. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level. <u>Where an asset transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million, it must be approved by the</u></p>	<p>Securities (Omitted)</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts</p> <p>1. The purchase and sale of securities on the centralized exchange market or the business office of a securities firm shall be determined by the responsible unit based on judgment through market research. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level.</p> <p>2. For the purchase and sale of securities not on the centralized exchange market or the business office of a securities firm, the Company shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price; also to be considered are its net worth per share, profitability, and future development potential, etc. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level.</p>	<p>Stipulate the amount to be submitted to the Board of Directors for approval according to the current situation</p>

Revised Articles	Current Articles	Explanation
<p><u>Board of Directors. However, the Board of Directors may authorize the Chairperson to handle the matter. Approval can be given by the Board of Directors after the fact.</u></p> <p>3. <u>Material asset acquisition or disposal transactions shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p>(Omitted)</p> <p>IV. Appraisal of the transaction price: For the acquisition or disposal of securities by the Company, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. If the dollar amount of the acquiring or disposing of securities is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction</p>	<p>3. With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the supervisors. Additionally, if the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.</p> <p>(Omitted)</p> <p>IV. Appraisal of the transaction price: For the acquisition or disposal of securities by the Company, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. If the dollar amount of the acquiring or disposing of securities is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction</p>	<p>The Audit Committee was established by the Company to replace supervisors.</p>

Revised Articles	Current Articles	Explanation
price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.	price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDE. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.	According to Article 9 of the newly amended procedures, text related to the accountant's compliance with the Statement of Auditing Standards shall be deleted.
<p>Article 9 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-Use Assets Thereof or Memberships</p> <p>(Omitted)</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts:</p> <p>(Omitted)</p> <p>3. <u>Material asset acquisition or disposal transactions shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p>(Omitted)</p> <p>IV. Expert assessment report on intangible assets, right-to-use assets</p>	<p>Article 9 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-Use Assets Thereof or Memberships</p> <p>(Omitted)</p> <p>II. Procedure for Determining Transaction Conditions and Authorized Amounts:</p> <p>(Omitted)</p> <p>3. With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee. Additionally, if the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.</p> <p>(Omitted)</p> <p>IV. Expert assessment report on intangible assets, right-to-use assets</p>	<p>The Audit Committee was established by the Company to replace supervisors.</p>

Revised Articles	Current Articles	Explanation
thereof, or memberships: Where the Company acquires or disposes of intangible assets or right-of-use assets thereof 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.	thereof, or memberships: Where the Company acquires or disposes of intangible assets, right-of-use assets thereof or memberships and the transaction amount reaches 20% of paid-in capital or NT\$300 million or more, unless otherwise transacting with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence to render an opinion on the reasonableness of the transaction price. The certified public accountant shall comply with the provisions of Statement of Auditing Standards No. 20 promulgated by the Accounting Research and Development Foundation.	According to Article 9 of the newly amended procedures, text related to the accountant's compliance with the Statement of Auditing Standards shall be deleted.
<p>Article 11 Procedures for Related Party Transactions (Omitted)</p> <p>II. Appraisal and Operating Procedures:</p> <p>1. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters <u>have been approved by the Audit Committee</u> and passed <u>through resolution</u> by the Board of Directors. (Content below omitted)</p>	<p>Article 11 Procedures for Related Party Transactions (Omitted)</p> <p>II. Appraisal and Operating Procedures:</p> <p>1. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except when trading of domestic government bonds or bonds under repurchase and resale agreements, or subscribing or redeeming domestic money market funds issued by securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to and approved by the Board of Directors and ratified by the supervisors: (Content below omitted)</p>	<p>The Audit Committee was established by the Company to replace supervisors.</p>

Revised Articles	Current Articles	Explanation
<p>2. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 15, Paragraph 1, Subparagraph 7 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been reported to the Shareholders' Meeting according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, approved by the Board of Directors, and ratified by the supervisor need not be counted toward the transaction amount.</p> <p>(Omitted)</p> <p>4. <u>Matters requiring the approval of the Audit Committee according to Subparagraph 1 shall be approved by more than half of the Audit Committee members and reported to the Board of Directors for resolution. If approval of more than half of all Audit Committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p>5. <u>For public companies or the subsidiaries of foreign public companies conducting transactions listed in Paragraph 1 and the transaction amount is more than 10% of the total assets of the public company, the public company shall submit the information in Paragraph 1 to the Shareholders' Meeting for approval before signing the transaction contract and making the payment. However, the transactions between the public company and its parent company, subsidiaries, or between its subsidiaries are not</u></p>	<p>2. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 15, Paragraph 1, Paragraph (5) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been reported to and approved by the Board of Directors according to the Shareholders' Meeting according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, and ratified by the supervisor need not be counted toward the transaction amount.</p> <p>(Omitted)</p> <p>4. If the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.</p>	<p>In response to the amendment of Paragraph 5, Article 15 of the act, the amended transaction amount is included in the transaction submitted to the Shareholders' Meeting for approval.</p> <p>The Audit Committee was established by the Company to replace supervisors.</p> <p>In response to the amendment of Article 15 of the act, the management of transactions between related parties is strengthened.</p>

Revised Articles	Current Articles	Explanation
<p><u>subject to this provision.</u></p> <p>III. Reasonability assessment of the transaction cost: (Omitted)</p> <p>3. Where the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real <u>estate</u> property or right-of-use assets thereof in accordance with the first subparagraph of the paragraph, the Company shall also engage a certified public accountant to re-check the appraisal and render a concrete opinion. (Content below omitted)</p>	<p>III. Reasonability assessment of the transaction cost: (Omitted)</p> <p>3. Where the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real <u>estate</u> property or right-of-use assets thereof in accordance with the first subparagraph of the paragraph, the Company shall also engage a certified public accountant to re-check the appraisal and render a concrete opinion. (Content below omitted)</p>	Deleted redundant text
<p>Article 15 Information Disclosure Procedure</p> <p>I. The reporting items and reporting standards shall be announced. (Omitted)</p> <p>6. Where an asset transaction other than any of those referred to in the preceding five 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) Purchase or sale of domestic government bonds <u>or foreign government bonds with a credit rating no lower than Taiwan's sovereign rating.</u></p> <p>(2) Trading of government bonds, bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises. (Content below omitted)</p>	<p>Article 15 Information Disclosure Procedure</p> <p>I. The reporting items and reporting standards shall be announced. (Omitted)</p> <p>6. Where an asset transaction other than any of those referred to in the preceding five 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>(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</p>	<p>In response to the addition of Article 31 in the newly amended act, parts of the information disclosure for transactions has been relaxed.</p> <p>Compared to Article 4, delete and amend the article number according to the current situation</p>

Revised Articles	Current Articles	Explanation
	<p>offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>(3) Trading of government bonds, bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>(Content below omitted)</p>	
<p>Article 18 The Measures shall be implemented after it is approved by the Audit Committee, then the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments.</p> <p>The measures were implemented on October 16, 2014. The 1st revision was made on June 29, 2018. The 2nd revision was made on May 28, 2019. <u>The 3rd revision was made on June 24, 2022.</u></p>	<p>Article 18 The Measures shall be implemented after it is approved by the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments. If an Audit Committee has been established, the Measures shall be implemented after it is approved by the Audit Committee and the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments.</p> <p>The measures were implemented on October 16, 2014. The 1st revision was made on June 29, 2018. The 2nd revision was made on May 28, 2019.</p>	Date of this amendment

Annex7 Table of Comparison of the Articles of Incorporation Before and After Amendment

Comparison Table of the Articles of Incorporation Before and After Amendment

Revised Articles	Current Articles	Explanation
<p>Article 7</p> <p>This company's total capital is NT\$500 million divided into 50 million shares at a face value of NT\$10 each; the Board of Directors is authorized to issue shares in batches depending on business requirements. Of this, NT\$30 million is reserved for issuing employee stock option certificates of 3 million shares at a face value of NT\$10 each, issued in accordance to resolutions of the Board of Directors.</p> <p>Shares purchased by this company in accordance with the Company Act may be transferred to subjects including employees of controlled and subordinate companies that meet certain conditions. When the company issues new shares, the subjects of employees who purchase shares, new shares with restricted employee rights, and employee stock option certificates must include employees of controlled and subordinate companies that meet certain conditions; the Board of Directors is authorized to establish the relevant rules and regulations.</p> <p><u>The Company may transfer the</u></p>	<p>Article 7</p> <p>This company's total capital is NT\$500 million divided into 50 million shares at a face value of NT\$10 each; the Board of Directors is authorized to issue shares in batches depending on business requirements. Of this, NT\$30 million is reserved for issuing employee stock option certificates of 3 million shares at a face value of NT\$10 each, issued in accordance to resolutions of the Board of Directors.</p> <p>Shares purchased by this company in accordance with the Company Act may be transferred to subjects including employees of controlled and subordinate companies that meet certain conditions. When the company issues new shares, the subjects of employees who purchase shares, new shares with restricted employee rights, and employee stock option certificates must include employees of controlled and subordinate companies that meet certain conditions; the Board of Directors is authorized to establish the relevant rules and regulations.</p>	<p>Revised in accordance with practical requirements and laws and regulations</p>

<u>shares to employees based on a price lower than the average actual repurchase price, or issue the employee stock warrants based on the price lower than the closing price of the Company's common shares on the date of issuance with approval from two thirds of the voting shareholders in a shareholders' meeting with over half of the shareholders in attendance.</u>		
<u>Article 11-1</u> <u>The Company's shareholders' meeting can be convened through video conferencing or other methods announced by the competent authority.</u>		In response to the amendment of Article 172-2 of the Company Act, new convening methods for the Shareholders' Meeting have been added.
Article 28 The articles of association was established on March 28, 2001. The 1st revision was made on September 22, 2002. The 2nd revision was made on July 16, 2004. The 3rd revision was made on November 23, 2004. The 4th revision was made on June 27, 2005. The 5th revision was made on January 12, 2006. The 6th revision was made on November 24, 2006. The 7th revision was made on February 27, 2007. The 8th revision was made on August 16, 2007. The 9th revision was made on May 10, 2012. The 10th revision was made on October 22, 2012.	Article 28 The articles of association was established on March 28, 2001. The 1st revision was made on September 22, 2002. The 2nd revision was made on July 16, 2004. The 3rd revision was made on November 23, 2004. The 4th revision was made on June 27, 2005. The 5th revision was made on January 12, 2006. The 6th revision was made on November 24, 2006. The 7th revision was made on February 27, 2007. The 8th revision was made on August 16, 2007. The 9th revision was made on May 10, 2012. The 10th revision was made on October 22, 2012.	Added amendment date.

<p>The 11th revision was made on October 16, 2014.</p> <p>The 12th revision was made on June 29, 2015.</p> <p>The 13th revision was made on June 27, 2016.</p> <p>The 14th revision was made on June 29, 2018.</p> <p>The 15th revision was made on January 17, 2019.</p> <p>The 16th revision was made on May 28, 2019.</p> <p>The 17th revision was made on May 28, 2020.</p> <p><u>The 18th revision was made on June 24, 2022.</u></p>	<p>The 11th revision was made on October 16, 2014.</p> <p>The 12th revision was made on June 29, 2015.</p> <p>The 13th revision was made on June 27, 2016.</p> <p>The 14th revision was made on June 29, 2018.</p> <p>The 15th revision was made on January 17, 2019.</p> <p>The 16th revision was made on May 28, 2019.</p> <p>The 17th revision was made on May 28, 2020.</p>	
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Annex 8: Rules of Procedure for Shareholders' Meetings (re-drafted)

Rules of Procedure for the Shareholders' Meeting

Article 1

This policy was established in accordance with Article 5 of "Corporate Governance Best-Practice Principles for Listed Companies" to provide sound governance over the Company's shareholder meetings, and thereby enhancing the supervisory function of shareholders.

Article 2

Unless otherwise specified by law or Articles of Incorporation, the Company shall proceed its shareholders' meetings according to the terms of this policy.

Article 3

Unless otherwise specified by law or Articles of Incorporation, shareholders' meetings are convened by the Board of Directors.

Any change in the manner of holding a shareholders' meeting shall be resolved by the Board of Directors, and any such change shall be made before the notice of the shareholders' meeting is mailed at the latest.

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of directors and post it onto the Market Observation Post System (MOPS) at least 30 days before the annual meeting of shareholders, or 15 days before an extraordinary shareholders' meeting. The Shareholders' Meeting Procedures Manual and supplementary meeting materials shall be prepared and electronically submitted to the Market Observation Post System 21 days before the annual shareholders' meeting and 15 days before an extraordinary shareholders meeting. However, if the Company's paid-in capital at the end of the most recent fiscal year is over NT\$10 billion or the percentage of shares held by foreign and Chinese investors in the most recent fiscal year, according to the annual shareholders' meeting book, is over 30%, the electronic files shall be prepared and submitted 30 days before the meeting. The Company shall have the Meeting Handbook and supplementary information for the shareholders' meeting ready for access by shareholders 15 days prior to the shareholders' meeting. The documents shall also be displayed in the Company and in the Company's stock affairs agent.

On the day of the Shareholders' Meeting, the Company shall provide the aforementioned Procedures Manual and supplementary meeting materials to the shareholders in the following ways:

- I. When convening a physical Shareholders' Meeting, the materials shall be distributed during the meeting.
- II. When convening a video-assisted shareholders' meeting, the materials shall be distributed during the meeting and the electronic files shall be uploaded to the video

conference platform.

III. When convening a video shareholders' meeting, the electronic files of the materials shall be uploaded to the video conference platform.

Agenda items must be explained in detail in the meeting notices and announcements. Subject to agreement by the receiving party, meeting notices may also be delivered electronically.

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

If the agenda for convening a shareholders' meeting clearly states that an election will be held to replace all directors as well as a date on which newly elected directors will take office, extraordinary motions or other methods may not be utilized in the same shareholders' meeting to change the appointment date of directors after they have been elected.

Shareholders who own more than 1% of the Company's outstanding shares are entitled to propose agenda items for discussion in the annual meeting of shareholders. Each shareholder may only propose one agenda item and any further proposals will be excluded from discussion. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves any of the circumstances listed in Paragraph 4, Article 172-1 of the Company Act.

Shareholders may submit proposals and recommendations that urge the company to enhance public welfare or fulfill our corporate social responsibility; procedurally, a limit of 1 proposal is permitted according to the provisions of Article 172-1 of the Company Act. Any proposals exceeding this number will be excluded from discussion

The Company shall announce in writing or through electronic means, before the book closure date, the conditions, places and time in which shareholders' proposals are accepted. The period of acceptance shall be no shorter than ten days.

Shareholders shall limit their proposed agenda items to 300 words. Proposals that exceed 300 words shall be excluded from the agenda. Shareholders who have successfully proposed agenda items shall attend the annual meeting of shareholders in person or through proxy attendance and participate in the discussion.

The Company shall notify the proposing shareholders of the outcome of their proposed agenda items before the date the meeting notice is sent. Meanwhile, agenda items that satisfy the conditions listed in this Article shall be included as part of the meeting notice. During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

Article 4

Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form and specifying the scope of delegated authority.

Each shareholder must provide an individual power of attorney limited to designating one individual as proxy; the power of attorney must be delivered to this company 5 days in advance of the shareholders' meeting. If there are multiple copies of a power of attorney, the first to be delivered shall govern. However, exception shall be granted if the shareholder issues a statement to withdraw the previous proxy.

Should the shareholder decide to attend a shareholders' meeting personally or exercise voting rights in writing or through electronic means after a proxy form has been delivered to the Company, a written notice should be sent to the Company no later than two days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to do so by the deadline, the voting right cast by the consigned agent shall govern.

Once the proxy has been delivered to the Company and the shareholder wishes to attend the meeting through video call, the concerned shareholder should notify the Company in writing at least two days prior to the shareholders' meeting to rescind the notice for proxy. If the shareholder fails to do so by the deadline, the voting right cast by the consigned agent shall govern.

Article 5

Shareholders' meetings shall be held at locations that are suitable and convenient for shareholders to attend. Meetings shall not begin earlier than 9 AM or later than 3 PM. The opinions of independent directors shall be fully considered when deciding the location and time of the meetings.

When holding a virtual shareholders' meeting, the Company is not subject to the foregoing restrictions on the venue.

Article 6

The Company shall specify the time and place for shareholders, solicitors, and proxy agents (hereinafter referred to as "shareholders") to report to the meeting and other notes in the notice of the meeting.

The foregoing time for shareholders to report to the meeting shall be at least 30 minutes prior to the commencement of the meeting. The check-in desk shall be clearly marked, and adequate and appropriate personnel shall be assigned to check in attendees. Shareholders participating in a video shareholders' meeting should report at the dedicated platform at least 30 minutes prior to the commencement of the meeting. Shareholders who have completed the check-in are considered to be present in person at the shareholders' meeting.

Shareholders must present an attendance pass, an attendance card or other proof of attendance when entering a shareholders' meeting. The Company shall not arbitrarily require other supporting documents for shareholders to attend. Proxies providing a power of attorney must carry identification documents for verification.

Attending shareholders should submit their check-in cards as proof of their attendance.

The Company shall distribute the Meeting Handbook, annual report, attendance card,

speech note, voting ballot and other meeting materials to the shareholders attending the meeting. Shareholders shall also be given election ballots where election of directors is to take place.

When a government or juristic person is a shareholder, they may assign more than one representative to attend the meeting. A juristic person may assign only one proxy representative to attend the meeting on its behalf.

In the event of a virtual shareholders' meeting, shareholders who wish to attend by video shall re-register with the Company at least two days prior to the meeting date.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting manual, annual report, and other pertinent materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until the end of the meeting.

Article 6-1

When the Company convenes a video shareholders' meeting, the shareholders' meeting convening announcement shall include the following items:

- I. Participation in a video meeting by shareholders and methods for exercising their voting rights.
- II. Troubleshooting methods for problems to the video conference platform or participation through video caused by natural disasters, incidents, or other force majeure, which shall at least include the following:
 - (I) In the event of continuing problems that cannot be solved causing the postponement or resumption of the meeting, and the date of the postponed or resumed meeting.
 - (II) Shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.
 - (III) When the Company convenes a video-assisted shareholders' meeting and the reconvened video conference cannot be conducted, if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be continued. The shares of shareholders in attendance through video shall be included in the total number of shares in attendance. The shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.
 - (IV) Handling method in the event that results have been declared for all motions and no extraordinary motions have been proposed.
- III. A video shareholders' meeting shall be held and appropriate alternatives shall be stated for shareholders who may have difficulty attending the shareholders' meeting through video.

Article 7

Shareholders' meetings that are convened by the chairperson shall be chaired by the chairperson. If the chairperson is unable to perform such duties due to leave of absence or any reason, the Vice chairperson shall act on the chairperson's behalf. If the Vice chairperson is also unavailable or is non-existent, the chairperson may appoint a standing director act on his behalf. If there is no standing director, one director shall be appointed

to act as the agent. If the chairperson of the board does not appoint an agent, the standing director or one of the directors shall be appointed to act as the agent.

If the Managing Director or Director is appointed as Chair, the individual must have an understanding of the company's financial and business status as well as be employed for a duration of more than 6 months. The same applies where the Chair is the representative of an institutional director.

Shareholders' meetings convened by the Board of Directors should be personally presided by the Chairman with more than half the Board of Directors and at least 1 member from each functional committee present in attendance; the attendance records should be recorded in the shareholders' meeting minutes.

For shareholders' meetings convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairperson. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting. The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at the shareholders' meeting.

Article 8

The Company shall continuously and uninterruptedly record and videotape the entire process of shareholders' meeting.

The preceding audio-visual data shall be kept for at least one year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

In the event of a virtual shareholders' meeting, the Company shall keep records of the shareholders' registration, enrollment, check-in, questions and voting and the Company's vote counting results, and shall continuously and uninterruptedly record and videotape the entire video conference.

The Company shall keep the aforementioned information and audio and video recordings safe throughout the life of the Company, and shall give the audio and video recordings to the person entrusted with the video conference for retention.

Article 9

Attendance of the shareholders' meeting shall be calculated based on shares. The number of shares present is calculated based on the number of shares reported on the attendance book or sign-in card and the video conference platform, plus the number of shares for which voting rights are exercised by written or electronic means.

The Chairman shall call the meeting to order at the time scheduled for the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-thirds of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a video shareholders' meeting, the Company shall announce the adjournment of the meeting on the video conference platform.

If no quorum can yet be constituted after the two postponements above but the

shareholders in attendance represent more than one-third of the total outstanding shares, shareholders' meeting tentative resolutions can be made in accordance with Paragraph 1 of Article 175 of the Company Act. Shareholders shall be informed of such tentative resolutions and the shareholders' meeting will be convened within one month. In the event of a virtual shareholders' meeting, shareholders who wish to attend by video shall re-register with the Company according to Article 6.

If before the end of the meeting and at enough shares become present to constitute a quorum, the chairman may then re-submit the tentative resolutions to the Shareholders' Meeting for approval, in accordance with Article 174 of the Company Act.

Article 10

Agenda of a shareholders meeting called by the board shall be decided by the board and relevant proposals shall be voted on. The meeting shall proceed according to the agenda unless changed by a shareholders meeting resolution.

The above provision applies *mutatis mutandis* to cases where the meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

In either of the two arrangements described above, the chairperson cannot dismiss the meeting while an agenda item is still in progress. If the chairperson violates the meeting policy by dismissing the meeting when it is not allowed to do so, other members of the board shall immediately assist the attending shareholders to elect another chairperson with the support of more than half of voting rights represented and continue the meeting.

The Chair must allow adequate opportunity to explain and discuss the various proposals, amendments, or extraordinary motions proposed during the meeting. The Chair may announce to discontinue further discussion and proceed with voting if the issue in question is considered to have been sufficiently discussed; the Chair shall also provide sufficient time for voting.

Article 11

Shareholders who wish to speak during the meeting must produce an opinion slip detailing the topics and the shareholder's account number (or the attendance ID serial). The order of shareholders' comments shall be determined by the chairperson.

A shareholder present at the meeting that merely submits a statement slip without speaking is considered not to have spoken. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

Each shareholder shall speak no more than twice, for five minutes each, on the same agenda item unless otherwise agreed by the chairperson. The chairperson may stop shareholders from speaking if they violate the rules or speak outside the agenda item under discussion.

While a shareholder is speaking, other shareholders shall not speak simultaneously or interfere in any way unless agreed by the chairperson and the person speaking. Any violators shall be restrained by the chairperson.

In the event an institutional shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda

item.

After a shareholder present at the meeting speaks, the chairperson may reply in person or assign relevant personnel to reply.

In the event of a virtual shareholders' meeting, shareholders participating by video may ask questions by text on the video conference platform after the chairman announces the commencement of the meeting and before the meeting is adjourned. The maximum number of questions for each motion is two, and each question is limited to 200 words. The provisions in Paragraph 1 to Paragraph 5 shall not apply.

Article 12

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

The number of shareholder's shares without voting rights are not calculated in the total number of outstanding shares for resolutions in the shareholders' meeting.

Shareholders cannot vote, or appoint proxies to vote, on any agenda items in which they have a conflict of interest that would be detrimental to the best interests of the Company.

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

With the exception of trust enterprises or stock affairs agencies approved by the competent securities authority, the votes that may be cast by one proxy representing two or more shareholders shall not exceed three percent of the votes of total shares issued; any votes in excess of that limit shall not be counted.

Article 13

Each share is entitled to one vote, except for those limited to vote or having no vote in accordance with Paragraph 2, Article 179 of Company Act.

Voting rights are exercised electronically or in writing by shareholders in a Shareholders' Meeting convened by the Company. When exercising voting rights through writing or electronic means, the method should be clearly stated in the shareholders' meeting's convening announcement. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the General Shareholders' Meeting in person. However, they are deemed to abstain from any extraordinary motions or amendments to original motions at the shareholders' meeting; as such, this company should avoid proposing extraordinary motions or amending original motions when possible.

Instructions to exercise written and electronic votes must be delivered to the Company at least two days before the shareholders' meeting. In the event where there are duplicate submissions, the earliest submission shall be taken into record. This is not applicable for manifestation of intentions prior to statement revocation.

If shareholders wish to personally attend the shareholders' meeting or attend the meeting through video after exercising their voting rights through written or electronic means, they must submit a manifestation of intention to revoke the exercise of their voting right in the same manner as above two days prior to the shareholders' meeting, at the latest; if the deadline is passed before revocation, the written or electronic means of exercising their voting rights shall govern. If the exercise of voting rights is done by written or electronic means and a power of attorney designates a proxy to attend the shareholders' meeting, the

voting right exercised by the proxy in attendance shall govern.

Unless otherwise regulated by the Company Act or the Articles of Incorporation, an agenda item is passed when supported by shareholders who represent more than half of the total voting rights in the meeting. When voting, shareholders shall vote on the proposal. Results of shareholders' consent, objection, or abstention votes should be announced on the Market Observation Post System after the shareholders' meeting is convened.

Where there is an amendment or an alternative for a motion, the Chairperson shall determine the order in which they are to be voted on with the original motion. If any resolution is passed, all other proposals shall be deemed rejected, and no further voting is necessary.

The Chairperson shall appoint monitors and ballot counters for voting on motions; however, the monitors must be shareholders.

The counting process of the voting and election shall be announced at the venue of the meeting once completed, including the weights, and the result of voting shall be recorded. In the event that the Company convenes a virtual shareholders' meeting, shareholders participating by video shall vote on each motion and election motion through the video conference platform after the chairman announces the commencement of the meeting, and shall complete the voting before the chairman announces the close of the voting. After this period, the shareholders shall be deemed to have abstained from voting.

In the event of a virtual shareholders' meeting, after the chairman announces the close of the voting, the chairman shall conduct a one-time count of the votes and announce the voting and election results.

When the Company convenes a video-assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting through video according to Article 6 but wish to physically attend the shareholders' meeting shall cancel the registration using the same method of registration two days prior to the shareholders' meeting. Shareholders who miss the cancellation deadline may only attend the shareholders' meeting through video.

Shareholders who exercise their voting rights in writing or electronically without revoking their intentions, and participate in the shareholders' meeting through video shall not exercise their voting rights on the original motion, propose amendments to the motion, or exercise their voting rights on the amendments to the motion, except for extraordinary motions.

Article 14

The election of directors at the shareholders' meeting must comply with the relevant rules established by this company; results including the list of elected directors and their voting weights should be announced immediately.

The election ballots referred to in the preceding paragraph shall be signed and sealed by the ballot examiner and adequately retained for at least one year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

Article 15

The shareholders' meeting's resolutions should be included in meeting minutes and either signed or stamped with the Chairperson's chop; the meeting minutes shall be distributed to all shareholders within 20 days of the meeting. The preparation and distribution of meeting minutes may be disseminated through electronic means.

The Company may distribute meeting minutes by posting details onto MOPS.

The meeting minutes shall detail the date and venue of the meeting, the chairperson's name, the method of resolution, and the proceedings and voting results of various meeting agenda items (including the statistical tallies of the numbers of votes). For election of directors, the number of votes for each candidate shall be disclosed. It should be preserved in perpetuity throughout the existence of this company.

For shareholders' meetings convened through video, apart from the matters to be recorded listed above, the meeting minutes shall record the start and end time of the shareholders' meeting, the method of convening the meeting, the names of the chairperson and recorder, and the handling and method of natural disasters, incidents or other force majeure that have affected the video conference platform or participation through video.

When the Company convenes a video shareholders' meeting, apart from the matters stated above, it shall be recorded in the meeting minutes. Appropriate alternatives shall be stated for shareholders who may have difficulty attending the shareholders' meeting through video.

Article 16

During the shareholders' meeting, the Company shall publish information regarding the number of shares acquired by acquirers, the number of shares represented by proxies, and the number of shares of shareholders in attendance in writing or electronically using the prescribed format. In the event of a virtual shareholders' meeting, the Company shall upload the aforementioned materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until the end of the meeting.

When the Company convenes a video shareholders' meeting, the total number of shareholders in attendance shall be disclosed on the video conference platform when the meeting is called to order. If the total number of shares of shareholders in attendance and the total voting rights are counted during the meeting, the same shall apply.

Article 17

The meeting personnel handling the General Shareholders' Meeting shall bear identification cards or armbands.

The Chairman may instruct disciplinary officers or security guards to assist with keeping order in the meeting venue. When assisting with maintaining order, disciplinary officers or security guards shall wear arm-bands or identification badges marked "Disciplinary Officers" for identification purpose.

If a public-address system is available at the venue, the Chairman may stop shareholder's speech if equipment outside the Company's setting is utilized.

The chairperson may instruct marshals or security staff to remove shareholders who

continue to violate the meeting rules despite being warned by the chairperson.

Article 18

The chairperson may put the meeting in recess at appropriate times. In the occurrence of force majeure events, the chairperson may suspend the meeting temporarily and resume at another time.

Before the agenda set forth in the shareholders' meeting are concluded, if the meeting place cannot continue to be used for the meeting, then, by resolution of the shareholders, another place may be sought to resume the meeting.

The shareholders' meeting may be postponed for not more than, or reconvened within, five days by resolution in accordance with Article 182 of the Company Act.

Article 19

When the shareholders' meeting is held through video conferencing, the Company shall disclose the voting results and election results on the shareholders' meeting video conference platform immediately after voting ends, and the information shall be available for at least 15 minutes after the Chairperson adjourns the meeting.

Article 20

When the Company convenes a video shareholders meeting, the Chairperson and recording personnel shall be in the same location in the country. The Chairperson shall announce the address of the location during the meeting.

Article 21

In the event of a virtual shareholders' meeting, the Chairperson shall announce the matters that do not require postponement or reconvention according to Paragraph 4, Article 44-20, of the Regulations Governing the Administration of Shareholder Services of Public Companies when announcing the meeting. If, prior to the close of the meeting announced by the chairman, there is an impediment to participation on the video conference platform or by video for a period of 30 minutes or more due to a natural disaster, incident or other force majeure, the meeting shall be postponed for not more than, or reconvened within, five days. The provisions of Article 182 of the Company Act shall not apply.

In the event of a postponed or reconvened meeting as described above, shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.

In the event of an adjourned or reconvened meeting in accordance with the provisions of the first paragraph, if shareholders who have registered to attend the original shareholders' meeting by video and have completed check-in for the meeting do not attend the adjourned or reconvened meeting, the number of their shares present and the voting and election rights they exercised at the original shareholders' meeting shall be included in the total number of shares, voting rights and election rights of the shareholders present at the adjourned or reconvened meeting.

When a postponed or reconvened shareholders' meeting is held in accordance with the provisions of the first paragraph, it is not required to re-discuss and resolve on motions

for which voting and counting of votes have been completed and the voting results or the names of the directors elected have been announced.

When the Company convenes a video-assisted shareholders' meeting and the reconvened video conference cannot be conducted as described in the first paragraph, if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be continued without any postponement or reconvention as provided in the first paragraph.

In the event that a meeting shall be continued as described in the preceding paragraph, the number of shares represented by shareholders participating in the shareholders' meeting by video shall be included in the total number of shares of shareholders present. However, the shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.

In the event of a postponed or reconvened meeting according to Paragraph 1, the Company shall follow the provisions of Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies and complete the pre-operations according to the original shareholders' meeting date and the provisions.

During the period stated in the latter half of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public, Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matters according to the date of the shareholders' meeting postponed or reconvened according to Paragraph 1.

Article 22

When the Company convenes a video shareholders' meeting, appropriate alternatives shall be provided for shareholders who may have difficulty attending the shareholders' meeting through video.

Article 23

These Rules shall come into effect upon approval of the shareholders' meeting. The same applies to all subsequent amendments.

Article 24

Abolish the original rules and re-stipulate the Company's Rules of Procedure for Shareholders' Meetings June 24, 2022.

Annex 9 Regulations for the Issuance of New Restricted Employee Shares in 2022.

WinWay Technology Co., Ltd.

Regulations for the Issuance of New Restricted Employee Shares in 2022.

Approved by the Board of Directors on May 10, 2022

I. Purposes of issuance

In order to retain professionals trained by the Company and encourage long-term service and cohesion among employees, and to work towards the Company's operational goals together and create equity for the Company and shareholders, the Company has stipulated the Regulations for the Issuance of New Restricted Employee Shares in 2022 (hereinafter referred to as the Regulations) according to the laws and regulations.

II. Reporting and issuance deadline

One registration of issuance or batch issuance is allowed over a period of 1 year from the date of the shareholders resolution, and one issuance or batch issuance is allowed within 1 year after receipt of notice by the competent authority indicating the registration has become effective. The actual issuance date shall be determined by the Chairman as authorized by the board of directors.

III. Qualifications and conditions for employees and numbers shares distributable or subscribable:

- (I) Limited to employee of the Company. The actual number of shares granted to employees shall be based on the employee's performance, past and expected overall contributions or special contributions and development potential, title, position level, and seniority. It shall be proposed by the President and submitted to the Chairperson for approval. The number of shares shall be approved by more than half of the directors in a meeting with over two thirds of all directors in attendance. However, shares for directors serving as a manager or employee must first be approved by the Remuneration Committee.
- (II) Number of cumulative new restricted employee shares issued by the Company to a single employee and the total vested shares to be issued in accordance with Article 56-1, Paragraph 1 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers may not exceed 0.3% of the Company's total outstanding shares. In addition, the cumulative number of new restricted employee shares obtained by the single warrant holder according to Paragraph 1, Article 56 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, may not exceed 1% of the Company's total outstanding shares.

IV. Total number issued

New restricted employee shares issued in accordance with the Regulations are 500,000 common shares at par value of NT\$10 per share, with a total value of NT\$5,000,000.

V. Subscription criteria

- (I) Issue price: Adopted gratuitous issuance.
- (II) Vesting conditions:
 - 1. After employees are granted restricted employee shares, the number of shares that employees can acquire shall be settled annually. The percentage of restricted employee shares granted each year is as follows:
The maximum granted percentage is 30% for employees who have served the company

- for 1 year after the stock granting date.
The maximum granted percentage is 30% for employees who have served the company for 2 year after the stock granting date.
The maximum granted percentage is 40% for employees who have served the company for 3 year after the stock granting date.
Weighted calculations shall be conducted according to the indicator attainment of (1) Personal Work Performance and (2) Operational Performance:
- (1) Personal work performance (indicator weight: 20%)

Employees should achieve a score of “B” or above in at least 2 quarters in the 4 quarters after the stock granting date.
 - (2) Operational performance: The basic earnings per share shall act as the operational performance standard (indicator weight: 80%)
 - A. If the basic earnings per share in the consolidated financial statements audited by the CPA is < NT\$10/share in the year before the appointment deadline, the maximum vested percentage is 60% for the year.
 - B. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$10 to \$15/share in the year before the appointment deadline, the maximum vested percentage is 70% for the year.
 - C. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$15 to NT\$20/share in the year before the appointment deadline, the maximum vested percentage is 80% for the year.
 - D. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$20 to NT\$25/share in the year before the appointment deadline, the maximum vested percentage is 90% for the year.
 - E. If the basic earnings per share in the consolidated financial statements audited by the CPA is NT\$25 to NT\$30/share in the year before the appointment deadline, the maximum vested percentage is 100% for the year.
 2. After the restricted employee shares are granted to the employee, the Company shall have the right to revoke and cancel gratuitously the unvested restricted employee shares in the event that the employee breaches/violates any of terms of the employment agreement or employee handbook of the Company.
 3. The granting of the restricted employee shares is defined as the “stock payment date”.
 4. The aforementioned date will be moved to the preceding business day if it falls on a holiday.
- (III) Class of issued shares: Common shares of the Company.
- (IV) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance:
1. Voluntary resignation:

Where the vesting conditions for new restricted employee shares are not met, the date of resignation will be deemed to be the date where the qualifications for vesting conditions were lost, and the Company will redeem the shares gratuitously and cancel them in accordance with the law.
 2. Leave without pay:

For employees approved by the Company to be on leave without pay according to government laws and regulations and due to serious personal illness, major family change, or continued education abroad, and who have not met the vesting conditions for restricted employee shares, their equity shall be restored on the reinstatement date. However, the vesting conditions shall be deferred according to the period of leave without pay.
 3. Retirement:

Restricted employee shares that have not met the vesting conditions shall be deemed to be vested within the vesting condition schedule in accordance with Paragraph (2) of the Article from the date of retirement or the expiration of the one year period for restricted employee shares (the latter date shall prevail).

4. Death:

Where the vesting conditions for new restricted employee shares are not met, the employee will be deemed to have lost the qualifications for vesting conditions, and the Company will redeem the shares gratuitously and cancel them in accordance with the law.

5. Occupational disaster resulting in disability or death:

(1) In the event of termination of employment due to disabilities as a result of occupational accidents of employee, the unvested restricted employee shares shall be deemed to be vested within the vesting condition schedule in accordance with Paragraph (2) of the Article from the date of retirement or the expiration of the one year period for restricted employee shares (the latter date shall prevail).

(2) In the event of death due to occupational accidents, the unvested restricted employee shares of the employee shall be deemed to be vested within the vesting condition schedule in accordance with Paragraph (2) of the Article from the date of death or the expiration of the one year period for restricted employee shares (the latter date shall prevail).

6. Layoff:

Where the vesting conditions for new restricted employee shares are not met, the effective date of severance will be deemed to be the date where the qualifications for vesting conditions were lost, and the Company will redeem the shares gratuitously and cancel them in accordance with the law, or the Chairperson may approve the proportion of vesting conditions achieved and the deadline according to the vesting condition schedule in Paragraph (2) of the Article.

7. Transfer:

If an employee requests to be transferred to an affiliate or another company (except for subsidiaries), new restricted employee shares that are yet to meet the vesting conditions shall be handled in the same manner as that for resignation. However, for those who have been transferred due to company requirements, the Chairperson may approve the proportion of vesting conditions achieved and the deadline according to the vesting condition schedule in Paragraph (2) of the Article.

VI. Restricted rights of new shares allotted prior to meeting the vesting conditions:

(I) For new restricted employee shares issued in accordance with these Regulations, the restricted rights of new shares granted to employees prior to meeting the vesting conditions are as follows:

1. Employees who are allotted new shares but have not met the vesting conditions, except for inheritance, may not sell, mortgage, transfer, gift, or pledge the new restricted employee shares, or dispose them in any other ways.
2. Attendance, proposal, speech, and voting rights in shareholders' meeting are to be conducted in accordance with the trust agreement.
3. The cash dividends, stock dividends, and allotted cash (stocks) capital surplus from the granting of new restricted employee shares shall be delivered to the trust. For the cash dividends, stock dividends, and allotted cash (stock) capital surplus of those who do not meet the vesting conditions, the Company shall recover the cash according to the regulations and cancel the stocks according to the law.

VII. Procedures for the allotment of new shares

- (I) After the employee is granted the restricted employee shares, the Company shall record the number of shares granted in the Company's shareholder register on the capital increase base date, and take custody of the granted shares according to the Regulations before the employee satisfies the vesting conditions.
- (II) For new restricted employee shares issued by the Company in accordance with the Regulations, the Company shall make changes to the register in accordance with the law.
- (III) The detailed operations for the issuance of restricted employee shares to those who have achieved the vesting conditions shall be handled by the employees who have been notified of the granting of shares by the Company.

VIII. Other material matters

- (I) Any other matters not set forth in these Regulations shall be dealt with in accordance with the related laws and regulations.
- (II) After the restricted employee shares are issued, the shares shall be delivered to the trust for custody. The Company shall be fully authorized to act on behalf of the employees and conduct (including but not limited to) negotiations, signing, revision, extension, release, and termination of the trust agreement, as well as the delivery, use, and disposal of trust properties with the trust institution for stocks.
- (III) These Regulations shall come into effect upon approval from a majority of the directors present at a directors meeting attended by two-thirds or more of directors, and approval granted by the competent authority upon submission. If during the review process, the competent authority requires the Regulations to be amended, the Chairman is authorized to amend the Regulations, and resubmit to the Board of Directors for approval by more than half of directors in a meeting with over two thirds of all directors in attendance before issuance.

IX. Appendix

Appendix 1 Articles of Incorporation (Before Revisions)

WinWay Technology Co., Ltd. Articles of Incorporation

Chapter I General Principles

- Article 1 This company is a regulated organization under the Republic of China's Company Act and operates under the name "穎崙科技股份有限公司" and English name of "WinWay Technology Co., Ltd.."
- Article 2 The Company's scope of business includes:
1. CB01010 Machinery and equipment manufacturing
 2. CA02990 Manufacturing of other metal products
 3. CC01080 Manufacturing of electronic parts and components
 4. F106010 Wholesale of hardware
 5. F113010 Wholesale of machinery
 6. F113050 Wholesale of computers and office machinery and equipment
 7. F118010 Wholesale of computer software
 8. F206010 Retail sale of hardware
 9. F218010 Retail sale of computer software
 10. F219010 Retail sale of electronic materials
 11. F401010 International trade
 12. I301010 Software design services
 13. I501010 Product design
 14. IZ99990 Other business services
 15. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The company's headquarter is located in Kaohsiung City and may set up domestic or foreign branch offices as resolved by the Board of Directors, if necessary.
- Article 4 The company's announcements are conducted according to Article 28 of the Company Act and the regulations set forth by the securities regulatory authority.
- Article 5 The company must provide external guarantees due to business requirements.
- Article 6 The investment made by the Company in other companies as limited liability shareholder thereof is not subject to the limitation that such investment shall not exceed a certain percentage of the paid-in capital as set forth in the Company Act.

Chapter 2 Shares

Article 7 This company's total capital is NT\$500 million divided into 50 million shares at a face value of NT\$10 each; the Board of Directors is authorized to issue shares in batches depending on business requirements. Of this, NT\$30 million is reserved for issuing employee stock option certificates of 3 million shares at a face value of NT\$10 each, issued in accordance to resolutions of the Board of Directors.

Shares purchased by this company in accordance with the Company Act may be transferred to subjects including employees of controlled and subordinate companies that meet certain conditions. When the company issues new shares, the subjects of employees who purchase shares, new shares with restricted employee rights, and employee stock option certificates must include employees of controlled and subordinate companies that meet certain conditions; the Board of Directors is authorized to establish the relevant rules and regulations.

Article 8 According to Article 162-2 of the Company Act, the company may be exempted from printing any share certificates for the shares issued but shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

Article 8-1 If the company intends to cancel the public offering of shares after a public offering has occurred, the proposal should be submitted to the shareholders' meeting to pass the resolution; the provisions of this article shall not be changed during the emerging or OTC market period.

Article 9 Title transfer of stocks shall be suspended within thirty days before the regular shareholders meeting is held, within fifteen days before a shareholders' provisional meeting is held, or within five days before the base date for distribution of stock dividends and bonuses or other benefits determined by WinWay. After public offering of this company's shares, the transfer of stocks shall be suspended within thirty days before the regular shareholders meeting is held, within fifteen days before a shareholders' provisional meeting is held, or within five days before the base date for distribution of stock dividends and bonuses or other benefits.

Article 10 Affairs relating to this company's shares are handled in accordance with the laws and regulations of the competent authority.

Chapter 3 Shareholders' Meeting

Article 11 The company's shareholders' meetings include ordinary and extraordinary meetings, with the former being convened by the Board of Directors according to laws and regulations once each year within 6 months after the end of the previous accounting year; by law, extraordinary meetings are convened when necessary.

Article 12 When convening regular shareholders' meetings, the date, venue, and agenda of the meeting should be announced to shareholders 20 days in advance; information of extraordinary

shareholders' meetings should be announced to shareholders 10 days in advance. After public offering of this company's shares, the convening of regular shareholders' meetings should be announced to shareholders 30 days in advance; the convening of extraordinary shareholders' meetings should be announced to shareholders 15 days in advance.

Article 13 Resolutions at a Shareholders' Meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total outstanding shares. When convening a shareholders' meeting, according to the laws and regulations of the competent authority or after this company is publicly listed, voting rights should be exercised electronically; shareholders who vote electronically must be present at the shareholders' meeting. The relevant matters shall be handled in accordance with laws and regulations.

Article 14 Each shareholder of the Company shall have one vote per share, unless otherwise provided by Article 179 of the Company Act.

Article 15 If a shareholder is unable to attend the shareholders' meeting for any reason, they must provide a power of attorney issued by the company clearly specifying the scope of authorization for entrusting a proxy to attend; the aforementioned power of attorney must be delivered to this company 5 days in advance of the shareholders' meeting.

After public offering of this company's shares, the rules for entrusting a proxy should comply with the rules and regulations set forth by the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" announced by the competent authority.

Article 16 The shareholders' meeting shall be convened by the Board of Directors unless otherwise stipulated in the Company Act, and the person presiding over the meeting will be the Chairman of the Board of Directors. If the Chairman is on leave or for any reason cannot discharge his duty, Paragraph 3 of Article 208 of the Company Act should apply. If the shareholders' meeting is called by a person entitled to do so other than the Chairman, that person shall act as the Chairman. If two or more persons are entitled to call the shareholders' meeting, those persons shall elect one person to act as the Chairman.

Chapter 4 Directors

Article 17 This company shall establish a Board of Directors with 5 to 9 individuals serving a term of 3 years; an individual with capacity for action shall be elected and may be re-elected by the shareholders' meeting. Election of directors should be handled according to Article 198 of the Company Act and applicable laws and regulations.

The Board of Directors established by this company may have no less than 3 independent directors who must number greater than one-fifth of the board. Election of directors shall

utilize a candidate nomination system as stated in Article 192-1 of the Company Act; the implementation of related matters shall be handled in accordance with the Company Act, Securities and Exchange Act, and applicable laws and regulations.

Article 17-1 Election of directors at this company is conducted through cumulative voting of each candidate with each share possessing the same voting rights as the number of directors to be elected. Votes can be focused onto one or given to multiple candidates; those who receive a higher number of voting rights shall be elected as directors.

If new directors are not elected after the terms of existing directors has ended, directors must extend the execution of their duties until newly elected directors take office. The total shareholding ratio of all directors in the company must comply with rules and regulations set forth by the securities regulatory authority.

Article 18 The Board of Directors is constituted by directors with the following powers and duties:

- (I) The review, supervision, and execution of business plans.
- (II) Preparing surplus distribution or loss make-up proposals.
- (III) Preparing proposals to increase or decrease capital.
- (IV) Review key regulations and contracts.
- (V) Appointment and removal of managers.
- (VI) Establishing and dissolving branch offices.
- (VII) Reviewing and approving budgets and year-end account closure.
- (VIII) Other duties and powers granted according to the Company Act or shareholders' meeting.

Article 19 The Board of Directors is constituted by directors, and the Chairman and Vice Chairman are elected from the directors by a majority of the directors at a board meeting at which over two-thirds of the directors are present. The Chairman represents the Company in its external dealings. If the Chairman is on leave or for any reason cannot discharge his duties, his/her acting proxy shall be elected in accordance with Article 208 of the Company Act.

Article 20 Board of Directors meetings shall be convened by the Chairman, unless otherwise stipulated by the Company Act. Board of Directors meetings can be held at the place that the Company is headquartered, or at any place that is convenient for the directors to attend and appropriate for the meeting to be convened, or via teleconference.

If directors are unable to attend Board of Directors meetings, they must submit a written power of attorney entrusting other directors to attend the board meeting and exercise their voting rights. However, each director may act as a proxy for only one other director.

Individual directors and supervisors shall be notified of a board meeting to be called for with proper statement of the causes seven days in advance. However, in case of any emergency, a board meeting may be convened at any time. Notifications of board meetings

may be in writing or via email or fax.

- Article 21 The company shall purchase liability insurance as indemnity for execution of the scope of business required by directors within their term of office. The Board of Directors is authorized to establish the remuneration of directors by taking into account both domestic and overseas industry standards and the directors' value of contribution and degree of participation in this company's operations.

Chapter 5 Managers

- Article 22 This company shall have managers whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

- Article 23 The fiscal year of the Company starts on January 1 and ends on December 31 of each year. At the end of each fiscal year, the Board of Directors shall prepare financial and accounting books in accordance with the Company Act and submit them to the ordinary shareholders' meeting for recognition.

- Article 24 If the company is profitable within the fiscal year, no less than 5% and no more than 15% of employee compensation should be allocated, in the form of stocks or cash, to the employees of controlled or subsidiary companies that meet certain conditions; additionally, no more than 3% shall be allocated as compensation to directors. However, if the Company has accumulated losses, the Company shall set aside a part of the surplus profit first for making up the losses.

The profitable circumstances as mentioned in item 1 refers to profit before tax after deducting the allocated remuneration to employees and directors in the current fiscal year. The allocation of remuneration to employees and directors shall be decided in a Board of Directors meeting in which more than two third of directors are in attendance and more than half of present directors are in agreement; remuneration shall be disbursed at one time and reported to the shareholders' meeting.

- Article 25 If there is a surplus at the year-end account closure, it should be allocated according to the following order.
- (I) Pay taxes.
 - (II) Make up for losses.
 - (III) Withdrawal 10% to the statutory surplus reserve; however, this is not applicable if the accumulated statutory surplus reserve has reached the total paid-in capital of the company.

(IV) Allocation or reversal of a special surplus reserve in accordance with laws or regulations set forth by the authorities concerned.

If a surplus remains after adding the undistributed surplus accumulated at the beginning of the period, the Board of Directors shall formulate a surplus distribution proposal and submit a resolution to distribute dividends amongst shareholders at the shareholders' meeting.

This company shall, according to Article 240 Paragraph 5 of the Company Act, distribute dividends and bonuses in whole or in part as cash; the Board of Directors is authorized to approve distribution and submit a report to the shareholders' meeting if more than two third of directors are in attendance in the Board of Directors meeting and if more than half of all present directors are in agreement; if issuing new shares, a request should be submitted to the shareholders' meeting to determine a resolution for distribution.

This company is currently in the growth phase of industry development and the distribution of dividends must consider the company's future capital expenditure budget and capital requirements in combination with future long-term financial plans, investment environments, and industry competition. The distribution of shareholders' dividends for the current year shall be at a rate of no less than 10% of the remaining distributable earnings issued to shareholders according to their shareholding ratio; the distribution ratio of cash dividends shall be no less than 10% of the total dividends distributed.

- Article 25-1 This company shall, according to Article 241 Paragraph 1, distribute all or part of the statutory surplus reserve and capital reserve as new shares or cash in proportion to shareholders' existing shares; when distributing in cash, the Board of Directors is authorized to approve distribution and submit a report to the shareholders' meeting if more than two third of directors are in attendance in the Board of Directors meeting and if more than half of all present directors are in agreement.
- Article 26 The company's articles of association and operation rules shall be stipulated otherwise by the Board of Directors.

Chapter 7 Supplementary Provisions

- Article 27 If there are matters not covered by the articles of association, they shall be handled according to the Company Act and relevant laws and regulations.
- Article 28 The articles of association were established on March 28, 2001.
The 1st revision was made on September 22, 2002.
The 2nd revision was made on July 16, 2004.
The 3rd revision was made on November 23, 2004.
The 4th revision was made on June 27, 2005.

The 5th revision was made on January 12, 2006.
The 6th revision was made on November 24, 2006.
The 7th revision was made on February 27, 2007.
The 8th revision was made on August 16, 2007.
The 9th revision was made on May 10, 2012.
The 10th revision was made on October 22, 2012.
The 11th revision was made on October 16, 2014.
The 12th revision was made on June 29, 2015.
The 13th revision was made on June 27, 2016.
The 14th revision was made on June 29, 2018.
The 15th revision was made on January 17, 2019.
The 16th revision was made on May 28, 2019.
The 17th revision was made on May 28, 2020.

WinWay Technology Co., Ltd.

Chairman: Mark Wang

Appendix 2 Rules of Procedure for the Shareholders' Meeting<Before Revision>

Rules of Procedure for the Shareholders' Meeting

- Article 1 In order to establish governance standards, sound supervisory functions, and enhance the management functions of shareholders' meetings at this company, these rules were established by referencing the provisions of Article 5 in the Republic of China's "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".
- Article 2 Unless otherwise specified by law or the articles of incorporation, the rules of procedure at this company's shareholders' meetings shall be handled according to the terms of these rules.
- Article 3 If there are shareholders' meeting matters not covered by the articles of association or laws and regulations, they shall be stipulated otherwise by the Board of Directors.
- Thirty or fifteen days prior to a regular shareholders' meeting or extraordinary shareholders' meeting, the company shall create a digital file including a notice to convene the shareholders' meeting, power of attorney forms, and details regarding matters for ratification and discussion, the appointment or dismissal of directors, supervisors or other proposals for upload to the public information website. Additionally, the shareholders' meeting handbook and supplementary information should be produced in a digital file and uploaded to the public information website twenty one days in advance of regular shareholders' meetings or fifteen days in advance of extraordinary shareholders' meetings. The shareholders' meeting handbook and supplementary information must be provided fifteen days in advance of shareholders' meetings for shareholder perusal; the meeting handbook should be made available at the company, stock agency, and issued publicly at the shareholders' meeting. Notices and announcements must clearly state the reason convening; electronic methods of notification are permitted with the consent of the notified persons. Appointment or dismissal of directors, amendments to the articles of association, capital reduction, application for the cessation of public offering, permitting director competition, capital increase from surplus, capital increase from public reserves, company dissolution, merger, split, or the various matters of Article 185 Paragraph 1 of the Company Act, matters relating to Article 26-1 and 43-6 of the Securities and Exchange Act, Article 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers are prohibited from extraordinary motions and must be clearly listed and explained in the agenda for convening.
- If the agenda for convening a shareholders' meeting clearly states that an election will be held to replace all directors as well as a date on which newly elected directors will take office, extraordinary motions or other methods may not be utilized in the same shareholders' meeting to change the appointment date of directors after they have been elected. Shareholders who hold 1% or more of the total number of issued shares may submit a proposal to the company's general shareholders' meeting. This is limited to 1 proposal; any proposals exceeding this number will not be included in deliberations. Shareholders may submit proposals and recommendations that urge the company to enhance public welfare or fulfill our corporate social responsibility; procedurally, a limit of 1 proposal is permitted according to the provisions of Article 172-1 of the Company Act. Any proposals exceeding this number will not be included in deliberations.
- The company shall announce the acceptance of shareholders' proposals, written or electronic acceptance methods, acceptance locations, and acceptance period before the book closure

date and before the general shareholders' meeting; the acceptance period may not be shorter than ten days.

Proposals submitted by shareholders shall be limited to 300 words, with those exceeding the limit excluded from deliberations; shareholders submitting a proposal should personally attend or designate a proxy to the regular shareholders' meeting to participate in the discussions of the proposal.

This company should notify shareholders who have submitted proposals prior to the announcement of convening the shareholders' meeting and give notice for proposals that will be deliberated during the meeting if they meet the provisions of this article. The Board of Directors shall provide explanations for shareholders' proposals excluded from the meeting at the shareholders' meeting.

Article 4 Shareholders must provide a power of attorney issued by the company clearly specifying the scope of authorization for entrusting a proxy to attend the shareholders' meeting. Each shareholder must provide an individual power of attorney limited to designating one individual as proxy; the power of attorney must be delivered to this company 5 days in advance of the shareholders' meeting. If there are multiple copies of a power of attorney, the first to be delivered shall govern. However, this is not applicable if the notice for proxy has been rescinded.

If the proxy has already been delivered to this company and the shareholder decides they wish to personally attend the meeting or exercise his or her voting rights in writing by electronic means, the concerned shareholder should notify this company in writing two days prior to the shareholders' meeting to rescind the notice for proxy. If the shareholder fails to do so by the deadline, the voting right cast by the proxy shall govern.

Article 5 The shareholders' meeting's venue should be located at this company or a location that is suitable for convening the event and convenient for shareholders to attend. The meeting should begin no earlier than 9:00 AM or later than 3:00 PM; the meeting's venue and start time should take into full consideration the opinions of independent directors.

Article 6 This company should issue convening notices to shareholders clearly stating the check-in time, venue, and other matters of concern regarding the shareholders' meeting. The check-in time of shareholders as mentioned above should be handled at least 30 minutes before the meeting begins; the check-in area should be clearly labeled with a sufficient amount of attending staff.

Shareholders and their designated proxies ("shareholders") should present their invitation, check-in card, or other documents of attendance to enter the shareholders' meeting; this company shall not arbitrarily require other supporting documents for shareholders to attend; proxies providing a power of attorney must carry identification documents for verification.

This company shall provide a sign-in book for attending shareholders to check-in; otherwise, attending shareholders should submit their check-in cards as proof of their attendance.

This company shall provide items such as a meeting handbook, annual report, attendance pass, statement slip, votes, and other meeting data

to shareholders in attendance; if an election for directors takes place, additional ballots should be provided. In the event that government or legal entities are shareholders, the representative attending the shareholders' meeting is not limited to one person. If a legal entity entrusts a proxy to attend the shareholders' meeting, they may only designate one representative for attendance.

Article 7 If the shareholders' meeting is convened by the Board of Directors, the Chairman shall be appointed as Chair; if the Chairman is on leave or may not exercise their powers and duties for any reason, the Vice Chairman shall act in their place. If the Vice Chairman is unavailable

or on leave and cannot exercise their powers and duties for any reason, the Chairman may designate the Managing Director to act as proxy; if a Managing Director has not been established, a member of the board shall be appointed as proxy. In the event that the Chairman has not designated a proxy, the Managing Director or Directors shall each designate a person as proxy. If the Managing Director or Director is appointed as Chair, the individual must have an understanding of the company's financial and business status as well as be employed for a duration of more than 6 months. The same applies where the Chair is the representative of an institutional director.

Shareholders' meetings convened by the Board of Directors should be personally presided by the Chairman with more than half the Board of Directors and at least 1 member from each functional committee present in attendance; the attendance records should be recorded in the shareholders' meeting minutes.

If the meeting is convened by any other person besides the Board of Directors who is entitled to convene the meeting, such person shall be the chairman to preside at the meeting. If there are more than two persons convening the meeting, then shall be the one elected by the other. This company may designate retained lawyers, certified public accountants, or relevant personnel to attend the shareholders' meeting.

Article 8 This company must record uninterrupted video and audio for the entire duration of the event from acceptance of shareholder check-in to the process of shareholders checking in, the proceedings of the meeting, as well as voting and the vote counting process. The video and audio data mentioned above should be preserved for a minimum of 1 year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

Article 9 Attendance of the shareholders' meeting shall be calculated based on shares. The number of shares in attendance shall be calculated according to the sum of signatures in the sign-in book or submitted check-in cards with the number of shares exercising voting rights through written or electronic means.

The Chairman shall call the meeting to order at the time scheduled for the meeting and announce relevant information including the number of shares without voting rights and the number of shares in attendance at the same time. However, if the number of shares represented by the shareholders present at the meeting has not yet constituted the quorum at the time scheduled for the shareholders' meeting, the Chairman may postpone the time for the shareholders' meeting. The postponements shall be limited to two times at most and the shareholders' meeting shall not be postponed for longer than one hour in aggregate. If after two postponements there are an insufficient number of shareholders representing one-third of total outstanding shares in attendance, the Chairman shall announce the adjournment of the meeting.

If no quorum can yet be constituted after the two postponements above but the shareholders in attendance represent more than one-third of the total outstanding shares, shareholders' meeting tentative resolutions can be made in accordance with Paragraph 1 of Article 175 of the Company Act. Shareholders shall be informed of such tentative resolutions and the shareholders' meeting will be convened within one months.

If a sufficient number of shares become present to constitute a quorum before the end of the meeting, the Chairman may then re-submit the tentative resolutions to the shareholders' meeting for approval in accordance with Article 174 of the Company Act.

Article 10 The agenda of the shareholders' meeting convened by the Board of Directors shall be set by the Board of Directors. All relevant proposals shall be voted on case-by-case. The meeting shall be conducted in accordance with its agenda, which may not be changed unless resolved

during the shareholders' meeting.

The above provision applies mutatis mutandis to cases where the meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

The Chairman may not announce the adjournment of the meeting prior to resolving the scheduled agenda (including extraordinary motions) mentioned in the two paragraphs above; if the Chairman announces adjournment of the meeting in violation of rules, other members of the Board of Directors should promptly assist shareholders present in accordance with legal procedures to exercise the voting rights of shareholders in attendance and elect an individual through majority vote to act as Chair and continue the meeting.

The Chair must allow adequate opportunity to explain and discuss the various proposals, amendments, or extraordinary motions proposed during the meeting. The Chair may announce to discontinue further discussion and proceed with voting if the issue in question is considered to have been sufficiently discussed; the Chair shall also provide sufficient time for voting.

Article 11 Shareholders who wish to speak during the meeting must produce statement slips detailing the topics and the shareholders' account numbers (or the attendance pass numbers) so that the Chair may determine the order of speaking.

A shareholder present at the meeting that merely submits a statement slip without speaking is considered not to have spoken. If the contents of the statement do not conform to the contents of the statement slip, the contents of the statement shall govern.

All shareholders may not speak more than twice, no more than 5 minutes each time, for an agenda item without the Chair's consent; if shareholders statements violate rules or exceed the scope of topic, the Chair must stop them from speaking.

Unless given consent by the chairperson and the speaking shareholder, other shareholders may not speak to interrupt when a shareholder is speaking; otherwise, the chairperson shall stop the interruption.

In the event an institutional shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda item. After a shareholder present at the meeting speaks, the chairperson may reply in person or assign relevant personnel to reply.

Article 12 Voting at the shareholders' meeting shall be calculated based on shares.

The number of shareholder's shares without voting rights are not calculated in the total number of outstanding shares for resolutions in the shareholders' meeting.

Shareholders who have their own interests in agenda items of the meeting that may be harmful to the interests of the company shall not participate in voting and may not act as proxies to exercise the voting rights of other shareholders.

The number of shares that may not exercise voting rights as mentioned above are not calculated into the number of votes of shareholders in attendance.

With the exception of trust enterprises or stock affairs agencies approved by the competent securities authority, the votes that may be cast by one proxy representing two or more shareholders shall not exceed three percent of the votes of total shares issued; any votes in excess of that limit shall not be counted.

Article 13 Each shareholder share possesses one vote; however, this is not applicable to individuals without voting rights as set forth in the provisions of Paragraph 2, Article 179 of the Company Act

for the following circumstances:

I. The company's holdings of its own shares.

II. The shares of the company held directly or indirectly by subsidiaries that hold more than

half of the total number of outstanding shares with voting rights or total capital.

III. The shares of the company held directly or indirectly by this company, subsidiaries, this company's holding companies, and their subsidiaries that account for more than half of the total number of outstanding shares with voting rights or total capital.

When convening shareholders' meetings, this company should exercise voting rights through electronic means and in writing; when exercising voting rights through writing or electronic means, the method should be clearly stated in the shareholders' meeting's convening announcement. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the shareholders' meeting in person. However, they are deemed to abstain from any extraordinary motions or amendments to original motions at the shareholders' meeting; as such, this company should avoid proposing extraordinary motions or amending original motions when possible.

The above shareholders who utilize written or electronic means to exercise their voting rights should deliver their manifestation of intention to the company 5 days prior to the shareholders' meeting; if there is more than one manifestation of intention, the first to be delivered shall govern. This is not applicable for manifestation of intentions prior to statement revocation.

If shareholders wish to personally attend the shareholders' meeting after exercising their voting rights through written or electronic means, they must submit a manifestation of intention to revoke the exercise of their voting right in the same manner as above one day prior to the shareholders' meeting, at the latest; if the deadline is passed before revocation, the written or electronic means of exercising their voting rights shall govern. If the exercise of voting rights is done by written or electronic means and a power of attorney designates a proxy to attend the shareholders' meeting, the voting right exercised by the proxy in attendance shall govern.

The voting of motions is passed through a majority vote of shareholders in attendance unless otherwise governed by laws and regulations and this company's articles of association. When voting, shareholders shall vote on a case-by-case basis; results of shareholders' consent, objection, or abstention votes should be announced on the public information website on the day the shareholders' meeting is convened.

Where there is an amendment or an alternative for a motion, the Chairperson shall determine the order in which they are to be voted on with the original motion. If one of the motions has been passed, the other motions will be deemed to be rejected without requiring further voting.

The Chairperson shall appoint monitors and ballot counters for voting on motions; however, the monitors must be shareholders.

The counting process of the voting and election shall be announced at the venue of the meeting once completed, including the weights, and the result of voting shall be recorded.

Article 14 The election of directors at the shareholders' meeting must comply with the relevant rules established by this company; results including the list of elected directors and their voting weights as well as the list of unsuccessful candidates and the weight of their votes received should be announced immediately.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the supervisor(s) and kept in proper custody for at least one year. The litigations brought by shareholders in accordance with Article 189 of Company Act shall be recorded until closed.

Article 15 The shareholders' meeting's resolutions should be included in meeting minutes and either signed or stamped with the Chairperson's chop; the meeting minutes shall be distributed to

all shareholders within 20 days of the meeting. The preparation and distribution of meeting minutes may be disseminated through electronic means.

The preceding paragraph's dissemination of meeting minutes must also be announced by this company on the public information website.

Meeting minutes should factually record the meeting's date, venue, Chairperson's name, means of resolution, meeting summary and record of voting results (including statistical weights); if an election is held for directors, the number of votes secured by each winning candidate should be disclosed. It should be preserved in perpetuity throughout the existence of this company.

Article 16 The number of shares acquired by solicitors and represented by proxies shall be clearly disclosed at the shareholders' meeting in a statistic table prepared by the company in accordance with the required format on the day of the shareholders' meeting.

If resolutions determined at the shareholders' meeting are material information as stipulated by the laws and regulations of the Taipei Exchange, the company shall transmit this content to the public information website within the specified time.

Article 17 Staff handling administrative affairs of the shareholders' meeting shall wear identification badges or arm-bands.

The Chairman may instruct disciplinary officers or security guards to assist with keeping order in the meeting venue. When assisting with maintaining order, disciplinary officers or security guards shall wear arm-bands or identification badges marked "Disciplinary Officers" for identification purpose.

If a public-address system is available at the venue, the Chairman may stop shareholder's speech if equipment outside the Company's setting is utilized.

Persons that violate the rules, interfere with the procedures of the shareholders' meeting, or disobeys the Chairman's instructions will be asked by disciplinary officers or security personnel to leave the venue.

Article 18 During the meeting, the Chairman may, at their discretion, set time for recess. In case of incidents of force majeure, the Chairman may decide to temporarily suspend the meeting and announce, depending on the situation, when the meeting will resume.

Before the agenda set forth in the shareholders' meeting (including provisional motions) are concluded, if the meeting place cannot continue to be used for the meeting, then, by resolution of the shareholders, another place may be sought to resume the meeting.

The shareholders' meeting must comply with the provisions set forth in Article 182 of the Company Act and decide to postpone or resume the meeting within 5 days.

Article 19 These rules shall come into force on the approval of the shareholders' meeting, as shall any amendment.

The 1st edition of these rules was passed on September 19, 2014.

The 1st revision was made on May 28, 2019.

The 2nd revision was made on May 28, 2020.

The 3rd revision was made on July 30, 2021.

Appendix 3 Management Measures for Acquisition or Disposal of Assets <Before Revision>

Management Measures for Acquisition or Disposal of Assets

Article 1 The Management Measures have been stipulated to protect assets and implement information disclosure.

Article 2 The Measures have been stipulated according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and related laws and regulations.

Article 3 Scope of assets:

- I. Securities: Include investments in shares, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, asset-backed securities, etc.
- II. Real property (including land, houses and buildings, and investment property) and equipment.
- III. Memberships.
- IV. Intangible assets: Include patents, copyrights, trademarks, franchise rights, and other intangible assets.
- V. Right-of-use assets.
- VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- VII. Derivatives.
- VIII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- IX. Other major assets.

Article 4 Terminology definitions

- I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
- II. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
- III. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.

- V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier. However, for investments that require the approval of the competent authority, the date of occurrence shall be determined as the earlier between the above dates and the date approved by the competent authority.
- VI. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- VII. Within one year: Refers to the year preceding the date of asset acquirement or disposal. Items duly announced need not be counted.
- VIII. Most recent Financial Statement: Refers to the audited or reviewed financial statements duly disclosed by the Company prior to the acquisition or disposal of assets.
- IX. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
- X. Securities exchange: Domestic securities exchange refers to the Taiwan Stock Exchange Corporation; foreign securities exchange refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
- XI. Over-the-counter venue ("OTC venue", "OTC"): Domestic OTC venue refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; foreign OTC venue refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.
- XII. The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.

Article 5 Amounts invested in real estate property for non-business use and securities:

The acquisition and disposal of securities, real estate, and equipment shall be implemented after submission to and approval of the Company's responsible unit according to the approval authority. For the acquisition or disposal of assets requiring the approval of the Board of Directors or Shareholders' Meeting according to the Company Act or Securities and Exchange Act, resolution must be given according to the law before implementation.

In addition to acquisition of assets for operating purposes, the Company and its subsidiaries may invest in real estate property and securities for non-operating purposes, of which the limits on the amount are as follows:

Item	Company_limit	Subsidiary_limit
Real estate for non-operating purposes_total	Not to exceed 50% of ASE's net worth on the latest financial statements.	Not to exceed 20% of the net worth on the latest financial statements.
Investments in short-term securities_total	Not to exceed 50% of ASE's net worth on the latest	Not to exceed 20% of the net worth on the latest

	financial statements.	financial statements.
Investments in short-term securities_individual	Not to exceed 25% of ASE's net worth on the latest financial statements.	Not to exceed 10% of the net worth on the latest financial statements.
Long-term investments in securities_total	Not to exceed 50% of ASE's net worth on the latest financial statements.	Not to exceed 50% of the net worth on the latest financial statements.
Long-term investments in securities_individual	Not to exceed 35% of ASE's net worth on the latest financial statements.	Not to exceed 25% of the net worth on the latest financial statements.

Article 6 Qualifications and responsibilities of external experts

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the requirements of Article 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies:

Article 7 Procedure for Acquisition or Disposal of Real Estate Property or Equipment

- I. Appraisal and Operating Procedures: Acquisition or disposal of real estate property and equipment by the Company shall follow the “real estate, factories and equipment cycle” under the Company’s internal control system.
- II. Procedure for Determining Transaction Conditions and Authorized Amounts:
 1. Acquisition or disposal of real estate property shall be based on the publicly announced current value, appraised value and actual sale prices of neighboring property to determine the transaction terms and the transaction price. An analysis report shall be prepared and submitted to the President and Chairperson of the Board. The authorized allowance shall be handled according to the Company’s approved authority level.
 2. Acquisition or disposal of equipment shall be conducted by way of one of the following methods: Price inquiry, price competition, price negotiation or bidding. The authorized allowance shall be handled according to the Company’s approved authority level.
 3. With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the supervisors. Additionally, if the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.
- III. Implementing unit: When the Company acquires or disposes of real estate or equipment, it shall submit for approval in accordance with approval authority stipulated in the preceding paragraph; the using unit and human resources unit shall be responsible for execution.
- IV. Asset valuation procedure: In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a

domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where 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 measures shall be followed for any future changes to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. If the following situation occurs with regard to the professional appraisal report, the Company shall engage a CPA to handle the case in accordance with the provisions of the Statement of Auditing Standards No. 20 published by ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.
 - (1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - (2) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. However, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
5. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be used as a substitute for the appraisal report or CPA opinion.

Article 8 Procedures for the Acquisition or Disposal of Securities

- I. Appraisal and Operating Procedures: The purchase and sale of securities of the Company shall be handled in accordance with the Company's internal control system and investment cycle procedures.
- II. Procedure for Determining Transaction Conditions and Authorized Amounts
 1. The purchase and sale of securities on the centralized exchange market or the business office of a securities firm shall be determined by the responsible unit based on judgment through market research. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level.
 2. For the purchase and sale of securities not on the centralized exchange market or the business office of a securities firm, the Company shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price; also to be considered are its net worth per share, profitability, and future development potential, etc. Furthermore, the unrealized profit or loss analysis report for securities shall also be proposed. The authorized allowance shall be handled according to the Company's approved authority level.
 3. With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the company's procedures or other laws or

regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the supervisors. Additionally, if the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.

- III. Implementing unit: When the Company invests in securities, it shall be subject to the aforementioned approval authority, and the financial unit shall be responsible for their implementation.
- IV. Appraisal of the transaction price: For the acquisition or disposal of securities by the Company, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price. If the dollar amount of the acquiring or disposing of securities is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.

Article 9 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-Use Assets Thereof or Memberships

- I. Appraisal and Operating Procedures: Acquisition or disposal of intangible assets, right-of-use assets thereof or memberships by the Company shall follow the procurement and payment cycle under the Company's internal control system.
- II. Procedure for Determining Transaction Conditions and Authorized Amounts:
 - 1. Acquisition or disposal of memberships shall be based on fair market prices to determine the transaction terms and prices, which will be placed in analysis reports to be reported to the Chairperson. The authorized amount shall be determined according to the levels of authority in the Company.
 - 2. Acquisition or disposal of intangible assets shall be based on expert opinions or fair market prices to determine the transaction terms and prices, which will be placed in analysis reports to be reported to the Chairperson. The authorized amount shall be determined according to the levels of authority in the Company.
 - 3. With respect to the Company's acquisition or disposal of assets that is subject to the approval of the Board of Directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to the Audit Committee. Additionally, if the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.

- III. Implementing unit: When the Company acquires or disposes of intangible assets, right-of-use assets thereof or memberships, the using unit and finance unit or human resources unit shall be responsible for implementation after approval is obtained according to the Company's authority levels.
- IV. Expert assessment report on intangible assets, right-to-use assets thereof, or memberships: Where the Company acquires or disposes of memberships, intangible assets, or right-of-use assets thereof 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.

Article 10 Transaction Amount Calculation

The calculation of the transaction amounts referred to in the three articles above shall be done in accordance with Item 5, Paragraph 1, Article 15, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies need not be counted toward the transaction amount.

Article 11 Procedures for Related Party Transactions

- I. When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised according to the Measures, if the transaction amount reaches 10% or more of the Company's total assets (the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used), the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the Procedures. Additionally, when judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.
- II. Appraisal and Operating Procedures:
 - 1. When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except when trading of domestic government bonds or bonds under repurchase and resale agreements, or subscribing or redeeming domestic money market funds issued by securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to and approved by the Board of Directors and ratified by the supervisors:
 - (1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
 - (2) The reason for choosing the specific related party as the transaction counterparty.
 - (3) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms shall be conducted in accordance with Paragraph 3

of this Article.

- (4) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
 - (5) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
 - (6) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with Paragraph 1 of the Article.
 - (7) Restrictive covenants and other important stipulations associated with the transaction.
2. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 15, Paragraph 1, Paragraph (5) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been reported to and approved by the Board of Directors according to the Shareholders' Meeting according to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, and ratified by the supervisor need not be counted toward the transaction amount.
 3. With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiary, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's Board of Directors may delegate the Chairperson to decide such matters when the transaction is within a certain amount according to the authorized amount, level, executing unit, and transaction procedure, and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:
 - (1) Acquisition or disposal of equipment or right-of-use assets thereof held for business purposes.
 - (2) Acquisition or disposal of real property right-of-use assets held for business purposes.

4. If the Company has established independent directors, when the transactions in the acquisition or disposal of assets by the Company is proposed for discussion by the Board of Directors in accordance with regulations, Independent Directors' opinions must also be fully taken into consideration. Any objections or qualified opinions made by Independent Directors must be detailed in Board meeting minutes.

III. Reasonability assessment of the transaction cost:

1. When the Company acquires real estate or the right-of-use assets thereof from a related party, unless the related party acquires the real estate and the right-of-use assets thereof through inheritance or as a gift, or the related party contracts to acquire the real estate or the right-of-use assets thereof more than 5 years before the signing date of the transaction, or a joint construction contract is signed with a related party, or the related party is commissioned to build or lease the acquired real estate for the Company and subsidiary or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, to acquire real estate and the right-of-use assets thereof for operational use, the accountant shall be asked to conduct a review and express specific opinions, and assess the reasonability of the trade cost according to the following methods:
 - (1) Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is

imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

- (2) Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this may not apply where the financial institution is a related party of one of the trading counterparties.
2. Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
3. Where the Company acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real estate property or right-of-use assets thereof in accordance with the first subparagraph of the paragraph, the Company shall also engage a certified public accountant to re-check the appraisal and render a concrete opinion.
4. Where the Company acquires real estate property from a related party and the results of appraisals conducted in accordance with Subparagraph 1 of the Paragraph are uniformly lower than the transaction price, it shall process in accordance with Subparagraph 3 of the Paragraph. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction may not apply:
 - (1) Where the related party acquires undeveloped or leased land for construction, it may submit proof in compliance with one of the following conditions:
 - A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
 - (2) Where the Company is acquiring real property or obtaining real property right-of-use assets through leasing from a related party and provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.
 - (3) Completed transactions involving neighboring or closely valued parcels of land in the preceding in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly

announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or other right-of-use assets.

5. Where the Company acquires real estate property or other right-of-use assets from a related party and the results of appraisals conducted in accordance with Item (1) of this Paragraph are uniformly lower than the transaction price, the following steps shall be taken:

- (1) A special reserve shall be set aside in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real estate property or other right-of-use asset transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the Company's investor is a public company that uses the equity method to account for its investment in the Company, a special reserve shall be also set aside pro rata in a proportion consistent with such investor's shareholding in the Company in accordance with Paragraph 1, Article 41 of Securities and Exchange Act.
- (2) Supervisors shall handle the relevant matters in accordance with Article 218 of the Company Act. An Audit Committee has been established in accordance with the Act. The preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the Audit Committee.
- (3) Actions taken pursuant to items 1 and 2 of this Article shall be reported to a General Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and investment prospectus.

6. In the event that the Company has set aside a special reserve under the preceding paragraph, the Company may not utilize such special reserve unless it has recognized a loss on decline in market value of the real property it purchased or leased at a premium, such real property has been disposed of, the leasing contract has been terminated, adequate compensation has been made, the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the Executive Yuan Financial Supervisory Commission has given its consent.

7. When the Company obtains real estate property or other right-of-use assets from a related party, it shall also comply with the Item (4) if there is other evidence indicating that the acquisition was not an arm's length transaction.

Article 12 Measures for Acquiring or Disposing of Claims of Financial Institutions

In principle, the Company does not engage in transactions to acquire or dispose of the claims of financial institutions. If it intends to engage in transactions to acquire or dispose of the claims of financial institutions in the future, it will report to the Board of Directors for approval before determining its evaluation and operating procedures.

Article 13 Measures for Acquiring or Disposing of Derivatives

I. Transaction principles and strategies:

1. Type of transactions: Derivative financial products engaged in by the Company refers to the definition of derivative products in Paragraph 1, Article 4 of the Procedures.
2. Management (Hedging) Strategy: The purpose of derivatives trading engaged in by the Company shall be risk hedging. The traded products shall be chosen to hedge the risks generated by the Company's operations. The currency held shall match the foreign

currency required for the export and import operations of the Company. The evening of the Company's overall internal position (referring to foreign currency income and expenditure) shall be used as the principle for lowering the overall currency exchange risks of the Company and the operational costs of currency exchange. Trades for other specific purposes shall be carefully evaluated and submitted to the Board of Directors for approval before implementation.

3. Division of responsibilities

(1) Finance unit:

- A. The responsible accountant shall establish the transaction, provide position reports and confirmation of transactions, and produce payment vouchers according to the various documents, in order to complete the relevant accounting statements.
- B. Follow up on market information, assess trends and risks, become familiar with derivative products, rules, and laws, and provide sufficient and timely information to relevant units for reference.
- C. Estimate the Company's overall demand for foreign currencies and other hedging positions. Avoid risks and lock in benefits and costs according to the Company's policies. Understand the position trading of different derivative product and evaluate the unrealized profit and loss according to market price.
- D. Calculate the cash flow in detail according to the use of the bank's quota, in order to facilitate clearing operations by financial personnel after the transaction.
- E. Responsible for developing and revising the relevant procedures for derivative trading and compile the regular trade records of the Company and subsidiaries, in order to facilitate overall management and the announcement of monthly trades.

F. Trade personnel:

Responsible for formulating the strategy of the entire company's financial commodity trading.

The trade personnel shall regularly calculate the position every week, collect market information, conduct trend assessments, and formulate the operating strategy, which shall be used as the basis for trading after approval is obtained according to the authority levels.

Conduct trades according to the authorization level and existing strategies.

When major changes occur in the financial market and the trade personnel deems that the existing strategy is no longer applicable, the strategy shall be re-formulated and shall serve as the basis for trading after approval is obtained from the President and Chairperson.

- (2) Audit unit: The Company shall periodically evaluate the suitability of internal controls of derivatives, conduct a monthly audit on how the trading unit complies with the procedures for engaging in derivative transactions, and prepare an audit report to submit to the Chairperson and the Board of Directors.
- (3) Performance evaluation: The finance unit shall regularly assess the net profit and loss and provide the foreign exchange position report to the responsible manager to act as reference for management and basis for performance evaluations, in order to adjust and improve the risk avoidance strategy.
- (4) Determination of the total contract amount and the maximum loss limit:
 - A. Total contract amount.

Hedging transaction limit: The finance unit shall monitor the overall position of the Company in order to avoid transaction risks. The transaction amount limit shall be based on the discrepancy between the existing and 6 month projection of the

acquired or generated internal position (assets or liabilities) of the Company. If the limit is exceeded, it shall be reported to the Chairperson for ruling.

Trades for specific purposes: Unless approved by the Board of Directors, transactional commodity trading shall not be engaged in. If approved by the Board of Directors, the total contract amount of the Company's net accumulated position in trades for specific purposes shall be capped at 5% of the Company's operating revenue in the most recent quarter.

B. Setting the maximum loss limit: Apart from hedging commodity trading, single trade risks shall not exceed US\$100 thousand and losses of all positions shall not exceed US\$500 thousand or equivalent foreign currency amounts. This should be used as the stop loss point. Any changes to the above limits are subject to the approval of the Board of Directors.

II. Risk management measures

1. Management of credit risks: The trade subject of the Company shall be a bank or internationally known financial institution that has contact with the Company, which is able to provide professional information.
2. Management of market price risk: The Company shall monitor the derivative financial product risks caused by market price changes due to interest rate changes, exchange rate changes, or other factors.
3. Management of liquidity risks: In order to ensure market liquidity, financial products with higher liquidity (can be evened on the market at any time) shall be chosen. The trusted financial institution must have sufficient information and the ability to conduct the trade in any market at any time.
4. Management of cash flow risk: In order to ensure the stability of the Company's operational fund turnover, the source of funds for derivatives trading by the Company is limited to its proprietary funds and the operational amount should consider the funding requirements for projected cash revenue and expenditure in the next three months.
5. Management of operating risk:
 - (1) Comply with the Company's requirements for authorization limits, operating procedures, and include internal audits to avoid operational risks.
 - (2) Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
 - (3) The risk assessment, monitoring, and control personnel shall be in different departments from those described in Point 2. They shall report to the Board of Directors or the senior management personnel who are not responsible for trade or position decision-making.
 - (4) The positions held for derivatives transactions must be evaluated once a week. However, hedging transactions required for operations must be evaluated twice a month. The evaluation report must be sent to the senior manager authorized by the Board of Directors, and a copy shall be submitted to the Audit Supervisor.
6. Management of product risk: The internal trade personnel shall have complete and accurate professional knowledge related to the financial products. The bank shall be required to fully disclose the risks to avoid misuse of financial product risks.
7. Management of legal risk: The documents signed with the financial institution shall be reviewed by the foreign exchange and legal affairs professionals or legal counsel before signing, in order to avoid generating legal risks.

III. Internal audit system:

1. The internal auditors shall regularly check the adequacy of the Company's internal control system for derivatives trading and conduct monthly audits on the Transaction Department to ensure compliance with the Procedures and analyze transaction cycling. Audit reports shall be produced. The auditors are required to advise the supervisor in writing if any significant violations are found.
 2. The internal auditors shall submit the Audit Report along with the implementation status of the internal annual audits to the FSC before the end of February of the following year. The Company shall also file improvements for the irregularities to the FSC for reference before the end of May at the latest.
- IV. Regular evaluation method:
1. The Board of Directors shall authorize senior executives to regularly supervise and evaluate whether derivatives transactions are actually handled in accordance with the Company's transactions procedures, and whether the risks borne are within the tolerable range; when there are abnormal situations in the market price evaluation report (such as holding positions exceeding maximum loss limit), it must immediately be reported to the Board of Directors and response measures must be taken.
 2. The positions held for derivatives transactions must be evaluated once a week. However, hedging transactions required for operations must be evaluated twice a month. The evaluation report must be sent to the senior manager authorized by the Board of Directors, and a copy shall be submitted to the Audit Supervisor.
- V. Principles for supervision by the Board of Directors when the Company is engaging in derivatives trading
1. The Board of Directors shall designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk. Management principles are as follows:
 - (1) Periodically evaluate whether the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the Measures.
 - (2) When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors; if the Company has independent directors, an independent director shall be present at the meeting and express an opinion.
 2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
- VI. The Company shall report to the next upcoming meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with the provisions of the Measures.
- VII. When the Company engages in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated under Paragraph 4, Subparagraph (2) and Paragraph 5, Subparagraphs (1) and (2) of this Article shall be recorded in detail in the log book.

Article 14 Procedures for Mergers, Demergers, Acquisitions, or Transfer of Shares

- I. Appraisal and Operating Procedures
 1. When participating in a merger, demerger, acquisition or transfer of shares, it is advisable for the Company to engage an attorney, a certified public accountant and an

underwriter to jointly develop an estimated schedule for the procedures prescribed by law, and a task force shall be organized to implement the actions in accordance with these procedures. Furthermore, prior to convening the Board of Directors meeting to resolve the matter, the Company shall engage a certified public accountant, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. The requirement for an opinion of the aforesaid experts is waived if the Company merges with a subsidiary in which it holds 100 percent of its shares or total capital whether directly or indirectly, or if a merger takes place between subsidiaries in which the Company holds 100 percent of their shares or total capital, whether directly or indirectly.

2. The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in Paragraph 1, Subparagraph (1) of this Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. However, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger or acquisition, this restriction shall not apply. Also, where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.
3. Other matters to implement
 - (1) Meeting date and record retention of the Board of Directors: When the Company participates in a merger, demerger, or acquisition, it shall convene a Board of Directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent. When the Company participates in a transfer of shares, it shall call a Board of Directors meeting on the day of the transaction, unless another act provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company, listed on an exchange or having its shares traded on an OTC market, shall prepare a full written record of the following information and retain it for 5 years for reference:
 - A. Basic identification data for personnel: Including the occupational titles, names and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition or transfer of another company's shares prior to disclosure of the information.
 - B. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract and the convening of a Board of Directors meeting.
 - C. Important documents and minutes: Including merger, demerger, acquisition and

share transfer plans, any letter of intent or memorandum of understanding, material contracts and minutes of Board of Directors meetings.

- D. When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in Points 1 and 2 of the preceding paragraph to the Executive Yuan Financial Supervisory Commission for recordation. Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company. Complete written records shall be prepared and retained according to the aforementioned regulation and provided for reference during reporting.
- (2) Prior commitment to confidentiality: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- (3) Principles for determining or changing the share exchange ratio or purchase price: Companies engaged in mergers, demergers, acquisitions or share transfers, shall, before convening a bilateral Board meeting to approve such matter, engage a CPA, attorney or securities underwriter to provide opinions on the reasonableness of the share exchange ratio, acquisition price, the cash or other property to be distributed to shareholders, etc. The proposal shall be submitted to the General Shareholders' Meeting. The share exchange ratio or purchase price in principle must not be arbitrarily altered, however, this does not apply to terms/conditions that the contract stipulates may be altered and that have been publicly disclosed. The conditions for changing the share exchange ratio or the purchase price are as follows:
- A. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
- B. An action, such as a disposal of major assets, that affects the Company's financial operations.
- C. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- D. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
- E. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
- F. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
- (4) The contract should contain: The contract of the merger, division, acquisition or share transfer shall specify the obligations of the companies participating in the merger, division, acquisition, or share transfer, and shall include the following matters:

- A. Handling of breach of contract.
 - B. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 - C. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 - D. The manner of handling changes in the number of participating entities or companies.
 - E. Preliminary progress schedule for plan execution, and anticipated completion date.
 - F. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- (5) When there is a change in the number of companies participating in the merger, demerger, acquisition, or transfer of shares: After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
 - (6) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the public company shall sign an agreement with the non-public company, and shall convene a board meeting on the date in accordance with Paragraph 2, Subparagraph (1) of this Article, the prior commitment to confidentiality in accordance with Subparagraph (2), and handle changes in the number of companies participating in the merger, demerger, acquisition, or transfer of shares in accordance with Subparagraph (5).

Article 15 Information Disclosure Procedure

- I. The reporting items and reporting standards shall be announced.
 - 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more. This excludes trading of government bonds, bond repurchases/resales, and subscription or redemption of domestic money market funds.
 - 2. Engaging in a merger, demerger, acquisition or transfer of shares.
 - 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
 - 4. Where the equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - (1) For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - (2) For a public company whose paid-in capital is NT\$10 billion, the transaction

amount reaches NT\$1 billion or more.

5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
6. Where an asset transaction other than any of those referred to in the preceding five 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:
 - (1) Trading of domestic government bonds.
 - (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.
 - (3) Trading of government bonds, bonds under repurchase and resale agreements, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.
7. The calculation method of the aforementioned transaction amount is as follows and within the preceding year as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the regulations need not be counted toward the transaction amount.
 - (1) The amount of any individual transaction.
 - (2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.
 - (3) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 - (4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

II. Deadline for announcements and reporting: Companies with items to be announced according to the Article and a transaction amount that needs to be reported shall publicly announce and report the relevant information on the designated website of the competent authority in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event when acquiring or disposing assets. All announcements shall be handled according to the relevant laws and regulations.

III. Public Announcement and Regulatory Filing Procedures:

1. The Company shall publish relevant information on the website designated by the competent authority for announcement and declaration according to the relevant laws and regulations.
2. The Company shall compile monthly reports on the status of derivatives trading

engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies according to the relevant laws and regulations, and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month.

3. When the Company makes an error or omission in an item required by regulations to be publicly announced, all the items shall be properly corrected and publicly announced in entirety within 2 days upon knowledge of its error or omission.
4. When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, log books, appraisal reports and opinions of the certified public accountant, attorney and securities underwriter at the Company headquarters, where they shall be retained for five years, except where another act provides otherwise.
5. If the following situations arise after the Company has announced or reported transactions according to the Paragraphs 1 and 2 of the article, the Company shall announce and report such matters within two days on the website specified by the competent authority:
 - (1) Change, termination or rescission of a contract signed in regard to the original transaction.
 - (2) The merger, demerger, acquisition or transfer of shares is not completed by the scheduled date set forth in the contract.
 - (3) Change to the originally publicly announced and reported information.

IV. Announcement format: According to the format announcement of the competent authority.

Article 16 Acquisition and disposal of assets by subsidiaries

- I. Subsidiaries which are domestic public companies shall also establish Regulations Governing the Acquisition and Disposal of Assets by Public Companies in accordance with the provisions of the Procedure. After the procedures have been approved by the Board of Directors, they shall be submitted to the supervisors and the subsidiary's Shareholders' Meeting for approval; the same applies for amendments.
- II. When a subsidiary of the Company acquires or disposes assets, single or cumulative transaction amount of more than NT\$2 million for the acquisition or disposal of assets in the previous month and the derivatives trading up to the end of the previous month shall be reported to the Company in writing before the 5th of each month. The Company's audit department shall include the derivatives trading operations of its subsidiaries as part of its monthly audit plans, and the results of the audit shall then be included as an essential item in the audit report to the supervisors.
- III. If a subsidiary of the Company is not a domestic public company, and its acquisition or disposal of assets by the subsidiary meets the standard for filing of public notice according to Paragraph 1 and Section 5, Paragraph 3 of Article 15, the Company shall undertake public announcement and notice on the subsidiary's behalf.
- IV. With regard to the standard for announcement or reporting by subsidiaries, the "20% of paid-in capital or 10% of total assets" requirement refers to the parent company's paid-in capital or total assets.

Article 17 Penalties

If an employee of the Company violates the Procedure when acquiring or disposing assets, it shall be regularly reported for evaluation according to the Company's personnel management measures and employee handbook. Punishment will be determined according to the severity of the violation.

Article 18 The Measures shall be implemented after it is approved by the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments. If an Audit Committee has been established, the Measures shall be implemented after it is approved by the Audit Committee and the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for amendments.

The measures were implemented on October 16, 2014.

The 1st revision was made on June 29, 2018.

The 2nd revision was made on May 28, 2019.

Appendix 4 Shareholdings of Directors

WinWay Technology Co., Ltd. Shareholdings of Directors

Records in the shareholder register as of April 25, 2022 are as follows:

Shareholdings of all directors:

Title	Name	Number of shares	Shareholding ratio
Chairman	He Wei Investment Co., Ltd. Representative: Mark Wang	3,499,559	10.21%
Director	Cliff Liu	1,114,962	3.25%
Director	Jason Chen	468,053	1.37%
Director	JQ Lee	1,443,155	4.21%
Director	Hock Woo Chiang	-	-
Independent Director	Hsiu Yi Hung	-	-
Independent Director	Ted Lee	-	-
Independent Director	Wilson Wang	-	-
Independent Director	Dennis Chang	-	-

(Note)

1. The Company's paid-in capital is NT\$342,650,000 and 34,265,000 shares have been issued.
2. The legally required number of shares held by all directors is 3,600,000 shares.
3. As of April 25, 2022, the Company's directors hold 6,525,729 shares, which has met the statutory requirements.