

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED

Agenda of the 2022 Annual Shareholders' Meeting

Time: June 10, 2022 (Friday), 9:00 a.m.

Venue: Conference Room, 4th Floor, No. 2-1, Section 1, Jinan Road, Taipei City
(National Taiwan University Alumni Association)

I. Announcement of the Meeting

II. Chairman's Speech

III. Report Items

(1) 2021 Annual Business Report

(2) Report of the Audit Committee on Review of the Financial Statements for the Year 2021

(3) Amendments to the "Code of Practice on Corporate Governance"

IV. Recognition

(1) Approval of Business Report and Consolidated Financial Statements of the Company for the Year 2021

(2) Approval of Statement of Deficit Off-setting for the Year 2021 of the Company

V. Discussion Items

(1) Amendments to the "Articles of Incorporation"

(2) Amendments to the "Operating Procedures for Acquisition or Disposal of Assets"

(3) Amendments to the "Rules of Procedure of the Shareholders' Meeting"

VI. Extemporaneous Motions

VII. Adjournment of the Meeting

Report Items

1. 2021 Annual Business Report is submitted for publication.

Note: For the Company's 2021 Annual Business Report, please refer to pages 7-13 (Attachment I) of this Manual.

2. The Report of the Audit Committee on Review of the Financial Statements for the Year 2021 is submitted for publication.

Note: For the Report of the Audit Committee on Review of the Financial Statements for the Year 2021, please refer to page 14 (Attachment II) of this Manual.

3. The Amendments to the "Code of Practice on Corporate Governance" is submitted for publication.

Note: The Company amends certain provisions of the Code of Practice on Corporate Governance in order to comply with the amendments to the decrees, laws and regulations of the competent authorities. Please refer to pages 31-33(Attachment V) of this Manual.

Recognition

First proposal by the board of directors

Approval of Business Report and Consolidated Financial Statements of the Company for the Year 2021 is submitted for approval.

Explanation: 1. The Consolidated Financial Statements of the Company for the Year 2021 have been audited by CPAs Wang Guohua and Liu Zimeng from PwC Taiwan, and have been approved by resolutions of the Fourth Session of the Fifth Audit Committee and the Fourth Session of the Fifth Board of Directors.

2. The 2021 Annual Business Report (please refer to pages 7-13 (Attachment I) of this Manual), the CPA's Audit Report and the Consolidated Financial Statements (please refer to pages 15-29 (Attachment III) of this Manual) are attached, which are submitted for approval.

Resolution:

Second proposal by the board of directors:

The Statement of Deficit Off-setting of the Company for the Year 2021 is submitted for approval.

Explanation: 1. The undistributed earnings of the Company at the beginning of the period amounted to NT\$ 199,208,402. After deduction of the write-off of treasury stock of NT\$ 2,507,413, and addition of the changes in the remeasured amount of the defined benefit plan for the current period of NT\$ 368,307 and the conversion from the revolving special surplus reserve - the translation of the financial statements of a foreign operating institution of NT\$ 309,392 and net loss after tax of NT\$ 307,227,124 in 2021, the total loss yet to be made up at the end of the period was NT\$ 109,848,436. It is intended to use the statutory surplus reserve to make up for the loss of NT\$ 109,848,436, and thus the undistributed surplus at the end of the period after making up is NT\$ 0.

2. Please refer to page 30 of this Manual (Attachment IV) for the Statement of Deficit Off-setting for the Year 2021.

Resolution:

Discussion Items

First proposal by the Board of Directors:

The Amendments to the "Articles of Incorporation" are submitted for discussion.

Explanation: 1. The Company intends to amend certain provisions of the Articles of Incorporation of the Company in line with the amendments to the policies, decrees, laws and regulations of the competent authorities.
2. For the comparison table of the amendments, please refer to pages 34-39 (Attachment VI) of this Manual.
3. Submit for extraordinary resolution.

Resolution:

Second proposal by the Board of Directors:

The Amendments to the "Operating Procedures for Acquisition or Disposal of Assets" are submitted for discussion.

Explanation: 1. The Company intends to amend certain provisions of the Operating Procedures for Acquisition or Disposal of Assets of the Company in line with the amendments to the decrees, laws and regulations of the competent authorities.
2. For the comparison table of the amendments, please refer to pages 40-49 (Attachment VII) of this Manual.
3. Submit for resolution.

Resolution:

Third proposal by the Board of Directors:

The Amendments to the "Rules of Procedure of the Shareholders' Meeting" are submitted for discussion.

Explanation: 1. The Company intends to amend certain provisions of the "Rules of Procedure of the Shareholders' Meeting" of the Company in line with the amendments to the decrees, laws and regulations of the competent authorities.
2. For the comparison table of the amendments, please refer to pages 50-72 (Attachment VIII) of this Manual.
3. Submit for resolution.

Resolution:

Extempore Motion

Adjournment

Attachment I Business Report

Chapter I Letter to the Shareholders

1. Introduction

In 2021, under the impact of the continued spread of COVID-19 in the second year on the world economy, the supply chain crisis intensified. Bulk goods rose to new highs since 2008. In addition, due to the constraints of the pandemic, consumption was weak, and the price of end consumer products was difficult to transmit. The harsh external environment at both ends of production and sales was rare for a century. Meanwhile, the emergence of a geopolitical crisis, the resulting restructuring of the supply chain, and the stimulation of the reversal of monetary policies by governments due to inflation, the expectation that stagflation may be derived has profoundly influenced traditional consumption trends. The treacherous external environment poses severe disruptions and challenges to the Company's operations throughout the year. Fortunately, under the prudent response of the operating management and all employees, the revenue still exceeded the level of the past two years, but the profitability resulted in a loss throughout the year due to the price hikes and high cost of raw materials. Based on this, the Company reviewed its operating performance over the past year, including the continuous deepening of product lines and access routes in the PRC market, the implementation of changes in production policies, and the development of new customer acquisition and new sales channels for external sales, all of which were driven in an orderly manner. The long-term goal is to firmly integrate into the development of smart home appliance products, and strive to develop and maintain the efficiency and diversity of the third leg of BtoB products online, and always focus on improving quality and building brand power to create sustainable business value for the company.

Last year, on the one hand, we continued to fine-tune the operation and manufacturing structure, deepen the integration of the Company's resources, and strengthen the manufacturing and sales capabilities of the Company's core products, while improving efficiency and eliminating ineffective production costs. In addition to promoting product price competitiveness, at the same time, we strengthen brand power and channel stickiness, manufacture home appliance products that meet consumers' desire to improve the needs of a better life, so as to increase the added value of products and develop brand premiums, I believe that with the effective promotion of these strategies, in the post-COVID era, positive improvements in operational performance can be expected in 2022.

The following is a report on the Company's operations for 2021 and future prospects for 2022:

The Company is the ultimate parent company of the Group after listing. It is mainly responsible for investment and holding. Its production base is located in Shenzhen Municipality, Guangdong Province and Jiujiang Municipality, Jiangxi Province in mainland China. The consolidated revenue in 2021 was NT\$ 10.156 billion. The consolidated loss after tax was NT\$ 307 million. The consolidated loss per share after tax was NT\$ 2.11. Looking forward to 2022, there are still many economic challenges globally including mainland China. In the face of the changes in the quality and quantity in the consumer market and the fierce competition in the small home appliance industry, the Company will focus on stable and sound operation, strengthen the overall synergy of the operation and management of each company, overcome and transform the constraints of the supply chain, actively explore the market and deepen the whole-process service of customers, closely cooperate and grow with the key customers with excellent asset quality, and build a competitive and sustainable enterprise based on the core values of the Company.

Looking forward to the Company's future development, due to the comprehensive poverty alleviation and consumption upgrading in mainland China, the consumption mode and demand spread to all-round development. Whether it is mode 82 or long-tail demand, there are broad markets due to

the large overall volume. At the same time, consumers' demand for the comfort, functionality and personalization of small home appliances is constantly increasing. We seek to seize this opportunity in the face of diversified competition and changes in the small home appliance market in mainland China, as well as the product demand in the domestic and foreign sales markets due to the pandemic and the changes in the supply chain. The Company and its re-investment subsidiaries within the Group will focus on responding to market demand, steadily deepen the existing customer base and expand the customer base and high-quality new customers. Since the listing, the operating team and all employees have demonstrated good faith and dedication in the company's operating credentials, demonstrated practical attitude, strengthened the operation of the industry, provided the small home appliance industry with excellent products that meet market demand, created the best interests of all shareholders and employees, and promoted ESG to return the expectations and love of shareholders, and expressed gratitude to shareholders for their continued support over the long term.

2. Operating results for 2021

(1) Operating plan and implementation results for 2021

Unit: thousand NT\$

Items	2021 Number of audit times	2020 Number of audit times	Growth Rate
Consolidated operating revenue	10,156,591	9,207,346	10.31%
Consolidated operating gross profit	1,122,400	1,570,488	-28.53%
Consolidated operating net profit	-365,514	220,906	-265.46%
Consolidated non-operating net revenue (expenditure)	12,685	2,973	326.67%
Consolidated net profit before tax	-352,829	223,879	-257.60%
Income tax expense	45,602	-67,640	-167.42%
Total consolidated profit or loss	-307,227	156,239	-296.64%

(2) Financial revenue and expenditure and profitability

Year		2021	2020
Items			
Financial Structure	Debt ratio (%)	72.29	66.08
Solvency	Current ratio (%)	107.42	118.25
	Quick Ratio (%)	61.98	71.41
Profitability	Return on Assets (%)	-2.94	2.12
	Return on Shareholders' Equity (%)	-10.42	5.10
	Net profit margin (%)	-3.02	1.70
	Earnings per share (NT\$)	-2.11	1.08

(3) Annual Research and New Technology Development Situation

1. Results of annual research and new technology development

- (1) Project development of germicidal lamps for shoe cabinets
- (3) Development of large-volume PTC electric heater
- (4) Design and development of water cooling fan with cooling chip element (substitute for ice crystals)
- (5) Design and development of a bladeless fan with three air ducts which can automatically swing to adjust the air outlet area
- (6) Design and development of air-conditioners for variable frequency windows
- (7) Development of pet air conditioners
- (8) Application of electrolytic water sterilization technology
- (9) Application of natural wetting technology for hydrophilic wetting discs
- (10) All-in-one electric heater for clothes drying and heating
- (11) Superconducting cooling and heating loop fan
- (12) Research on the sterilization function of fresh air products

- (13) Research on the antibacterial function of Bathroom products
- (14) Light-sensitive touch
- (15) Development of inner wound motors
- (16) Development of flame skirting series electric heaters

2. Future research and new technology development plan

(1) Short-term business development plan

- A. Development and research of wireless steam cleaning sweepers, floor washers, personal health and care products, and pet line products.
- B. Continuous increase of research on the application of semiconductor refrigeration chip and radar, battery and refrigeration chip small refrigerator.
- C. Design and development of humidifiers with large humidification capacity (2.5L/hour).
- D. Research and development of new types of electric heaters (flame mountains, tread lines with closed air outlet; graphene heat generators).
- E. Continuous increase of development and research on the application of needle structure and high-power inner wound motor.
- F. Voice recognition (offline + online), movement monitoring, gesture recognition and other new technologies are continuously introduced and applied to various products.
- G. Development of hydroxide ion air-cleaning ceiling fans.

(2) Long-term business development plan

- A. Development of a series of home appliances for personal health, care and cleaning (disinfection, sterilization).
- B. Research and development of medical product lines.
- C. Research on the application of sensors and human-computer interaction (voice control) of smart home appliances.
- D. Research of various composite air processors (cooling, heating, humidification).
- E. Research on the DIY direction of fresh air products.
- F. Development and research on the application of high-value ratio external rotor DC motor.
- G. Development and research on the application of pet products

2. Summary of the business plan for the current year

- 1. Focus on strengthening the development of the Airmate brand to become a leading small home appliance enterprise with competitiveness and core value in domestic and foreign sales in mainland China, ensure qualitative and quantitative advantages, and strengthen three-win cooperation with suppliers and customers.
- 2. Continuously promote the localization of the talents of each company, establish the Group's business management model, and committed to the company's product strength and continuous development of new products, new customers and new markets, improvement of production optimization technology, continuous investment in efficient production lines, and reasonable management and control of expenses and costs to make the Company's operations collectively profitable.
- 3. Value the unity of labor and employer, create maximum profits for employees and shareholders, and fulfill corporate social responsibility.

(2) Expected sales volume and its basis

The main markets of the Company's reinvested subsidiaries are located in mainland China, Northeast Asia, Southeast Asia, and Europe and the United States. Therefore, the estimated annual sales volume is mainly based on local industry-related statistical data,

major customer information feedback and judgments on future market supply and demand. In summary, the sales of the small home appliance business will experience a steady and significant growth in volume and amount compared to 2020.

(3) Important production and sales policies

1. External sales

- 1 Product sales in the Japanese and Korean markets and European and American markets maintained are steadily growing in two quarters. We actively develop customers in different industries, and assist customers in developing new products to tap the Southeast Asian market.
- 2 Focus on key customer and technology team without decoupling, deepen development and technology stickiness, increase the number of product development (enhance patent layout, patent licensed customers) to get orders.
- 3 Overall enhancement of the foreign sales services, including the integration of customer service platforms, the provision of IDM services, one-engine multi-sale, R&D awards and patent sharing, online sales and other strategies to improve service quality.

2. Offline in China

1. Team integration: Nationwide offline division into two regions, south and north, and establish two regional directors, increase the operation support center, promote information-based operations, more accurate and efficient close-to-market management, improve the brand's service to dealers, partners and consumers, and empower dealers in the new retail era.
2. Product precision focus: Product explosion focus, SKU reduction, market alignment, sales efficiency, enhanced production and sales operations. At the same time, focus on the inventory turnover rate and amount of dealers and factories, reduce the inventory of dealers and factories at the end of the quarters, and finally realize order-based production.
3. Channel continued to be deeply cultivated: The development of the channel network has expanded, and more than 2,000 Airmate County/Township image stores continued to be built. In addition, strengthen the consumer experience by 3C and supermarket systems, and cooperate with the stores to invest in image building and train shopping guides to enhance their sales and marketing capacities, to achieve the increase in Airmate's single store retail sales and the proportion of sales of high-end products.
4. Embrace new channels: Actively embrace new sales channels, offline online batches, community group purchase platforms, JD.com specialty stores, Tmall premium products, actively expand new sales channels, increase offline meeting rates, and achieve greater brand exposure and output.

3. Online in China

- Multi-platform virtuous development: Considering the different online consumer groups and sales models such as Taobao Tmall, JD.com, Suning.com, VIP.com, live broadcast and other major platforms, develop a differentiated product portfolio that matches the sales path of each platform to meet the needs of different consumers. Emphasize the development of other new sales channels such as Pinduoduo, Yunji, and NetEase Yeation. Establish vertical integration of sales and production to improve brand share across the network and channels. In addition, we will enter new sales in the secondary e-commerce channels, setting our sights on high-end target markets through emerging

focused private domain channels such as videos, content e-commerce, and information streaming e-commerce.

- By leveraging the high efficiency and focus of the online platform, the company focused on investing in clothes dryers, dehumidifiers, ventilators, bath heaters, foot baths, steam mops, and other niche small household appliances markets other than electric fans and heaters, in order to increase the product lines for the brand to achieve higher sustainable growth.
- Marketing transformation: Fully embrace mobile internet marketing, use emerging contact media to deeply interact with young consumers through live broadcast, short videos, Weibo, official accounts, Xiaohongshu and other social media, in order to achieve brand rejuvenation, enhance Airmate's popularity and prestige among various consumer groups, and improve brand influence.
- Visual system: Comprehensively improve the visual system: In the era of online marketing, content capabilities are becoming one of the core capabilities of the enterprise. We have established a visual center to unify the visual content system specifications of the brand, export high-quality marketing content, better disseminate the Airmate brand, and improve brand power.

4. Future development strategy of the Company

The company and its reinvested subsidiaries will continue to focus on the development in the industry, develop competitive high-margin products, continuously improve and develop new technologies, and pursue win-win cooperation with relevant stakeholders. The company is fully committed to the maintenance of brand power and customer loyalty, while actively responding to, exploring, and satisfying the deep needs of end customers in the market, and gaining recognition and orders from new markets, new customers, and new products through immediate response to market changes, thereby forming a flagship brand in the small home appliance market.

V. Affected by external competitive environment, regulatory environment and overall operating environment

(1) Impact of the external competitive environment

The small home appliance industry is in a fiercely competitive environment. The company and its subsidiaries will continue to exert their existing advantages to stay close to the market and strengthen product differentiation, and reasonably manage expenses and costs, to reduce the impact of the external competitive environment.

(2) Impact of the regulatory environment

The Company and its important subsidiaries have not suffered any punishment or loss in recent years from the changes in the regulatory environment.

(3) Impact of the overall economic environment

At present, the production and operation of the company's reinvested subsidiaries are in mainland China. Although the overall environment of the local small home appliance industry is fiercely competitive, as mainland China has fully entered the middle-income process, its economic development and per capita income have greatly increased, and its consumption power is growing,. And thanks to the increasing pursuit of product quality and high responsiveness to new products and applications, it is expected to continue to grow steadily in the future.

Respectfully, Peace and Joy, Long Blessings

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED

President: Rui-Bin Shih

General Manager: Rui-Bin Shih

Accounting Manager: Mei-Hsiu Ho

Attachment II Report of the Audit Committee on Review of the Financial Statements

Audit Committee Consent Report

The Audit Committee agrees, by resolutions of the Board of Directors, that the Consolidated Financial Statements of the Group for the Year 2011 shall be audited by PwC Taiwan appointed by the Board of Directors, for which the said firm shall issue an audit report with unqualified opinion together with other matters.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

The CPAs have certified the Consolidated Financial Statements of the Group for the Year 2011 and communicated with the Audit Committee on the following matters:

1. No major audit findings are identified under the scope and timing of the audit planned by the CPAs.
2. The CPAs have provided the Audit Committee with a statement on independence that the persons whose firms are subject to the independence norms of such accountants has been complied with the Code of Professional Ethics of Accountants, and no other relationships and other matters that may be considered to affect the independence of accountants have been identified.
3. The CPAs have communicated with the Audit Committee regarding the key audit matters listed in the audit report.

The Consolidated Financial Statements of the Group for the Year 2011, as agreed by the Audit Committee and resolved by the Board of Directors, are in compliance with the relevant laws and regulations, as reported above in accordance with the provisions of Article 14-5 of the Securities and Exchange Act.

Audit Committee Convener: Qi Leiping
March 21, 2022

Attachment III CPA's Audit Report and Consolidated Financial Statements

Airmate (Cayman) International Co Limited

Declaration on the Consolidated Financial Statements of Affiliated Enterprises

The entities that are required to be included in the Consolidated Financial Statements of the Company for the year of 2021 (from January 1, 2021 to December 31, 2021) pursuant to the "Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises" are the same as those included in the Consolidated Financial Statements of the Parent and Subsidiary Companies in accordance with International Financial Reporting Standards No. 10. The relevant information which are required to be disclosed in the Consolidated Financial Statements of the Affiliates Enterprises has been disclosed in the aforementioned Consolidated Financial Statements of the Parent and Subsidiary Companies, hence, separate Consolidated Financial Statements of the Affiliates Enterprises will not be prepared separately.

Hereby declared by

Company Name: Airmate (Cayman) International Co Limited

Responsible person: Rui-Bin, Shih

March 21, 2022

Certified Public Accountant's Audit Report

(22) Financial-Audit No. 21003611

Airmate (Cayman) International Co Limited:

Audit Opinion

We, the Certified Public Accountant, have audited the Consolidated Balance Sheets of Airmate (Cayman) International Co Limited and its Subsidiaries (hereinafter referred to as the “Airmate Group”) as of December 31, 2021, the Consolidated Statements of Comprehensive Income, the Consolidated Statements of Changes in Equity, the Consolidated Statements of Cash Flows, and the Notes to the Consolidated Financial Statements (including the Summary of Material Accounting Policies) for the period from January 1 to December 31, 2021.

In our opinion, the aforesaid Consolidated Financial statements have been prepared in all material respects in accordance with the International Financial Reporting Standards, International Accounting Standards, and Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee, which are approved by the Financial Supervisory Committee and the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and are sufficient to fairly represent the consolidated financial position of the Airmate Group as of December 31, 2021 and the consolidated financial performance and consolidated cash flows for the period from January 1 to December 31, 2021.

Basis of Audit Opinion

The Certified Public Accountant has carried out the audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Generally Accepted Auditing Standards of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. Our firm is independent of the Airmate (Cayman) International Co Limited and Subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and we have fulfilled our other ethical responsibilities in accordance with these requirements. The Certified Public Accountant believes that sufficient and appropriate evidences for the audit have been obtained as the basis for expressing opinion.

Key Audit Matters

Key audit matters refer to those matters that, in the professional judgment of the Certified Public Accountant, are of the utmost significance for the audit of the 2021 Consolidated Financial Statements of the Airmate Group. These matters have been addressed in the process of our audit on the overall Consolidated Financial Statements, and in forming our opinion thereon. Hence, we will not provide a separate opinion on these matters.

The Key Audit Matters of the 2021 Consolidated Financial Statements of the Airmate Group are as follows:

The Existence of the Recognition of Revenue from the Top Ten Sales Customers

Description of the Key Audit Matter

For details on the accounting policy on revenue recognition, please refer to Note 4 (32) of the Consolidated Financial Statements. For details on the accounting items of operating income, please refer to Note 6 (25) of the Consolidated Financial Statements.

The operating income of the Airmate Group is derived from customer contract revenue. The Company principally engaged in the manufacture and sale of household appliances. The operating income is one of the main indicators for the evaluation of business performance of Management and is a matter of concern to users or recipients of reports. Therefore, the existence of recognition of revenue from the top ten customers is listed as one of the key items to be audited in the current year by the Certified Public Accountant.

Corresponding audit procedures

The main corresponding procedures executed by the Certified Public Accountant on the above-mentioned Key Audit Matter are summarized as follows:

1. Understand, evaluate and test the design and implementation of internal control procedures for the recognition of sales revenue from the top ten customers.
2. Obtain the details of the sales revenue from the top ten customers, and sample customer orders, delivery documents, sales invoices, and collection records.
3. Review the details of any sales returns and discounts of the top ten customers that occurred after the specific period and relevant supporting documents.
4. In respect of the balances of accounts receivable of the top ten customers at the end of the period, sample the letters issued, and reconcile or alternatively review the reply letters and non-responded letters.

Estimation on the Impairment of Accounts Receivable

Description of the Key Audit Matter

For details on the accounting policy for accounts receivable, please refer to Note 4 (10) of the Consolidated Financial Statements. For details on the accounting estimates for impairment losses on accounts receivable and the explanation on the uncertainty of assumptions, please refer to Note 5 of the Consolidated Financial Statements. For details on the information on the credit risk of accounts receivable, please refer to Note 12 (2) of the Consolidated Financial Statements.

The Airmate Group makes provision for expected credit losses in accordance with the established policy on accounts receivable allowance for doubtful debts. The valuation method includes the customer's credit risk and historical credit loss experience and a reasonable estimate of the customer's future economic conditions. Since the aforementioned valuation method involves the subjective judgment of the Management, it has a significant impact on the measurement of expected credit losses from accounts receivable. Therefore, the Certified Public Accountant has included the impairment assessment of accounts receivable as one of the Key Audit Matters for the year.

Corresponding audit procedures

The main corresponding procedures executed by the Certified Public Accountant on the above-mentioned Key Audit Matter are summarized as follows:

1. Based on the understanding on the operation and sales counterparties of the Airmate Group, assess the reasonableness of the policies and procedures on the provision for losses on accounts receivable, including the identification of individual major customers, the differentiation of similar credit risk groups, and objective evidence in the determination of expected credit losses.
2. Understand the design and the effectiveness of implementation of internal control procedures for the credit management of the Airmate Group and the assessment of expected credit losses during the subsistence period of the creditor's rights.
3. Evaluate the reasonableness of Management's assessment of the amounts of individually recognized significant expected credit losses and expected credit losses based on similar credit risk groups.
4. Test the collection of accounts receivable after the execution period for expected credit losses that occur only in response to the time value of currency to assess the reasonableness of expected credit losses.

Provision for Inventory Falling Price Loss

Description of the Key Audit Matter

For details on the accounting policy for inventory valuation, please refer to Note 4 (13) of the Consolidated Financial Statements; for the accounting estimates for inventory valuation and the explanation of the uncertainty of assumptions, please refer to Note 5 of the Consolidated Financial Statements; and for the explanation of important accounting items for inventory, please refer to Note 6 (7) of the Consolidated Financial Statements.

The Airmate Group measures the value of the inventory by the lower of cost and net realizable value. Due to the large number and type of inventory items in the Airmate Group and the fact that the net realizable value used in the individual recognition of obsolescence or damage and its valuation often involves subjective judgment, hence, there is uncertainty in the estimation. Therefore, the Certified Public Accountant has included inventory valuation as one of the Key Audit Matters for the year.

Corresponding audit procedures

The main corresponding procedures executed by the Certified Public Accountant on the above-mentioned Key Audit Matter are summarized as follows:

1. Based on the understanding on the nature of the operations and industry of the Airmate Group, assess the reasonableness of the policies and procedures adopted for the provision for inventory valuation loss, including the degree of inventory depreciation, the reasonableness of the assessment of obsolete and outdated inventory items, and the consistency of accounting estimation methods.
2. Verify that the information in the inventory valuation loss statement used by the Airmate Group is consistent with its policy; randomly check the individual inventory item numbers to verify the degree of inventory devaluation, and then evaluate the appropriateness of the Airmate Group's provision for valuation loss.

Other matters – Audit by other Certified Public Accountants in the preceding periods

The Consolidated Financial Statements of the Airmate Group for the year 2020 were audited by other Certified Public Accountant and an unqualified audit report was issued on March 15, 2021.

Responsibilities of Management and the Governing Body for the Consolidated Financial Statements

The responsibilities of Management are to prepare an appropriately represented Consolidated Financial Report in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, and standing interpretation recognized and published by the Financial Supervisory Commission, and maintain the necessary internal controls related to the preparation of the Consolidated Financial Statements to ensure that the Consolidated Financial Statements does not contain significant misrepresentation due to fraud or error.

In preparing the Consolidated Financial Statements, the Management's responsibilities also include assessing the ability of the Airmate Group to continue operating as a going concern, disclosing related matters, and continuing to adopt the going concern accounting basis, unless the Management intends to liquidate the Airmate Group or cease operations, or there is no practicable alternative other than liquidation or cessation of operation.

The governing bodies of the Airmate Group (including the Audit Committee) are responsible to oversee the financial reporting procedures.

The Certified Public Accountant' Responsibilities in the Audit of the Consolidated Financial Statements

The objective of the audit on the Consolidated Financial Statements is to attain a reasonable assurance as to whether the Consolidated Financial Statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an Audit Report that includes our opinion. Reasonable assurance is a high level of assurance, but the audit carried out in accordance with the Generally Accepted Auditing Standards of the Republic of China cannot guarantee that material misstatements in the Consolidated Financial Statements can be detected. Misstatement may be caused by fraud or error. If it could be reasonably anticipated that the misstated individual amounts or aggregated sums could reasonably have influence on the economic decisions made by the users of the Consolidated Financial Statements, they shall be deemed as material.

The Certified Public Accountant uses professional judgment and maintains professional suspicion when carrying out the audit in accordance with the Generally Accepted Auditing Standards of the Republic of China. The Certified Public Accountant will also perform the following duties:

1. Identify and evaluate the risk of material misstatements in the Consolidated Financial Statements

due to fraud or error; design and carry out appropriate countermeasures on the evaluated risk; and obtain sufficient and appropriate evidence as the basis for the audit opinion. The risk of not being able to detect a misstatement that is caused by fraud is higher than that caused by mistakes because fraud may involve conspiracy, forgery, intentional omission, false statement or overstepping internal control.

2. Understanding internal control relevant to the audit in order to design audit procedures that are appropriate in that particular circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Airmate Group.
3. Evaluating the appropriateness of the accounting policy adopted by the Management and the reasonableness of the accounting estimates and related disclosures made accordingly.
4. Concluding on the appropriateness of the Management's use of going concern basis of accounting, and determining whether there existed events or circumstances that might cast significant uncertainty over Airmate Group's ability to continue operation as a going concern based on the audit evidence obtained. If the Certified Public Accountant is of the opinion that a material uncertainty exists, the users of the Consolidated Financial Statements should be reminded to pay attention to the relevant disclosures in the Consolidated Financial Statements, or modify the audit opinion when the disclosures are inappropriate. The Certified Public Accountant's conclusions are based on the audit evidence obtained as of the date of the audit report. However, future events or circumstances may cause Airmate Group to no longer have the capacity to operate as a going concern.
5. Assessing the overall presentation, structure and content of the Consolidated Financial Statements (including the related Notes) and whether the Consolidated Financial Statements appropriately represented the related transactions and events.
6. Obtaining adequate and appropriate audit evidence of the financial information of the Group's constituent entities so as to express an opinion on the Consolidated Financial Statements. The Certified Public Accountant is responsible for the guidance, supervision, and execution of the audit on the Airmate Group and is responsible for forming audit opinions on the Airmate Group.

The matters communicated with the governing bodies includes the planned scope and timing of the audit, as well as the significant audit findings (including any significant deficiencies in internal control identified during the audit).

The Certified Public Accountant has also provided the governing bodies with a declaration on the independence of the accounting firm's personnel in compliance with the Code of Ethics of Accountants in the Republic of China and has communicated with the governing bodies on all relationships and other matters (including relevant safeguards) that may be deemed to affect the independence of the Certified Public Accountant.

From the matters communicated with the governing bodies, the Certified Public Accountant has determined the Key Audit Matters of the 2021 Consolidated Financial Statements of the Airmate Group. The accountant has stated those items in the audit report unless the law does not allow public disclosure of certain matters, or under extreme rare cases, the accountant decided not to communicate

specific matters in the audit report because it can reasonably assume the negative impact of communication is greater than the promoted public interest.

PricewaterhouseCoopers Taiwan

Guo-hua, Wang

Certified Public Accountant

Zi-Meng, Liu

Former Ministry of Finance Securities and Futures Commission
Approval Certificate No.: (87) Taiwan-Finance-Certificate (VI)
No. 68790

Former Ministry of Finance Securities Regulatory Commission
Approval Certificate No.: (84) Taiwan-Finance-Certificate (VI)
No. 29174

March 21, 2022

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Balance Sheets
December 31, 2021 and 2020

Unit: Thousand NTD

Assets		Note	December 31, 2021		December 31, 2020	
			Amount	%	Amount	%
Current Assets						
1100	Cash and Cash Equivalents	6(1)	\$ 449,654	5	\$ 443,712	5
1110	Financial Assets at Fair Value through Profit or Loss - Current	6(2)	4,477	-	72,010	1
1136	Financial Assets at Amortized Cost - Current	6(3) and 8	440,290	4	223,214	2
1150	Net Amount of Notes Receivable	6(4), 7 and 8	1,322,860	13	621,196	7
1170	Net Amount of Accounts Receivable	6(4) and 7	1,165,669	12	1,562,302	17
1200	Other Receivables	6(5) and (6)	29,055	-	32,149	-
130X	Inventories	5 and 6(7)	2,704,450	27	2,127,184	23
1410	Advance Payment	6(8)	258,719	3	220,103	2
1479	Other Current Assets - Others	6(2)	35,890	-	59,623	1
1481	Rights of Pending Returning Products - Current	6(25)	65,266	1	104,021	1
11XX	Total Current Assets		6,476,330	65	5,465,514	59
Non-current Assets						
1510	Financial Assets at Fair Value through Profit or Loss - Non-current	6(2) and (19)	36	-	150	-
1535	Financial Assets at Amortized Cost - Non-current	6(3) and 8	-	-	106,396	1
1550	Investments Accounted for Using the Equity Method	6(9)	31,342	-	27,258	-
1600	Property, Plant and Equipment	6(10) and 8	2,901,797	29	3,135,215	34
1755	Right-of-use Assets	6(11)	204,682	2	210,874	2
1780	Intangible Assets	6(12)	5,556	-	7,749	-
1840	Deferred Income Tax Assets	6(31)	233,231	3	177,912	2
1990	Other Non-current Assets - Others	6(13) and 8	96,746	1	122,274	2
15XX	Total Non-current Assets		3,473,390	35	3,787,828	41
1XXX	Total Assets		\$ 9,949,720	100	\$ 9,253,342	100

(Continued on the next page)

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Balance Sheets
December 31, 2021 and 2020

Unit: Thousand NTD

Liabilities and Equities		Note	December 31, 2021		December 31, 2020	
			Amount	%	Amount	%
Current Liabilities						
2100	Short-term loans	6(14) and 8	\$ 759,392	8	\$ 315,302	3
2120	Financial Liabilities at Fair Value through Profit or Loss - Current	6(2)	-	-	178	-
2130	Contract Liabilities - Current	6(25)	252,743	2	309,422	3
2150	Notes Payable	6(15) and 8	1,795,376	18	1,774,409	19
2170	Accounts Payable	7	2,247,637	23	1,251,435	14
2200	Other Payables	6(16) and 7	548,801	5	669,542	7
2230	Current Income Tax Liabilities		293	-	117,788	1
2250	Provision - Current	6(17)	27,975	-	42,265	1
2320	Long-term Liabilities Due within One Year or One Operating Cycle	6(18), (19) and 8	298,402	3	-	-
2365	Refund Liabilities - Current	6(25)	94,350	1	141,676	2
2399	Other Current Liabilities - Others		3,957	-	-	-
21XX	Total Current Liabilities		6,028,926	60	4,622,017	50
Non-current Liabilities						
2530	Corporate Bonds Payable	6(19) and 8	348,814	4	679,997	8
2540	Long-term Loans	6(18)	8,030	-	-	-
2640	Net Defined Benefit Liabilities - Non-current	6(20)	34,716	-	32,625	-
2645	Security Deposits Received		110,870	1	111,485	1
2670	Other Non-current Liabilities - Others	6(21) and 12	661,440	7	668,302	7
25XX	Total Non-current Liabilities		1,163,870	12	1,492,409	16
2XXX	Total Liabilities		7,192,796	72	6,114,426	66
Equities Attributable to Owners of Parent Company						
	Share Capital	6(22)				
3110	Common Stock		1,455,445	15	1,395,876	15
	Capital Surplus	6(23)				
3200	Capital Surplus		1,231,625	12	1,224,541	13
	Retained Earnings	6(24)				
3310	Legal Reserve		179,704	2	164,618	2
3320	Special Reserve		261,489	3	363,822	4
3350	Undistributed Earnings		(110,158)	(1)	251,548	3
	Other Equities					
3400	Other Equities		(261,181)	(3)	(261,489)	(3)
3XXX	Total Equities		2,756,924	28	3,138,916	34
	Significant Contingent Liabilities and Unrecognized Contractual Commitments	9				
	Significant Events after the Balance Sheet Date	11				
3X2X	Total Liabilities and Equities		\$ 9,949,720	100	\$ 9,253,342	100

Please refer to the accompanying Notes to the Consolidated Financial Statements which are part of the consolidated financial report.

Chairman of the Board: Rui-Bin, Shih

Manager: Rui-Bin, Shih

Accounting Supervisor: Mei-Hsiu, Ho

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31, 2021 and 2020

Unit: Thousand NTD
(Except for the Earnings (Loss) per share in NTD)

	Item	Note	2021		2020	
			Amount	%	Amount	%
4000	Operating Income	6(25) and 7	\$ 10,156,591	100	\$ 9,207,346	100
5000	Operating Cost	6(7), (12), (20), (29), (30) and 7	(9,039,549)	(89)	(7,641,207)	(83)
5900	Gross Profit		1,117,042	11	1,566,139	17
5910	Unrealized Sales Profit	6(9)	(24,801)	-	(8,936)	-
5920	Realized Sales Profit	6(9)	30,159	-	13,285	-
5950	Net Operating Profit		1,122,400	11	1,570,488	17
	Operating Expenses	6(12), (20), (29), (30), 7 and 12				
6100	Selling Expenses		(1,037,332)	(10)	(897,510)	(10)
6200	Administrative Expenses		(284,693)	(3)	(342,834)	(3)
6300	Research and Development Expense		(119,531)	(1)	(107,717)	(1)
6450	Expected Credit Loss		(46,358)	-	(1,521)	-
6000	Total Operating Expenses		(1,487,914)	(14)	(1,349,582)	(14)
6900	Operating Profit (Loss)		(365,514)	(3)	220,906	3
	Non-operating Income and Expenses					
7100	Interest Income		18,023	-	34,079	-
7010	Other Incomes	6(26)	63,126	-	70,495	1
7020	Other Gains and Losses	6(27) and 12	(38,051)	-	(56,119)	(1)
7050	Finance Costs	6(28)	(29,285)	-	(42,740)	-
7060	Share of Profit or Loss of Associates and Joint Ventures Recognized under Equity Method	6(9)	(1,128)	-	(2,742)	-
7000	Total Non-operating Income and Expenses		12,685	-	2,973	-
7900	Net Profit (Loss) Before Tax		(352,829)	(3)	223,879	3
7950	Income Tax Profit (Expense)	6(31)	45,602	-	(67,640)	(1)
8200	Net Profit (Loss)		(\$ 307,227)	(3)	\$ 156,239	2
	Other Comprehensive Income					
	Items not Reclassified to Profit or Loss:					
8311	Re-measurements of Defined Benefit Plans	6(20)	\$ 368	-	(\$ 1,728)	-
	Items that may Subsequently be Reclassified to Profit or Loss:					
8361	Exchange Differences from Translation of Financial Statements of Foreign Operating Entities		308	-	102,334	1
8300	Other Comprehensive Profit or Loss (Net)		\$ 676	-	\$ 100,606	1
8500	Total Comprehensive Income		(\$ 306,551)	(3)	\$ 256,845	3
	Net Profit (Loss) attributable to:					
8610	Owners of Parent Company		(\$ 307,227)	(3)	\$ 156,239	2
	Total Comprehensive Income Attributable to:					
8710	Owners of Parent Company		(\$ 306,551)	(3)	\$ 256,845	3
	Earnings (Loss) Per Share	6(32)				
9750	Basic		(\$ 2.11)		\$ 1.08	
9850	Diluted		(\$ 2.11)		\$ 1.07	

Please refer to the accompanying Notes to the Consolidated Financial Statements which are part of the consolidated financial report.

Chairman of the Board: Rui-Bin, Shih

Manager: Rui-Bin, Shih

Accounting Supervisor: Mei-Hsiu, Ho

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 to December 31, 2021 and 2020

Unit: Thousand NTD

Equities Attributable to Owners of Parent Company											
		Retained Earnings					Foreign Operating Entities Financial Statement Currency Translation Differences	Treasury Shares	Total	Non- controlling Interests	Total Equity
	Note	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Undistributed Earnings					
<u>2020</u>											
Balance as of January 1, 2020		\$ 1,368,506	\$ 1,223,135	\$ 139,426	\$ 362,409	\$ 264,152	(\$ 363,823)	\$ -	\$ 2,993,805	\$ 15,288	\$ 3,009,093
Net Profit of the Current Period		-	-	-	-	156,239	-	-	156,239	-	156,239
Other Comprehensive Income of the Current Period		-	-	-	-	(1,728)	102,334	-	100,606	-	100,606
Total Comprehensive Income		-	-	-	-	154,511	102,334	-	256,845	-	256,845
Appropriation and Distribution of 2019 Retained Earnings:											
Setting Aside Legal Reserve		-	-	25,192	-	(25,192)	-	-	-	-	-
Setting Aside Special Reserve		-	-	-	1,413	(1,413)	-	-	-	-	-
Cash Dividends for Ordinary Shares	6(24)	-	-	-	-	(109,480)	-	-	(109,480)	-	(109,480)
Share Dividend for Ordinary Shares	6(22) and (24)	27,370	-	-	-	(27,370)	-	-	-	-	-
Issuance of Convertible Corporate Bonds	6(19) and (23)	-	12,365	-	-	-	-	-	12,365	-	12,365
Redemption of Convertible Corporate Bonds	6(19) and (23)	-	(10,959)	-	-	-	-	-	(10,959)	-	(10,959)
Difference between the Price Received from Acquisition or Disposal of Interest in Subsidiaries and the Book Value	6(33)	-	-	-	-	(3,660)	-	-	(3,660)	(15,288)	(18,948)
Balance as of December 31, 2020		\$ 1,395,876	\$ 1,224,541	\$ 164,618	\$ 363,822	\$ 251,548	(\$ 261,489)	\$ -	\$ 3,138,916	\$ -	\$ 3,138,916
<u>2021</u>											
Balance as of January 1, 2021		\$ 1,395,876	\$ 1,224,541	\$ 164,618	\$ 363,822	\$ 251,548	(\$ 261,489)	\$ -	\$ 3,138,916	\$ -	\$ 3,138,916
Net Loss of the Current Period		-	-	-	-	(307,227)	-	-	(307,227)	-	(307,227)
Other Comprehensive Income of the Current Period		-	-	-	-	368	308	-	676	-	676
Total Comprehensive Income		-	-	-	-	(306,859)	308	-	(306,551)	-	(306,551)
Appropriation and Distribution of 2020 Retained Earnings:											
Setting Aside Legal Reserve		-	-	15,086	-	(15,086)	-	-	-	-	-
Reversal of Special Reserve		-	-	-	(102,333)	102,333	-	-	-	-	-
Cash Dividends for Ordinary Shares	6(24)	-	-	-	-	(83,753)	-	-	(83,753)	-	(83,753)
Share Dividend for Ordinary Shares	6(22) and (24)	55,835	-	-	-	(55,835)	-	-	-	-	-
Conversion of Convertible Corporate Bonds	6(19), (22) and (23)	13,704	22,022	-	-	-	-	-	35,726	-	35,726
Redemption of Convertible Corporate Bonds	6(19) and (23)	-	(152)	-	-	-	-	-	(152)	-	(152)
Repurchase of Treasury Shares	6(22)	-	-	-	-	-	-	(27,262)	(27,262)	-	(27,262)
Write-off of Treasury Shares	6(22) and (23)	(9,970)	(14,786)	-	-	(2,506)	-	27,262	-	-	-
Balance as of December 31, 2021		\$ 1,455,445	\$ 1,231,625	\$ 179,704	\$ 261,489	(\$ 110,158)	(\$ 261,181)	\$ -	\$ 2,756,924	\$ -	\$ 2,756,924

Please refer to the accompanying Notes to the Consolidated Financial Statements which are part of the consolidated financial report.

Chairman of the Board: Rui-Bin, Shih

Manager: Rui-Bin, Shih

Accounting Supervisor: Mei-Hsiu,
Ho

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2021 and 2020

Unit: Thousand NTD

	Note	2021	2020
<u>Cash Flows from Operating Activities</u>			
Net Profit (Loss) Before Tax for the Current Period		(\$ 352,829)	\$ 223,879
Adjustment Items:			
Revenue and Expense Items			
Expected Credit Loss	12	46,358	1,521
Depreciation Expense	6(10), (11), and (29)	410,642	340,639
Amortization Expense	6(12) and (29)	4,993	5,663
Interest Expense	6(28)	29,285	42,740
Interest Income		(18,023)	(34,079)
Share of Profit or Loss of Associates and Joint Ventures Recognized under Equity Method	6(9)	1,128	2,742
Net Loss (Gain) on Financial Assets and Liabilities Measured at Fair Value through Profit or Loss	6(27)	(4,588)	554
Loss (Gain) on Disposal of Property, Plant and Equipment	6(27)	(775)	7,663
Expenses for Transfer and Reclassification of Property, Plant and Equipment	6(10)	25,437	33,149
Gain on Redemption of Convertible Corporate Bonds	6(19) and (27)	(297)	(10,959)
Unrealized Sales Profit	6(9)	24,801	8,936
Realized Sales Profit	6(9)	(30,159)	(13,285)
Unrealized Foreign Currency Exchange Loss		(579)	3,170
Amortization of Long-term Deferred Income	6(26)	(3,267)	(3,222)
Changes in Assets/Liabilities related to Operating Activities			
Net Changes in Assets related to Operating Activities			
Financial Assets at Fair Value through Profit or Loss		71,626	(70,519)
Notes Receivable		(705,044)	(105,307)
Accounts Receivable		332,921	(342,238)
Other Receivables		3,446	-
Inventories		(587,482)	(52,691)
Advance Payment		(40,768)	-
Other Current Assets		60,348	(36,762)
Net Changes in Liabilities related to Operating Activities			
Contract Liabilities		(53,170)	88,451
Notes Payable		20,967	166,334

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2021 and 2020

Unit: Thousand NTD

	<u>Note</u>	<u>2021</u>	<u>2020</u>
Accounts Payable		1,004,062	122,993
Other Payables	(	109,951)	(2,185)
Provision - Current	(	14,064)	21,709
Refund Liabilities - Current	(	46,566)	44,405
Other Current Liabilities - Others		3,957	-
Net Defined Benefit Liabilities - Non-current		<u>2,459</u>	<u>2,180</u>
Cash Inflow Generated from Operations		74,868	445,481
Interest Received		17,945	34,079
Interest Paid	(	29,083)	(45,360)
Income Tax Paid	(	<u>23,549)</u>	(<u>42,535)</u>
Net Cash Inflow from Operating Activities		<u>40,181</u>	<u>391,665</u>

(Continued on the next page)

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2021 and 2020

Unit: Thousand NTD

	<u>Note</u>	<u>2021</u>	<u>2020</u>
<u>Cash Flows from Investment Activities</u>			
Acquisition of Financial Assets at Amortized Cost		(\$ 1,313,195)	\$ -
Disposal of Financial Assets at Amortized Cost		1,198,742	151,551
Acquisition of Property, Plant and Equipment	6(10)	(180,826)	(166,584)
Disposal of Property, Plant, and Equipment		31,198	54,553
Acquisition of Intangible Assets	6(12)	(2,207)	(1,627)
Acquisition of Right-of-use Assets	6(11)	-	(84,008)
Increase in Advance Payments for Equipment		(41,304)	-
Other Non-current Assets - Other Decrease (Increase)		1,787	(10,064)
Net Cash Outflow from Investment Activities		(305,805)	(56,179)
<u>Cash Flows from Financing Activities</u>			
Proceeds from Short-term Loans	6(35)	2,779,632	1,770,858
Repayment of Short-term Loans	6(35)	(2,330,118)	(1,993,948)
Proceeds from Long-term Loans	6(35)	8,683	-
Repayment of Long-term Loans	6(35)	(132)	(42,730)
Issuance of Convertible Corporate Bonds	6(35)	-	396,572
Redemption of Convertible Corporate Bonds	6(19) and (35)	(4,567)	(443,200)
Increase (Decrease) in Security Deposits Received	6(35)	(15)	15,517
Other Non-current Liabilities - Other	6(35)	-	45,874

Airmate (Cayman) International Co Limited and Subsidiaries
Consolidated Statement of Cash Flows
January 1 to December 31, 2021 and 2020

Unit: Thousand NTD

	<u>Note</u>	<u>2021</u>	<u>2020</u>
Increase			
Repurchase of Treasury Shares	6(22)	(27,262)	-
Cash Dividends Paid	6(24)	(83,753)	(109,480)
Acquisition of Non-controlling Interests	6(33)	-	(18,948)
Net Cash Inflow (Outflow) from Financing Activities		<u>342,468</u>	<u>(379,485)</u>
Effect of Exchange Rate Changes on Cash and Cash Equivalents		<u>(70,902)</u>	<u>74,772</u>
Increase in Cash and Cash Equivalents in the Current Period		5,942	30,773
Cash and Cash Equivalents at Beginning of the Current Period	6(1)	443,712	412,939
Cash and Cash Equivalents at End of the Current Period	6(1)	<u>\$ 449,654</u>	<u>\$ 443,712</u>

Attachment IV Statement of Deficit Off-setting

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED Statement of Deficit Off-setting for the Year 2021

Unit: NT\$

Items	Amount	
Undistributed earnings at the beginning of the period		199,208,402
Plus (less):		
Write-off of treasury stock	(2,507,413)	
Changes in the remeasured amount of the defined benefit plan for the current period	368,307	
Conversion from the revolving special surplus reserve - the translation of the financial statements of a foreign operating institution	309,392	
Net loss after tax for the current period	(307,227,124)	
Loss yet to be made up		(109,848,436)
Plus (less):		
Statutory surplus reserve to make up for the deficit	-	109,848,436
Undistributed earnings at the end of the period		0

Attachment V Comparison Table of the "Code of Practice on Corporate Governance"

Provisions	Amended Provisions	Existing Provisions	Explanation
10	Article 10 The Company shall attach importance to the shareholder's right to know and prevent insider trading, and shall abide by the relevant provisions on information disclosure, and provide information to shareholders on a regular and timely basis on the Company's financial, business, insider shareholding and corporate governance situations using the Market Observation Post System or the website set up by the Company. <u>The preceding paragraph shall apply to stock trading control measures taken by an insider of an exchange-listed or OTC-listed company from the date on which he becomes aware of the contents of the company's financial reports or related results, including, but not limited to, that a director may not trade his stock during the closing period of 30 days prior to the announcement of the annual financial report and 15 days prior to the announcement of the quarterly financial report.</u>	Article 10 The Company shall attach importance to the shareholder's right to know, and shall abide by the relevant provisions on information disclosure, and provide information to shareholders on a regular and timely basis on the Company's financial, business, insider shareholding and corporate governance situations using the Market Observation Post System or the website set up by the Company. In order to treat shareholders equally, the release of the various types of information mentioned in the preceding paragraph shall be disclosed in English simultaneously. In order to safeguard the rights and interests of shareholders and ensure that shareholders are treated equally, exchange-listed or OTC-listed companies shall formulate internal norms that prohibit company insiders from trading marketable securities with undisclosed information.	Paragraph 4 is amended to prevent insider trading and to take account of the Listing Rules of HKEX prohibiting directors from trading shares prior to the release of financial results.
10-1	Article 10-1 A exchange-listed or OTC-listed company may report the remuneration received by its directors at the annual shareholders' meeting, including the remuneration policy, the content and amount of the individual remuneration, and the relevance of the remuneration to the results of the performance evaluation.	Article 10-1 is added.	In accordance with the Corporate Governance 3.0 - Blueprint Plan for Sustainable Development, in order to promote the rationality of fixing the remuneration for directors of exchange-listed and OTC-listed companies, with reference to the Say-on-pay system of the EU shareholder rights directive II (hereinafter referred to as SRD II), the relevant mechanism for reporting directors' remuneration to the shareholders' meeting shall be strengthened so as to encourage the company to fix reasonable directors' remuneration through the investor and shareholder supervision mechanism.
20	Paragraphs 1 to 2 of Article 20 (Capacity of the Board of Directors as a whole) are omitted. The composition of the Board of Directors shall be considered diversified. In addition to not more than one-third of the number of directors who concurrently serve as managers of the Company, it is also desirable to	Paragraphs 1 to 2 of Article 20 are omitted. The composition of the Board of Directors shall be considered diversified. In addition to not more than one-third of the number of directors who concurrently serve as managers of the Company, it is also desirable to formulate an appropriate diversification	In order to promote the diversity in the composition of the members of the Board of Directors, it is recommended that the ratio of female directors shall reach one-third of the number of directors with reference to international trends.

	formulate an appropriate diversification policy for its own operation, operating mode and development needs, including but not limited to the following two broad criteria: 1. Basic conditions and values: gender, age, nationality and culture, among which the ratio of female directors shall reach one-third of the number of directors.	policy for its own operation, operating mode and development needs, including but not limited to the following two broad criteria: 1. Basic conditions and values: gender, age, nationality and culture.	
20	2. Expertise and skills: professional background (such as legal, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc. Paragraph 4 is omitted.	2. Expertise and skills: professional background (such as legal, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc. The composition of the Board of Directors shall focus on gender equality and generally possess the knowledge, skills and qualities necessary for the performance of their duties. In order to achieve the desired objectives of corporate governance, the Board of Directors shall be equipped with the following capabilities as a whole: Paragraph 4 is omitted.	
24	Article 24 The Company shall establish two or more independent directors in accordance with the Articles of Incorporation, which shall <u>not</u> be less than one-third of the number of directors, and <u>the independent directors shall not serve more than three consecutive terms</u>. Paragraphs 2 to 6 are omitted.	Article 24 The Company shall establish two or more independent directors in accordance with the Articles of Incorporation, which shall not be less than one-fifth of the number of directors. Paragraphs 2 to 6 are omitted.	In accordance with the Corporate Governance 3.0 - Blueprint Plan for Sustainable Development, in order to further strengthen the supervisory function of the Board of Directors, the number of independent directors shall not be less than one-third of the number of directors; in addition, in order to strengthen the independence of the board of directors of the exchange-listed or OTC-listed company, the independent directors of the exchange-listed or OTC-listed company shall not serve more than three consecutive terms.
49	Article 49 The <u>website of the Company shall be set up with a dedicated section to disclose the following information related to corporate governance</u>, which shall be continuously updated: 1. Board of Directors: such as the resumes of the members of the Board of Directors and their powers and responsibilities, the diversification policy of the members of the Board of Directors, and the implementation thereof. 2. Functional Committees: such as the resumes of the members of each functional committee and their responsibilities. 3. Regulations related to corporate governance: such as the Articles of Incorporation, Rules of Procedure of the meetings of the Board of	Article 49 The Company <u>shall, in accordance with the relevant laws and regulations and the requirements of the Stock Exchange</u>, disclose the information related to corporate governance in the following years and update continuously: <u>1. The structure and rules of corporate governance.</u> <u>2. The Company's shareholding structure and shareholders' rights and interests (including specific dividend policies).</u> <u>3. The structure of the Board of Directors, the professionalism and independence of its members.</u> <u>4. The responsibilities of the Board of Directors and the Manager.</u> <u>5. The composition, duties and</u>	In order to optimize the disclosure of corporate governance information on the Company's website, the original provisions shall be consolidated in accordance with the relevant laws and regulations and the disclosure items stipulated by the stock exchange or Taipei Exchange. In accordance with the Corporate Governance 3.0 - Blueprint Plan for Sustainable Development, it is expressly stipulated that the Company's website shall be set up with a dedicated section to disclose the

	Directors, and the Organizational Regulations of the Functional Committees, and other regulations related to corporate governance. 4. Important information related to corporate governance: such as the establishment of corporate governance executive information, etc.	<u>independence of the Audit Committee or Supervisor.</u> <u>6. The composition, duties and operation of the Remuneration Committee and other functional committees.</u> <u>7. Analysis of the ratio of the remuneration and total remuneration paid to Directors, Supervisors, General Managers and Vice President in the last two years to the net profit after tax of individual or separate financial statements, policies, standards and combinations for remuneration payment, procedures for determining remuneration and their relevance to operating performance and future risks. In addition, the remuneration of individual directors and supervisors shall be disclosed in particular exceptional circumstances.</u> <u>8. Further training of directors and supervisors.</u> <u>9. Stakeholders' rights, relationships, channels of complaint, issues of concern and appropriate response mechanisms.</u>	information related to corporate governance for the convenience of shareholders and stakeholders.
49		<u>10. Detailed handling of information disclosure matters regulated by laws and regulations.</u> <u>11. Gaps and reasons for the operation of corporate governance and the code of corporate governance established by the company itself and these codes.</u> <u>12. Other relevant information on corporate governance. Depending on the actual implementation of corporate governance, the Company may adopt appropriate methods to disclose its specific plans and measures to improve corporate governance.</u>	

Attachment VI Comparison Table of the "Articles of Incorporation"

(a) Amended and Restated Memorandum of Incorporation

Amended Provisions	Existing Provisions	Reasons for amendments
THE COMPANIES <u>ACT (Revised)</u> Company Limited by Shares AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED Airmate (Cayman) International Co Limited	THE COMPANIES <u>LAW (2020 Revision)</u> Company Limited by Shares AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED Airmate (Cayman) International Co Limited	Amended in line with the change in the name of the Companies Law of the Cayman Islands.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies <u>Act (Revised)</u>.	3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies <u>Law (2020 Revision)</u>.	Amended in line with the change in the name of the Companies Law of the Cayman Islands.
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies <u>Act (Revised)</u>.	4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies <u>Law (2020 Revision)</u>.	Amended in line with the change in the name of the Companies Law of the Cayman Islands.
5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies <u>Act</u> (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance <u>Act</u> (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management <u>Act</u> (as amended).	5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies <u>Law</u> (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance <u>Law</u> (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management <u>Law</u> (as amended).	Amended in line with the change in the name of the relevant laws and regulations of the Cayman Islands.
8. The authorised share capital of the Company is New Taiwan Dollars 2,162,500,000 divided into 216,250,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies <u>Act (Revised)</u> and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any	8. The authorised share capital of the Company is New Taiwan Dollars 2,162,500,000 divided into 216,250,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies <u>Law (2020 Revision)</u> and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege	Amended in line with the change in the name of the Companies Law of the Cayman Islands.

Amended Provisions	Existing Provisions	Reasons for amendments
conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.	or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.	
9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies <u>Act (Revised)</u> and, subject to the provisions of the Companies <u>Act (Revised)</u> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.	9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies <u>Law (2020 Revision)</u> and, subject to the provisions of the Companies <u>Law (2020 Revision)</u> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.	Amended in line with the change in the name of the Companies Law of the Cayman Islands.

(b) Amended and Restated Articles of Incorporation

Amended Provisions	Existing Provisions	Reasons for amendments
THE COMPANIES <u>Act (Revised)</u> Company Limited by Shares AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED	THE COMPANIES <u>Law (2020 Revision)</u> Company Limited by Shares AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED	Amended in line with the change in the name of the Companies Law of the Cayman Islands.
1.1 In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively: Omitted Electronic Record has the same meaning as in the Electronic Transactions <u>Act</u> ; Electronic Transactions <u>Act</u> the Electronic Transactions <u>Act</u> (2003 Revision) of the Cayman Islands; Law The Companies <u>Act (Revised)</u> of the	1.1. In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively: Omitted Electronic Record has the same meaning as in the Electronic Transactions <u>Law</u> ; Electronic Transactions <u>Law</u> the Electronic Transactions <u>Law</u> (2003 Revision) of the Cayman Islands; Law The Companies <u>Law (2020 Revision)</u> of the Cayman Islands and every modification,	Amended in line with the change in the name of the Companies Law and relevant laws and regulations of the Cayman Islands.

Amended Provisions	Existing Provisions	Reasons for amendments
Cayman Islands and every modification, reenactment or revision thereof for the time being in force;	reenactment or revision thereof for the time being in force;	
1.2 In the Articles, where not inconsistent with the context: Omitted (h) Section 8 of the Electronic Transactions <u>Act</u> shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.	1.2 In the Articles, where not inconsistent with the context: Omitted (h) Section 8 of the Electronic Transactions <u>Law</u> shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.	Amended in line with the change in the name of the relevant laws and regulations of the Cayman Islands.
3.9 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies <u>Act</u> (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.	3.9 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies <u>Law</u> (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.	Amended in line with the change in the name of the Companies Law of the Cayman Islands.
15.2 Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to <u>Article 23.2 and</u> compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the <u>Statutory Reserve and</u> Capital Reserve, and make distributions out of the Capital Reserve.	15.2 Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.	Based on the Company's operational needs, the provisions that the Company's statutory surplus reserve may be used to make up for the Company's losses are added with reference to the provisions of Article 239 of the Taiwan Company Act.
18.3 For so long as the shares are traded on the ESM or listed on the TSE, unless otherwise provided by the Law, the	18.3 For so long as the shares are traded on the ESM or listed on the TSE, unless otherwise provided by the Law, the general meetings shall be held in the	In accordance with the Taiwan Stock

Amended Provisions	Existing Provisions	Reasons for amendments
<u>physical</u> general meetings shall be held in the ROC. If the Board resolves to hold a <u>physical</u> general meeting outside the ROC, the Company shall apply for the approval of the ESM (in the case that the shares are traded on the ESM) or the TSE (in the case that the shares are listed on the TSE) thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).	ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the ESM (in the case that the shares are traded on the ESM) or the TSE (in the case that the shares are listed on the TSE) thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).	Exchange's Amendment to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" published on March 11, 2022, the relevant content is amended accordingly.
18.4 <u>A general meeting may be held by way of video conference or in a manner consistent with the Applicable Public Company Rules or other methods announced by the competent authority of the ROC in charge of the Company Law of the ROC in relation to the general meeting of a company incorporated thereunder (to be applied mutatis mutandis). For the avoidance of doubt, under circumstance in consequence of any natural disaster, incident, or act of God, the competent authority of the ROC in charge of the Company Law of the ROC may announce that a company incorporated thereunder may hold its general meeting by way of video conference or any other methods within a certain period of time. Where a general meeting is held by way of video conference, a Member who has participated in such general meeting by way of video conference shall be deemed to be present in person at such general meeting. The prerequisites, procedures, and other matters to be complied with in connection with holding a general meeting by way of video conference shall follow the Applicable Public Company Rules.</u>		In accordance with the Taiwan Stock Exchange's Amendment to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" published on March 11, 2022, the relevant content is added accordingly.
	19.8 In addition to the event that the Board is unwilling or unable to convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting in the interest of the Company when he/she in his/her absolute discretion deems necessary.	In accordance with the Taiwan Stock Exchange's Amendment to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" published on May 14, 2021,

Amended Provisions	Existing Provisions	Reasons for amendments
		the relevant content is amended accordingly.
25.4 Subject to the Law, for so long as the shares are traded on the ESM or listed on the TSE, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if otherwise required under the Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power <u>is</u> exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.	25.4 Subject to the Law, for so long as the shares are traded on the ESM or listed on the TSE, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if <u>a general meeting is to be held outside the ROC or</u> otherwise required under the Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power <u>may be</u> exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.	In accordance with the Taiwan Stock Exchange's Amendment to the "Checking List of Protecting Rights of Foreign Issuer's Shareholders in the Country of Registration" published on March 11, 2022, the relevant content is amended accordingly.
34.4 For so long as the shares are listed on the TSE, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable	34.4 For so long as the shares are listed on the TSE, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent	In accordance with the provisions of Article 6, Paragraph 2 added to the Rules of

Amended Provisions	Existing Provisions	Reasons for amendments
Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least <u>two</u> of them shall have accounting or financial expertise. Before the shares are listed on the TSE, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.	Directors shall be domiciled in the ROC and at least <u>one</u> of them shall have accounting or financial expertise. Before the shares are listed on the TSE, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.	Taiwan Stock Exchange Corporation for Regulating TWSE Primary Listed Companies and Taiwan Innovation Board Primary Listed Companies After Listing on April 7, 2021, the relevant content is amended accordingly.
35.3 For so long as the shares are traded on the ESM or listed on the TSE, if the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies. <u>If the Independent Directors domiciled in the ROC have resigned or have been removed or vacated which results in less than two Independent Directors domiciled in the ROC, the Board shall, within sixty (60) days from the date of resignation or removal of the last retiring Independent Director domiciled in the ROC, hold a general meeting to elect succeeding Independent Directors to fill the vacancies.</u>	35.3 For so long as the shares are traded on the ESM or listed on the TSE, if the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.	In accordance with the provisions of Article 6, Paragraph 2 added to the Rules of Taiwan Stock Exchange Corporation for Regulating TWSE Primary Listed Companies and Taiwan Innovation Board Primary Listed Companies After Listing on April 7, 2021, and the provisions of Article 49-1, Paragraph 1, Subparagraph 14 of the Operating Rules of the Taiwan Stock Exchange Corporation, the relevant content is amended accordingly.

Attachment VII Comparison Table of the "Operating Procedures for Acquisition or Disposal of Assets"

Provisions	Amended Provisions	Existing Provisions	Explanation
3.2	3.2. For the appraisal report or the opinions of the CPA, attorney or securities underwriter obtained by the Company, the professional appraiser and its appraiser, CPA, attorney or securities underwriter shall comply with the following requirements: 3.2.1 No one has been sentenced to an imprisonment for more than one year for violation of this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents or criminal acts in the course of business. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence, or since a pardon was received. 3.2.2 The parties involved in the transaction shall not be related or substantially related parties. 3.2.3 If the Company shall obtain the appraisal reports from two or more professional appraisers, different professional appraisers or appraisers shall not be related or substantially related parties. The aforementioned person shall comply with <u>the self-discipline of the respective trade association to which he belongs</u> and the following when issuing an appraisal report or opinion: 3.2.3.1 Before accepting the case, one shall carefully assess one's professional ability, practical experience and independence. 3.2.3.2 When <u>executing</u> a case, appropriate operational procedures shall be properly planned and executed to give conclusions and issue reports or opinions based thereon; and the executed procedures, aggregated information and conclusions shall be detailed in the case working papers. 3.2.3.3 The <u>appropriateness</u> and reasonableness of the data sources, parameters and information used shall be assessed on a case-by-case basis as the basis for issuing an	3.2. For the appraisal report or the opinions of the CPA, attorney or securities underwriter obtained by the Company, the professional appraiser and its appraiser, CPA, attorney or securities underwriter shall comply with the following requirements: 3.2.1 No one has been sentenced to an imprisonment for more than one year for violation of this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents or criminal acts in the course of business. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence, or since a pardon was received. 3.2.2 The parties involved in the transaction shall not be related or substantially related parties. 3.2.3 If the Company shall obtain the appraisal reports from two or more professional appraisers, different professional appraisers or appraisers shall not be related or substantially related parties. The aforementioned person shall comply with the following when issuing an appraisal report or opinion: 3.2.3.1 Before accepting a case, one shall carefully assess one's professional ability, practical experience and independence. 3.2.3.2 When <u>reviewing</u> a case, appropriate operational procedures shall be properly planned and executed to give conclusions and issue reports or opinions based thereon; and the executed procedures, aggregated information and conclusions shall be detailed in the case working papers. 3.2.3.3 The <u>completeness, correctness</u> and reasonableness of the data sources, parameters and information used shall be evaluated on a case-by-case basis as the basis for issuing an appraisal report or opinion. 3.2.3.4 The statement shall include such matters as the	1. The trade associations to which external experts belong have relevant regulations for the business they undertake. For example if a professional appraisal issues an appraisal report, there are self-discipline regulations related to the appraisal of real estate, and the trade associations of other external experts shall also follow the "Practical Guidelines for Experts Issuing Opinions" issued by Taiwan Stock Exchange Corporation to amend and introduce the relevant self-discipline norms for the issuance of opinions by its operators or personnel to clarify that external experts shall follow the procedures and responsibilities. The preamble of paragraph 2 is amended to regulate the issuance of appraisal reports or opinions by professional appraisals and their appraisals, CPAs, attorneys or securities underwriters. In addition to compliance with the matters listed in paragraph 2, they shall follow the self-discipline norms of the trade associations to which they belong. 2. In view of the fact that the previous external expert who undertook and executed the case of issuing the appraisal report or the reasonableness opinion in accordance with the provisions of these Standards does not refer to the examination and verification of the financial report, so the wording of the "examination" of the case in paragraph 2, subparagraph 2 shall be amended to read as "execution" of the case. 3. Considering the actual assessment of the information sources,

	appraisal report or opinion. 3.2.3.4 The statement shall include such matters as the professionalism and independence of the relevant personnel, the <u>appropriateness</u> and reasonableness of the information used in the assessment and the compliance with the relevant laws and regulations.	professionalism and independence of the relevant personnel, the reasonableness and <u>correctness</u> of the information used in the assessment, and the compliance with the relevant laws and regulations.	parameters and information used by external experts, refer to Article 9, Paragraph 4, Subparagraph 4, Item 3-5 of the Regulations Governing the Preparation of Financial Reports by Securities Issuers, Ji Mi Zi No. 0000000298 of the Accounting Research and Development Foundation of the Republic of China on December 25, 2014 (103)
3.2			Regarding the relevant words on the source of information and the appropriateness and reasonableness of the parameters in Article 27 of the Bulletin of Interpretation and Evaluation Criteria No. 8, the words of Paragraph 2, Subparagraphs 3 and 4 are amended to be in line with the actual situation.
3.5.4	3.5.4. Appraisal Report of Real Estate, Equipment or Right-of-Use Assets: In the acquisition or disposal of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20% of the Company's paid-in capital or RMB 60 million (or equivalent to NT\$ 300 million in foreign currency) or more, the Company, unless transacting with a 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: 3.5.4.1. 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 prior approval by the Board of Directors; and any future change to the terms and conditions of the transaction shall be handled by reference to the aforementioned procedure. 3.5.4.2. Where the transaction amount is RMB 200 million (or	3.5.4. Appraisal Report of Real Estate, Equipment or Right-of-Use Assets: In the acquisition or disposal of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20% of the Company's paid-in capital or RMB 60 million (or equivalent to NT\$ 300 million in foreign currency) or more, the Company, unless transacting with a 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: 3.5.4.1. 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 prior approval by the Board of Directors; and any future change to the terms and conditions of the transaction shall be handled by reference to the aforementioned procedure. 3.5.4.2. Where the transaction amount is RMB 200 million (or equivalent to NT\$ 1 billion in foreign currency) or more, appraisals from two or more	1. Considering that Article 5 has been amended and added the self-discipline norms of the trade association to which external experts belong that they shall comply with when issuing opinions, and has covered the procedures that the CPAs shall execute when issuing opinions, and Paragraph 3, Item 1 that stipulates that a CPA shall be engaged to handle in accordance with the provisions of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation of the Republic of China shall be deleted

	equivalent to NT\$ 1 billion in foreign currency) or more, appraisals from two or more professional appraisers shall be obtained. 3.5.4.3. 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 CPA shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 3.5.4.3.1. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.	professional appraisers shall be obtained. 3.5.4.3. 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 CPA shall be engaged to <u>handle in accordance with the provisions of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation of the Republic of China (hereinafter referred to as the Accounting Research and Development Foundation)</u>, and to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 3.5.4.3.1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.	
3.5.4	3.5.4.3.2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. 3.5.4.4. The calculation of the aforementioned transaction amounts shall be made in accordance with Article 31, paragraph 2 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. The appraisal report issued by a professional appraiser or the the opinion of the CPA obtained in accordance with the provisions of these Standards need not be counted toward the transaction amount. 3.5.4.5. Prior to the contract execution date, no more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. Provided, 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. 3.5.4.6. Where the Company	3.5.4.3.2. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. 3.5.4.4. The calculation of the aforementioned transaction amounts shall be made in accordance with Article 31, paragraph 2 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. The appraisal report issued by a professional appraiser or the the opinion of the CPA obtained in accordance with the provisions of these Standards need not be counted toward the transaction amount. 3.5.4.5. Prior to the contract execution date, no more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. Provided, 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. 3.5.4.6. Where the Company	

	acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.	acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.	
3.6.1.2	3.6.1.2. Evaluation and operation procedures: When the Company intends to acquire or dispose of real estate 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 estate 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 RMB 60 million (or equivalent to 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 information has been submitted to the Audit Committee for approval and approved by the Board of Directors: 3.6.1.2.1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 3.6.1.2.2. The reason for choosing the related party as a counterparty. 3.6.1.2.3. With respect to the acquisition of real estate or right-of-use assets thereof from a related party, appraisal of the preliminary transaction terms in accordance with 3.6.1.3.1. and Article 3.6.1.3.4..	3.6.1.2. Evaluation and operation procedures: When the Company intends to acquire or dispose of real estate 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 estate 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 RMB 60 million (or equivalent to 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 information has been submitted to the Audit Committee for approval and approved by the Board of Directors: 3.6.1.2.1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 3.6.1.2.2. The reason for choosing the related party as a counterparty. 3.6.1.2.3. With respect to the acquisition of real estate or right-of-use assets thereof from a related party, appraisal of the preliminary transaction terms in accordance with 3.6.1.3.1. and Article 3.6.1.3.4..	1. Paragraphs 3 to 5 of the existing provisions are moved to Paragraphs 2 to 4 of the amended provisions. 2. Added Paragraph 5: (1) In order to strengthen the management of related party transactions and safeguard the right of the minority shareholders of a public company to express their opinions on the Company and related party transactions, after referring to the provisions on regulations of prior consent of the shareholders' meeting for the transactions with major related parties in the international major capital markets such as Singapore and Hong Kong, and in order to avoid a public company from entering into significant related-party transactions through the subsidiary that is not a domestic public company, if the submission of relevant information to the shareholders' meeting for prior consent is circumvented, and the public company stipulated in this Article or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 to acquire or dispose of assets with a related party,

3.6.1.2	Relevant information on reasonableness. 3.6.1.2.4. The date and price at which the related party originally acquired the real estate, the original counterparty, and that counterparty's relationship to the company and the related party. 3.6.1.2.5. 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. 3.6.1.2.6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with 3.6.1.1.. 3.6.1.2.7. Restrictive covenants and other important stipulations associated with the transaction. With respect to the types of transactions in acquiring or disposing of equipment for business use listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's Board of Directors may pursuant to 3.5.3. delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and	Relevant information on reasonableness. 3.6.1.2.4. The date and price at which the related party originally acquired the real estate, the original counterparty, and that counterparty's relationship to the company and the related party. 3.6.1.2.5. 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. 3.6.1.2.6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with 3.6.1.1.. 3.6.1.2.7. Restrictive covenants and other important stipulations associated with the transaction. The calculation of the <u>aforementioned</u> transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with 3.9.1.1.6., 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 consented by the Audit Committee and approved by the Board of Directors as required by this Code need not be counted toward the transaction amount. With respect to the types of transactions in acquiring or disposing of equipment for business use listed	If the transaction amount reaches 10% or more of the public company's total assets, the public company shall submit the relevant materials to the Shareholders' Meeting for approval. In case of a subsidiary that is not a public company, the matter that should be submitted to the Shareholders' Meeting for approval shall be taken by the parent company of the previous level of the public company. (2) Considering the overall business planning needs of the public company and its parent company or subsidiaries or among its subsidiaries, and with reference to the aforementioned exemption provisions for the major international capital markets, the proviso waives the requirements for submission to the Shareholders' Meeting for resolution for transactions among the said companies. (3) If the aforementioned significant related party transaction fall under the circumstances specified in Article 185, Item 1,
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	ratified by the next Board of Directors' meeting: 3.6.1.2.7.1 Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 3.6.1.2.7.2 Acquisition or disposal of real property right-of-use assets held for business use. 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. Where the position of Independent Director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the Board of Directors pursuant to the provisions, the Board of Directors shall take into full consideration each independent director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors' meeting. Where an Audit Committee has been established in accordance with the provisions of the Act, the matters listed in this Article shall first be approved by one-half or more of all Audit Committee members	below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's Board of Directors may pursuant to 3.5.3. delegate the Chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board of Directors' meeting: 3.6.1.2.7.1 Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 3.6.1.2.7.2 Acquisition or disposal of real property right-of-use assets held for business use. 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. Where the position of Independent Director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the Board of Directors pursuant to the provisions, the Board of Directors shall take into full consideration each independent director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors' meeting. Where an Audit Committee has been established in accordance with the provisions of the Act, the matters listed in this Article shall first be approved by one-half or more of all Audit Committee members,	Paragraphs 1 to 3 of the Company Act, the resolution of the Shareholders' Meeting shall be made in the form of a special resolution in accordance with the Article 185 of the Company Act, which shall be handled in accordance with the preceding matters and relevant provisions of the Company Act. 3. Item 2 of the current provisions is moved to Item 6 of the amended provisions. The calculation of the amended transaction amount shall be counted in the transaction submitted to the Shareholders' Meeting for approval in line with the addition of Item 5.
3.6.1.2	one-half or more of all Audit Committee members and submitted to the Board of Directors for a resolution. If approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting. The terms "all Audit Committee members" and "all Directors" in the preceding paragraph shall be counted as the actual number of	and submitted to the Board of Directors for a resolution. If approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting. The terms "all Audit Committee members" and "all Directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.	

	persons currently holding those positions. <u>If a public company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10% or more of the public company's total assets, the public company shall submit the materials in all the subparagraphs of paragraph 1 to the Shareholders Meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public company and its parent company or subsidiaries or between its subsidiaries.</u> The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with 3.9.1.1.6., 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 consented by the <u>Shareholders' Meeting and the Audit Committee</u> and approved by the Board of Directors as required by this Code need not be counted toward the transaction amount.		
3.9.1	3.9.1. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the website designated by the competent authority in charge of securities affairs in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 3.9.1.1. Items subject to public announcement and regulatory filing and threshold requiring public announcement and regulatory filing: 3.9.1.1.1. Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where 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. Provided, this shall not apply to trading of government bonds within the territory of the Republic of China or bonds	3.9.1. Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the website designated by the competent authority in charge of securities affairs in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 3.9.1.1. Items subject to public announcement and regulatory filing and threshold requiring public announcement and regulatory filing: 3.9.1.1.1. Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where 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. Provided, this shall not apply to trading of government bonds within the territory of the Republic of China or bonds under	1. Considering that the current public company has been exempted from public announcement and regulatory filing procedures for trading domestic government bonds, it is required to amend Item 1, Paragraph 7, Point 1 to relax the issuance rating of its trading of foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan, and to exempt from public announcement and regulatory filing procedures.

	under repurchase and resale agreements, or subscription or redemption of money market funds within the territory of the Republic of China. 3.9.1.1.2. Merger, demerger, acquisition, or transfer of shares. 3.9.1.1.3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. 3.9.1.1.4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of	repurchase and resale agreements, or subscription or redemption of money market funds within the territory of the Republic of China. 3.9.1.1.2. Merger, demerger, acquisition, or transfer of shares. 3.9.1.1.3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. 3.9.1.1.4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of	
3.9.1	Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the counterparty is not a related party, and the transaction amount meets any of the following criteria: 3.9.1.1.4.1. For a public company whose paid-in capital is less than NT\$ 10 billion, the transaction amount reaches NT\$ 500 million or more. 3.9.1.1.4.2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. 3.9.1.1.5. Acquisition or disposal by a public company in the construction business of real estate or right-of-use assets thereof for construction use, and furthermore the counterparty is not a related party, and the transaction amount reaches NT\$ 500 million; among such cases, if the public company has paid-in capital of NT\$ 10 billion or more, and it is disposing of real estate from a completed construction project that it constructed itself, and furthermore the counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$ 1 billion or more. 3.9.1.1.6. Where real estate 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 counterparty is not a related party, and the amount the company expects to invest in the transaction reaches RMB 100	Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the counterparty is not a related party, and the transaction amount meets any of the following criteria: 3.9.1.1.4.1. For a public company whose paid-in capital is less than NT\$ 10 billion, the transaction amount reaches NT\$ 500 million or more. 3.9.1.1.4.2. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. 3.9.1.1.5. Acquisition or disposal by a public company in the construction business of real estate or right-of-use assets thereof for construction use, and furthermore the counterparty is not a related party, and the transaction amount reaches NT\$ 500 million; among such cases, if the public company has paid-in capital of NT\$ 10 billion or more, and it is disposing of real estate from a completed construction project that it constructed itself, and furthermore the counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$ 1 billion or more. 3.9.1.1.6. Where real estate 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 counterparty is not a related party, and the amount the company expects to invest in the transaction reaches RMB 100 million (or equivalent to NT\$500 million in foreign currency) or more.	

	million (or equivalent to NT\$500 million in foreign currency) or more. 3.9.1.1.7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or RMB 60 million (or equivalent to NT\$ 300 million in foreign currency) or more. Provided, this shall not apply to the following circumstances: 3.9.1.1.7.1. Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u> 3.9.1.1.7.2. Where done by professional investors—securities trading on domestic securities exchanges or OTC markets 3.9.1.1.7.3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by securities investment trust enterprises of the Republic of China. 3.9.1.1.8. The aforementioned transaction amount is calculated as follows, 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 announced in accordance with the regulations need not be counted toward the transaction amount. 3.9.1.1.8.1. The amount of any individual transaction. 3.9.1.1.8.2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same counterparty within the preceding year	3.9.1.1.7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or RMB 60 million (or equivalent to NT\$ 300 million in foreign currency) or more. However, the following circumstances are not subject to the restrictions: 3.9.1.1.7.1. Trading of domestic government bonds 3.9.1.1.7.2. Where done by professional investors—securities trading on domestic securities exchanges or OTC markets 3.9.1.1.7.3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by securities investment trust enterprises of the Republic of China. 3.9.1.1.8. The aforementioned transaction amount is calculated as follows, 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 announced in accordance with the regulations need not be counted toward the transaction amount. 3.9.1.1.8.1. The amount of any individual transaction. 3.9.1.1.8.2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same counterparty within the preceding year	
3.9.1	Amount. 3.9.1.1.8.3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real estate or right-of-use assets thereof within the same development project within the preceding year. 3.9.1.1.8.4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the	Amount. 3.9.1.1.8.3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real estate or right-of-use assets thereof within the same development project within the preceding year. 3.9.1.1.8.4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security	

	same security within the preceding year. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the competent authority in charge of securities affairs by the 10th day of each month. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.	within the preceding year. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the competent authority in charge of securities affairs by the 10th day of each month. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.	
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Attachment VIII Comparison Table for "Rules of Procedure of the Shareholders' Meeting"

Provisions	Amended Provisions	Existing Provisions	Explanation
3	Article 3 A Shareholders' Meeting of the Company shall, unless otherwise provided by the decree, be convened by the Board of Directors. <u>Changes in the manner in which the Shareholders' Meeting of the Company is to be convened shall be decided by the Board of Directors at the latest before the notice of convening of the Shareholders' Meeting is sent.</u> The Company shall, 30 days prior to the convening of the Annual Shareholders' Meeting or 15 days prior to the convening of the Extraordinary Shareholders' Meeting, make electronic files of the notice of the convening of the Shareholders' Meeting, the proxy form, and the reasons and explanatory materials for various proposals for approval, discussion, appointment or dismissal of Directors or Supervisors and other proposals, and send these files to the Market Observation Post System. and shall, 21 days prior to the convening of the Annual Shareholders' Meeting or 15 days prior to the convening of the Extraordinary Shareholders' Meeting, prepare electronic files of the procedure manual of the Shareholders' Meeting and the supplementary materials for the meeting and send these files to the Market Observation Post System. <u>However, if the paid-in capital of the Company at the end of the most recent fiscal year exceeds NT\$ 10 billion or the total shareholding ratio of the foreign capital and Taiwan capital recorded in the register of shareholders of the Annual Shareholders' Meeting convened in the most recent fiscal year exceeds 30%, the aforementioned electronic files shall be sent 30 days prior to the convening of the Annual Shareholders' Meeting.</u> and shall, 15 days prior to the convening of the Shareholders' Meeting, prepare and submit to the Shareholders for review at any time, the manual for Shareholders' Meeting proceedings and the supplementary materials for the meeting, and present them	Article 3 A Shareholders' Meeting of the Company shall, unless otherwise provided by the decree, be convened by the Board of Directors. <u>Added.</u> The Company shall, 30 days prior to the convening of the Annual Shareholders' Meeting or 15 days prior to the convening of the Extraordinary Shareholders' Meeting, make electronic files of the notice of the convening of the Shareholders' Meeting, the proxy form, and the reasons and explanatory materials for various proposals for approval, discussion, appointment or dismissal of Directors and other proposals, and send these files to the Market Observation Post System. and shall, 21 days prior to the convening of the Annual Shareholders' Meeting or 15 days prior to the convening of the Extraordinary Shareholders' Meeting, prepare electronic files of the manual for Shareholders' Meeting proceedings and the supplementary materials for the meeting and send these files to the Market Observation Post System. and shall, 15 days prior to the convening of the Shareholders' Meeting, prepare and submit to the Shareholders for review at any time, the manual for Shareholders' Meeting proceedings and the supplementary materials for the meeting, and present them to the Company and to the professional stock agency appointed by the Company, <u>which shall be distributed on-site at the Shareholders' Meeting.</u> <u>Added.</u>	1. Item 1, former Items 3 to 10 have not been amended. 2. In order to enable shareholders to understand the change in the manner of convening the Shareholders' Meeting, the change in the manner of convening the Shareholders' Meeting shall be subject to the resolution of the Board of Directors at the latest before the notice of convening of the Shareholders' Meeting is sent and thus Item 2 is added. 3. In order for foreign and Taiwan shareholders to have early access to the relevant information of the Shareholders' Meeting, the aforementioned electronic file shall be sent 30 days prior to the convening of the Annual Shareholders' Meeting, and thus Item 3 is amended. 4. In order to enable the public company to convene a Shareholders' Meeting by means of visual communication, the Company may convene the Shareholders' Meeting in different manners including a physical Shareholders' Meeting and the one by means of visual communication. For the benefit of Shareholders, whether participating in a physical Shareholders' Meeting or the meeting by means of visual communication, the manual for Shareholders' Meeting proceedings and the

	to the Company and to the professional stock agency appointed by the Company. <u>The manual for Shareholders' Meeting proceedings and the supplementary materials for the meeting referred to in the preceding paragraph shall be provided by the Company to the Shareholders for reference on the date of the Shareholders' Meeting in the following manner:</u> <u>1. When the physical Shareholders' Meeting is convened, they shall be distributed on-site at the Shareholders' Meeting.</u> <u>2. When a video-assisted Shareholders' Meeting is held, they shall be distributed on-site at the Shareholders' Meeting and sent to the video conferencing platform by electronic file.</u> <u>3. When a Shareholders' Meeting is held by means of visual communication, they shall be sent to the video conferencing platform by an electronic file.</u>		supplementary materials for the meeting shall be made available for their reference on the day of the Shareholders' Meeting, and Item 2 is amended and Item 4 is added.
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	The cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and public announcement; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. 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 of competing with the company by Directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 hereof shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions. The causes or subjects of a Shareholders' Meeting to be convened have stated the general re-election of Directors and Supervisors and the date of assumption of office. After the completion of the re-election of the Shareholders' Meeting, the date of assumption of office shall not be changed by extemporary motions or other means at the same meeting.	The cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and public announcement; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. 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 of competing with the company by Directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 of the Company Act shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions. The causes or subjects of a Shareholders' Meeting to be convened have stated the general re-election of Directors and the date of assumption of office. After the completion of the re-election of the Shareholders' Meeting, the date of assumption of office shall not be changed by extemporary motions or other means at the same meeting.	
3	Shareholder(s) holding 1% or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at an Annual Shareholders' Meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. The proposal submitted by another shareholder which falls under any of the circumstances specified in Article 172-1, Item 4 of the Company Act shall not be included in the agenda by the Board of Directors.	Shareholder(s) holding 1% or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at an Annual Shareholders' Meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. However, a shareholder proposal proposed for urging the Company to promote public interests or fulfill its social responsibilities may still be	

	The number of words of a proposal to be submitted by a Shareholder shall be limited to not more than 300 words, and the said proposal containing more than 300 words shall not be included in the agenda of the Shareholders' Meeting. The Shareholder who has submitted a proposal shall attend, in person or by a proxy, the Annual Shareholders' Meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal. The company shall, prior to preparing and delivering the notice of convening the Shareholders' Meeting, inform, by a notice, all the proposal submitting Shareholders of the proposal screening results, and shall list in the notice of convening the Shareholders' Meeting the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by Shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the Shareholders' Meeting to be convened.	The number of words of a proposal to be submitted by a Shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the Shareholders' Meeting. The Shareholder who has submitted a proposal shall attend, in person or by a proxy, the Annual Shareholders' Meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal. The Company shall, prior to preparing and delivering the notice of convening the Shareholders' Meeting, inform, by a notice, all the proposal submitting Shareholders of the proposal screening results, and shall list in the notice of convening the Shareholders' Meeting the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by Shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the Shareholders' Meeting to be convened.	
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4	Article 4 A shareholder may appoint a proxy to attend a Shareholders' Meeting in his/her/its behalf by executing a power of attorney issued by the Company stating therein the scope of power authorized to the proxy. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the Shareholders' Meeting. In case two or more written proxies are received from one Shareholder, the first one received by the Company shall prevail. Unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. After the service of the power of attorney of a proxy to the company, in case the Shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person or to exercise his/her/its voting power in writing or by way of electronic transmission , a proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting as scheduled in the notice of convening the Shareholders' Meeting so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail. <u>After the service of the power of attorney of a proxy to the Company, in case the Shareholder issuing the said proxy intends to attend the Shareholders' Meeting by means of visual communication, a proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting as scheduled in the notice of convening the Shareholders' Meeting so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.</u>	Article 4 A shareholder may appoint a proxy to attend a Shareholders' Meeting in his/her/its behalf by executing a power of attorney issued by the Company stating therein the scope of power authorized to the proxy. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date of the Shareholders' Meeting. In case two or more written proxies are received from one Shareholder, the first one received by the Company shall prevail. Unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. After the service of the power of attorney of a proxy to the company, in case the Shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person or to exercise his/her/its voting power in writing or by way of electronic transmission , a proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting as scheduled in the notice of convening the Shareholders' Meeting so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail. <u>Added.</u>	1. Items 1 to 3 have not been amended. 2. If the proxy of a Shareholder is to attend the Shareholders' Meeting, after the service of the power of attorney of a proxy to the Company, in case the Shareholder issuing the said proxy intends to attend the Shareholders' Meeting by means of visual communication, a proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting as scheduled in the notice of convening the Shareholders' Meeting so as to rescind the proxy at issue, and Item 4 is added.
5	Article 5 (Principle of Venue and	Article 5	1. The existing

	Time for Convening Shareholders' Meetings) A Shareholders' Meeting shall be held at a place where the Company is located or a place that is convenient for shareholders to attend and suitable for the convening of the Shareholders' Meeting. The meeting shall not commence earlier than 9:00 a.m. or later than 3:00 p.m., and the opinions of Independent Directors on the venue and time of the convening of the meeting shall be fully taken into consideration. <u>When the Company convenes a Shareholders' Meeting by means of visual communication, it shall not be subject to the aforementioned restriction on the venue of convening.</u>	A Shareholders' Meeting shall be held at a place where the Company is located or a place that is convenient for shareholders to attend and suitable for the convening of the Shareholders' Meeting. The meeting shall not commence earlier than 9:00 a.m. or later than 3:00 p.m., and the opinions of Independent Directors on the venue and time of the convening of the meeting shall be fully taken into consideration.	provisions is moved to Item 1, and the content has not been amended. 2. Item 2 is added, specifying that when the Company convenes a Shareholders' Meeting by means of visual communication, it shall not be subject to the restriction on the venue of convening.
6	Article 6 The Company shall state in the notice of the meeting the time and place of the registration of the <u>Shareholders, solicitors and proxies (hereinafter referred to as the Shareholders)</u> and other matters to be noted. The aforementioned Shareholder shall register at least 30 minutes prior to the commencement of the meeting; the registration place shall be clearly marked and appropriate and competent personnel shall be dispatched to handle the registration; <u>for the Shareholders' Meeting by means of visual communication, registration shall be accepted on the video conferencing platform of the Shareholders' Meeting 30 minutes prior to the commencement of the meeting. Shareholders who have completed the registration shall be deemed to have attended the Shareholders' Meeting in person.</u> Shareholders shall attend the Shareholders' Meeting by presenting their attendance cards, attendance sign-in cards or other attendance certificates, and the Company shall not arbitrarily add any requirements for presenting other supporting documents to the certification documents of shareholders in attendance; solicitors who solicit the power of attorney shall carry their identification documents for verification purposes. The	Article 6 The Company shall state in the notice of the meeting the time and place of the registration of the Shareholders and other matters to be noted. The aforementioned Shareholder shall register at least 30 minutes prior to the commencement of the meeting; the registration place shall be clearly marked and appropriate and competent personnel shall be dispatched to handle the registration. <u>Shareholders</u> themselves or the proxies entrusted by the Shareholders (hereinafter referred to as the Shareholders) shall attend the Shareholders' Meeting by presenting their attendance cards, attendance sign-in cards or other attendance certificates, and the Company shall not arbitrarily add any requirements for presenting other supporting documents to the certification documents of shareholders in attendance; solicitors who solicit the power of attorney shall carry their identification documents for verification purposes. The Company shall prepare the attendance list for sign-in by shareholders in attendance, or sign-in on behalf by shareholders in attendance who hand in the sign-in card.	1. Items 4 to 6 have not been amended. 2. In order to specify the time and procedure for the registration of the Shareholders in attendance held by means of visual communication, Item 2 is amended. 3. To be in line with the Shareholders specified in Item 1, Item 3 is amended. 4. Shareholders who intend to attend the Shareholders' meeting held by means of visual communication shall register with the Company two days prior to the convening of the Shareholders' Meeting, and Item 7 is added. 5. In order to enable the Shareholders in attendance held by means of visual communication to view the manual for Shareholders' Meeting proceedings, annual report and other relevant information, the Company shall upload them to the

	Company shall prepare the attendance list for sign-in by shareholders in attendance, or sign-in on behalf by shareholders in attendance who hand in the sign-in card. The Company shall deliver the manual for Shareholders' Meeting proceedings, annual report, attendance cards, speaker's slip, votes and other meeting information to Shareholders present at the Shareholders' Meeting. If there is an election of Director or Supervisor, a separate election ballot shall be attached. When the government or a legal person is a shareholder, its proxy present at the Shareholders' Meeting shall not be limited to one person. When a legal person is entrusted to attend the Shareholders' Meeting, it can only assign one proxy to attend. <u>If the Shareholders' Meeting is held by means of visual communication, Shareholders who wish to attend the meeting by means of visual communication shall register with the Company two days prior to the convening of the Shareholders' Meeting. If the Shareholders' Meeting is held by means of visual communication, the Company shall, at least 30 minutes prior to the commencement of the meeting, upload the manual for Shareholders' Meeting proceedings, annual report and other relevant information to the video conferencing platform of the Shareholders' Meeting and continue to disclose the same until the end of the meeting.</u>	The Company shall deliver the manual for Shareholders' Meeting proceedings, annual report, attendance cards, speaker's slip, votes and other meeting information to Shareholders present at the Shareholders' Meeting. If there is an election of Director, a separate election ballot shall be attached. When the government or a legal person is a shareholder, its proxy present at the Shareholders' Meeting shall not be limited to one person. When a legal person is entrusted to attend the Shareholders' Meeting, it can only assign one proxy to attend.	video conferencing platform of the Shareholders' Meeting, and Item 8 is added.
6-1	<u>Article 6-1</u> <u>The Company which convenes a Shareholders' Meeting by means of visual communication shall state the following items in the notice of convening of the Shareholders' Meeting:</u> 1. <u>The method of shareholders' participation in the meeting held by means of visual communication and exercising their rights.</u> 2. <u>The method of handling the obstacles to the video conferencing platform or participation in the meeting held by means of visual communication due to a natural disaster, incident or other force</u>	<u>Added.</u>	1. This Article is added. 2. In order for Shareholders to be aware of the relevant rights and restrictions on participation in the Shareholders' Meeting prior to the commencement of the Shareholders' Meeting, it is stipulated that the notice of convening the Shareholders' Meeting shall include the method of shareholders'

	<u>majeure event, which shall at least include the following:</u> <u>(1) the time at which the meeting needs to be postponed or resumed as a result of continued failure of exclusion of the aforementioned obstacles, and the date at which the meeting needs to be postponed or resumed.</u> <u>(2) Shareholders who have not registered to participate in the original Shareholders' meeting held by means of visual communication shall not participate in the postponement or reconvening of the meeting.</u> <u>(3) If a video-assisted Shareholders' Meeting is convened but the meeting held by means of visual communication cannot be continued, and the total number of shares of Shareholders present at the Shareholders' Meeting, after deducting the number of shares of Shareholders present at the Shareholders' Meeting held by means of visual communication, reaches the statutory quota for the meeting, the Shareholders' Meeting shall continue to proceed, and the number of shares of the Shareholders who participate in the meeting held by means of visual communication shall be counted towards the total number of shares of the Shareholders in attendance. All resolutions of the said Shareholders' Meeting shall be deemed to be abstained.</u> <u>(4) The handling method of the circumstances in which all the proposals have been announced and no extemporary motion has been made.</u> <u>3. If a Shareholders' Meeting is held by means of visual communication, the appropriate alternative measures provided for Shareholders who have difficulty in participating in Shareholders' Meeting held by means of visual communication shall be specified.</u>	participation in the meeting held by means of visual communication and exercising the relevant rights, the method of handling the obstacles to the video conferencing platform or participation in the meeting held by means of visual communication due to a natural disaster, incident or other force majeure event, which shall at least include the date at which the meeting needs to be postponed or resumed and how long the disconnection shall last in order to postpone or resume the meeting, the provisions of Article 44-20, Items (1), (2), (4) and (5) of the Regulations Governing the Administration of Shareholder Services of Public Companies, and the handling method of the circumstances in which all the proposals have been announced and no extemporary motion has been made. If a Shareholders' Meeting is held by means of visual communication, the appropriate alternative measures provided for Shareholders who have difficulty in participating in Shareholders' Meeting held by means of visual communication shall be specified.
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8	Article 8 The Company shall make continuous and uninterrupted audio and video recordings of the process of registration of the Shareholders, the process of conducting the meeting, and the process of counting the votes from the time of acceptance of registration of the Shareholders. The aforementioned audio-visual materials shall be kept for at least one year. However, if a lawsuit has been instituted by any Shareholder in accordance with the provisions of Article 189 of the Company Act, the said materials shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded. <u>If the Shareholders' Meeting is held by means of visual communication, the Company shall record and keep the information on registration, registration, registration, questioning, voting and voting results of the Shareholders, and make continuous and uninterrupted audio and video recordings of the entire video conference.</u>	Article 8 The Company shall make continuous and uninterrupted audio and video recordings of the process of registration of the Shareholders, the process of conducting the meeting, and the process of counting the votes from the time of acceptance of registration of the Shareholders. The aforementioned audio-visual materials shall be kept for at least one year. However, if a lawsuit has been instituted by any Shareholder in accordance with the provisions of Article 189 of the Company Act, the said materials shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded. <u>Added.</u>	1. Items 1 and 2 have not been amended. 2. With reference to the provisions of Article 183 of the Company Act and Article 18 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, it is stipulated that the Company shall record and keep the information on registration, registration, registration, questioning, voting and voting results of the Shareholders, and the Company is required to make continuous and uninterrupted audio and video recordings of the entire video conference.
8	<u>The aforementioned information and audio and video recordings shall be duly kept by the Company for the duration of the existence of the Company and shall be made available to the persons entrusted with the conduct of the video conference for custody.</u> <u>If the Shareholders' Meeting is held by means of visual communication, the Company shall make audio and video recordings of the backend operating interface of the video conference platform.</u>	<u>Added.</u> <u>Added.</u>	and shall be duly kept by the Company for the duration of the existence of the Company, and shall be made available to the persons entrusted with the conduct of the video conference for custody, and Items 3 and 4 are added. 3. In order to keep the relevant information of video conference as much as possible, in addition to Item 3 which clearly stipulates that the Company shall make continuous and uninterrupted audio and video recordings of the entire video conference, it is also appropriate to make audio and video recordings of the backend operating interface of the video conference platform.

			Since the computer software and hardware equipment with a certain level of specification and information security are necessary for the synchronization recording of the screen, the Company may, depending on the feasibility of the equipment conditions, clearly stipulate the rules of procedure of its Shareholders' Meeting, and Item 5 is added.
9	Article 9 The attendance at the Shareholders' Meeting shall be calculated based on shares. The number of shares present shall be calculated by addition of the number of shares registered in the attendance list for sign-in or or submitted sign-in card and <u>video conferencing platform</u>, and the number of shares exercising voting rights in writing or by electronic means. When the time of a meeting has arrived, the Chairman shall announce the commencement of the meeting and at the same time the number of non-voting rights and the number of shares in attendance. However, if no shareholders representing more than half of the total number of issued shares are present, the Chairman may announce a postponement of the meeting, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If there are still not enough Shareholders representing more than one-third of the total number of issued shares present after two rounds of postponement, the Chairman shall announce adjournment of the meeting; <u>if the Shareholders' Meeting is held by means of visual communication, the Company shall also announce the adjournment of the meeting on the video conferencing platform of the Shareholders' Meeting.</u> If the quorum is still not present after two rounds of the postponement as	Article 9 The attendance at the Shareholders' Meeting shall be calculated based on shares. The number of shares present shall be calculated by addition of the number of shares registered in the attendance list for sign-in or or submitted sign-in card, and the number of shares exercising voting rights in writing or by electronic means. When the time of a meeting has arrived, the Chairman shall announce the commencement of the meeting and at the same time the number of non-voting rights and the number of shares present at the meeting and other relevant information. However, if no shareholders representing more than half of the total number of issued shares are present, the Chairman may announce a postponement of the meeting, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If there are still not enough Shareholders representing more than one-third of the total number of issued shares present after two rounds of postponement, the Chairman shall announce adjournment of the meeting. If the quorum is still not present after two rounds of the postponement as stipulated in the foregoing but Shareholders representing more than one-third of the total number of issued shares are	1. Items 2 and 5 have not been amended. 2. In order to make it clear that if the Shareholders' Meeting of the Company is held by means of visual communication, when calculating the total number of shares of the Shareholders present, the number of shares of the Shareholders registered by means of visual communication shall be added, and Item 1 is amended. 3. When the Shareholders' Meeting of the Company is held by means of visual communication, if the Chairman announces the adjournment of the meeting, the Company shall make a separate announcement on the adjournment of the meeting on the video conferencing platform of the Shareholders' Meeting to inform the Shareholders in real time, and Item 3 is amended. 4. If the Company decides to convene another Shareholders' Meeting by a tentative resolution, Shareholders who wish

	stipulated in the foregoing but Shareholders representing more than one-third of the total number of issued shares are present, a tentative resolution may be made in accordance with the provisions of Article 175, Item 1 of the Company Act, and each shareholder shall be notified of the said tentative resolution to resume a Shareholders' Meeting within one month. <u>If the Shareholders' Meeting is held by means of visual communication, the Shareholders who wish to attend by means of visual communication shall re-register with the Company in accordance with Article 6.</u> Prior to the end of the current meeting,	present, a tentative resolution may be made in accordance with the provisions of Article 175, Item 1 of the Company Act, and each shareholder shall be notified of the said tentative resolution to resume a Shareholders' Meeting within one month Prior to the end of the current meeting, if Shareholders representing _____ of the number of shares are present	to attend the meeting by means of visual communication shall register with the Company, and Item 4 is amended.
9	If the Shareholders in attendance represent a majority of the total number of issued shares, the Chairman may resubmit the tentative resolution for a vote by the Shareholders' Meeting for voting in accordance with the provisions of Article 174 of the Company Act.	represent a majority of the total number of issued shares, the Chairman may resubmit the tentative resolution for a vote by the Shareholders' Meeting for voting in accordance with the provisions of Article 174 of the Company Act.	
11	Article 11 Before the speech, a Shareholder present at the meeting shall specify on the speaker's slip the subject of the speech, the shareholder account number (or attendance card number) and the account name. The order in which Shareholders speak shall be set by the Chairman. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject stated on the speaker's slip, the content of the speech shall prevail. Except with the consent of the Chairman, a Shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the Shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chairman may terminate the speech. When a Shareholder in attendance is speaking, other Shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chairman and the	Article 11 Before the speech, a Shareholder present at the meeting shall specify on the speaker's slip the subject of the speech, the shareholder account number (or attendance card number) and the account name. The order in which Shareholders speak shall be set by the Chairman. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject stated on the speaker's slip, the content of the speech shall prevail. Except with the consent of the Chairman, a Shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the Shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chairman may terminate the speech. When a Shareholder in	1. Items 1 to 6 have not been amended. 2. In order to clearly specify the methods, procedures and restrictions of questioning by Shareholders participating in the Shareholders' Meeting by means of visual communication, Item 7 is added. 3. In order to help other Shareholders understand the content of the questions asked by the Shareholders, the Company shall filter the questions not related to the items on the agenda of the Shareholders' Meeting, and disclose the questions asked by the remaining shareholders on the video platform, and Item 8 is added.

	Shareholder who is speaking; the Chairman shall stop any violation. When a legal person shareholder appoints two or more representatives to attend a Shareholders' Meeting, only one of the representatives so appointed may speak on the same proposal. After a Shareholder in attendance has spoken, the Chairman may respond in person or direct relevant personnel to respond. <u>If the Shareholders' Meeting is by means of visual communication, the Shareholders participating by means of visual communication may, after the Chairman announces the commencement of the meeting and before the adjournment of the meeting, ask questions by text on the video conferencing platform of the Shareholders' Meeting. The number of questions for each proposal shall not exceed two times, each time being limited to 200 words, and the provisions of Items 1 to 5 shall not apply. If the foregoing question does not violate the regulations or does not fall outside the scope of the proposal, it is advisable to disclose the question on the video conferencing platform of the Shareholders' Meeting for information.</u>	attendance is speaking, other Shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chairman and the Shareholder who is speaking; the Chairman shall stop any violation. When a legal person shareholder appoints two or more representatives to attend a Shareholders' Meeting, only one of the representatives so appointed may speak on the same proposal. After a Shareholder in attendance has spoken, the Chairman may respond in person or direct relevant personnel to respond. <u>Added.</u> <u>Added.</u>	
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13	Article 13 A Shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Item 2 of the Company Act. When the Company holds a Shareholders' Meeting, it may allow the Shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the notice of convening the Shareholders Meeting. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the Shareholders' Meeting in person, but to have waived his/her rights with respect to the extemporary motions and amendments to original proposals of that Shareholders' Meeting; it is therefore advisable that the Company shall avoid the submission of extemporary motions and amendments to original proposals. A Shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall serve a written declaration of intent to the	Article 13 A Shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Item 2 of the Company Act. When the Company holds a Shareholders' Meeting, it may allow the Shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the notice of convening the Shareholders Meeting. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the Shareholders' Meeting in person, but to have waived his/her rights with respect to the extemporary motions and amendments to original proposals of that Shareholders' Meeting; it is therefore advisable that the Company shall avoid the submission of extemporary motions and amendments to original proposals. A Shareholder intending to exercise voting rights by	1. Items 1 to 3 and 5 to 8 have not been amended. 2. In order to clearly stipulate that after a Shareholder has exercised voting rights by correspondence or electronic means, in the event that the Shareholder intends to attend the Shareholders' Meeting by means of visual communication, he/she shall first retract by the same manner by which the voting rights were exercised, and Item 4 is amended. 3. If a Shareholders' Meeting is held by means of visual communication, in order to allow shareholders participating in the meeting by means of visual communication to have sufficient voting time, when the Chairman announces the commencement of the meeting to the time when he announces the poll is concluded, the votes of the original
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Company two days before the date of the Shareholders' Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. except when a declaration is made to cancel the earlier declaration of intent. After a Shareholder has exercised voting rights by correspondence or electronic means, in the event the Shareholder intends to attend the Shareholders' Meeting in person or by means of visual communication, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two days before the date of the Shareholders' Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a Shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Articles of Incorporation of the Company, the approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the Shareholders in attendance. At the time of a vote, for each proposal, the Chairman or a person designated by the Chairman shall first announce the total number of voting rights represented by the Shareholders in attendance, followed by a poll of the Shareholders. After the conclusion of the Shareholders' Meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System. When there is an amendment or an alternative to a proposal, the Chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required. Vote monitoring and

correspondence or electronic means under the preceding paragraph shall serve a written declaration of intent to the Company two days before the date of the Shareholders' Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. except when a declaration is made to cancel the earlier declaration of intent. After a Shareholder has exercised voting rights by correspondence or electronic means, in the event the Shareholder intends to attend the Shareholders' Meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two days before the date of the Shareholders' Meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a Shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise provided in the Company Act and in the Articles of Incorporation of the Company, the approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the Shareholders in attendance. At the time of a vote, for each proposal, the Chairman or a person designated by the Chairman shall first announce the total number of voting rights represented by the Shareholders in attendance, followed by a poll of the Shareholders. After the conclusion of the Shareholders' Meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered ~~into~~ the Market Observation Post System. When there is an amendment or an alternative to a proposal, the Chairman shall

proposals may be cast. The vote counting shall be a one-time to match the voting time of the Shareholders participating in the meeting by means of visual communication, and thus Items 9 and 10 are added. 4. If a Shareholder of the video-assisted Shareholders' Meeting who has registered to attend the meeting by means of visual communication intends to attend the physical Shareholders' Meeting in person, the registration shall be retracted in the same manner as the registration two days prior to the Shareholders' Meeting. If the registration is cancelled after that time, the Shareholder may only participate in the Shareholders' Meeting by means of visual communication, and thus Item 11 is added. 5. With reference to the Ministry of Economic Affairs letter Jing Shang Zi No. 10102404740 dated February 24, 2002 and the interpretation of the letter Jing Shang Zi No. 10102414350 dated May 3 of the same year, Shareholders exercising their voting rights by electronic means who have not submitted the declaration of intent to retract the voting rights, the original proposal cannot be proposed for amendment, nor can they exercise their voting rights, but the said Shareholders may still attend the Shareholders' Meeting on the day of the Shareholders' Meeting, and may propose extemporary motions on-site

13	The results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record shall be made. <u>When the Company convenes a Shareholders' Meeting by means of visual communication, after the Chairman announces the commencement of the meeting, Shareholders attending the meeting by means of visual communication shall cast votes on proposals and elections on the video conferencing platform before the Chairman announces the voting session ends or shall be deemed abstained from voting.</u> <u>If a Shareholders' Meeting is held by means of visual communication, after the Chairman announces the voting session ends, the votes shall be counted in one go and the results of the voting and election shall be announced.</u> <u>When the Company convenes a video-assisted Shareholders' Meeting, if a Shareholder who has registered to attend the Shareholders' Meeting by means of visual communication in accordance with the provisions of Article 6 intends to attend the physical Shareholders' Meeting in person, the registration shall be retracted in the same manner as the registration two days prior to the Shareholders' Meeting. If the registration is cancelled after that time, the Shareholder may only attend the Shareholders' Meeting by means of visual communication. Shareholders who have exercised their voting rights by correspondence or electronic means, has not withdrawn their declaration of intent and participate in the Shareholders' Meeting by means of visual communication shall not exercise their voting rights in respect of the original proposal or propose amendments to the original proposal or exercise their voting rights in respect of the amendment to the original proposal</u>	Provided that all monitoring personnel shall be shareholders of the Company. Vote counting for Shareholders' Meeting proposals on voting or elections shall be conducted in public at the place of the Shareholders' Meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record shall be made. <u>Added.</u> <u>Added.</u> <u>Added.</u> <u>Added.</u>	, and shall exercise their voting rights. Considering that both written and electronic voting is one of the ways in which Shareholders exercise their rights, based on the principle of fair treatment, the written voting shall also follow the normative spirit of the previous electronic voting in order to protect the rights and interests of Shareholders, so Item 12 clearly stipulates that Shareholders who have exercised their voting rights by correspondence or electronic means may still register to participate in the Shareholders' Meeting by means of visual communication if they have not cancelled the declaration of intent, but may not not vote the original proposal or amendments to the original proposal or propose amendments to the original proposal except where they may propose and exercise voting rights on extemporary motions.
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	<u>except in the case of a extemporary motion.</u>		
15	Article 15 Matters relating to the resolutions of a Shareholders' Meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the Chairman of the meeting and a copy shall be distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System. The meeting minutes shall accurately record the year, month, day, and venue of the meeting, the full name of the Chairman, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of Directors or Supervisors. shall be retained for the duration of the existence of the Company.	Article 15 Matters relating to the resolutions of a Shareholders' Meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the Chairman of the meeting and a copy shall be distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System. The meeting minutes shall accurately record the year, month, day, and venue of the meeting, the full name of the Chairman, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of	1. Items 1 to 3 have not been amended. 2. In order to help Shareholders understand the results of convening the video conference, the alternative measures for the Shareholders with digital divide and the handling methods and circumstances of disconnection, it is required that the Company shall, in addition to the particulars to be included in the meeting minutes as described in Item 3, include in the minutes of the Shareholders' Meeting the start time and end time of the meeting, how the meeting is convened, the name of the Chairman and secretary, and due to natural disasters, accidents or other

		an election of Directors. for the duration of the existence of the Company.	force majeure events
15	retained. <u>Where a Shareholders' Meeting is convened by means of visual communication, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the Shareholders' Meeting, how the meeting is convened, the name of the Chairman and secretary, and actions to be taken in the event of disruption to the video conferencing platform or participation in the meeting by means of visual communication due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u> <u>When convening a Shareholders' Meeting by means of visual communication, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to Shareholders with difficulties in attending a Shareholders' Meeting by means of visual communication.</u>	retained permanently. <u>Added.</u> <u>Added.</u>	actions to be taken in the event of disruption to the video conferencing platform or participation in the meeting by means of visual communication, and how issues are dealt, and Item 4 is added. 3. If a Shareholders' Meeting by means of visual communication is convened, the convening notice shall specify the appropriate alternative measures for Shareholders who have difficulty in participating in the Shareholders' Meeting by means of visual communication, and it is clearly stipulated that the minutes shall specify the alternative measures provided for such Shareholders with digital divide, and Item 5 is added.
16	<u>Article 16 On the day of a Shareholders Meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by Shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the venue of the Shareholders' meeting. If the Shareholders' Meeting is held by means of visual communication, the Company shall upload the aforementioned meeting materials to the video conferencing platform of the Shareholders' Meeting at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. During the Company's Shareholders Meeting by means of visual communication, when the meeting is announced to commence, the total number of shares represented at the meeting shall be disclosed on the video conferencing platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting. If</u>	Article 16 On the day of a Shareholders Meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the venue of the Shareholders' meeting. <u>Added.</u> If matters put to a resolution at a Shareholders' Meeting constitute material information under applicable laws or regulations or under the regulations of the Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.	1. In order to inform Shareholders of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and the number of shares represented by Shareholders attending the meeting by correspondence or electronic means, the Company shall make an express disclosure of the same at the venue of the Shareholders' meeting. If the Company convenes a meeting by means of visual communication, it shall upload the information to the video conferencing platform of the Shareholders' Meeting, and Item 1 is amended. 2. In order to enable the Shareholders participating in the Shareholders' Meeting by means of visual communication to

	matters put to a resolution at a Shareholders' Meeting constitute material information under applicable laws or regulations or under the regulations of the Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.		know simultaneously whether the number of shares represented by Shareholders attending the meeting reaches the threshold of the Shareholders' Meeting, it is clearly stipulated that the Company shall disclose the total number of shares represented by Shareholders attending the meeting to the video conferencing platform when the meeting is announced to commence. If the total number of shares represented by Shareholders attending the meeting and the number of voting rights of the Shareholders are counted after that, the Company shall also disclose the same to the video conferencing platform, and Item 2 is added.
19	<u>Article 19</u> <u>If a Shareholders' Meeting is convened by means of visual communication, the Company shall disclose real-time results of votes of each proposal and election immediately after the end of the voting session on the video conferencing platform according to the regulations, and such disclosure shall continue at least 15 minutes after the Chairman has announced the meeting adjourned.</u>	<u>Added.</u>	1. This Article is added. 2. In order for the Shareholders participating in the Shareholders' Meeting by means of visual communication to be immediately informed of the voting situation of each proposal and election results, sufficient information disclosure time shall be regulated, and this Article is added.
20	<u>Article 20</u> <u>When the Company convenes a Shareholders' Meeting by means of visual communication, both the Chairman and secretary shall be in the same location, and the Chairman shall announce the address of their location when the meeting commences.</u>	<u>Added.</u>	1. This Article is added. 2. When a Shareholders' Meeting is held by means of visual communication and there is no physical venue for the meeting, both the Chairman and secretary shall be in the same location, and in order for the Shareholders to know the location of the Chairman the Chairman shall announce the address of their location when

			the meeting commences, and this Article is added.
21	<u>Article 21</u> <u>In the event of a Shareholders' Meeting by means of visual communication, the Company may, as the case may be, offer a simple connection test to Shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <u>In the event of a Shareholders' Meeting by means of visual communication, when announcing the commencement of the meeting, the Chairman shall also announce, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conferencing platform or participation by means of visual communication is obstructed due to natural disasters, accidents or other force majeure events before the Chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, Shareholders who have not registered to participate in the affected Shareholders' Meeting by means of visual communication shall not attend the postponed or resumed session.</u> <u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the Shareholders who have registered to participate in the affected Shareholders' Meeting by means of visual communication and have successfully signed in the meeting, but do not attend the postponed or resumed session, at the affected Shareholders' Meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u> <u>During a postponed or resumed session of a Shareholders' Meeting</u>	<u>Added.</u>	1. This Article is added. 2. In order to reduce communication problems in video conferencing, referring to overseas practices, it is necessary to offer a connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues, and Item 1 is added. 3. When the Company convenes a Shareholders' Meeting by means of visual communication, the Chairman shall announce at the meeting that if the video conferencing platform or participation by means of visual communication is obstructed due to natural disasters, accidents or other force majeure events, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply only after being resolved by the Shareholders' Meeting, and Item 2 is added. This Article shall not apply to any failure to convene or participate in a video conference by the Company, video conference platform, Shareholder, solicitor or proxy as a result of individual intention or negligence. 4. For a meeting to be postponed or resumed under the second paragraph, in accordance with the provisions of Article 44-22 of the

	<u>held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and the results or list of elected Directors and Supervisors has/have been announced.</u>		Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall
21	<u>When the Company convenes a video-assisted Shareholders' Meeting, and the video conference cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by Shareholders attending the Shareholders' Meeting by means of visual communication, still meets the minimum legal requirement for a Shareholder' Meeting, then the Shareholders' Meeting shall continue, and no postponement or resumption thereof under the second paragraph is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the number of shares represented by Shareholders attending the Shareholders' Meeting by means of visual communication shall be counted towards the total number of shares represented by Shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that Shareholders' Meeting. When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original Shareholders' Meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u> <u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the Shareholders' Meeting that is postponed or resumed under the second paragraph.</u>		Shareholders (including solicitors and proxies) not having registered to attend the affected Shareholders' Meeting by means of visual communication shall not attend the postponed or resumed session, to be in line with the added Item 3. As for the convening of a video-assisted Shareholders' Meeting, the Shareholders who originally participated in the physical Shareholders' Meeting may continue to participate in the physical postponed or resumed meeting, and an explanation shall be given. 5. For a meeting to be postponed or resumed under the second paragraph, in accordance with Article 44-20, paragraph 3 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the number of shares represented by, and voting rights and election rights exercised by the Shareholders who have registered to participate in the affected Shareholders' Meeting by means of visual communication and have successfully signed in the meeting, but do not attend the postponed or resumed session, at the affected Shareholders' Meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the

			postponed or resumed session, to be in line with the added Item 4. 6. When the Shareholders' Meeting needs to be postponed or resumed due to the failure to resume the meeting as a result of communication barrier, the resolution is deemed to have completed and no further discussion or resolution is required for proposals for which votes have been cast and counted and the results or list of elected Directors and Supervisors has/have been announced to reduce the time and cost of resuming the meeting, and Item 5 is stipulated. 7. Considering that physical meeting and video conference are conducted at the same time in the video-assisted Shareholders' Meeting,
21			If the video conferencing platform or participation by means of visual communication is obstructed due to natural disasters, accidents or other force majeure events, but the physical Shareholders' Meeting is still conducting, if the total number of shares represented at the meeting, after deducting those represented by Shareholders attending the Shareholders' Meeting by means of visual communication, still meets the minimum legal requirement for a Shareholder' Meeting, then the Shareholders' Meeting shall continue, and no postponement or resumption thereof under the second paragraph is required, and Item 6 is stipulated. 8. Under the circumstances where a

			meeting should continue as in the preceding paragraph without postponement or resumption of the meeting, in accordance with the provisions of Article 44-20, paragraph 5 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the number of shares represented by Shareholders (including solicitors and proxies) attending the Shareholders' Meeting by means of visual communication shall be counted towards the total number of shares represented by Shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that Shareholders' Meeting, and Item 7 is added. 9. Considering that the postponement or resumption of the meeting due to the previous disconnection is virtually identical to the original Shareholders' Meeting, it is not necessary to handle the relevant preparatory work of the Shareholders' Meeting again in accordance with the provisions of Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies due to the date of the postponement or resumption of the Shareholders' Meeting. 10. Considering that the video conference of the Shareholders' Meeting has been postponed, in accordance with Article 12, second half, and Article 13, paragraph 3 of Regulations Governing
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			the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2 of the Regulations Governing the Administration of Shareholder Services of Public Companies,
21			Matters that need to be publicly announced and disclosed by the Shareholders' Meeting on the day under Article 44-15, and Article 44-17, paragraph 1 are still required to be disclosed to Shareholders on the day when the meeting is postponed or resumed, and Item 9 is stipulated.
22	<u>Article 22</u> <u>When convening a Shareholders' Meeting by means of visual communication, the Company shall provide appropriate alternative measures available to Shareholders with difficulties in attending the Shareholders' Meeting by means of visual communication.</u>	<u>Added.</u>	1. This Article is added. 2. When the Company convenes a Shareholders' Meeting by means of visual communication, considering that Shareholders with digital divide may be hindered from participating in the Shareholders' Meeting by means of visual communication, the Company shall provide Shareholders with appropriate alternative measures, such as exercising their voting rights by correspondence or providing necessary equipment for Shareholders to borrow to participate in the meeting.
23	<u>Article 23</u> <u>These Rules shall take effect after having been submitted to and approved by a Shareholders' Meeting. Subsequent amendments thereto shall be effected in the same manner.</u>	<u>Article 19</u> <u>These Rules shall take effect after having been submitted to and approved by a Shareholders' Meeting. Subsequent amendments thereto shall be effected in the same manner.</u>	The provisions are adjusted in line with these added provisions.