



BIZLINK HOLDING INC.

2022 Annual Shareholders Meeting Handbook

This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there is any inconsistency between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese version shall prevail.

Index

One.	Meeting Procedures	1
Two.	Meeting Agenda	2
Three.	Company Reports	4
Four.	Proposals	7
Five.	Discussions	8
Six.	Elections	10
Seven.	Other Discussions	10
Eight.	Ad hoc Motions	10
Nine.	Adjournment	10
Ten.	Attachments.....	11
	1. 2021 Business Report	11
	2. Audit Committee Report	16
	3. Endorsement and guarantee provided by the company and its subsidiaries in 2021	17
	4. Status on the Fourth Unsecured Overseas Convertible Bonds Issuance.....	23
	5. Second Overseas Depositary Receipts	25
	6. Table of Amendments to the Corporate Governance Best Practice Principles	27
	7. Table of Amendments to the Corporate Social Responsibility Best Practice Principles	38
	8. Report of Independent Accountants and Financial Statements	46
	9. Earnings Distribution	56
	10. Comparison Table of Amended Articles of the Procedures for the Acquisition or Disposal of Assets.....	57
	11. Table of Amendments to the Articles of Incorporation (Mandarin and Chinese).....	75
	12. Comparison Table of Amended Articles of the Rules of Procedure for Shareholders' Meetings	83
	13. Comparison Table of Amended Articles of the Regulations Governing Making of Endorsements Guarantees	110

14. List of Independent Director Candidates for the 2022 General Meeting of Shareholders..... 127

15 .Positions Held by Independent Director Candidates at Other Companies Concurrently 128

Eleven. Appendices..... **129**

1. The before amended Procedure for Article of Incorporation 129

2. The before amended Rules of Procedure for Shareholders' Meetings 165

3. The number of shares held by the directors as recorded in the shareholders' registry as of the
book closure date for the current general shareholders' meeting 173

One. Meeting Procedures

BIZLINK HOLDING INC.

Meeting Procedures for 2022 Annual Shareholders' Meeting

1. Call the Meeting to Order
2. Chairperson Remarks
3. Company Reports
4. Proposals
5. Discussions
6. Elections
7. Other Discussion
8. Ad hoc Motions
9. Adjournment

Two. Meeting Agenda

Format for Shareholders' Meeting: Physical

Time: 09:00 am, June 23 (Thu.), 2022

Venue: Meeting Room, B2, Building A, No. 726, Zhongzheng Rd., Zhonghe Dist., New Taipei City

I. Call the Meeting to Order

II. Chairperson Remarks

III. Company Reports

1. 2021 business report.
2. Audit committee's review report on 2021 financial statements.
3. Endorsements and guarantees provided by the Company and its subsidiaries in 2021.
4. Report on the Issuance of the 3rd and 4th Overseas Unsecured Convertible Corporate Bonds.
5. Status report for the issuance of common shares for the GDR offering.
6. To report 2021 employees' profit-sharing bonus and directors' compensation.
7. Status report for appropriation of 2021 earnings to pay cash dividends.
8. Amendments to the Corporate Governance Best Practice Principles.
9. Amendments to the Corporate Social Responsibility Best Practice Principles.

IV. Proposals

1. Adoption of the 2021 CPA audited financial statements.
2. Adoption of the proposal for distribution of 2021 Profits.

V. Discussions

1. Amendment to the "Procedures for the Acquisition or Disposal of Assets".
2. Amendments to the Articles of Incorporation.
3. Amendment to the Company's "Rules of Procedure for Shareholders' Meetings".
4. Amendment to the Company's "Regulations Governing Making of Endorsements Guarantees".

VI. Elections: By-election of an independent director (5th term).

VII. Other Discussions: Discussion on the removal of the non-compete clause for directors

and their representatives.

VIII. Ad hoc Motions

IX. Adjournment

Three. Company Reports

No. 1: 2021 Business Reports.

Explanation: The 2021 Business Report is attached as Attachment I (p.11).

No 2: Audit committee's review report on the 2021 financial statements.

Explanation: Audit committee's review report on the financial statements is attached as Attachment II (p.16).

No. 3: Endorsements and guarantees provided by the Company and its subsidiaries in 2021.

Explanation: The status of the endorsements and guarantees provided is attached as Attachment III (p.17).

No. 4: To report on the 3rd and 4th unsecured overseas convertible bonds issuance.

Explanation:

1. The Board of Directors passed a resolution to issue the 3rd and 4th unsecured overseas convertible corporate bonds on October 1, 2019 and on November 15, 2021, respectively, for a total issue amount of US\$100,000,000 and of US\$125,000,000, respectively. The bonds are issued at a par value of US\$200,000 per bond with a coupon rate of 0% for five years. They were approved by the Financial Supervisory Commission (FSC) on November 7, 2019 and on December 29, 2021, respectively.
2. The Company has completed the issuance of the third overseas unsecured convertible corporate bonds on December 13, 2019. As of March 31, 2022, a total of 10,041,968 ordinary shares were converted into ordinary shares, and the balance of the outstanding third overseas unsecured corporate bonds was US\$24,600,000. The conversion price is \$225.65.
3. The Company completed its fourth issuance of unsecured convertible corporate bonds on January 5, 2022. Please refer to Appendix IV (p.18–19 of this handbook) for the pricing and terms, proposed investment projects, an explanation of the capital utilization, and the projected effects after the completion of these projects as well as the capital drawdown and project progress thus far. As of March 31, 2022, no conversion has been made. The conversion price is \$300.00.

No. 5: Status report for the issuance of common shares for our GDR offering.

Explanation:

1. On November 15, 2021, the Board approved the issuance of new common shares and a global depository receipt (GDR) to raise capital with the FSC's permission received on December 29, 2021. The pricing was fixed on

January 5, 2022. A total of 12,000 thousand GDR units were issued at a unit price of US\$ 8.69 for a total of US\$ 104,280 thousand.

2. Please refer to Attachment V (please see p.25~26 in this pamphlet) for the GDR issuing terms with the proposed investment projects, an explanation of how the capital will be utilized, and the projected effects after the completion of these projects as well as the capital drawdown and project progress. All overseas depositary receipts were redeemed on 15 March 2022, and the outstanding balance in circulation was zero units.

No. 6: To report 2021 employees' profit-sharing bonus and directors' compensation.
Explanation:

1. The Board resolved on March 25, 2022 to distribute NT\$ 87,515 thousand as 2021 employee compensation (US\$3,125 thousand, approximately 3.20% of pre-tax income after distribution to employees and directors) and NT\$ 8,823 thousand (US\$ 315 thousand, approximately 0.32% of pre-tax income after distribution to employees and directors).
2. The Board's proposed profit allocation to the employees and compensation to the Board do not differ from the estimated amount expended under the income statement.

No. 7: Status report for appropriation of 2021 earnings to pay cash dividends.
Please proceed for approval.

Explanation:

1. The Board is authorized, according to Articles of Incorporation #34.10, to propose and make resolution on cash distribution for share dividend and bonus and to make such reporting to the shareholders' meeting.
2. We propose a cash distribution of US\$ 48,559,636 for common shareholders. According to the number of floating shares as of February 28, 2022, the cash dividend per share is US\$ 0.32 (or NT\$ 9.1312), no stock dividend. The Board of Directors authorizes the Chairman to set the relevant dates, including the ex-dividend date and the payable date for cash dividends. If the total number of floating shares differs from those as of end 2020 owing to the execution of employee warrants or conversion of convertible bonds, we will ask the Chairman, through the authority of the shareholders' meeting, to adjust the distribution ratio based on the originally proposed figures.
3. The US dollar-to-New Taiwan dollar exchange rate is estimated based on the average rate calculated using the spot buying and selling rates as provided by the Bank of Taiwan on March 22, 2022. The actual amount will should be based on the amount converted into New Taiwan dollar at the exchange rate during that time after the cash dividends are received by the stock affairs agency. It will be is calculated and rounded down to the nearest New Taiwan dollar based on the payout ratio. The sum of the fractional amounts of cash

dividends left over distributed that are less than NT\$1 will be is transferred to the Company's other income.

No. 8: Amendments to the Corporate Governance Best Practice Principles. Please proceed to review it.

Explanation: In response to the FSC's Tai-Zheng-Zhi-Li No. 11000249811, the management measures of the Company's Corporate Governance Best Practice Principles have been amended. Please refer to Appendix VI for the table of amendments (see p.27–37 of this handbook).

No. 9: Amendments to the Corporate Social Responsibility Best Practice Principles. Please proceed to review it.

Explanation: In response to the FSC's Tai-Zheng-Zhi-Li No. 11000241731, the management measures of the Corporate Social Responsibility Best Practice Principles have been amended. Please refer to Appendix VII for the table of amendments (see p.38–45 of this handbook).

Four. Proposals

(By the board)

No. 1: Adoption of the 2021 Financial Statements. Please proceed for approval.

Explanation:

1. Our 2021 consolidated financial statements (including balance sheet, statement of income, statement of changes in equity, cash flow statement) were audited by independent CPAs Mr. Jung-Cheng Chen, and Cheng-Chuan Yu of Deloitte & Touche in Taiwan and the audited financial report is completed herein for review.
2. 2021 Financial Statements have been approved by the board members and reviewed by the audit committee.
3. Please see Attachment VIII (p.46-55) for the above statements.

Resolution:

(By the board)

No. 2: Adoption of the proposal for distribution of 2021 profits. Please proceed for approval.

Explanation:

1. The proposal for the distribution of 2021 profits has been adopted in accordance with the Memorandum and Articles of Association Article #34.1 and #34.2.
2. Please see Attachment IX (p.56) for 2021 Earnings Distribution.

Resolution:

Five. Discussions

(By the board)

No. 1: Amendment to the “Procedures for Acquisition or Disposal of Assets”. Please proceed for approval.

Explanation: In response to the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies promulgated by the competent authority, it is proposed to amend the Company's Procedures for Asset Acquisition and Disposal. For the table of amendments, please refer to Appendix X (see p. 57-74 of this handbook)

Resolution:

(By the board)

No. 2: Amendments to the Articles of Incorporation. Please proceed for approval.

Explanation:

1. To cooperate with the amended Checklist for the Protection of Shareholders' Rights and Interests in Foreign Issuers' Country of Registration under Taiwan Stock Exchange Corporation's Tai-Zheng-Shang-II No. 1111700674 dated March 11, 2022, and Tai-Zheng-Shang-II No. 1101701488 dated May 14, 2021, it is proposed to amend the Company's outline and content of the Articles of Incorporation.
2. Table of Amendments to the Articles of Incorporation (Mandarin and Chinese). See Appendix XI. (See p. 75–82 of this handbook)

Resolution:

(By the board)

No. 3: Amendment to the Company's “Rules of Procedure for Shareholders' Meetings”. Please proceed for approval.

Explanation: Due to the authority issues revisions in “Procedure for Shareholders' Meetings”, we propose to make amendment to the “Procedure for Shareholders' Meetings” Please find Attachment XII (see p. 83–109 of this handbook)

Resolution:

(By the board)

No. 4: Amendment to the Company's “Regulations Governing Making of Endorsements Guarantees”. Please proceed for approval.

Explanation: Due to the business needs of the Group, we propose to make amendment to

the “Regulations Governing Making of Endorsements Guarantees” Please
find Attachment XIII (see p. 110–126 of this handbook)

Resolution:

(By the board)

Six. Elections

(By the board)

No. 1: By-election of an independent director. Please proceed for election.

Explanation:

1. As there is a vacancy of an independent director, it is proposed to hold a by-election at the 2022 General Meeting of Shareholders, and candidates were nominated in accordance with Article 27.3 of the Company's Articles of Incorporation. The term of the independent director elected at the by-election is from June 23, 2022, to July 4, 2021.
2. Please refer to Appendix XIV (p. 98 of this handbook for a list of the relevant information on the independent director candidates for this general meeting of shareholders.

Election Results:

Seven. Other Discussions

(By the board)

No. 1: The removal of the non-compete clause for directors and their representatives. Please proceed for discussion.

Explanation: 1. According to the Memorandum and Articles of Association Article #30.4 "A director who does anything for himself on behalf of another person that is within the scope of the Company's business, shall reveal to the shareholders' meeting the essence of such practice and receive special approval".

2. Newly elected directors at the Company and their representatives or companies that invest or engage in the same business as the Company and those concurrently serving as directors and managers. Please find Attachment XV (see p. 128 of this handbook)

Resolution:

Eight. Ad hoc Motions

Nine. Adjournment

BIZLINK HOLDING INC.

2021 Business Report

Dear Madam / Sir:

We hereby report our operating results for 2021 and a summary of our business plan for 2022:

I. 2021 Business Highlights

1. Operating accomplishment

Both The Company's revenue and profit have grown significantly this year. Operating income was NT\$28,564,375,000, an increase of 26.74% compared with 2020. Net income after tax was NT\$2,036,138,000, and earnings per share were NT\$15.22.

2. Financial and profitability analysis:

Item	2020	2021
Net cash inflow from operating activities (NT\$ thousand)	1,871,527	315,464
Net cash outflow from investment activities (NT\$ thousand)	(2,035,978)	(1,475,481)
Net cash outflow from financing activities (NT\$ thousand)	(3,826,135)	(832,831)
Returns on assets (%)	8.33	8.80
Returns on Equity (%)	14.26	14.23
Pre-tax income as a percentage of total paid-in capital (%)	172.72	192.16
Profit margin (%)	8.08	7.08

EARNINGS PER SHARE (one NTD)	14.01	15.22
------------------------------	-------	-------

The 2021 net cash inflow from operating activities decreased by 83% compared with 2020, due to increases in account receivables and inventory levels. The 2021 net cash outflow from investing activities in 2021 decreased compared with 2020, mainly due to the decreases in the investment in affiliates. The 2021 net cash outflow from financing activities decreased compared with 2020, mainly due to the redemption of convertible corporate bonds in 2020, leading to an increase in cash outflow. The remaining profitability indicators were better than those in 2020, except for return on equity and profit margin which decreased mainly due to the increase in shareholders' equity and operating income in 2021.

3. Research & Development Progress :

The Company's R&D expenditure in 2021 was NT\$862,521,000, an increase of 32% compared to NT\$651,167,000 in 2020, accounting for 3.0% of 2021's operating income and 2.9% of 2020's operating income, respectively. It is estimated that 2.5–3.5% of the annual revenue will continue to be invested in R&D in the future.

BizLink's product R&D is focused on high-speed computing, precision manufacturing, and higher value-added fields, including data center cables to meet the needs for digital transformation and cloud services, and R&D of new generation docking stations. In the automotive field, we are developing electric vehicle connectors, high-voltage cables, and other applications. As for industrial equipment, our products include the integration of systems of semiconductor equipment machines and the cables for new-generation energy storage devices. In terms of medical equipment, we work with the Industrial Technology Research Institute to develop COVID-19 molecular sensors.

II. 2022 Business Plan Highlights

1. 2022 operation guidelines:

(1) Integrated Industrial Application Business Group

BizLink completed the acquisition of an industrial solutions business group in January 2022 and obtained cutting-edge technologies from six business units as well as obtained orders from a high-end client base in Europe. This merger has not only enhanced the Company's longer-term business competitiveness but further consolidated BizLink's global reputation and leading position in the interconnect industry. We will accelerate the integration of resources between both parties based on our experience of integrating the electrical appliance business group in 2017.

(2) Effective combination between resources and key strategies:

Optimization of the organizational structure. In alignment with the Company's strategy, we will effectively combine operations and resources, improve operational efficiency, connect global advanced R&D resources and technological solutions, and invest in product design, manufacturing, logistics, and other resources in target products and key industries while establishing a highly integrated sales and service network.

(3) Digital transformation in operations:

- Carry out AI training: Enable employees to learn and embrace new concepts and new technologies, accumulate knowledge and practical experiences to help improve daily operations, and enhance the Company's long-term competitiveness.
- Establish an AI-enabled operating environment: Accelerate the integration of AI into our workflow to improve the efficiency in our existing operating process.

(4) Training of the team to improve performance:

- Offer professional training: Improve managers' abilities, improve decision-making quality and problem-solving ability, and assist in achieving performance targets.
- Leadership and talent retention: In response to BizLink's global expansion and the inclusion of new talents from Generation Z, we will actively recruit, select, and retain employees, train managers, and adjust management and leadership styles to lead the new generation of employees to move forward.

(5) Strengthened intellectual property management

Systematic management and development of intellectual property: Increase investment in intellectual property, establish an intellectual property framework, manage intellectual property contracts, and strengthen knowledge of intellectual property concepts, among other intellectual property rights management policies.

2. Important production and sales policies

(1) Focus on core product development:

Move toward the development of high-speed computing, precision manufacturing, and higher value-added products. Continue to strengthen design and development, system integration, assembly and testing, software support, and automated manufacturing, all of which are adopted in semiconductor equipment connection cables, electric vehicle cables, industrial automation applications, data centers, and medical products.

(2) Automation and AI

Automation and AI are the focus this year. The Company will invest in training and introduce consultant teams for selected facilities and deploy automated equipment and AI in production operations to improve productivity.

(3) Expansion of alliances:

Engage in horizontal or vertical collaboration models, work with strategic partners within the industry supply chain to complement each other in terms of realizing advantages in technology R&D and integration of platforms and interacting with more new customers to meet the needs of cross-industry applications.

III. Future long-term development strategy:

1. Growth through resource integration:

Continue to strategically invest in new technological capabilities for new applications, work with target customers, and increase market share and geographic exposure. Internally integrate the unique advantages of each business unit, provide one-stop service, develop new products and new

customers across different industries, and maximize synergy.

2. Improve the regional layout:

- Continue to increase production capacity, including in Asia, North America, and in Europe in response to customers' future growth.
- Plan to set up a new plant in Tainan, Taiwan, to respond to high-speed computing, smart transportation, and medical products in the future.
- Select plants to diversify production, strengthen our plants' one-stop manufacturing capabilities, and achieve mutual backup between plants.

3. Corporate ESG and corporate governance:

- 1) Maintain a low-risk rating: Become a leading interconnect company with a low-risk rating from major global ESG rating agencies.
- 2) Promote a carbon neutrality and a zero accidents policy: Comply with environmental regulations to improve the environmental, safety, and health (ESH) requirements of each plant and monitor financial risks caused by climate change. To effectively reduce greenhouse gas emissions, BizLink has completed the formulation of a plan to reduce the greenhouse gas emission intensity by 42% in 2030 compared with 2020 and has begun to implement it with 2020 emissions as the benchmark.
- 3) Launch an external performance evaluation and a corporate governance certification for the Board of Directors and functional committees: Continue to pay attention to corporate governance issues and maintain information transparency.
- 4) Implement and comply with international norms on regulations on risk management and ethical management: Include ethical management, integrity, and code of conduct, information risk management, and prohibition of insider trading education.
- 5) Sustainable management system certification: All nine production sites in China have passed the ISO 14001 sustainable management system.
- 6) Recognized by authoritative organizations: BizLink has won the honor of America's Most Responsible Companies 2022 by Newsweek, a major U.S. media outlet, for three consecutive times and won the IR Magazine Awards – Greater China for the second time in 2021.

4. Shaping of a corporate culture and cultivation of a global team:

Nurture talent from diverse backgrounds through training and strategic recruitment to grow together with the Company, thereby building a global company. We aim to jointly shape BizLink's corporate culture as "One Team, One Goal" based on the organization's core values.

IV. Conclusion

2021 has been a busy year for BizLink with several major projects completed and some still underway. Our revenue has hit yet another record high with the concerted efforts of our employees despite the various challenges. However, in the face of rising cost pressures such as from raw materials, components, labor, and logistics, the BizLink team has demonstrated a respectable and efficient execution. We are proud of continuously optimizing production efficiency, controlling operating expenses, negotiating with clients to transfer material costs, and striving for higher value-added orders to reduce the impact of sharp cost increases. Looking ahead to 2022, the

soaring prices and inflationary pressures will not stop, and cost management will still be crucial.

BizLink is at a critical moment in its history. We face challenges and but see many opportunities: the acquisition of the Industrial solutions Business Group will be a major milestone in changing the rules of the game; we will fully invest in various integration work and look forward to the future after the merger to create greater synergy.

Finally, I would like to thank the employees and colleagues for their hard work in achieving our goals, and to thank the shareholders for your support throughout this journey. Let us work together to achieve new highs.

BIZLINK HOLDING INC.

Chairman Hwa-Tse Liang

General Manager Chien-Hua Teng

Accounting Manager Yu-Fang Wang

Audit Committee Report

The Board of Directors of Bizlink Holding Inc. has submitted the Company's 2021 business report, financial statements, and earnings appropriation proposal to the Audit Committee. The CPA firm, Deloitte & Touche, was retained to audit the financial statements and has issued an audit report accordingly. The business report, financial statements, and earnings appropriation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of the Company. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

BizLink Holding Inc.

Meeting Convener of the Audit Committee, Jr Wen, Huang

March 31, 2022

Financing Provided
2021/12/31

Financing Company	Counter party	Financing Limit Resolved by the Board	Actual Financing Limit Provided	Interest Rate	Financing Amount Drawn
BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	USD 20,000,000	USD 8,000,000	0%	Drawing in process
BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	USD 10,000,000	USD 10,000,000	0%	Drawing in process
BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	USD 25,000,000	USD 0	0%	Un-drawn balance
BIZLINK HOLDING INC.	SPEEDY INDUSTRIAL SUPPLIES PTE LTD.	EUR 110,000,000	EUR 0	0%	Un-drawn balance
BIZLINK (BVI) CORP.LIMITED	BIZLINK INTERNATIONAL CORP.	USD 2,000,000	USD 0	0%	Un-drawn balance
OPTIWORKS (SHANGHAI) CO., LTD.	OPTIWORKS (KUNSHAN) CO., LTD.	CNY 15,000,000	CNY 15,000,000	3.85%	Drawing in process
BIZLINK TECHNOLOGY (IRELAND) LTD.	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 3,500,000	EUR 3,500,000	0.454%	Drawing in process
BIZLINK TECHNOLOGY (IRELAND) LTD.	BIZLINK TECHNOLOGY (SLOVAKIA) S.R.O.	EUR 1,000,000	EUR 1,000,000	0.454%	Drawing in process
EA CABLE ASSEMBLIES GMBH	BIZLINK TECHNOLOGY (SLOVAKIA) S.R.O.	EUR 600,000	EUR 600,000	0.452%	Drawing in process

BIZLINK TECHNOLOGY (BELGIUM) NV	BIZLINK TECHNOLOGY (SLOVAKIA) S.R.O.	EUR 1,000,000	EUR 1,000,000	0.678%	Drawing in process
BIZLINK TECHNOLOGY (BELGIUM) NV	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 2,000,000	EUR 2,000,000	0.598%	Drawing in process
BIZLINK TECHNOLOGY (BELGIUM) NV	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 2,000,000	EUR 2,000,000	0.598%	Drawing in process
BIZLINK TECHNOLOGY (BELGIUM) NV	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 1,500,000	EUR 1,500,000	0.491%	Drawing in process
BIZLINK TECHNOLOGY (BELGIUM) NV	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 1,200,000	EUR 1,200,000	0.468%	Drawing in process
BIZLINK TECHNOLOGY (BELGIUM) NV	BIZLINK TECHNOLOGY (SLOVAKIA) S.R.O.	EUR 1,000,000	EUR 1,000,000	0.452%	Drawing in process
Total		USD 57,000,000	USD 18,000,000		
		CNY 15,000,000	CNY 15,000,000		
		EUR 123,800,000	EUR 13,800,000		

Description:

1. The types of the Company's endorsements/guarantees include customs duty guarantees, supplier purchase guarantees, line of credit guarantees, and lease guarantees in order to meet operational needs.
2. Endorsements/guarantees are provided in accordance with the Procedures for Endorsements/Guarantees of the Company and its subsidiaries and have yet to exceed the limit on endorsements/guarantees.

3. Public announcements and filings are carried out in accordance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, and are uploaded onto the Market Observation Post System (MOPS) every month.

Endorsement and Guarantee Provided
2021/12/31

Bank	Name of Endorsement/ Guarantee Provider	Name (Guaranteed Party)	Ending Balance
HSBC	BIZLINK HOLDING INC.	BIZLINK (BVI) COP. LIMITED	US\$22,789,328
HSBC	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (S.E.A.) SDN. BHD.	MYR 1,000,000
HSBC	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (CHANGZHOU) LTD. 、 BIZLINK TECHNOLOGY (XIAMEN) LTD.	CNY 78,539,421
HSBC	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (XIAMEN) LTD. 、 BIZLINK TECHNOLOGY (CHANGZHOU) LTD. 、 BIZLINK (KUNSHAN) CO., LTD. 、 XIANG YAO ELECTRONICS (SHENZHEN) CO., LTD. 、 BIZLINK ELECTRONICS (XIAMEN) CO., LTD.	CNY 12,667,622
CTBC	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	US\$1,362,675
CTBC	BIZLINK HOLDING INC.	BIZLINK INTERNATIONAL CORP.	NT\$300,000,000
CTBC-USA	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY INC. 、 BIZLINK TECH, INC.	US\$4,000,000
CATHAY UNITED	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	US\$928,000
CATHAY UNITED	BIZLINK HOLDING INC.	BIZLINK INTERNATIONAL CORP.	NT\$50,000,000

E.SUN	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	US\$1,374,984
E.SUN	BIZLINK HOLDING INC.	BIZLINK INTERNATIONAL CORP.	NT\$150,000,000
Yuanta	BIZLINK HOLDING INC.	BIZLINK INTERNATIONAL CORP.	NT\$200,000,000
FUBON TAIPEI	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	US\$1,537,225
FUBON TAIPEI	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (IRELAND) LTD.	US\$500,000
FUBON TAIPEI	BIZLINK HOLDING INC.	BIZLINK INTERNATIONAL CORP.	NT\$150,000,000
CITIBANK	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$2,720,541
CITIBANK	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP. LIMITED	US\$694,772
CITIBANK	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (SLOVAKIA) S.R.O.	EUR 13,000,000
CITIBANK	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (S.E.A.) SDN. BHD.	US\$509,770
PURCHASES GUARANTEE	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$0
PURCHASES GUARANTEE	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (SLOVAKIA) S.R.O.	US\$0
PURCHASES GUARANTEE	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$0
PURCHASES	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.LIMITED	US\$0

GUARANTEE			
PURCHASES GUARANTEE	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.LIMITED	US\$0
GUARANTEE	BIZLINK TECHNOLOGY INC.	BIZLINK TECH, INC.	US\$1,350,902
GUARANTEE	BIZLINK TECHNOLOGY INC.	BIZLINK TECH, INC.	US\$189,097
GUARANTEE	BIZLINK (BVI) CORP.	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 0
GUARANTEE	BIZLINK (BVI) CORP.	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 0
GUARANTEE	BIZLINK (BVI) CORP.	BIZLINK TECHNOLOGY (SERBIA) D.O.O.	EUR 0
GUARANTEE	SPEEDY INDUSTRIAL SUPPLIES PTE LTD.	BIZLINK HOLDING INC.	EUR 0
GUARANTEE	EA CABLE ASSEMBLIES GMBH	BIZLINK HOLDING INC.	EUR 0
CITIBANK	BIZLINK (BVI) CORP. LIMITED	BIZLINK HOLDING INC.	US\$20,000,000
Total			US\$57,957,295
			MYR 1,000,000
			CNY 91,207,042
			NT\$850,000,000
			EUR 13,000,000

Publication and Issuance Status of the Fourth Overseas Convertible Bond

1. Issuance Conditions and Relevant Information

Total Amounts Of Issuance:	US\$ 125,000 thousand
Bonds Categorization, per Denomination:	Unsecured Convertible Bonds, US\$ 200,000.
Issue price:	100% of the face value.
Date Of Issuance:	January 12, 2022
Date Of Maturity:	5 years, from January 12, 2022 to January 12, 2027.
Raised Bonds Interest Rates:	Annual rates of 0%.
Raised Bonds Repayment Methods and Deadlines:	In addition to early redemption, buy back and cancellation, and exercising conversion rights, purchasers will have the option of redeeming the Company's bonds on their maturity date January 12, 2027 for 107.76% of the bonds' original face value.
Conversion Price:	The conversion price of the bonds is NT\$ 300.00 per share. (Conversion rate applied was US\$: NT\$ = 1: 27.625).
Funding Plans:	To satisfy our capital needs for overseas materials purchases.
Impact on Shareholders' Equity:	Conversion of the Overseas Convertible Bonds to ordinary shares at the time of issuance, if all converted, would result in a dilution ratio of original shareholders' equity of around 7.73%. Impact would be limited.
Issuance and Transaction Location:	On the date of issuance, the bonds were listed for trading on the Singapore Exchange.

2. Projects, Progress and Expected Benefits

Unit: NT\$ Thousand

Projects	Estimated Planned Completion Date	Total Capital Required	Expansion Plans		
			2022		
			Q1	Q2	Q3
Overseas purchases	Third quarter of 2022	3,500,000	1,715,000	1,715,000	70,000
Projected benefits generated		Repayment of loans: adjust the long-term and short-term debt structure and enhance repayment ability. Total projected interest saving per year is NT\$ 65,100 thousand.			

3. Financing Plans and Execution Status

Unit: NT\$ Thousand

Plan(s)	Status of Implementation		As of March 31, 2022	Reasons for Any Deviations from the Planned Schedule and Improvement Action
Repayment of borrowings	Amount drawn	Projection	61,250	It is still underway as per the plan.
		Actual	89,193	
	Implementation (%)	Projection	49.00	
		Actual	71.35	

Status on the Issuance of the second GDR offering

1. Issuance Conditions and Relevant Information

Total Amounts of Issuance:	US\$ 104,280 thousand
Unit price:	US\$ 8.69 per unit.
Total Amounts Offering	12,000,000 GDR units 12,000,000 Common shares
GDR Source	12,000,000 shares of cash injection
GDR Amount	1 common share per unit
Date Of Issuance:	January 10, 2022.
Funding Plans:	To satisfy our capital needs for overseas materials purchases.
Impact on Shareholders' Equity:	The issuance of new common shares and a global depository receipt (GDR) 12,000,000 shares to raise capital, would result in a dilution ratio of original shareholders' equity of around 8.03%. Impact would be limited.
Issuance and Transaction Location:	On the date of issuance, the bonds were listed for trading on the Luxembourg Exchange.

2. Projects, Progress and Expected Benefits

Unit: NT\$ Thousand

Projects	Estimated Planned Completion Date	Total Capital Required	Expansion Plans			
			2020			
			Q1	Q2	Q3	Q4
Overseas purchases	Fourth quarter of 2022	3,360,000	-	-	1,645,000	1,715,000
Projected benefits generated		Repayment of loans: adjust the long term and short-term debt structure and enhance repayment ability. Total projected interest saving per year is NT\$ 62,496 thousand.				

3. Financing Plans and Execution Status

Unit: NT\$ Thousand

Plan(s)	Status of Implementation		As of March 31, 2021	Reasons for Any Deviations from the Planned Schedule and Improvement Action
Overseas purchases	Amount drawn	Projection	-	It will be drawn successively from the third quarter of 2022 as planned.
		Actual	-	
	Implementation (%)	Projection	-	
		Actual	-	

Table of Amendments to the Corporate Governance Best Practice Principles of BizLink Holding Inc.

After amendment	Before amendment	Note
<p>Article 3</p> <p>The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system and shall conduct continuing reviews of the system in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.</p> <p>The Company shall perform self-assessments of its internal control system. Its Board of Directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee shall also attend to and supervise these matters. Directors shall periodically hold discussions with the internal auditors about reviews of internal control system defects. A record of the discussions shall be kept, and improvements tracked and implemented with a report submitted to the Board of Directors. The Company is advised to establish channels and</p>	<p>Article 3</p> <p>The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the company's internal and external environment.</p> <p>The Company shall perform self-<u>inspection</u> of its internal control system. Its board of directors and management shall review the results of the self-<u>inspection</u> by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee shall also attend to and supervise these matters. Directors shall periodically hold discussions with the internal auditors about reviews of internal control system defects. A record of the discussions shall be kept, and improvements tracked and implemented, with a report submitted to the board of directors. The Company is advised to establish channels and mechanisms of</p>	<p>Paragraph 2 of this article suggests that publicly listed companies are advised to establish channels and mechanisms of communication between its independent directors, audit committee or supervisors, and chief internal auditors, and the convener of the audit committee or supervisors shall report the communications between members of the audit committee or supervisors and chief internal auditor at the Shareholders' Meeting. As such, the text is amended.</p>

After amendment	Before amendment	Note
<p>mechanisms of communication between its independent directors, audit committee, and chief internal auditors, and the convener of the audit committee shall report the communications between members of the audit committee and chief internal auditor at the Shareholders' Meeting.</p> <p>The following is omitted.</p>	<p>communication between its independent directors, audit committee, and chief internal auditors, and the convener of the audit committee shall report the communications <u>between it, independent directors, and</u> chief internal auditor at the shareholders' meeting.</p> <p>The following is omitted.</p>	
<p>Article 3-1</p> <p>The Company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the Company, business situation, and management needs, and shall appoint, in accordance with the requirements of the competent authorities and TWSE or TPEx, a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or has been in a managerial position handling legal affair, compliance, internal audit, financial affairs, stock affairs or corporate governance affairs for at least three years at a securities, financial or futures related institution or a publicly listed company.</p> <p>The following is omitted.</p>	<p>Article 3-1</p> <p>The Company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the Company, business situations and management needs, and shall appoint a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or has been in a managerial position handling legal affair, financial affairs, stock affairs, or corporate governance affair for at least three years at a securities, financial, or futures related institution or a publicly listed company.</p> <p>The following is omitted.</p>	<p>In alignment with practical needs and with reference torticles 20 and 23 of the Company's Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers, Articles 20 and 23 of the Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEx Listed Companies, and Article 36-3 of the Regulations Governing the Establishment of Internal Control Systems by Service Enterprises in Securities and Futures Markets, paragraph 1 of this article is amended as appropriate.</p>
<p>Article 7</p> <p>The Company shall encourage its</p>	<p>Article 7</p> <p>The Company shall encourage its</p>	<p>Regarding the election of directors and supervisors, a candidate nomination system is</p>

After amendment	Before amendment	Note
<p>shareholders to actively participate in corporate governance to ensure that Shareholders' Meetings can proceed on a legal, effective, and secure basis. The Company shall seek all ways and means, including fully adopting technologies to disclose information, upload annual reports, annual financial statements as well as notices, agendas, and supplementary information of Shareholders Meetings in both Mandarin and English and adopting electronic voting in order to enhance shareholders' attendance rates at Shareholders' Meetings and ensure their exercise of rights at such meetings in accordance with laws.</p> <p>The Company is advised to avoid raising extempore motions and amendments to original proposals at a Shareholders' Meeting.</p> <p>The following is omitted.</p>	<p>shareholders to actively participate in corporate governance to ensure that shareholders meetings can proceed on a legal, effective, and secure basis. The Company shall seek all ways and means, including fully adopting technologies to disclose information, upload annual reports, annual financial statements, as well as notices, agendas, and supplementary information of shareholders meetings in both Mandarin and English and adopting electronic voting, in order to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with laws.</p> <p>The Company is advised to avoid raising extempore motions and amendments to original proposals at a shareholders' meeting. <u>It is advised to adopt a candidate nomination system for an election of directors and supervisors in the year, if any.</u></p> <p>The following is omitted.</p>	<p>regulated in Articles 22 and 42, so the last section of the second paragraph of this article is deleted.</p>
<p>Article 10</p> <p>The Company shall attach great importance to shareholders' right to know and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on Company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established</p>	<p>Article 10</p> <p>The Company shall attach great importance to shareholders' right to know and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established</p>	<p>Paragraph 4 is added. To prevent insider trading and with reference to the Hong Kong Stock Exchange's listing rules regarding the prohibition of directors from trading stocks before the release of financial results, it is suggested that publicly listed companies set rules about stock trading by insiders from the date they are aware of the Company's financial reports or relevant performance results.</p>

After amendment	Before amendment	Note
<p>by the Company.</p> <p>To treat all shareholders equally, it is advisable that the Company disclose the information under the preceding paragraph in English simultaneously.</p> <p>To protect its shareholders' rights and interests and ensure their equal treatment, the Company shall adopt internal rules prohibiting Company insiders from trading securities using information not disclosed to the market.</p> <p>It is advisable that the rules mentioned in the preceding paragraph include stock trading control measures from the date the Company's insiders become aware of the contents of the its financial reports or relevant results. This includes (but is not limited to) the condition that directors shall not trade their shares during the 30 days before the announcement of an annual financial report and the closed period of 15 days before the announcement of a quarterly financial report.</p>	<p>by the Company.</p>	
<p><u>Article 10-1</u></p> <p>The Company is advised to report on the remuneration received by directors at the general meeting of shareholders, including the remuneration policy, the content and amount of individuals' remuneration, and the linkage with the performance evaluation results.</p>	<p>This article is added.</p>	<p>As per the corporate governance 3.0-sustainable development blueprint, to enhance the reasonableness of the remuneration to directors at publicly listed companies, a reference is made to the say-on-pay system regulated by the EU shareholder rights directive II (hereinafter referred to as "SRD II"), to strengthen the reporting of directors' remuneration at the Shareholders' Meetings and prompt the Company to set reasonable directors' remuneration through an investor and</p>

After amendment	Before amendment	Note
		shareholder supervision mechanism.
<p>Article 19</p> <p>The Company's Board of Directors shall direct Company strategies, supervise the management, and be responsible to the Company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that in exercising its authority, the Board of Directors complies with laws, regulations, the Articles of Incorporation, and the resolutions by its Shareholders' Meetings.</p> <p>The structure of the Company's Board of Directors shall be determined by choosing an appropriate number of board members, not fewer than five, based on its business scale, the shareholdings of its major shareholders, and practical operational needs.</p> <p>The composition of the Board of Directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as the Company's managerial officers do not exceed one-third of the total number of the board members and that an appropriate policy on diversity based on the Company's business operations, business model, and development needs be formulated, including, but not limited to, the following two general standards:</p> <p>I. Basic requirements and values: Gender, age, nationality, and culture. The ratio of female directors shall reach one-third of the</p>	<p>Article 19</p> <p>The Company's board of directors shall be responsible to the shareholders' meeting. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the board of directors complies with laws, regulations, the Articles of Incorporation, and the resolutions by its shareholders' meetings.</p> <p>The structure of the Company's board of directors shall be determined by choosing an appropriate number of board members, not fewer than five, based on its business scale, the shareholdings of its major shareholders, and practical operational needs.</p>	<p>To enhance the diversity of board members, a reference is made to international trends, and it is advised that the ratio of female directors reach one-third of all board members.</p>

After amendment	Before amendment	Note
<p>total number of directors.</p> <p>II. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.</p>		
<p>Article 21</p> <p>The Company shall specify in its Articles of Incorporation in accordance with the laws and regulations of the competent authorities that it shall adopt a candidate nomination system for elections of directors, carefully review the qualifications of each nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.</p>	<p>Article 21</p> <p>The Company is advised to specify in its Articles of Incorporation in accordance with the <u>Company Act</u> that it shall <u>elect directors</u> based on a candidate nomination system for carefully review the qualifications of each nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.</p>	<p>As per the competent authority' decree Jin-Guan-Zheng-Jiao No. 1080311451, dated April 25, 2019, "The election of directors and supervisors of publicly listed companies shall be conducted through a candidate nomination system, which shall be stated in the articles of incorporation. Shareholders shall elect directors and supervisors from the list of candidates," so this article is amended as appropriate.</p>
<p>Article 22</p> <p>Clear distinctions shall be drawn between the responsibilities and duties of the Chairman and the President of the Company.</p> <p>It is inappropriate for the Chairman to also act as the President or an equivalent post.</p>	<p>Article 22</p> <p>Clear distinctions shall be drawn between the responsibilities and duties of the Chairman and the President of the Company.</p> <p>It is inappropriate for the Chairman to also act as the President or <u>other</u> equivalent post <u>(the top-level manager)</u>. <u>If the Chairman and the President or an equivalent post (the top-level manager) are the same person or are spouses or relatives within the first degree of kinship, it is advisable to increase the number of independent directors, and more than half of the directors shall not serve as employees or managerial officers concurrently.</u></p> <p>The Company with a functional committee shall clearly define the committee's</p>	<p>In alignment with the new version of the corporate governance blueprint (2018–2020) and the needs of the Company's operational practices, the Company's Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers and Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEx Listed Companies have defined the relevant supporting measures for the Chairman and the President or an equivalent post are served by the same person or spouses or relatives within the first degree of kinship, so</p>

After amendment	Before amendment	Note
<p>The Company with a functional committee shall clearly define the committee's responsibilities and duties.</p>	<p>responsibilities and duties.</p>	<p>the last section of paragraph 2 of this article is deleted and amended as appropriate.</p>
<p>Article 23</p> <p>The Company shall appoint at least two independent directors in accordance with its Articles of Incorporation. It is advised that they not less than one-third of the total number of directors. It is advised that independent directors not be re-elected for over three consecutive terms.</p> <p>Paragraphs 2–6 are omitted.</p>	<p>Article 23</p> <p>The Company shall appoint at least two independent directors in accordance with its Articles of Incorporation. They <u>may</u> not be less than one-fifth of the total number of directors.</p> <p>Paragraphs 2–6 are omitted.</p>	<p>As per the corporate governance 3.0-sustainable development blueprint, 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 total number of directors; also, to strengthen the independence of the Board of Directors of publicly listed companies, independent directors may not be re-elected for over three consecutive terms.</p>
<p>Article 36</p> <p>Members of the board of directors shall faithfully carry out business and perform the duty of care of a good administrator. They shall also exercise their powers with a high level of self-discipline and prudence in performing duties. Except for matters that shall be resolved by the shareholders' meeting according to law or the Company's Articles of Incorporation, they shall ensure that matters are handled</p>	<p>Article 36</p> <p>Members of the board of directors shall faithfully carry out business and perform the duty of care of a good administrator. They shall also exercise their powers with a high level of self-discipline and prudence in performing duties. Except for matters that shall be resolved by the shareholders' meeting according to law or the Company's Articles of Incorporation, they shall ensure that matters are handled</p>	<p>I. In alignment with Article 18 of the Company's Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers, “A TWSE listed company shall regularly evaluate the performance of the board of directors and conduct self-evaluation or peer review of individual board members every year and report the results of performance evaluation to the TWSE” (same as in the Taipei Exchange</p>

After amendment	Before amendment	Note
<p>according to the resolutions by the Board of Directors.</p> <p>It is advisable that the Company formulate rules and procedures for Board of Directors' performance evaluation. Each year, in respect to the Board of Directors and individual directors, it shall regularly conduct self-evaluation or peer evaluation and may also do so through external professional institutions or <u>in</u> any other appropriate manner. A performance evaluation of the Board of Directors shall include the following aspects, and appropriate evaluation indicators shall be formulated as per the Company's needs:</p> <ol style="list-style-type: none"> I. The degree of participation in the Company's operations. II. Improvement to the quality of decision making by the Board of Directors. III. The composition and structure of the Board of Directors. IV. The election of the directors and their continuing professional education. V. Internal controls. <p>The performance evaluation of board members (self-evaluation or peer evaluation) shall include the following aspects, with appropriate adjustments made on the basis of the Company's needs:</p> <ol style="list-style-type: none"> I. Their grasp of the Company's goals and missions. II. Their recognition of director's duties. III. Their degree of participation in the Company's operations. 	<p>according to the resolutions by the board of directors.</p> <p>It is advisable that the Company formulate rules and procedures for board of directors' performance evaluation. Each year, in respect of the board of directors, <u>functional committees</u>, and individual directors, it shall regularly conduct self-evaluation, peer evaluation, <u>or evaluation by</u> external professional institutions or in any other appropriate manner. It is advised that a performance evaluation of the board of directors include the following aspects, and appropriate evaluation indicators shall be formulated as per the Company's needs:</p> <ol style="list-style-type: none"> I. The degree of participation in the Company's operations. II. Improvement to the quality of decision making by the board of directors. III. The composition and structure of the board of directors. IV. The election of the directors and their continuing professional education. V. Internal controls. <p>It is <u>advised</u> that the performance evaluation of board members (self-evaluation or peer evaluation) include the following aspects, with appropriate adjustments made on the basis of the Company's needs:</p> <ol style="list-style-type: none"> I. Their grasp of the Company's goals and missions. II. Their recognition of director's duties. III. Their degree of participation in the Company's operations. 	<p>Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEx Listed Companies), paragraph 2 of this article is amended, and the text of paragraph 4 of this article is adjusted.</p> <p>II. In alignment with Article 19 of the Company's Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers, regarding the aspects to be Included in board performance evaluation (same as in the Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEx Listed Companies), the text under paragraph 3 of this article is amended.</p>

After amendment	Before amendment	Note
<p>IV. Their management of internal relationships and communication.</p> <p>V. Their professionalism and continuing professional education.</p> <p>VI. Internal controls.</p> <p>It is advisable that the Company conduct performance evaluation of a functional committee, covering the following aspects, with appropriate adjustments made on the basis of the Company's needs:</p> <p>I. The degree of participation in the Company's operations.</p> <p>II. Their awareness of the duties of the functional committee.</p> <p>III. Improvement to the quality of decision making by the functional committee.</p> <p>IV. The composition of the functional committee, and election and appointment of committee members.</p> <p>V. Internal controls.</p> <p>The Company is advised to submit the performance evaluation results to the Board of Directors and use them as reference in determining remuneration for individual directors and their nomination for re-election.</p>	<p>IV. Their management of internal relationships and communication.</p> <p>V. Their professionalism and continuing professional education.</p> <p>VI. Internal controls.</p> <p>It is advisable that the performance evaluation of a functional committee cover the following aspects, with appropriate adjustments made on the basis of the Company's needs:</p> <p>I. The degree of participation in the Company's operations.</p> <p>II. Their awareness of the duties of the functional committee.</p> <p>III. Improvement to the quality of decision making by the functional committee.</p> <p>IV. The composition of the functional committee, and election and appointment of committee members.</p> <p>V. Internal controls.</p> <p>The Company is advised to submit the performance evaluation results to the board of directors and use them as reference in determining remuneration for individual directors and their nomination for re-election.</p>	
<p>Article 36-1</p> <p>The Board of Directors is advised to evaluate and supervise the operation direction and performance of the Company's intellectual property in the following aspects to ensure that the Company has established an intellectual property management system based on a management cycle of "plan, do, check, and act</p>		<p>I. <u>This article is added.</u></p> <p>II. With reference to Article 0.4 of the Taiwan Intellectual Property Management System (TIPS) amended and announced by the Industrial Development Bureau, Ministry of Economic Affairs in August 2016 that a systematic management structure shall be formed based on the goal-oriented process management and the PDCA management cycle,</p>

After amendment	Before amendment	Note
<p>(PDCA)":</p> <ul style="list-style-type: none"> I. Formulate intellectual property management policies, objectives, and systems related to operations strategies. II. Establish, implement, and maintain a management system for the obtaining, protection, maintenance, and use of its intellectual properties according to its scale and type. III. Determine and provide sufficient resources to effectively implement and maintain an intellectual property management system. IV. Observe internal and external risks or opportunities related to intellectual property management and take countermeasures. V. Plan and implement a continuous improvement mechanism to ensure that the operation and effectiveness of the intellectual property management system meet the Company's expectations. 		<p>so this article is amended.</p> <ul style="list-style-type: none"> III. With reference to the formulation of intellectual property management policies, objectives, and systems under Article 5.1 of TIPS, paragraph 1 of this article is added. IV. With reference to the establishment, implementation, and maintenance of an intellectual property management system under Article 8 of TIPS, paragraph 2 of this article is added. The term "protection" as mentioned in the second subparagraph of this article refers to the prevention of rights from being infringed or the infringement of others' rights; "maintenance" refers to assessment of whether the validity of rights being continuously maintained. V. With reference to the resource requirements under Article 7 of TIPS, paragraph 3 of this article is added. VI. With reference to the risk and opportunity response in Article 6.2 of TIPS, paragraph 4 of this article is updated. VII. With reference to performance evaluation under Article 9 of TIPS and improvement under Article 10 of TIPS, paragraph 5 of this article is added.
<p>Article 47</p> <p>The Company shall disclose and continuously update the following information regarding corporate governance in a dedicated section set up on its website:</p> <ul style="list-style-type: none"> I. <u>Board of Directors: The resumes of board members and their responsibilities, the board diversity policy, and the implementation thereof.</u> 	<p>Article 47</p> <p>The Company shall disclose the following information regarding corporate governance <u>in the fiscal year in accordance with laws and regulations and TWSE or TPEX rules:</u></p> <ul style="list-style-type: none"> I. <u>Corporate governance framework and rules.</u> II. <u>Ownership structure and the rights and interests of shareholders.</u> 	<p>To optimize the disclosure of corporate governance information on the Company's website, the original provisions on items to be disclosed as per relevant laws and regulations and TWSE or TPEX rules are integrated. As per the corporate governance 3.0-sustainable development blueprint, it is clearly stipulated that the Company website shall set up a section</p>

After amendment	Before amendment	Note
<p>II. <u>Functional committees: The resumes of the members of each functional committee and their responsibilities.</u></p> <p>III. <u>Corporate governance-related regulations: The Company's Articles of Incorporation, the Rules of the Procedure for Board of Directors Meetings, and the functional committee charters, and other corporate governance-related regulations.</u></p> <p>IV. <u>Important information related to corporate governance: The information on the appointment of the chief corporate governance officer, etc.</u></p>	<p>III. <u>Structure and independence of the board of directors.</u></p> <p>IV. <u>Responsibility of the board of directors and managerial officers.</u></p> <p>V. <u>Composition, duties, and independence of the audit committee.</u></p> <p>VI. <u>Directors' continuing education progress.</u></p> <p>VII. <u>Stakeholders' rights and relations.</u></p> <p>VIII. <u>Details of the events subject to information disclosure required by law and regulations.</u></p> <p>IX. <u>The enforcement of corporate governance, differences between the corporate governance principles implemented by the Company and these principles, and the reason for the differences.</u></p> <p>X. <u>Other information regarding corporate governance.</u></p> <p>I. <u>It is advisable that the Company take appropriate measures to disclose its specific plans and measures to improve its corporate governance, depending on the actual implementation of corporate governance.</u></p>	<p>dedicated to corporate governance information as a reference for shareholders and stakeholders.</p>

Table of Amendments to the Corporate Social Responsibility Best Practice Principles of BizLink Holding Inc.

Amended Title	Original Title	Note
Sustainable Development Best Practice Principles	Corporate Social Responsibility Best Practice Principles	To be aligned with the international trends, achieve the goal of sustainable development, and strengthen our country's TWSE-/TPEX-listed companies' promotion of sustainable development while improving the quality of sustainable development information disclosure, highlighting that our enterprises' focus on sustainable development and efforts in the implementation, the Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies have been renamed the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies.

After amendment	Before amendment	Note
<p>Article 1</p> <p>In order to fulfill the corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, these Principles are hereby formulated in accordance with the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies formulated by the competent authority of the Republic of China, without violating the applicable laws of</p>	<p>Article 1</p> <p>In order to fulfill the corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, these Principles are hereby formulated in accordance with the <u>Corporate Social Responsibility Best Practice Principles for TWSE/GTSM Listed Companies</u> formulated by the competent authority of the Republic of China, without violating the</p>	As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.

the Cayman Islands, to manage its economic, environmental and social risks and impact.	applicable laws of the Cayman Islands, to manage its economic, environmental and social risks and impact.	
<p>Article 2</p> <p>These Principles apply to the overall operating activities of the Company and the companies under the group.</p> <p>The Company shall actively promote sustainable development in the course of the business operations so as to follow the international trend of balancing environmental, social, and corporate governance development and to contribute to the country's economic development, improve the quality of life of employees, the community and society as a corporate citizen thereby enhancing its competitive edges built on sustainable development.</p>	<p>Article 2</p> <p>These Principles apply to the overall operating activities of the Company and the companies under the group.</p> <p>The Company shall actively fulfill <u>corporate social responsibility</u> in the course of the business operations so as to follow the international trend of balancing environmental, social, and corporate governance development and to contribute to the country's economic development, improve the quality of life of employees, the community and society as a corporate citizen, thereby enhancing its competitive edges built on <u>corporate social responsibility</u>.</p>	As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, paragraph 2 is amended.
<p>Article 3</p> <p>In promoting sustainable development, the Company shall, in its corporate management and business operations, respect social ethics and give due consideration to stakeholders' rights and interests and to the environment, society, and corporate governance while pursuing sustainable operations and profits.</p>	<p>Article 3</p> <p>In <u>fulfilling corporate social responsibility</u>, the Company shall, in its corporate management and business operations, respect social ethics and give due consideration to stakeholders' rights and interests, while pursuing sustainable operations and profits, also give due consideration to the environment, society, and corporate governance.</p>	As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.
<p>Article 4</p> <p>To promote sustainable development, the Company shall follow the principles below:</p> <p>I. Exercise corporate governance.</p> <p>II. Develop sustainable environment</p>	<p>Article 4</p> <p>To fulfill <u>corporate social responsibility</u>, the Company shall follow the principles below:</p> <p>I. Exercise corporate governance.</p> <p>II. Develop sustainable environment</p>	As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision and subparagraph 4 of the same article are amended.

<p>III. Maintain social charity.</p> <p>IV. Enhance disclosure of sustainable development information.</p>	<p>III. Maintain social charity.</p> <p>IV. Enhance disclosure of <u>corporate social responsibility</u> information.</p>	
<p>Article 5</p> <p>The Company shall comply with the laws and regulations and the Articles of Incorporation as well as the contracts signed with the competent authorities of the Republic of China and relevant regulations, and shall consider the development trend of sustainability issues at home and abroad, the relevance of such issues to the Company's core business, and the impact of the overall operating activities of the Company and the companies under the group on stakeholders, while formulating sustainable development policies, systems, or relevant management systems and submitting them to the shareholders' meeting after approved by the board of directors.</p> <p>When a shareholder proposes a motion involving sustainable development, the Company's Board of Directors is advised to review and consider including it in the shareholders' meeting agenda.</p>	<p>Article 5</p> <p>The Company shall comply with the laws and regulations and the Articles of Incorporation, as well as the contracts signed with the competent authorities of the Republic of China and relevant regulations, and shall consider the development trend of <u>corporate social responsibility</u> at home and abroad and the overall operating activities of the Company and the companies under the group, while formulating <u>corporate social responsibility</u> policies, systems, or relevant management systems and submitting them to the board of directors for approval.</p>	<p>As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.</p>
<p>Article 6</p> <p>The Company's directors shall exercise the due care of good administrators to urge the Company to promote sustainable development, examine the results of the implementation thereof from time to time, and continually make adjustments so as to ensure the thorough implementation of its sustainable development</p>	<p>Article 6</p> <p>The Company's directors shall exercise the due care of good administrators to urge the Company to fulfill its <u>corporate social responsibility</u>, examine the results of the implementation thereof from time to time, and continually make adjustments so as to ensure the thorough implementation of its <u>corporate</u></p>	<p>As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, paragraphs 1 and 2 are amended.</p>

<p>policies.</p> <p>The Company's Board of Directors shall give full consideration to stakeholders' interests, including the following matters in the Company's promotion of sustainable development:</p> <p>I. Putting forth the Company's sustainable development mission or vision and formulating its sustainable development policy, systems or relevant management guidelines.</p> <p>II. Making sustainable development the guiding principle of the Company's operations and development and ratifying specific implementation plans for sustainable development; and</p> <p>III. Ensuring the timeliness and accuracy of the disclosure of sustainable development information.</p>	<p>social responsibility policies.</p> <p>The Company's board of directors <u>shall fulfill its corporate social responsibility in the following aspects:</u></p> <p>I. <u>Making corporate social responsibility the guiding principle of the Company's operations and development;</u></p> <p>II. <u>Putting forth the Company's corporate social responsibility mission (or vision or values) and formulating its corporate social responsibility policy statement; and</u></p> <p>III. <u>Ensuring the disclosure of corporate social responsibility information.</u></p>	
<p>Article 7</p> <p>For the purpose of managing sustainable development initiatives, the Company shall establish a governance structure of the promotion of sustainable development and an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and specific implementation plans and to report on the same to the Board of Directors on a regular basis.</p>	<p>Article 7</p> <p>For the purpose of managing <u>corporate social responsibility</u> initiatives, the Company <u>shall</u> establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the <u>corporate social responsibility policies or</u> systems and to report on the same to the Board of Directors on a regular basis.</p>	<p>I. In order to improve the sustainable development management, enterprises shall strengthen the promotion of sustainable development goals through the establishment of a governance structure, so paragraph 1 of this article is amended.</p> <p>II. As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.</p>
<p>Article 8</p> <p>The Company shall, based on respect for stakeholders' rights and interests, identify the Company's stakeholders; understand stakeholders' reasonable expectations and</p>	<p>Article 8</p> <p>The Company shall, based on respect for stakeholders' rights and interests, identify the Company's stakeholders; understand stakeholders' reasonable expectations and</p>	<p>As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.</p>

demands through proper communication with them, and adequately respond to the important sustainable development issues about which they are concerned	demands through proper communication with them and stakeholder engagement, and adequately respond to the important <u>corporate social responsibility</u> issues about which they are concerned.	
<p>Article 11</p> <p>The Company shall regularly hold education and training on sustainable development and advocate the matters in the preceding article and link such events with employee performance evaluation system to establish a clear and effective reward and penalty program.</p>	<p>Article 11</p> <p>The Company shall regularly hold education and training on <u>business ethics</u> for <u>directors and employees</u> and advocate the matters in the preceding article and link such events with employee performance evaluation system to establish a clear and effective reward and penalty program.</p>	As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.
<p>Article 12</p> <p>The Company shall endeavor to improve energy use efficiency and use renewable materials with a low impact on the environment to improve sustainability of natural resources.</p>	<p>Article 12</p> <p>The Company shall endeavor to utilize all resources more efficiently and use renewable materials with a low impact on the environment to improve sustainability of natural resources.</p>	To focus on enterprises' energy use management to reduce greenhouse gas emissions, this article is amended.
<p>Article 18</p> <p>The Company is advised to assess its current and future potential risks and opportunities from climate change and adopt relevant countermeasures.</p> <p>The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and disclose it, the scope of which shall include the following:</p> <p>I. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: emissions resulting from the generation of input electricity,</p>	<p>Article 18</p> <p>The Company <u>shall pay attention to the impact of climate change on its operating activities and formulate the Company's energy conservation and carbon reduction and greenhouse gas reduction strategies according to the operations and the results of the greenhouse gas inventory, while incorporating the acquisition of carbon credits into the Company's carbon reduction strategy plan and implementing it accordingly, in order to reduce the impact of the Company's operations on the natural environment.</u></p>	It is because of the increasing international attention to greenhouse gas emissions. For example, the U.K. has required publicly listed companies to disclose greenhouse gas emissions since 2013. To be aligned with international standards, except for companies that are required to file reports according to the Fixed Pollution Sources of Greenhouse Gas Emissions Reported by Public and Private Premises launched by the Environmental Protection Administration, Executive Yuan, these Principles encourage publicly listed companies to conduct greenhouse gas inventory and disclose it. In addition, according

<p>heat, or steam.</p> <p>III. Other indirect emissions: Emissions from the Company's activities that are not indirect energy emissions but originate from sources owned or controlled by other companies.</p> <p>The Company is advised to compile statistics on greenhouse gas emissions, volume of water consumption, and total weight of waste and to establish policies on energy conservation, carbon and greenhouse gas reduction, reduction of water consumption, or management of other waste.</p> <p>The Company's carbon reduction strategies shall include obtaining carbon credits and be implemented accordingly to minimize the impact of its business operations on climate change.</p>		<p>to the Guidelines for Reporting of Greenhouse Gas Emissions launched by the Environmental Protection Administration in June 2013 and the scope of GRI G4 related to greenhouse gas inventory, this article is added.</p>
---	--	---

Amended Chapter Title	Original Chapter Title	Note
Chapter 5 Enhanced Disclosure of Corporate Sustainable Development Information	Chapter 5 Enhanced Disclosure of Corporate Social Responsibility Information	In alignment with the amendment to Article 4, subparagraph 4, the title of Chapter 5 is amended.

After amendment	Before amendment	Note
<p>Article 29</p> <p>The Company shall disclose information according to relevant laws, regulations, and the Corporate Governance Best Practice Principles for TWSE/GTSM listed Companies and shall fully disclose relevant and reliable information relating to it <u>sustainable development</u> initiatives to improve information transparency.</p>	<p>Article 29</p> <p>The Company shall disclose information according to relevant laws, regulations, and the Corporate Governance Best Practice Principles for TWSE/GTSM listed Companies and shall fully disclose relevant and reliable information relating to it corporate social responsibility initiatives to improve information transparency.</p>	<p>As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, paragraphs 1 and 2 are amended.</p>

<p>Relevant information relating to sustainable development which the Company shall disclose includes:</p> <ul style="list-style-type: none"> I. The governance mechanism, strategy, policy or relevant management guidelines on sustainable development initiatives as resolved by the Board of Directors. II. The risks and the impact on the corporate operations and financial position arising from implementing corporate governance, fostering a sustainable environment, and maintaining social public welfare. III. Goals and measures for promoting the sustainable development initiatives established by the Company. IV. Major stakeholders and their concerns. V. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues. VI. Other information relating to sustainable development initiatives. 	<p>Relevant information relating to corporate social responsibility which the Company shall disclose includes:</p> <ul style="list-style-type: none"> I. The governance mechanism, strategy, policy, or relevant management guidelines on corporate social responsibility initiatives, as resolved by the board of directors. II. The risks and the impact on the corporate operations and financial position arising from implementing corporate governance, fostering a sustainable environment, and maintaining social public welfare. III. Goals and measures for fulfilling the corporate social responsibility initiatives established by the Company IV. Performance of fulfilling corporate social responsibility. V. Other information relating to corporate social responsibility initiatives. 	
<p>Article 30</p> <p>The Company shall regularly prepare a sustainability report to disclose the promotion of sustainable development, and the contents shall include the following:</p> <ul style="list-style-type: none"> I. The system framework, policies, and action plans for the promotion of sustainable development. II. Major stakeholders and their concerns. III. Results and a review of the implementation of corporate governance, development of a sustainable environment, and maintenance of 	<p>Article 30</p> <p>The Company shall regularly prepare a corporate social responsibility report to disclose the fulfillment of corporate social responsibility, and the contents shall include the following:</p> <ul style="list-style-type: none"> I. The system framework, policies, and action plans for the fulfillment of corporate social responsibility. II. Major stakeholders and their concerns. III. Results and a review of the implementation of corporate governance, development of a sustainable environment, and maintenance of 	<p>In alignment with the specific measures of Corporate Governance 3.0 - Blueprint for Sustainable Development, the corporate social responsibility report issued publicly listed companies has been changed to “sustainability report”, and in alignment with the change in the title of these Principles, companies shall extend from corporate social responsibility to sustainable development, so the introduction under this article and paragraph 1 of this article are amended.</p>

public welfare. IV. Future improvements and goals.	public welfare. IV. Future improvements and goals.	
Article 31 The Company shall at all times monitor the development of domestic and foreign sustainable development standards and the change of business environment so as to examine and improve its established sustainable development framework and to obtain better results from the implementation of the sustainable development policy.	Article 31 The Company shall at all times monitor the development of domestic and foreign corporate social responsibility standards and the change of business environment so as to examine and improve its established corporate social responsibility framework and to obtain better results from the implementation of the corporate social responsibility policy.	As the concept of corporate social responsibility is expanded to sustainable development in the amended Principles, this provision is amended.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
BizLink Holding Inc.

Opinion

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

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2021 is stated as follows:

Occurrence and Existence of Revenue from Major Customers

The Group's consolidated operating revenue is relatively concentrated on major customers, and

revenue recognition has higher inherent risk. Among all the customers in 2021, operating revenue from customers whose individual growth rates exceeded the overall growth rates and whose total transaction amounts for the whole year were significant, representing 39% of the consolidated operating revenue. Therefore, we identified revenue recognition related to the actual occurrence of the sales transaction from customers whose individual growth rates exceeded the overall growth rates and whose total transaction amounts for the whole year were significant as a key audit matter.

In response, we performed the following audit procedures:

1. We obtained an understanding of the sales transaction internal controls over the customers mentioned above. We evaluated the design of key controls and determined that key controls had been implemented. We tested the operating effectiveness of key controls.
2. We obtained the Group's performed background checks on the customers mentioned above and verified that the transaction amounts and customer credit limits granted were reasonably compatible with the respective customers' sizes.
3. We performed substantive testing on the transactions with the customers mentioned above by inspecting third-party shipping documents, statements from customers and sellers, and documents of receivables after year end in order to verify the occurrence of the transactions.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to

outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chung Chen Chen and Chiang Hsun Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 31, 2022

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

BIZLINK HOLDING INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 3,209,592	13	\$ 5,360,003	24
Financial assets at fair value through profit or loss (FVTPL) - current (Notes 4 and 7)	77,605	-	43,277	-
Financial assets for hedging - current (Notes 4, 24 and 33)	4,163	-	10,641	-
Notes receivable from unrelated parties (Notes 4, 9 and 25)	10,991	-	6,968	-
Trade receivables from unrelated parties (Notes 4, 9 and 25)	6,909,794	27	5,235,100	23
Other receivables (Notes 4 and 9)	558,772	2	92,295	-
Current tax assets (Notes 4 and 27)	34,943	-	40,762	-
Inventories (Notes 4 and 10)	6,378,838	25	4,649,474	21
Prepayments (Note 18)	367,273	2	314,832	1
Other financial assets - current (Notes 18 and 35)	190,569	1	111,546	1
Other current assets (Note 18)	716	-	2,206	-
Total current assets	17,743,256	70	15,867,104	70
NON-CURRENT ASSETS				
Financial assets at FVTPL - non-current (Notes 4 and 7)	89,320	-	17,088	-
Financial assets at fair value through other comprehensive income (FVTOCI) - non-current (Notes 4 and 8)	281,242	1	308,606	1
Investments accounted for using equity method (Notes 4 and 12)	51,217	-	90,527	1
Property, plant and equipment (Notes 4, 13 and 35)	3,864,308	15	3,224,081	14
Right-of-use assets (Notes 4 and 14)	1,194,123	5	763,231	3
Investment properties (Notes 4, 15 and 35)	183,211	1	189,588	1
Goodwill (Notes 4, 5, 16 and 30)	671,751	3	730,307	3
Other intangible assets (Notes 4 and 17)	847,460	3	1,016,656	5
Deferred tax assets (Notes 4 and 27)	294,050	1	270,291	1
Other financial assets - non-current (Notes 4, 18 and 35)	10,559	-	64,982	-
Other non-current assets (Notes 4, 18 and 34)	246,199	1	174,728	1
Total non-current assets	7,733,440	30	6,850,085	30
TOTAL	\$ 25,476,696	100	\$ 22,717,189	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 19 and 35)	\$ 827,652	3	\$ 259,833	1
Financial liabilities at FVTPL - current (Notes 4 and 7)	288	-	51	-
Financial liabilities for hedging - current (Notes 4, 24 and 33)	709	-	-	-
Contract liabilities - current (Notes 4 and 25)	29,494	-	15,586	-
Notes payable (Note 21)	376,944	2	269,354	1
Trade payables to unrelated parties (Note 21)	4,492,550	18	3,501,322	16
Trade payables to related parties (Note 34)	-	-	5	-
Other payables to unrelated parties (Note 22)	1,571,126	6	1,372,585	6
Other payables to related parties (Note 34)	261	-	220	-
Current tax liabilities (Notes 4 and 27)	192,974	1	131,983	1
Lease liabilities - current (Notes 4, 14 and 34)	300,155	1	265,656	1
Current portion of long-term borrowings and bonds payable (Notes 19, 20 and 35)	1,362,561	5	55,719	-
Other current liabilities (Note 22)	4,471	-	3,348	-
Total current liabilities	9,159,185	36	5,875,662	26
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 20)	-	-	2,739,430	12
Long-term borrowings (Notes 19 and 35)	314,664	2	385,162	2
Deferred tax liabilities (Notes 4 and 27)	42,464	-	68,446	-
Lease liabilities - non-current (Notes 4, 14 and 34)	743,193	3	343,868	2
Net defined benefit liabilities - non-current (Notes 4 and 23)	10,852	-	10,718	-
Other non-current liabilities (Note 22)	56,196	-	16,378	-
Total non-current liabilities	1,167,369	5	3,564,002	16
Total liabilities	10,326,554	41	9,439,664	42
EQUITY ATTRIBUTABLE TO OWNERS OF BizLink (Note 24)				
Capital stock				
Common stock	1,374,573	5	1,305,694	6
Capital surplus	8,847,327	35	7,342,311	32
Retained earnings				
Legal reserve	1,015,975	4	811,469	4
Special reserve	831,267	3	967,925	4
Unappropriated earnings	4,526,643	18	3,641,209	16
Total retained earnings	6,373,885	25	5,420,603	24
Other equity	(1,471,200)	(6)	(831,267)	(4)
Total equity attributable to owners of BizLink	15,124,585	59	13,237,341	58
NON-CONTROLLING INTERESTS (Note 24)				
Total equity	25,557	-	40,184	-
TOTAL	\$ 25,476,696	100	\$ 22,717,189	100

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

BIZLINK HOLDING INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 25 and 34)				
Sales	\$ 28,564,375	100	\$ 22,537,767	100
OPERATING COSTS (Notes 10, 26 and 34)				
Cost of goods sold	<u>21,934,903</u>	<u>77</u>	<u>16,827,443</u>	<u>75</u>
GROSS PROFIT	<u>6,629,472</u>	<u>23</u>	<u>5,710,324</u>	<u>25</u>
OPERATING EXPENSES (Notes 26 and 34)				
Selling and marketing expenses	1,132,889	4	961,164	4
General and administrative expenses	1,958,702	7	1,667,900	7
Research and development expenses	862,521	3	651,167	3
Expected credit loss (gain) (Notes 4 and 9)	<u>16,959</u>	<u>-</u>	<u>(14,935)</u>	<u>-</u>
Total operating expenses	<u>3,971,071</u>	<u>14</u>	<u>3,265,296</u>	<u>14</u>
PROFIT FROM OPERATIONS	<u>2,658,401</u>	<u>9</u>	<u>2,445,028</u>	<u>11</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 26)	32,099	-	55,411	-
Other income (Notes 4, 14 and 26)	150,812	-	244,112	1
Other gains and losses (Notes 4, 12, 13 and 26)	(79,092)	-	(341,898)	(1)
Finance costs (Notes 20, 26 and 34)	(97,417)	-	(125,449)	(1)
Share of loss of associates (Notes 4 and 12)	<u>(23,408)</u>	<u>-</u>	<u>(21,962)</u>	<u>-</u>
Total non-operating income and expenses	<u>(17,006)</u>	<u>-</u>	<u>(189,786)</u>	<u>(1)</u>
PROFIT BEFORE INCOME TAX FROM OPERATIONS	2,641,395	9	2,255,242	10
INCOME TAX EXPENSE (Notes 4 and 27)	<u>619,423</u>	<u>2</u>	<u>434,946</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>2,021,972</u>	<u>7</u>	<u>1,820,296</u>	<u>8</u>
OTHER COMPREHENSIVE (LOSS) INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4 and 23)	(165)	-	(110)	-
Unrealized (loss) gain on investments in equity instruments at FVTOCI (Notes 4 and 24)	(40,607)	-	134,136	1

(Continued)

BIZLINK HOLDING INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
Gain on hedging instruments subject to basis adjustments (Notes 4 and 24)	\$ 39,133	-	\$ 36,949	-
Exchange differences on translation to the presentation currency (Notes 4 and 24)	(494,872)	(2)	(628,753)	(3)
Income tax relating to items that will not be reclassified subsequently to profit or loss (Notes 4, 24 and 27)	<u>1,896</u>	<u>-</u>	<u>(714)</u>	<u>-</u>
	<u>(494,615)</u>	<u>(2)</u>	<u>(458,492)</u>	<u>(2)</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Notes 4 and 24)	<u>(99,499)</u>	<u>-</u>	<u>850,581</u>	<u>4</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(594,114)</u>	<u>(2)</u>	<u>392,089</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,427,858</u>	<u>5</u>	<u>\$ 2,212,385</u>	<u>10</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of BizLink	\$ 2,036,138	7	\$ 1,828,336	8
Non-controlling interests	<u>(14,166)</u>	<u>-</u>	<u>(8,040)</u>	<u>-</u>
	<u>\$ 2,021,972</u>	<u>7</u>	<u>\$ 1,820,296</u>	<u>8</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of BizLink	\$ 1,442,485	5	\$ 2,221,097	10
Non-controlling interests	<u>(14,627)</u>	<u>-</u>	<u>(8,712)</u>	<u>-</u>
	<u>\$ 1,427,858</u>	<u>5</u>	<u>\$ 2,212,385</u>	<u>10</u>
EARNINGS PER SHARE (Note 28)				
Basic	<u>\$ 15.22</u>		<u>\$ 14.01</u>	
Diluted	<u>\$ 14.45</u>		<u>\$ 13.28</u>	

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

BIZLINK HOLDING INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of BizLink										
						Other Equity					
	Capital Stock Ordinary Shares	Capital Surplus	Retained Earnings		Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Gain or Loss on Effective Cash Flow Hedging Instruments	Unrealized Gain (Loss) on Financial Assets at FVTOCI	Total	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2020	\$ 1,305,174	\$ 7,320,086	\$ 627,070	\$ 646,210	\$ 3,276,915	\$ (1,088,878)	\$ 3,207	\$ 117,746	\$ 12,207,530	\$ 48,896	\$ 12,256,426
Appropriation of the 2019 earnings (Note 24)											
Legal reserve	-	-	184,399	-	(184,399)	-	-	-	-	-	-
Special reserve	-	-	-	321,715	(321,715)	-	-	-	-	-	-
Cash dividends distributed by BizLink	-	-	-	-	(1,174,657)	-	-	-	(1,174,657)	-	(1,174,657)
Changes in capital surplus from investment in associates and joint ventures accounted for using the equity method (Note 12)	-	-	-	-	(8,958)	-	-	-	(8,958)	-	(8,958)
Convertible bonds converted to ordinary shares (Notes 20 and 24)	520	11,174	-	-	-	-	-	-	11,694	-	11,694
Share-based payment arrangements (Notes 24, 26 and 29)	-	11,051	-	-	-	-	-	-	11,051	-	11,051
Disposal of investment in equity instrument designed at fair value through other comprehensive income (Notes 8 and 24)	-	-	-	-	225,688	-	-	(225,688)	-	-	-
Basis adjustment to gain (loss) on hedging instruments (Note 24)	-	-	-	-	-	-	(30,416)	-	(30,416)	-	(30,416)
Net profit (loss) for the year ended December 31, 2020	-	-	-	-	1,828,336	-	-	-	1,828,336	(8,040)	1,820,296
Other comprehensive (loss) income for the year ended December 31, 2020, net of income tax (Note 24)	-	-	-	-	(1)	222,500	36,126	134,136	392,761	(672)	392,089
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	1,828,335	222,500	36,126	134,136	2,221,097	(8,712)	2,212,385
BALANCE AT DECEMBER 31, 2020	1,305,694	7,342,311	811,469	967,925	3,641,209	(866,378)	8,917	26,194	13,237,341	40,184	13,277,525
Appropriation of the 2020 earnings (Note 24)											
Legal reserve	-	-	204,506	-	(204,506)	-	-	-	-	-	-
Special reserve	-	-	-	(136,658)	136,658	-	-	-	-	-	-
Cash dividends distributed by BizLink	-	-	-	-	(1,082,724)	-	-	-	(1,082,724)	-	(1,082,724)
Changes in capital surplus from investment in associates and joint ventures accounted for using the equity method (Note 12)	-	7,887	-	-	-	-	-	-	7,887	-	7,887
Convertible bonds converted to ordinary shares (Notes 20 and 24)	68,879	1,483,363	-	-	-	-	-	-	1,552,242	-	1,552,242
Share-based payment arrangements (Notes 24, 26 and 29)	-	13,766	-	-	-	-	-	-	13,766	-	13,766
Basis adjustment to gain (loss) on hedging instruments (Note 24)	-	-	-	-	-	-	(46,412)	-	(46,412)	-	(46,412)
Net profit (loss) for the year ended December 31, 2021	-	-	-	-	2,036,138	-	-	-	2,036,138	(14,166)	2,021,972
Other comprehensive (loss) income for the year ended December 31, 2021, net of income tax (Note 24)	-	-	-	-	(132)	(593,910)	40,996	(40,607)	(593,653)	(461)	(594,114)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	2,036,006	(593,910)	40,996	(40,607)	1,442,485	(14,627)	1,427,858
BALANCE AT DECEMBER 31, 2021	<u>\$ 1,374,573</u>	<u>\$ 8,847,327</u>	<u>\$ 1,015,975</u>	<u>\$ 831,267</u>	<u>\$ 4,526,643</u>	<u>\$ (1,460,288)</u>	<u>\$ 3,501</u>	<u>\$ (14,413)</u>	<u>\$ 15,124,585</u>	<u>\$ 25,557</u>	<u>\$ 15,150,142</u>

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

BIZLINK HOLDING INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,641,395	\$ 2,255,242
Adjustments for:		
Depreciation expense	770,247	692,308
Amortization expense	165,962	149,291
Expected credit loss recognized (reversed) on trade receivables	16,959	(14,935)
Net gain on fair value change of financial assets and liabilities designated as at FVTPL	(96,237)	(177,096)
Finance costs	97,417	125,449
Interest income	(32,099)	(55,411)
Dividend income	(11,070)	(12,749)
Compensation cost of employee share options	13,766	11,051
Share of loss of associates	23,408	21,962
Loss on disposal of property, plant and equipment	4,739	819
Loss on disposal of intangible assets	-	95
Impairment loss recognized on non-financial assets	184,497	129,179
Net (gain) loss on foreign currency exchange	(49,501)	63,535
Loss on redemption of convertible bonds	-	167,869
Gain on lease modification	-	(1,874)
Changes in operating assets and liabilities		
Decrease in financial assets mandatorily classified as at FVTPL	3,224	149,018
(Increase) decrease in notes receivable	(4,269)	26,432
Increase in trade receivables	(1,807,967)	(499,504)
(Increase) decrease in other receivables	(474,649)	21,793
Increase in inventories	(1,985,320)	(787,892)
Increase in prepayments	(62,012)	(98,449)
Decrease in other current assets	1,444	360
Decrease in financial liabilities held for trading	(13,991)	(29,103)
Increase (decrease) in contract liabilities	14,517	(6,056)
Increase (decrease) in notes payable	116,525	(24,866)
Increase in trade payables	1,100,226	233,319
(Decrease) increase in trade payables to related parties	(5)	5
Increase in other payables	284,770	61,943
Increase in other payables to related parties	48	220
Increase (decrease) in deferred revenue	30,264	(8,022)
Increase in net defined benefit liabilities	309	77
Increase in other current liabilities	1,231	868
Decrease in other operating liabilities	(404)	(2,717)
Cash generated from operations	933,424	2,392,161
Interest received	32,099	55,411
Interest paid	(46,630)	(49,318)
Income tax paid	(603,429)	(526,727)
Net cash generated from operating activities	315,464	1,871,527

(Continued)

BIZLINK HOLDING INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at FVTOCI	\$ (20,000)	\$ (61,494)
Proceeds from sale of financial assets at FVTOCI	-	339,780
Acquisitions of associates accounted for using equity method	-	(36,000)
Net cash outflow on acquisition of subsidiaries	-	(1,408,782)
Payments for property, plant and equipment	(1,217,180)	(759,861)
Proceeds from disposal of property, plant and equipment	6,430	16,071
Payments for intangible assets	(39,952)	(35,458)
Increase in refundable deposits	(68,939)	(6,346)
Decrease in refundable deposits	23,691	3,429
Increase in other financial assets	(96,051)	(108,029)
Decrease in other financial assets	66,173	120,708
Increase in prepayments for equipment	(140,723)	(112,745)
Dividends received	<u>11,070</u>	<u>12,749</u>
Net cash used in investing activities	<u>(1,475,481)</u>	<u>(2,035,978)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	584,341	189,949
Redemption of convertible bonds	-	(2,574,057)
Proceeds from long-term borrowings	112,036	-
Repayments of long-term borrowings	(170,926)	(13,914)
Proceeds from guarantee deposits received	12,937	3,011
Refund of guarantee deposits received	(2,377)	-
Repayment of the principal portion of lease liabilities	(286,118)	(256,467)
Dividends paid to owners of BizLink	<u>(1,082,724)</u>	<u>(1,174,657)</u>
Net cash used in financing activities	<u>(832,831)</u>	<u>(3,826,135)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>(157,563)</u>	<u>330,457</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,150,411)	(3,660,129)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>5,360,003</u>	<u>9,020,132</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,209,592</u>	<u>\$ 5,360,003</u>

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

BIZLINK HOLDING INC. 2021 Earnings Distribution		
Item	Amount (US\$)	
Beginning unappropriated earnings		76,363,453
Net income	72,696,368	
Remeasurements of defined benefit plans in retained earnings	(4,709)	
The total amount of after-tax net income for the period and other profit items adjusted to the current year's undistributed earnings other than after-tax net income		72,691,659
Legal reserve (10%)		(7,269,166)
Special reserves		(22,426,270)
Distributable net profit		119,359,676
Distribution		
Cash dividend – US\$0.32 per share		48,559,636
Ending unappropriated earnings		70,800,040
<p>1. The earning appropriation is based on the total 151,748,864 outstanding shares as of 02/28/2022 and includes a cash dividend of US\$ 0.32 (or NT\$ 9.1312) in cash and no stock dividend. Upon the approval of the general shareholders meeting, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date and ex-right date, and other relevant issues. If the total number of outstanding shares is amended due to exercise of employee stock options and convertible bonds are executed before the record day, the Board shall be authorized by the shareholders' meeting to adjust the distribution ratio according to the updated floating share number as of the record day.</p> <p>2. The USD to NTD rate temporarily uses the Bank of Taiwan's average exchange rate on March 22, 2022. The final amount shall be based on the USD to NTD rate after the stock agency receives the cash dividends. It is calculated and rounded down to the nearest New Taiwan dollar based on the payout ratio. The sum of fractional amounts that are less than NT\$1 is transferred to the Company's other income.</p> <p>3. The legal reserve uses the Bank of Taiwan's average exchange rate on March 22, 2022. The actual amount will be estimated based on the average rate calculated using the spot buying and selling rates as provided by the Bank of Taiwan on the day when the earnings distribution proposal is approved at the shareholders' meeting.</p>		

Chairman Hwa-Tse Liang

Chief Executive Officer Chien-Hua Teng

Chief Financial Officer Yu-Fang Wang

Comparison Table for BizLink Holding Inc. Procedures for the Acquisition and Disposal of Assets Before and After Amendment

Amended Article	Current Article	Description
<p>6. Professional appraisers and their officers, CPAs, attorneys, and securities underwriters that provide the Company and its subsidiaries with appraisal reports, CPA's opinions, attorney's opinions or underwriter's opinions shall meet the following requirements:</p> <p>6.1 Must not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act or for fraud, breach of trust, embezzlement, forgery of documents or occupational crime. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, the expiration of the period of a suspended sentence or if a pardon was received.</p> <p>6.2 May not be a related party or de facto related party of any party to the transaction.</p> <p>6.3 If the Company is required to obtain appraisal reports from two or more professional appraisers, the different</p>	<p>6. Professional appraisers and their officers, CPAs, attorneys, and securities underwriters that provide the Company and its subsidiaries with appraisal reports, CPA's opinions, attorney's opinions or underwriter's opinions shall meet the following requirements:</p> <p>6.1 Must not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act or for fraud, breach of trust, embezzlement, forgery of documents or occupational crime. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, the expiration of the period of a suspended sentence or if a pardon was received.</p> <p>6.2 May not be a related party or de facto related party of any party to the transaction.</p> <p>6.3 If the Company is required to obtain appraisal reports from two or more professional appraisers, the different</p>	<p>To be aligned with practical operations and strengthen the management of related party transactions, this amendment is made.</p> <p>I. To clearly define the procedures and responsibilities that external experts should follow, it is stipulated that professional appraisers and their appraisal personnel, CPAs, attorneys or securities underwriters should issue appraisal reports or opinions, in addition to the relevant matters that should be handled when undertaking and executing cases in accordance with the current regulations, they should follow the self-discipline regulations of the associations to which they belong, so “ the self-discipline regulations of the associations to which they belong” in added under 6.4.</p> <p>II. As the work by the experts to issue</p>

<p>professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>6.4 When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-discipline regulations of the associations to which they belong and the following:</p> <p>6.4.1 They shall prudently assess their own professional capabilities, practical experience, and independence prior to accepting a case.</p> <p>6.4.2 When executing a case, they shall appropriately plan and execute adequate operating procedures in order to produce a conclusion and use the conclusion as the basis for issuing a report or opinion. The relevant working procedures, data collected, and conclusions shall be fully and accurately specified in the case working papers.</p> <p>6.4.3 They shall conduct an item-by-item evaluation of the appropriateness and reasonableness of the sources of data, parameters, and</p>	<p>professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>6.4 The personnel referred to in the preceding paragraph shall comply with the following when issuing an appraisal report or opinion:</p> <p>6.4.1 They shall prudently assess their own professional capabilities, practical experience, and independence prior to accepting a case.</p> <p>6.4.2 They shall appropriately plan and execute adequate working procedures in order to produce a conclusion to be used as the basis for issuing the appraisal report or opinion when <u>examining</u> a case. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>6.4.3 They shall undertake an item-by-item evaluation of <u>the comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, the parameters, and the</p>	<p>appraisal reports or opinions on the reasonableness does not belong to the work of audit of financial reports, "auditing" is revised to "executing" under 6.4.2. In addition, to be aligned with to the data sources and parameters used by experts during the evaluation, the "completeness, accuracy, and reasonableness" under 6.4.3 & 6.4.4 is revised to "appropriateness and reasonableness".</p>
---	--	--

<p>information used as the basis for issuance of an appraisal report or opinion.</p> <p>6.4.4 They shall issue a statement attesting to the professional competence and independence of the personnel who prepared such a report or opinion, and that they have evaluated and verified that the information used is appropriate and reasonable and that they have complied with applicable laws and regulations.</p>	<p>information to be used as the basis for issuing the appraisal report or the opinion.</p> <p>6.4.4 They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion that they have evaluated and found that the information used is reasonable and <u>accurate</u>, and that they have complied with applicable laws and regulations.</p>	
<p>7. The procedures for acquiring or disposing of real property, equipment or its right-of-use assets shall include the following matters and comply with the prescribed procedures:</p> <p>7.1 Evaluation and Operating Procedures</p> <p>The Company and its subsidiaries acquire or dispose of real property, equipment or its right-of-use assets, which shall be handled in accordance with these Procedures. Evaluation procedures shall include the method of price determination and reference basis, etc. Operating procedures shall include the level of authorization, level, execution unit, and transaction process.</p>	<p>7. The procedures for acquiring or disposing of real property, equipment or its right-of-use assets shall include the following matters and comply with the prescribed procedures:</p> <p>7.1 Evaluation and Operating Procedures</p> <p>The Company and its subsidiaries acquire or dispose of real property, equipment or its right-of-use assets, which shall be handled in accordance with these Procedures. Evaluation procedures shall include the method of price determination and reference basis, etc. Operating procedures shall include the level of authorization, level, execution unit, and transaction process.</p>	<p>I. As 6.4 has been amended to require external experts to render opinions in accordance with the self-discipline regulations of the associations to which they belong, which has covered the procedures for CPAs to render opinions, “proceed in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF)” under 7.4.3 is deleted.</p>

<p>7.2 Transaction Procedures</p> <p>The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>7.3 Execution Unit</p> <p>The Company and its subsidiaries shall obtain approval according to their level of authority, and the transaction shall be carried out by the responsible department and managerial department when acquiring or disposing of real BizLink Holding Inc. Procedures for the Acquisition and Disposal of Assets-6 property, equipment or right-of-use assets.</p> <p>7.4 Evaluation Reports of Real Property, Equipment or Right-of-use Assets</p> <p>If the transaction amount for the acquisition or disposal of real property or equipment by the Company and its subsidiaries, excluding transactions with domestic government agencies, construction of local land,</p>	<p>7.2 Transaction Procedures</p> <p>The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>7.3 Execution Unit</p> <p>The Company and its subsidiaries shall obtain approval according to their level of authority, and the transaction shall be carried out by the responsible department and managerial department when acquiring or disposing of real BizLink Holding Inc. Procedures for the Acquisition and Disposal of Assets-6 property, equipment or right-of-use assets.</p> <p>7.4 Evaluation Reports of Real Property, Equipment or Right-of-use Assets</p> <p>If the transaction amount for the acquisition or disposal of real property or equipment by the Company and its subsidiaries, excluding transactions with domestic government agencies, construction of local land,</p>	
---	---	--

<p>construction of land leases or the acquisition or disposal of equipment or right-of-use assets for business use, reaches 20% of the Company's paid-in capital or more than NT\$300 million, the appraisal report issued by the professional appraiser shall be obtained before the date of occurrence (matters to be included in the appraisal report are set out in Annex I), and shall follow the procedures below:</p> <p>7.4.1 The transaction shall be submitted for approval in advance by the Board of Directors where due to special circumstances it is necessary to give a limited price, specified price, or a special price for use as reference in determining the transaction price; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>7.4.2 Appraisals from two or more professional appraisers shall be obtained when the transaction amount is NT\$ 1 billion or more.</p> <p>7.4.3 Where any of the following circumstances applies with</p>	<p>construction of land leases or the acquisition or disposal of equipment or right-of-use assets for business use, reaches 20% of the Company's paid-in capital or more than NT\$300 million, the appraisal report issued by the professional appraiser shall be obtained before the date of occurrence (matters to be included in the appraisal report are set out in Annex I), and shall follow the procedures below:</p> <p>7.4.1 The transaction shall be submitted for approval in advance by the Board of Directors where due to special circumstances it is necessary to give a limited price, specified price, or a special price for use as reference in determining the transaction price; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>7.4.2 Appraisals from two or more professional appraisers shall be obtained when the transaction amount is NT\$ 1 billion or more.</p> <p>7.4.3 If a professional appraiser's appraisal meets any of the</p>	
--	---	--

<p>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:</p> <p>7.4.3.1 (omit)</p> <p>7.4.3.2 (omit)</p> <p>7.4.4 The difference in the date of reports presented by the professional appraiser and the date of entering into contracts shall not be more than three months. An opinion may still be issued by the original professional appraiser if the publicly announced current value for the same period is used and six months have not yet elapsed.</p> <p>7.4.5 The evidence issued by the court may be substituted for the appraisal report or the</p>	<p>following conditions, <u>a CPA shall be retained to handle the matter according to the Statement on Auditing Standards No. 20 published by the Accounting Research and Development Foundation in Taiwan</u> unless the appraisal result of the assets acquired is higher than the transaction amount, and shall express specific opinions on the reasons for the difference and the transaction price:</p> <p>7.4.3.1 (omit)</p> <p>7.4.3.2 (omit)</p> <p>7.4.4 The difference in the date of reports presented by the professional appraiser and the date of entering into contracts shall not be more than three months. An opinion may still be issued by the original professional appraiser if the publicly announced current value for the same period is used and six months have not yet elapsed.</p> <p>7.4.5 The evidence issued by the court may be substituted for the appraisal report or the CPA's opinion when the</p>	
---	--	--

<p>CPA's opinion when the Company and its subsidiaries acquire or dispose of assets through court auction procedures.</p> <p>7.5 The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>7.6 Related party transactions, intangible assets or their right-of-use assets or member cards, derivatives transactions, business mergers, divisions, acquisitions or share transfers of the Company and its subsidiaries shall be handled in accordance with the foregoing regulations and Article 9, Article 10, Article 12, Article 13, and other relevant provisions of these Procedures.</p>	<p>Company and its subsidiaries acquire or dispose of assets through court auction procedures.</p> <p>7.5 The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>7.6 Related party transactions, intangible assets or their right-of-use assets or member cards, derivatives transactions, business mergers, divisions, acquisitions or share transfers of the Company and its subsidiaries shall be handled in accordance with the foregoing regulations and Article 9, Article 10, Article 12, Article 13, and other relevant provisions of these Procedures.</p>	
<p>8. Procedures for Acquisition or Disposal of Marketable Securities Investment:</p> <p>8.1 Evaluation and Operating</p>	<p>8. Procedures for Acquisition or Disposal of Marketable Securities Investment:</p> <p>8.1 Evaluation and Operating</p>	<p>I. The reason for the amendment is the same as that described in Article 7.</p>

<p style="text-align: center;">Procedures</p> <p>The acquisition and disposal of marketable securities of the Company and its subsidiaries shall be handled in accordance with these Procedures.</p> <p>8.2 Determination of trading terms and level of authorization</p> <p>8.2.1 (omit)</p> <p>8.2.2 (omit)</p> <p>8.3 Execution Unit</p> <p>The Company and its subsidiaries shall obtain approval according to their level of authority for investments in marketable securities, and the transaction shall be carried out by the responsible department.</p> <p>8.4 Obtain Expert Opinion</p> <p>The Company and its subsidiaries shall, prior to the date of the acquisition or disposal of securities, obtain financial statements of the issuing company for the most recent period certified or reviewed by a CPA for reference in appraising the transaction price. If the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall engage a CPA prior to the date of occurrence of the</p>	<p style="text-align: center;">Procedures</p> <p>The acquisition and disposal of marketable securities of the Company and its subsidiaries shall be handled in accordance with these Procedures.</p> <p>8.2 Determination of trading terms and level of authorization</p> <p>8.2.1 (omit)</p> <p>8.2.2 (omit)</p> <p>8.3 Execution Unit</p> <p>The Company and its subsidiaries shall obtain approval according to their level of authority for investments in marketable securities, and the transaction shall be carried out by the responsible department.</p> <p>8.4 Obtain Expert Opinion</p> <p>The Company and its subsidiaries shall, prior to the date of the acquisition or disposal of securities, obtain financial statements of the issuing company for the most recent period certified or reviewed by a CPA for reference in appraising the transaction price. If the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the</p>	
--	--	--

<p>event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p> <p>8.5 Transaction Procedures</p> <p>The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the</p>	<p>Company shall engage a CPA prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20. published by the ARDF.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts mentioned above shall be made in accordance with Article 14.2, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA’s opinion has been obtained need not be counted toward the transaction amount.</p> <p>8.5 Transaction Procedures</p> <p>The acquisition or disposal of assets by the Company and its subsidiaries in accordance with the</p>	
---	--	--

<p>Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p>	<p>prescribed procedures or other legal regulations shall be approved by the majority of the Company's Audit Committee and shall be passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p>	
<p>9. Procedures for Related Party Transactions:</p> <p>9.1 If the transaction amount for any acquisition or disposal of assets by the Company and its subsidiaries from or to a related party reaches 10 percent or more of the Company's total assets, the Company shall ensure that the provisions of Article 7, Article 8, and Article 10 of these Procedures are adopted, the reasonableness of the transaction terms is appraised, and obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with 14.2 of these Procedures, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a</p>	<p>9. Procedures for Related Party Transactions:</p> <p>9.1 If the transaction amount for any acquisition or disposal of assets by the Company and its subsidiaries from or to a related party reaches 10 percent or more of the Company's total assets, the Company shall ensure that the provisions of Article 7, Article 8, and Article 10 of these Procedures are adopted, the reasonableness of the transaction terms is appraised, and obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with 14.2 of these Procedures, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a</p>	<p>I. Provisions under 9.2.7 are added.</p> <p>II. To strengthen the management of related party transactions and protect the rights of the Company’s minority shareholders to express their opinions on the transactions between the Company and related parties, major related party transactions shall be approved by the Shareholders' Meeting in advance with reference to the approaches adopted by the major international capital markets, such as Singapore, and Hong Kong. In addition, to prevent the Company from conducting major related party transactions through subsidiaries which are not domestic publicly listed companies, relevant information shall be submitted to the Shareholders' Meeting for approval. Thus, this article stipulates</p>

<p>professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>In addition to legal formalities, the de facto relationship shall also be considered when judging whether a transaction counterparty is a related party.</p> <p>9.2 Evaluation and Operating Procedures</p> <p>If the Company and its subsidiaries intend to acquire or dispose of real property to a related party or if it intends to acquire or dispose of assets other than real property to a related party, and the transaction amount either reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets or NT\$300 million or more, except in the trading of government bonds, bonds under re-purchase and re-sale agreements or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been recognized by the Company's Audit Committee and approved by the Board of Directors:</p>	<p>professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>In addition to legal formalities, the de facto relationship shall also be considered when judging whether a transaction counterparty is a related party.</p> <p>9.2 Evaluation and Operating Procedures</p> <p>If the Company and its subsidiaries intend to acquire or dispose of real property to a related party or if it intends to acquire or dispose of assets other than real property to a related party, and the transaction amount either reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets or NT\$300 million or more, except in the trading of government bonds, bonds under re-purchase and re-sale agreements or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been recognized by the Company's Audit Committee and approved by the Board of Directors:</p>	<p>that the Company or its non-domestic publicly listed subsidiaries engaging in the acquisition or disposal of assets with a related party under paragraph 1 with the transaction amount reaching 10% or more of a publicly listed company's total assets, said Company shall submit the relevant information to the Shareholders' Meeting for approval before execution.</p> <p>In the case of a non-publicly listed subsidiary, such matters that should be approved by the Shareholders' Meeting shall be handled by said Company's parent Company.</p> <p>III. Considering the overall business planning needs of the Company, its parent Company or subsidiaries, or between its subsidiaries and taking into account the exemption rule adopted by major international capital markets, such transactions between such companies are exempted from a resolution by the Shareholders' Meeting as in the provision.</p> <p>IV. Part of the provisions under 9.2.7 is</p>
---	---	---

<p>9.2.1 The purpose, the necessity, and the anticipated benefits of the acquisition or the disposal of assets.</p> <p>9.2.2 The reason for selecting the related party as a trading counterparty.</p> <p>9.2.3 Information regarding the appraisal of the reasonableness of the preliminary transaction terms as per Article 3.1 and Article 3.4 for the acquisition of real property or right-of-use assets from a related party.</p> <p>9.2.4 The acquisition date and price by the related party, the trading counterparty, and the relationship with the trading counterparty and the Company.</p> <p>9.2.5 Monthly cash forecast for the year commencing from the anticipated month of contract signing, and the evaluation of the necessity of the transaction and rationality for the application of funds.</p> <p>9.2.6 Appraisal reports from professional appraisers or the CPA's opinions in compliance with Article 7.4.</p> <p>9.2.7 Restrictive terms and other important covenants</p>	<p>9.2.1 The purpose, the necessity, and the anticipated benefits of the acquisition or the disposal of assets.</p> <p>9.2.2 The reason for selecting the related party as a trading counterparty.</p> <p>9.2.3 Information regarding the appraisal of the reasonableness of the preliminary transaction terms as per Article 3.1 and Article 3.4 for the acquisition of real property or right-of-use assets from a related party.</p> <p>9.2.4 The acquisition date and price by the related party, the trading counterparty, and the relationship with the trading counterparty and the Company.</p> <p>9.2.5 Monthly cash forecast for the year commencing from the anticipated month of contract signing, and the evaluation of the necessity of the transaction and rationality for the application of funds.</p> <p>9.2.6 Appraisal reports from professional appraisers or the CPA's opinions in compliance with Article 7.4.</p> <p>9.2.7 Restrictive terms and other important covenants</p>	<p>moved to the last paragraph, and some provisions are amended. The transactions approved by the Shareholders' Meeting are included in the transaction amount based on the amendment.</p>
--	--	--

<p>associated with the transaction.</p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries or between its subsidiaries (or sub-subsidiaries) in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may, pursuant to Article 7.1, delegate the Chairperson of the Board to decide such matters when the transaction is within a certain amount, and have the decisions subsequently submitted to and ratified by the Company's next Board of Directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p>The above-mentioned amount to be delegated to the Chairperson of the</p>	<p>associated with the transaction.</p> <p><u>The calculation of the transaction amounts mentioned above shall be done in accordance with Article 14.2 of the Procedures, 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 recognized by the Company's Audit Committee and approved by the Board of Directors need not be counted toward the transaction amount.</u></p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries or between its subsidiaries (or sub-subsidiaries) in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may, pursuant to Article 7.1, delegate the Chairperson of the Board to decide such matters when the</p>	
--	--	--

<p>Board should be no more than NT\$200 million.</p> <p>The Company has established the Audit Committee. The transactions shall be approved by the majority of the Audit Committee and passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>Where the Company or its subsidiary that is not a domestic publicly listed Company engages in a transaction under paragraph 1, and the transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information listed in paragraph 1 to the Shareholders' Meeting for approval before proceeding to enter into a transaction contract or make a payment. However, the transactions</p>	<p>transaction is within a certain amount, and have the decisions subsequently submitted to and ratified by the Company's next Board of Directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p>The above-mentioned amount to be delegated to the Chairperson of the Board should be no more than NT\$200 million.</p> <p>The Company has established the Audit Committee. The transactions shall be approved by the majority of the Audit Committee and passed by a resolution of the Board of Directors according to Article 17.2 and 17.3 of these Procedures.</p> <p>9.3 (omit)</p>	
--	---	--

<p>between the Company and its subsidiaries or between its subsidiaries are not subject to this provision The transaction amount in 9.2 shall be calculated as per 14.2 of these Procedures, and the term “within the preceding year” refers to the year preceding the date of the current transaction. The portions have been reported to the Shareholders’ Meeting, approved by the Audit Committee, and passed by the Board of Directors as per the regulations need not be counted toward the transaction amount.</p> <p>9.3 (omit)</p>		
<p>10. Procedures for acquiring or disposing of intangible assets or right-of-use assets or membership certificates are as follows:</p> <p>10.1 (omit)</p> <p>10.2 (omit)</p> <p>10.3 (omit)</p> <p>10.4 Expert evaluation report on intangible assets, right-of-use</p>	<p>10. Procedures for acquiring or disposing of intangible assets or right-of-use assets or membership certificates are as follows:</p> <p>10.1 (omit)</p> <p>10.2 (omit)</p> <p>10.3 (omit)</p> <p>10.4 Expert evaluation report on intangible assets, right-of-use</p>	<p>1. The reason for the amendment is the same as that described in Article 7.</p>

<p>assets or membership certificates.</p> <p>If the Company acquires or disposes of intangible assets, right-of-use assets or memberships, and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p> <p>10.5 (omit)</p> <p>10.6 (omit)</p>	<p>assets or membership certificates.</p> <p>If the Company acquires or disposes of intangible assets, right-of-use assets or memberships, and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p> <p>10.5 (omit)</p> <p>10.6 (omit)</p>	
<p>14. Information Disclosure Procedures:</p> <p>14.1 Matters, standards, and terms to be announced and declared</p> <p>The Company and its subsidiaries shall make a public announcement for the acquisition or disposal of assets and file it in the prescribed format based on the nature of the transaction at websites designated by the FSC within two days, commencing immediately from the date of occurrence, under the following circumstances:</p>	<p>14. Information Disclosure Procedures:</p> <p>14.1 Matters, standards, and terms to be announced and declared</p> <p>The Company and its subsidiaries shall make a public announcement for the acquisition or disposal of assets and file it in the prescribed format based on the nature of the transaction at websites designated by the FSC within two days, commencing immediately from the date of occurrence, under the following circumstances:</p>	<p>I. Considering that the current publicly listed companies have been exempted from public announcements and declarations for their trading of domestic government bonds, 14.1.7.1 is amended to also exempt the trading of foreign government bonds with a credit rating not lower than our country's sovereign rating from announcements and declarations.</p> <p>II. Considering the simple nature of foreign</p>

<p>14.1.1 (omit)</p> <p>14.1.2 (omit)</p> <p>14.1.3 (omit)</p> <p>14.1.4 (omit)</p> <p>14.1.5 (omit)</p> <p>14.1.6 (omit)</p> <p>14.1.7 In instances where an asset transaction other than any of those referred to in the preceding six subparagraphs, the disposal of receivables by a financial institution or an investment in the Mainland China area reaches 20 percent or more of the Company's paid-in capital or NT\$300 million except in the following circumstances:</p> <p>14.1.7.1 Trading of domestic government bonds or foreign government bonds with a credit rating not lower than our country's sovereign rating.</p> <p>14.1.7.2 Where done by professional investors, securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds or ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market or subscription or redemption of</p>	<p>14.1.1 (omit)</p> <p>14.1.2 (omit)</p> <p>14.1.3 (omit)</p> <p>14.1.4 (omit)</p> <p>14.1.5 (omit)</p> <p>14.1.6 (omit)</p> <p>14.1.7 In instances where an asset transaction other than any of those referred to in the preceding six subparagraphs, the disposal of receivables by a financial institution or an investment in the Mainland China area reaches 20 percent or more of the Company's paid-in capital or NT\$300 million except in the following circumstances:</p> <p>14.1.7.1 Trading of domestic government bonds.</p> <p>14.1.7.2 Securities trading on securities exchanges or OTC markets, subscription of ordinary corporate bonds, general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, subscription or redemption of securities investment trust</p>	<p>government bonds and the fact that their credit ratings are generally better than those of foreign ordinary corporate bonds; and that the nature of exchange traded notes is similar to that of exchange traded funds, 14.1.7.2 is amended to exempt investment professionals from the announcement and declaration of the subscription of foreign government bonds that are offered and issued in the primary market or subscription for or resale of exchange traded notes.</p>
---	---	--

<p>securities investment trust funds or futures trust funds or subscription for or resale of exchange traded notes or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company in accordance with the rules of the Taipei Exchange.</p> <p>14.1.7.3 Trading of bonds under repurchase/resale agreements or subscription or redemption of domestic money market funds.</p> <p>14.2 (omit) 14.3 (omit) 14.4 (omit) 14.5 (omit) 14.6 (omit) 14.7 (omit) 14.8 (omit)</p>	<p>funds or futures trust funds, subscription of securities by a securities firm as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange, and as done by professional investors.</p> <p>14.1.7.3 Trading of bonds under repurchase/resale agreements or subscription or redemption of domestic money market funds.</p> <p>14.2 (omit) 14.3 (omit) 14.4 (omit) 14.5 (omit) 14.6 (omit) 14.7 (omit) 14.8 (omit)</p>	
--	---	--

Comparison Table for BizLink Holding Inc. Article of Incorporation Before and After Amendment

Amended Article	Current Article	Description
Cover		
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS</p> <p>(as adopted by a Special Resolution dated as of June 23, 2022)</p>	<p>THE COMPANIES LAW (2020 REVISION) OF THE CAYMAN ISLANDS</p> <p>(as adopted by a Special Resolution dated as of June 19, 2020)</p>	Update the name of the Cayman Companies Act, and update the proposed date of passing this amendment to our Articles of Incorporation by a special resolution during the Shareholders' Meeting.
Outlines		
<p>THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS</p> <p>(as adopted by a Special Resolution dated as of June 23, 2022)</p>	<p>THE COMPANIES LAW (2020 REVISION) OF THE CAYMAN ISLANDS</p> <p>(as adopted by a Special Resolution dated as of June 19, 2020)</p>	Update the name and the version of the Cayman Companies Act, and update the proposed date of passing this amendment to our Articles of Incorporation by a special resolution during the Shareholders' Meeting.
<p>2</p> <p>The registered office of the Company shall be at the offices of Corporate Filing Services Ltd., <u>P.O. Box 61, 3rd Floor Harbour Centre, North Church Street, Grand Cayman, KY1-1102, Cayman Islands</u>, or at such other place as the Directors may from time to time decide.</p>	<p>2</p> <p>The registered office of the Company shall be at the offices of Corporate Filing Services Ltd., <u>4th Floor, Harbour Centre, P.O. Box 613, George Town, Grand Cayman, Cayman Islands, British West Indies</u>, or at such other place as the Directors may from time to time decide.</p>	Change of Company's registered address.
<p>3</p> <p>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 the Companies Act (As Revised) or as the same may be</p>	<p>3</p> <p>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 the Companies Law (2020 Revision) or as the same may be</p>	Update the name and the version of the Cayman Companies Act.

Amended Article	Current Article	Description
revised from time to time, or any other law of the Cayman Islands.	revised from time to time, or any other law of the Cayman Islands.	
<p>5</p> <p>The authorised capital of the Company is NT\$5,000,000,000 divided into 500,000,000 shares of NT\$10 each provided always that subject to the provisions of the Companies Act (Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege 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.</p>	<p>5</p> <p>The authorised capital of the Company is NT\$5,000,000,000 divided into 500,000,000 shares of NT\$10 each provided always that subject to the provisions of the Companies Law (2020 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege 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.</p>	Update the name and the version of the Cayman Companies Act.
Article of Incorporation		
<p>THE COMPANIES ACT (AS REVISED)</p> <p>OF THE CAYMAN ISLANDS</p> <p>COMPANY LIMITED BY SHARES</p> <p><u>(as adopted by a Special Resolution dated as of June 23, 2022)</u></p>	<p>THE COMPANIES LAW (2020 REVISION)</p> <p>OF THE CAYMAN ISLANDS</p> <p>COMPANY LIMITED BY SHARES</p>	Update the name and the version of the Cayman Companies Act, and update the proposed date of passing this amendment to our Articles of Incorporation by a special resolution during the Shareholders' Meeting.

Amended Article	Current Article	Description
<p>1.1 “Electronic Record” has the same meaning as in the Electronic Transactions <u>Act</u>. “Electronic Transactions <u>Act</u>” means the Electronic Transactions <u>Act (As Revised)</u> of the Cayman Islands.</p> <p>“Statute” means the Companies <u>Act (As Revised)</u> of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.</p> <p><u>“Video Communication Facilities” means video, video-conferencing, internet or online conferencing applications and/or any other video-communication, internet or online conferencing application or video telecommunications facilities by means of which all persons participating in a meeting are capable of hearing and be heard by each other.</u></p> <p><u>“Virtual Meeting” means any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Video Communication Facilities.</u></p>	<p>1.1 “Electronic Record” has the same meaning as in the Electronic Transactions <u>Law</u>. “Electronic Transactions <u>Law</u>” means the Electronic Transactions <u>Law (2003 Revision)</u> of the Cayman Islands. “Statute” means the Companies <u>Law (2020 Revision)</u> of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.</p> <p>(Added to this definition)</p> <p>(Added to this definition)</p>	<p>Update the names and versions of the Cayman Electronic Transactions Act and Companies Act, and add relevant definitions in accordance with the amended Articles of Incorporation.</p>

Amended Article	Current Article	Description
1.2 Sections 8 and 19(3) of the Electronic Transactions Act shall not apply.	1.2 Section 8 of the Electronic Transactions Law shall not apply.	Update the name of the Cayman Electronic Transactions Act.
16.4 The general meetings shall be held at such time and place as the Directors shall appoint, <u>or by Virtual Meeting or in any manner prescribed by the Applicable Public Company Rules</u> , provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). <u>Where a general meeting is held through Virtual Meeting, it shall be convened in accordance with the regulations of the Applicable Public Company Rules, and the Members participating in such meeting by video shall be deemed to have attended such meeting Virtual Meeting.</u>	16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).	Amend in accordance with Article 172-2 of the Taiwan Company Act and with the current "Checklist of Shareholders' Equity Protection Measures at Foreign Issuer's Domicile" (version 20220311) (hereinafter referred to as "Checklist of Shareholders' Equity Protection").

Amended Article	Current Article	Description
16.10 (Delete this article)	16.10 <u>Pursuant to the Applicable Public Company Rules, the Independent Directors of the audit committee may convene a general meeting in the event that the board of Directors fails or cannot convene a general meeting, or for the benefit of the Company when necessary.</u>	Delete this provision in conjunction with the "Checklist of Shareholders' Equity Protection" (version 20210514).
17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, <u>the manner in which the meeting shall be held,</u> the general nature of the business <u>and other relevant matters,</u> and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and	17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting <u>and</u> the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been	Amend in accordance with Article 142 of the Taiwan Company Act and the "Checklist of Shareholders' Equity Protection".

Amended Article	Current Article	Description
whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.	complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.	
<p>19.6 If a general meeting is to be held in Taiwan, the Directors <u>shall permit</u> that the voting power of a Member at such general meeting <u>to</u> be exercised by way of an electronic transmission <u>as one of the methods of exercising voting power</u>. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of</p>	<p>19.6 If a general meeting is to be held in Taiwan, the Directors <u>may determine in their discretion</u> that the voting power of a Member at such general meeting <u>may</u> be exercised by way of <u>a written ballot or by way of</u> an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to</p>	Cooperate with the amendment of the "Checklist of Shareholders' Equity Protection".

Amended Article	Current Article	Description
a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting	constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting	
25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>two (2)</u> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.	25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>one</u> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.	This article is amended in accordance with Article 28-4 of the "Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings".
34.1 The Company shall set aside 1% to 5% of its annual profits as bonus to employees of the Company and set side no more than 3% of	34.1 The Company shall set aside <u>not lower than</u> 1% to 5% of its annual profits as bonus to employees of the Company and set side no	Revised in line with the company's adjustment in its profit-sharing policy.

Amended Article	Current Article	Description
<p>its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.</p>	<p>more than 3% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.</p>	

Comparison Table for BizLink Holding Inc. Rules of Procedure for Shareholders' Meetings Before and After Amendment on June 23, 2022

Amended Article	Current Article	Description
<p>Article 3 Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board of Directors. Changes to the method of convening the Shareholders' Meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.</p> <p>The Company shall prepare a meeting handbook when convening an annual shareholders' meeting. In addition, the Company shall prepare the electronic version of the shareholders' meeting notice and proxy form, and information regarding the subject and explanatory notes for all proposals, including proposals for ratification, matters for discussion, and election or dismissal of directors or supervisors, and upload them onto the Market Observation Post System (MOPS) 30 days before the date of an annual shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare the electronic version of the agenda for an annual shareholders' meeting and supplemental meeting materials, and upload them onto</p>	<p>Article 3 The Company's shareholders' meetings shall be convened by the board of directors unless otherwise stated by law or regulation.</p> <p>The Company shall prepare a meeting handbook when convening an annual shareholders' meeting. In addition, the Company shall prepare the electronic version of the shareholders' meeting notice and proxy form, and information regarding the subject and explanatory notes for all proposals, including proposals for ratification, matters for discussion, and election or dismissal of directors or supervisors, and upload them onto the Market Observation Post System (MOPS) 30 days before the date of an annual shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare the electronic version of the agenda for an annual shareholders' meeting and supplemental meeting materials, and upload them onto MOPS 21 days before the date of an annual shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting.</p> <p>In addition, the Company shall also have prepared the shareholders' meeting agenda</p>	<p>I. To make shareholders aware of the change in the method of convening the Shareholders' Meeting, the change in said method shall be resolved by the Board of Directors, and such a change shall be made no later than before the notice of the Shareholders' Meeting is sent; thus, paragraph 2 is added.</p> <p>II. In accordance with Article 6 of the amended Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies promulgated on December 16, 2021, it requires a publicly listed Company with the paid-in capital amounting to NT\$10 billion or more at the end of the most recent fiscal year or the total shareholding ratio of foreign capital and capital from China reaching 30% or more as per the shareholder register for the general Shareholders' Meeting held in the most recent fiscal year to upload said electronic file 30 days before the general shareholders' meeting, to enable foreign shareholders and those in China to access the relevant information on the Shareholders' Meeting as soon as possible,</p>

<p>MOPS 21 days before the date of an annual shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. However, a publicly listed Company with the paid-in capital amounting to NT\$10 billion or more at the end of the most recent fiscal year or the total shareholding ratio of foreign capital and capital from China reaching 30% or more as per the shareholder register for the general Shareholders' Meeting held in the most recent fiscal year shall upload such an electronic file 30 days before the general Shareholders' Meeting.</p> <p>In addition, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials 15 days before the date of a shareholders' meeting and make them available for review by shareholders at any time. The meeting agenda and supplemental materials shall be displayed at the Company and the professional shareholder services agent designated by the Company.</p> <p>The Company shall provide said handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the Shareholders' Meeting in the following methods:</p> <p><u>I.</u> When a physical Shareholders' Meeting is convened such materials shall be distributed on-site at the Shareholders' Meeting.</p> <p><u>II.</u> When a physical Shareholders' Meeting is convened, supplemented by a video</p>	<p>and supplemental meeting materials 15 days before the date of a shareholders' meeting and make them available for review by shareholders at any time. The meeting agenda and supplemental materials shall be displayed at the Company and the professional shareholder services agent designated by the Company, and also distributed on the spot at the meeting venue.</p> <p>The reasons for convening a shareholders' meeting shall be stated in the meeting notice and the subsequent public announcement. The meeting notice may be given in electronic form with the consent of the addressee.</p>	<p>so paragraph 3 is amended.</p> <p>III. As publicly listed companies may hold Shareholders' Meetings by video conference, the Company may hold a physical Shareholders' Meeting or a shareholders' meeting by video conference. To allow shareholders, either participating in the physical shareholders' meeting or by video conference, to refer to the Shareholders' Meeting agenda handbook and supplementary materials on the day of the Shareholders' Meeting, paragraph 2 is amended and paragraph 5 is added.</p>
---	---	---

<p>conference, such materials shall be distributed on-site at the Shareholders' Meeting, and an electronic file of such materials shall be uploaded to the video conference platform.</p> <p><u>III.</u> When a Shareholders' Meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform.</p> <p>The reasons for convening a Shareholders' Meeting shall be specified in the meeting notice and the public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.</p>		
<p>Article 9</p> <p>Shareholders may use the proxy forms prepared by the Company, duly delineate the scope of the limited power of attorney, delegate to another person to vote by proxy prior to each shareholders' meeting, and have their proxy attend the shareholders' meeting in their place.</p> <p>A shareholder may issue only one proxy form, appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. The one received earliest shall prevail when duplicate proxy forms are delivered unless a declaration is made to cancel the previous proxy appointment.</p>	<p>Article 9</p> <p>Shareholders may use the proxy forms prepared by the Company, duly delineate the scope of the limited power of attorney, delegate to another person to vote by proxy prior to each shareholders' meeting, and have their proxy attend the shareholders' meeting in their place.</p> <p>A shareholder may issue only one proxy form, appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. The one received earliest shall prevail when duplicate proxy forms are delivered unless a declaration is made to cancel the previous proxy appointment.</p> <p>A proxy rescission notice shall be filed with the</p>	<p>I. If a shareholder entrusts a proxy to attend the Shareholders' Meeting, but then later intends to attend the Shareholders' Meeting by video conference after the proxy form is delivered to the Company, they shall notify the Company in writing two days before the Shareholders' Meeting to retract the proxy form, so paragraph 4 is amended.</p>

<p>A proxy rescission notice shall be filed with the Company at least two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice in case the shareholder intends to attend in person, otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.</p> <p>After a proxy form is served to the Company in the case that the shareholder intends to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.</p>	<p>Company at least two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice in case the shareholder intends to attend in person, otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.</p>	
<p>Article 10 The venue where a shareholder meeting is to be held shall be on the premises of the Company or a location easy for shareholders to access and be appropriate for holding shareholders' meetings. All shareholders' meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in deciding the location and time of a shareholders' meeting.</p> <p>When the Company convenes a Shareholders' Meeting by video conference it is not subject to the restriction on the venue of the meeting under the preceding paragraph.</p>	<p>Article 10 The venue where a shareholder meeting is to be held shall be on the premises of the Company or a location easy for shareholders to access and be appropriate for holding shareholders' meetings. All shareholders' meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in deciding the location and time of a shareholders' meeting.</p>	<p>I. Paragraph 2 is added to make it clear that when the Company holds a Shareholders' Meeting by video conference there is no restriction on the location of the meeting.</p>
<p>Article 11 The Company shall state, in the meeting notice, the sign-in time and place for shareholders,</p>	<p>Article 11 The Company shall specify in its shareholders' meeting notices the time during which</p>	<p>I. In alignment with those referred to as "shareholders" under paragraph 1, paragraph 3 is amended.</p>

<p>solicitors, and proxies (hereinafter referred to as “shareholders”), and other matters that shall be noted</p> <p>Acceptance of shareholders to attend the meeting shall be handled at least 30 minutes before the start of the meeting; the registration place shall be clearly marked, and personnel shall be appointed to handle registration. The sign-in location place shall be clearly marked and staffed with a sufficient number of suitable personnel. When the Shareholders' Meeting is convened by video conference, the sign-in process shall begin on the video conference platform 30 minutes before the meeting commences. Shareholders who have completed the sign-in shall be deemed to have attended the Shareholders' Meeting in person.</p> <p>Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend. Proxies shall also bring identification documents for verification.</p> <p>The Company shall furnish the attending shareholders with an attendance book to sign or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>The Company shall prepare agenda handbooks, annual reports, attendance cards, and voting cards for the shareholders' meeting,</p>	<p>shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.</p> <p>Acceptance of shareholders to attend the meeting shall be handled at least 30 minutes before the start of the meeting; the registration place shall be clearly marked, and personnel shall be appointed to handle registration.</p> <p><u>Shareholders and their proxies (collectively, "shareholders")</u> shall attend shareholders' meetings based on attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend. Proxies shall also bring identification documents for verification.</p> <p>The Company shall furnish the attending shareholders with an attendance book to sign or attending shareholders may hand in a sign-in card in lieu of signing in.</p> <p>The Company shall prepare agenda handbooks, annual reports, attendance cards, and voting cards for the shareholders' meeting, and they will be sent to or made available to the attending shareholders. A printed ballot shall also be sent to the shareholders where voting powers on the election of directors are to be exercised.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders'</p>	<p>II. To define the time and procedure for sign-in by shareholders who participate by video conference, paragraph 2 is amended.</p> <p>III. Shareholders who intend to attend the Shareholders' Meeting by video conference shall register with the Company two days before the Shareholders' Meeting, so paragraph 7 is amended.</p> <p>IV. To enable shareholders who attend by video conference to read relevant materials such as the meeting handbook and the annual report, the Company shall upload such materials to the video conference platform of the Shareholders' Meeting, so paragraph 8 is amended.</p>
---	--	--

<p>and they will be sent to or made available to the attending shareholders. A printed ballot shall also be sent to the shareholders where voting powers on the election of directors are to be exercised.</p> <p>When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the shareholders' meeting.</p> <p>If the Shareholders' Meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the Shareholders' Meeting.</p> <p>If the Shareholders' Meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them till the end of the meeting.</p>	<p>meeting. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the shareholders' meeting.</p>	
<p>Article 11-1 When the Company convenes the Shareholders' Meeting by video conference, the information below shall be stated in the meeting notice.</p> <p><u>I.</u> Shareholders' methods of participating in the video conference and exercising their rights.</p>		<p><u>I.</u> This article is newly added.</p> <p><u>II.</u> To let shareholders stay informed of the relevant rights and restrictions of participating in a Shareholders' Meeting in advance, it is stipulated that the content of the notice of convening a Shareholders' Meeting shall include the method of shareholders' participation in a</p>

<p><u>II.</u> The response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:</p> <p>(I) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.</p> <p>(II) Shareholders who did not register to participate in the original Shareholders' Meeting by video conference shall not participate in the meeting to be postponed or resumed.</p> <p>(III) If a physical Shareholders' Meeting is convened and is supplemented by a video conference, and if the video conference cannot continue for whatever reason, the Shareholders' Meeting shall continue if the number of shares in physical attendance still reaches the number as required by law. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the Shareholders' Meeting.</p> <p>(IV) The handling method in the event that the resolution results of all motions have been announced while extempore motions have not been resolved.</p> <p><u>III.</u> When a Shareholders' Meeting is to be convened by video conference, appropriate</p>		<p>Shareholders' Meeting by video conference and the method of exercising the relevant rights at the video conference; the handling methods in the event of a natural disaster, incident or other force majeure events to the video conference platform, which shall include at least the date of a postponed or resumed meeting, the length of disconnection for the meeting to be postponed or resumed, the handling method in the event that the resolution results of all motions have been announced, while extempore motions have not been resolved as under Article 44-2, paragraphs 1, 2, 4, and 5 of the Regulations Governing the Administration of Shareholder Services of Public Companies, as well as appropriate alternatives to shareholders who have difficulty participating in the meeting by video means.</p>
--	--	--

alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.		
<p>Article 14</p> <p>The Company shall make an uninterrupted audio and video recording, beginning from the time it accepts shareholder attendance registrations, capture the registration procedure and the proceedings of the shareholders' meeting, and ending with the voting and vote counting procedures.</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p>If a Shareholders' Meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, and voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.</p> <p>The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.</p> <p>If a Shareholders' Meeting is convened by video conference, the Company is advised to make an</p>	<p>Article 14</p> <p>The Company shall make an uninterrupted audio and video recording, beginning from the time it accepts shareholder attendance registrations, capture the registration procedure and the proceedings of the shareholders' meeting, and ending with the voting and vote counting procedures.</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>I. With reference to Article 183 of the Company Act and Article 18 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, it is clearly stipulated that the Company shall keep records of shareholders' registration, sign-in, questions, voting, and the Company's vote counting results and retain them while shall make uninterrupted audio and video recordings of the entire video conference. Such recordings should be properly retained during the period of the Company's existence, while being provided to those who are entrusted to handle the video conference affairs for storage. Thus, paragraphs 3 and 4 are amended.</p> <p>II. To retain the relevant materials of the video conference as much as possible, paragraph 3 stipulates that the Company shall make uninterrupted audio and video recordings of the entire video conference and is advised to make an audio and video recording of the back-end interface of the video conference platform. As the simultaneous video recording of the screen requires certain specifications of computer software and hardware equipment and information security mechanism, the Company may, according to the feasibility of the equipment conditions, clearly define such matters in the rules of procedure for its shareholders' meeting, so paragraph 5 is added.</p>

audio and video recording of the back-end interface of the video conference platform.		
<p>Article 15 Attendance at Shareholders' Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in and the sign-in record on the video conferencing platform plus the number of shares whose voting rights are exercised in writing or by electronic means.</p> <p>The chair shall call the meeting to order upon the meeting time and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, he chairperson may postpone the start of the shareholders' meeting when the attending shareholders do not represent a majority of the total number of issued shares provided that there can be no more than two such postponements with no more than an hour for each one. If the quorum is still not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned. If a Shareholders' Meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.</p>	<p>Article 15 The attendance and <u>voting</u> at the shareholders' meeting shall be calculated based on the number of shares as indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>The chairperson shall call the meeting to order at the appointed meeting time. However, he chairperson may postpone the start of the shareholders' meeting when the attending shareholders do not represent a majority of the total number of issued shares provided that there can be no more than two such postponements with no more than an hour for each one. If the quorum is still not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p>	<p>I. As "and voting" is redundant, it is deleted.</p> <p>II. To specify that when the Company's Shareholders' Meeting is held by video conference, the total number of shares represented by attending shareholders should also include the number of shares represented by shareholders who sign in by video conference, so paragraph 1 is amended.</p> <p>III. The chair shall call the meeting to order upon the meeting time and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting, so paragraph 2 is amended.</p> <p>IV. When the Company's Shareholders' Meeting is held by video conference, if the chair announces the meeting adjourned, it shall announce the meeting adjourned on the video conference platform of the Shareholders' Meeting to notify the shareholders immediately, so paragraph 3 is amended.</p> <p>V. When the Company shall convene another shareholders' meeting based on a tentative resolution, shareholders who intend to attend by video conference shall register with the Company, so paragraph 4 is amended.</p>

<p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>;</u> If the Shareholders' Meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company again as per Article 11.</p> <p>If the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act prior to the conclusion of the shareholders' meeting.</p>	<p>If the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act prior to the conclusion of the shareholders' meeting.</p>	
<p>Article 20</p> <p>If a Shareholders' Meeting is convened by video conference, shareholders who participate by video conference may ask questions in text on the video conference platform after the chair calls the meeting to order and before the chair declares the meeting adjourned. The number of questions raised by each shareholder for each motion shall not exceed two, each question shall be limited to 200 characters, and the provisions of paragraphs 17 and 18 shall not</p>		<ol style="list-style-type: none"> I. This article is newly added. II. It is to define the methods, procedures, and restrictions of the questions raised by shareholders who participate in the Shareholders' Meeting by video conference. III. To help other shareholders understand the content of the questions asked by any shareholders, the Company may screen the questions unrelated to the agenda of the shareholders' meeting, and the qualifying questions are advised to be disclosed on the video conference platform.

<p>apply.</p> <p>If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video conference platform.</p>		
<p>Article 21 Voting at a shareholders' meeting shall be calculated based on the number of shares.</p> <p>The number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares for shareholders' meeting resolutions.</p> <p>A shareholder may not vote on a meeting agenda item and may not exercise voting rights as a proxy for any other shareholder when said shareholder is an interested party in relation to that meeting agenda item and there is a likelihood that such a relationship would prejudice the Company's interests.</p> <p>The number of shares for which voting rights may not be exercised under the preceding paragraph will not be included as part of the number of shares with voting rights represented by attending shareholders.</p> <p>If one person is entrusted by two or more shareholders at the same time, the proxy voting rights shall not exceed three percent of the total voting rights of the issued shares except if the shareholders are a trust business or if the securities regulatory authority has given prior</p>	<p>(The article number is changed.)</p>	<p>I. Article 20 is changed to Article 21.</p>

approval to the stock agency. If it does, excess voting rights are not included.		
<p>Article 22 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 as under Article 179, Paragraph 2 of the Company Act.</p> <p>When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights by electronic means or they may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that shareholders' meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver 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</p>	<p><u>Article 21</u> 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 as under Article 179, Paragraph 2 of the Company Act.</p> <p>When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights by electronic means or they may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that shareholders' meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver 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</p>	<p>I. Article 21 is changed to Article 22. II. The text "by video conference" is added in alignment with the preceding provisions.</p>

<p>cancel the earlier declaration of intent.</p> <p>After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the Shareholders' Meeting in person <u>or by video conference</u> as in the preceding paragraph if they make their intent to retract known to the Company by providing a written declaration or by doing so electronically 2 business days before 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 by correspondence or electronic means, and by appointing a proxy to attend a shareholders' meeting on their behalf, the voting rights exercised by the proxy at the shareholders' meeting shall prevail.</p> <p>The adoption of a resolution shall be approved by the majority of voting rights represented by the attending shareholders unless otherwise provided in the Company Act and Articles of Incorporation. The chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders for each proposal at the time of the vote, and then poll the attending shareholders. The results for each proposal, including the number of votes for and against, and the number of abstentions, shall be entered into the MOPS after the conclusion of the shareholders' meeting on the same day.</p>	<p>cancel the earlier declaration of intent.</p> <p>A shareholder may still attend the shareholders' meeting after exercising their voting rights either by written correspondence or electronically as in the preceding paragraph if they make their intent to retract known to the Company by providing a written declaration or by doing so electronically 2 business days before 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 by correspondence or electronic means, and by appointing a proxy to attend a shareholders' meeting on their behalf, the voting rights exercised by the proxy at the shareholders' meeting shall prevail.</p> <p>The adoption of a resolution shall be approved by the majority of voting rights represented by the attending shareholders unless otherwise provided in the Company Act and Articles of Incorporation. The chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders for each proposal at the time of the vote, and then poll the attending shareholders. The results for each proposal, including the number of votes for and against, and the number of abstentions, shall be entered into the MOPS after the conclusion of the shareholders' meeting on the same day.</p>	
---	--	--

<p>Article 23</p> <p>The chairperson shall present the amended or alternative proposal together with the original proposal when one is introduced, and then decide the order in which they will be put to a vote. The other proposals will then be deemed rejected when any one among them is passed, and no further voting shall be required.</p>	<p>(The article number is changed.)</p>	<p>I. Article 22 is changed to Article 23.</p>
<p>Article 24</p> <p>The chairperson shall appoint personnel, whom must also be shareholders, to monitor the voting procedures as well as count the number of votes.</p> <p>Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. The results of the voting, including the statistical tallies of the numbers of votes, shall be immediately announced on-site at the meeting, and a record made of the vote.</p>	<p>(The article number is changed.)</p>	<p>I. Article 23 is changed to Article 24.</p>
<p>Article 25</p> <p>When a Shareholders' Meeting is convened by video conference, shareholders participating by video conference shall vote on various motions and election(s) on the video conference platform after the chair calls the meeting to order. They shall complete the voting before the chair declares the voting closed, otherwise they shall be deemed to have waived their voting rights.</p> <p>When a Shareholders' Meeting is convened by video conference after the chair declares the voting closed, the votes shall be counted at one</p>		<p>I. This article is newly added.</p> <p>II. If a Shareholders' Meeting is held by video conference, to allow shareholders participating by video conference to have sufficient voting time, from the time when the chair calls the meeting to order to the end of the voting, they can vote on all original proposals. The vote counting should be carried out at one go, which may be aligned with the voting time of the shareholders participating by video conference. Thus, paragraphs 1 and 2 are added.</p> <p>III. Shareholders participating a video conference for a physical Shareholders' Meeting, who have registered to attend the shareholders' meeting by video conference</p>

<p>go, and the voting and election results shall be announced.</p> <p>If a Shareholders' Meeting is convened, and is supplemented by a video conference, shareholders who have registered to attend the Shareholders' Meeting by video conference in accordance with Article 11, but then later intend to attend the physical Shareholders' Meeting in person shall rescind the registration in the same manner as the registration two days before the Shareholders' Meeting otherwise they can only attend the Shareholders' Meeting by video conference.</p> <p>Those who exercise their voting rights in writing or by electronic means without retracting their declaration of intention and participate in the Shareholders' Meeting by video conference shall not exercise their voting rights on the same motions, propose amendment to the same motions or exercise their voting rights for revised motions, except for extempore motions.</p>		<p>and intend to attend the physical Shareholders' Meeting in person, shall rescind the registration in the same manner as the registration two days before the Shareholders' Meeting, otherwise they can only attend the Shareholders' Meeting by video conference. Thus, paragraph 3 is added.</p> <p>IV. With reference to the Ministry of Economic Affairs Letters Jing-Shang No. 10102404740 dated February 24, 2012 and Jing-Shan No. 10102414350 dated May 3, 2021, which stipulate that a shareholder who has exercised voting rights by electronic means and has not retracted the declaration of intent may not propose amendments to each original proposal and may no longer exercise voting rights. However, the shareholder may still attend the Shareholders' Meeting on the day of the Shareholders' Meeting and may put forth an extempore motion on the spot and exercise the voting rights. As voting in writing and by electronic means are one of the shareholders' rights and interests, voting in writing, based on the principle of fair treatment, shall be subject to the same regulations as voting by electronic means. Thus, paragraph 4 stipulates that shareholders who exercise their voting rights in writing or by electronic means, without their declaration of intention retracted, may still register to participate in the Shareholders' Meeting by video conference but shall not exercise their voting rights on the same motions or amendment to the motions except for extempore motions and shall not propose amendment to the same motions.</p>
---	--	--

<p>Article 26 The election of directors at a shareholders' meeting shall be conducted in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be immediately announced on-site, including the names of those elected as directors and the numbers of votes with which they were elected.</p> <p>The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	<p>(The article number is changed.)</p>	<p>I. Article 24 is changed to Article 26.</p>
<p>Article 27 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 chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may distribute the shareholders' meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The shareholders' meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were</p>	<p>Article 25 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 chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may distribute the shareholders' meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The shareholders' meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were</p>	<p>I. Article 25 is changed to Article 27.</p> <p>II. "Supervisors" are deleted.</p> <p>III. Paragraphs 1 to 3 are not amended.</p> <p>IV. To facilitate shareholders' understanding of the results of the video conference, alternative measures for shareholders with digital gaps, and the response to and circumstances of the disconnection, the Company is required to record, in the minutes of the Shareholders' Meeting, the matters that should be recorded in accordance with paragraph 3 and the start and end time of the meeting, the method of</p>

<p>adopted, and a summary of the deliberations and their voting results, including the number of voting rights and the number of voting rights won by each candidate in the event of an election of directors or supervisors. The shareholders' meeting minutes shall be retained for the duration of the existence of the Company.</p> <p>When a Shareholders' Meeting is convened by video conference, the minutes of the Shareholders' Meeting shall contain the start and end time of the Shareholders' Meeting, the method of convening the meeting, the names of the chair and the meeting taker, as well as the response method and the response situation when any natural disasters, accidents, or other force majeure events have obstructed the video conference platform or the participation in the video conference in addition to the matters that shall be recorded in accordance with the preceding paragraph.</p> <p>When a Shareholders' Meeting is convened by video conference, the Company shall proceed as per the preceding paragraph and shall specify the alternative measures provided to shareholders who have difficulty participating in the video conference in the minutes of the shareholders' meeting,</p>	<p>adopted, and a summary of the deliberations and their voting results, including the number of voting rights and the number of voting rights won by each candidate in the event of an election of directors or supervisors. The shareholders' meeting minutes shall be retained for the duration of the existence of the Company.</p>	<p>holding the meeting, the name of the chair and the minute taker, and the response method and handling situation when an obstacle occurs to the video conference platform or the participation by video conference due to natural disasters, incidents or other force majeure events. Thus, paragraph 4 is added.</p> <p>V. If a Shareholders' Meeting is held by video conference, the notice of convening such a meeting shall specify the appropriate alternative measures for shareholders who have difficulties participating in the Shareholders' Meeting by video conference, it shall specify, in the meeting minutes, the alternative methods provided to such shareholders who have such digital gaps. Thus, paragraph 5 is added.</p>
<p>Article 28 The Company shall, on the day of the Shareholders' Meeting, compile a statistical</p>	<p>Article 26 The Company shall compile a statistical statement in the prescribed format of the</p>	<p>I. Article 26 is changed to Article 28. II. "(Taipei Exchange)" is deleted.</p>

<p>statement in the prescribed format and disclose the number of shares solicited by the solicitor, the number of shares represented by the proxies, and the number of shares in attendance in writing or by electronic means clearly on site at the shareholders' meeting. When a Shareholders' Meeting is convened by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the start of the meeting and continue to disclose it till the end of the meeting</p> <p>When a Shareholders' Meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting.</p> <p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>number of shares obtained by solicitors through solicitation <u>and</u> the number of shares represented by proxies on the day of the shareholders' meeting and shall make an express disclosure of the same at the place of the shareholders' meeting.</p> <p>If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (<u>or GreTai Securities Market</u>) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>III. To let shareholders be informed of the number of shares solicited by the solicitors and the number of shares represented by the proxies as well as the number of shares represented by voting rights exercised in writing or by electronic means, the Company shall clearly disclose such information at the Shareholders' Meeting. If the Company holds a video conference, this information shall be uploaded to the video conference platform of the Shareholders' Meeting, and paragraph 1 is amended.</p> <p>IV. To enable the shareholders participating in the video conference of the Shareholders' Meeting to know at the same time whether the number of voting rights represented by attending shareholders has reached the threshold for a Shareholders' Meeting, it is stipulated that the Company should disclose the total number of shareholders' shares present on the video conference platform when calling the meeting to order. The information on the total number of shares and voting rights of the shareholders present shall also be disclosed on the video conference</p>
--	--	--

		platform. Thus, paragraph 2 is added.
<p>Article 29 When a Shareholders' Meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of various motions on the video conference platform in accordance with the regulations and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.</p>		<p>I. This article is newly added.</p> <p>II. To allow shareholders participating in the shareholders' meeting by video conference to immediately know the voting status and election results of various motions and regulate sufficient information disclosure time, this article is amended.</p>
<p>Article 30 When a Shareholders' Meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.</p>		<p>I. This article is newly added.</p> <p>II. When a Shareholders' Meeting is held by video conference without a physical meeting, the chair and the minute taker should be in the same place in the country. In addition, to let shareholders be aware of the location of the chair, the chair should announce the address of his location at the meeting. Thus, this article is.</p>
<p>Article 31 When a Shareholders' Meeting is convened by video conference, the Company may allow shareholders to perform a simple test of the connection before the meeting commences and provide relevant services immediately before and during the meeting to assist with any technical communication problems. When a Shareholders' Meeting is convened by video conference, the chair shall, when calling</p>		<p>I. This article is newly added.</p> <p>II. To reduce communication problems in video conferences, a connection test may be provided before the conference with reference to foreign practices, and relevant services will be provided immediately before and during the conference to assist with any</p>

<p>the meeting to order, announce that there is no need for postponement or resumption of the meeting as stipulated in Article 44-24, paragraph 24 of the Regulations Governing the Administration of Shareholder Services of Public Companies; and that the requirement on the date of the meeting postponed or resumed within five days due to any natural disasters, accidents, or other force majeure events that have obstructed the video conference platform or the participation in the video conference for more than 30 minutes under Article 182 of the Company Act shall not apply before the chair declares the meeting adjourned.</p> <p>In the event of any incident in the preceding paragraph that caused the meeting to be postponed or resumed, shareholders who have not registered to participate in the original Shareholders' Meeting by video conference shall not participate in the meeting postponed or resumed.</p> <p>For the meeting to be postponed or resumed under paragraph 2, shareholders who have registered to participate in the original Shareholders' Meeting by video conference and have completed the sign-in but fail to participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original Shareholders' Meeting shall be included in the total number of attending</p>		<p>technical communication problems. Paragraph 1 is added.</p> <p>III. When the Company holds a Shareholders' Meeting by video conference. The chair shall announce at the meeting that if the video conference platform is obstructed due to natural disasters, incidents, or other force majeure events or the participation in the video conference is obstructed, which cannot be resolved for more than 30 minutes, the chair shall announce the date on which the meeting should be convened or renewed within five days. The provisions of Article 182 of the Company Act regarding the matters that shall resolved by a Shareholders' Meeting do not apply to. Thus, paragraph 2 is added. If the Company, video conference platform, shareholders, solicitors, or proxies individually fail to hold or participate in a video conference intentionally or negligently, this article does not apply.</p> <p>IV. In the event that the Company should postpone or resume the meeting as under paragraph 2, Article 44-22, paragraph 22 of</p>
--	--	--

<p>shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.</p> <p>When a Shareholders Meeting is postponed or resumed in accordance with paragraph 2, the motions for which the voting and counting of votes have been completed and the voting results or the list of elected directors have been announced do not need to be discussed or resolved again.</p> <p>When the Company convenes a Shareholder's Meeting, and is supplemented by a video conference, if the video conference cannot continue as under paragraph 2, after the number of shares in attendance through the video conference is deducted, and the total number of shares in attendance at the physical Shareholders' Meeting reaches the number as required by law, then the Shareholders' Meeting shall continue. There is no need to postpone or resume the meeting in accordance with paragraph 2.</p> <p>When the meeting shall continue as in the preceding paragraph, for shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance; however, they shall be deemed to abstain for all motions resolved at the shareholders' meeting.</p>		<p>the Regulations Governing the Administration of Shareholder Services of Public Companies that shareholders who did not register to participate in the original Shareholders' Meeting by video conference shall not participate in the meeting to be postponed or resumed (Including the solicitors and the proxies). Thus, paragraph 3 is added. As for the convening of a Shareholders' Meeting, supplemented by a video conference, the shareholders who originally participated in the physical Shareholders' Meeting may continue to participate in the postponed or renewed physical meeting.</p> <p>V. For the meeting to be postponed or resumed by the Company under paragraph 2, in accordance with Article 44-20, paragraph 3 of the Regulations Governing the Administration of Shareholder Services of Public Companies, shareholders who have registered to participate in the original Shareholders' Meeting by video conference and have completed the sign-in (including solicitors and the proxies) but fail to</p>
---	--	---

<p>When the Company postpones or resumes the meeting in accordance with paragraph 2, it shall handle the relevant matters in accordance with the provisions set forth in Article 44-27 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and relevant preparations shall be made as per the date of the original Shareholders' Meeting and the provisions of this article.</p> <p>Based on the period under Article 12, second-half paragraph and Article 13, paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; 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 postpone or resume the Shareholders' Meeting at a date as per paragraph 2.</p>		<p>participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original Shareholders' Meeting shall be included in the total number of attending shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed. Thus, paragraph 4 is added.</p> <p>VI. When a Shareholders' Meeting cannot be resumed due to communication issues, and the Shareholders' Meeting needs to be postponed or resumed, the voting and counting of votes that have been completed at the previous meeting, and the voting results or the list of elected directors and supervisors that have been announced should be deemed completed, and there is no need to discuss and vote on them, to reduce the time and cost of the meeting resumed. Thus, paragraph 5 is added.</p> <p>VII. VII. Considering that there are a physical meeting and a video conference at the same time in a Shareholder's Meeting, if the video conference platform is obstructed or the</p>
---	--	---

		<p>participation in the video conference is obstructed due to force majeure events, and there is still a physical shareholders' meeting, if when the number of shares represented by attending shareholders by video conference is deducted, and if the total number of shares represented by attending shareholders still reaches the threshold for holding the Shareholders' Meeting, the Shareholders' Meeting shall continue. There is no need to postpone or resume the meeting as under paragraph 2. Thus, paragraph 5 is added.</p> <p>VIII. In the event that the Company should continue the meeting as under paragraph 2 without the need for postponement or resumption of the meeting, in accordance with Article 44-25 of the Regulations Governing the Administration of Shareholder Services of Public Companies, for shareholders participating by video conference (including the solicitors and the proxies), the number of their shares shall be included in the total number of shares in attendance; however, they shall be deemed</p>
--	--	---

		<p>to abstain for all motions resolved at the shareholders' meeting. Thus, paragraph 7 is added.</p> <p>IX. Considering that the postponement or resumption of the meeting is the same as the original Shareholders' Meeting, there is no need to go through the relevant preparatory work for the date of the meeting postponed or resumed as per the rules set forth under Article 44-20, paragraph 7, of the Regulations Governing the Administration of Shareholder Services of Public Companies. Thus, paragraph 8 is added.</p> <p>X. In addition, when the video conference of the Shareholders' Meeting has been postponed, the matters that need to be announced and disclosed on the day of the Shareholders' Meeting still need to be disclosed to shareholders on the day of the meeting postponed or resumed as per the latter paragraph of Article 12 and Article 13, paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; Article 44-5, paragraph 2, Article 44-15, and</p>
--	--	---

		Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies. Thus, paragraph 9 is added.
<p>Article 32</p> <p>When the Company convenes a Shareholders' Meeting by video conference, it shall provide appropriate alternatives to shareholders who have difficulty attending the Shareholders' Meeting by video conference.</p>		<p>I. This article is newly added.</p> <p>II. When the Company holds a Shareholders' Meeting by video conference, some shareholders may have difficulties participating in the Shareholders' Meeting by video conference due to the digital gap, so appropriate alternative measures should be provided to shareholders, such as exercise of voting rights in writing or providing shareholders with the necessary equipment to participate in the meeting.</p>
<p>Article 33</p> <p>The staff involved in the shareholders' meeting affairs shall wear identification cards or armbands.</p> <p>The chairperson shall instruct the pickets or security personnel to maintain order. Such security personnel shall wear an identification card or armband bearing the word "Proctor."</p> <p>The chairperson may prevent a shareholder's attempts to speak through any device other</p>	(The article number is changed.)	<p>I. Article 27 is changed to Article 33.</p>

<p>than the public address equipment set up by the Company at the place of the shareholders' meeting.</p> <p>The chairperson may direct Proctors to escort the shareholder from the meeting when they violate the Rules of Procedure, and defies the chairperson's correction, continues to obstruct the proceedings, and refuses to heed calls to stop.</p>		
<p>Article 34</p> <p>The chairperson may announce a break based on time considerations during a shareholders' meeting. If a force majeure event occurs, the chairperson may rule the shareholders' meeting temporarily suspended, and announce a time when, in view of the circumstances, the shareholders' meeting will be resumed.</p> <p>If the agenda set by the shareholders' meeting cannot be finished before the end of the proceedings (including the extempore motions), the shareholders' meeting may pass a resolution to adopt a new venue to finish the said agenda at a later time.</p> <p>A resolution may be adopted at a shareholders' meeting to defer or resume the shareholders' meeting within five days in accordance with Article 182 of the Company Act.</p>	(The article number is changed.)	I. Article 28 is changed to Article 34.
<p>Article 35</p> <p>These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereafter shall be affected in the same manner.</p>	(The article number is changed.)	I. Article 29 is changed to Article 35.

Comparison Table for BizLink Holding Inc. Regulations Governing Making of Endorsements/Guarantees Before and After Amendment

Amended Article	Current Article	Description
<p>1. Regulatory Basis:</p> <p>These Regulations were developed pursuant to Article 36-1 of the Securities and Exchange Act (the "Act") and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.</p> <p>Endorsements/Guarantees by the Company shall comply with these Regulations. Matters not mentioned in these Regulations shall be handled in accordance with relevant laws and regulations.</p> <p>The term "subsidiary" as used herein shall be defined pursuant to the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>The net worth of a foreign company as calculated under these Regulations refers to the balance sheet equity attributable to the owners of the parent company</p> <p>"Date of occurrence" as used in these Regulations refers to the date of contract signing, date of payment, dates of the Board of Directors' resolutions or other dates that can</p>	<p>1. Regulatory Basis:</p> <p>These Regulations were developed pursuant to Article 36-1 of the Securities and Exchange Act (the "Act") and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.</p> <p>Endorsements/Guarantees by the Company shall comply with these Regulations. Matters not mentioned in these Regulations shall be handled in accordance with relevant laws and regulations.</p> <p>The term "subsidiary" as used herein shall be defined pursuant to the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>The net worth of a foreign company as calculated under these Regulations refers to the balance sheet equity attributable to the owners of the parent company</p> <p>"Date of occurrence" as used in these Regulations refers to the date of contract signing, date of payment, dates of the Board of Directors' resolutions or other dates that can</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>confirm the counterparty and monetary amount of the transaction, whichever date is earlier.</p> <p>The term "announce and report" in these Regulations refers to the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC).</p>	<p>confirm the counterparty and monetary amount of the transaction, whichever date is earlier.</p> <p>The term "announce and report" in these Regulations refers to the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC).</p>	
<p>2. Applicable Scope:</p> <p>The term "endorsements/guarantees" refers to the following:</p> <p>2.1 Financing endorsements/guarantees, including bill discount financing, endorsement, or guarantee made to meet the financing needs of another company, and issuance of a separate negotiable instrument to a non-financial enterprise as a security to meet the financing needs of the Company itself.</p> <p>2.2 Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company itself or another company</p>	<p>2. Applicable Scope:</p> <p>The term "endorsements/guarantees" refers to the following:</p> <p>2.1 Financing endorsements/guarantees, including bill discount financing, endorsement, or guarantee made to meet the financing needs of another company, and issuance of a separate negotiable instrument to a non-financial enterprise as a security to meet the financing needs of the Company itself.</p> <p>2.2 Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company itself or another company with respect to customs duty related</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>with respect to customs duty related matters.</p> <p>2.3 Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.</p> <p>2.4 Any creation by the Company of a pledge or mortgage on its chattel or real property as a security for the loans of another company shall also comply with these Regulations.</p>	<p>matters.</p> <p>2.3 Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs</p> <p>2.4 Any creation by the Company of a pledge or mortgage on its chattel or real property as a security for the loans of another company shall also comply with these Regulations.</p>	
<p>3. Entities for which the company may make endorsements/guarantees:</p> <p>The Company may make endorsements/guarantees for the following companies:</p> <p>3.1A company with which it does business.</p> <p>3.2A company in which the Company holds, directly or indirectly, more than 50% of the voting shares.</p> <p>3.3A company that holds, directly or indirectly, more than 50 percent of the voting shares in the Company</p> <p>Companies in which the Company holds, directly or indirectly, 90 percent or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not</p>	<p>3. Entities for which the company may make endorsements/guarantee :</p> <p>The Company may make endorsements/guarantees for the following companies :</p> <p>3.4A company with which it does business.</p> <p>3.5A company in which the Company holds, directly or indirectly, more than 50% of the voting shares.</p> <p>3.6A company that holds, directly or indirectly, more than 50 percent of the voting shares in the Company</p> <p>Companies in which the Company holds, directly or indirectly, 90 percent or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>exceed 10 percent of the net worth of the Company. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100 percent of the voting shares.</p> <p>Where the Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or for joint builders for the purpose of undertaking a construction project or where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages or where companies in the same industry provide among themselves joint security as a performance guarantee for a sales contract of pre-construction homes pursuant to the Consumer Protection Act for each other, such endorsements/guarantees may be made free of the restriction of the preceding two paragraphs.</p> <p>Capital contribution referred to in the preceding paragraph shall mean capital contribution directly by the Company or through a company in which the Company holds 100 percent of the voting shares.</p>	<p>exceed 10 percent of the net worth of the Company. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100 percent of the voting shares.</p> <p>Where the Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or for joint builders for the purpose of undertaking a construction project or where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages or where companies in the same industry provide among themselves joint security as a performance guarantee for a sales contract of pre-construction homes pursuant to the Consumer Protection Act for each other, such endorsements/guarantees may be made free of the restriction of the preceding two paragraphs.</p> <p>Capital contribution referred to in the preceding paragraph shall mean capital contribution directly by the Company or through a company in which the Company holds 100 percent of the voting shares.</p>	
4. Ceilings on the Amount of	4. Ceilings on the Amount of	

Amended Article	Current Article	Description
<p>Endorsement/Guarantee :</p> <p>4.1 The ceiling on the amount of the Company's endorsement/guarantee for a single enterprise shall be 150% of its net worth set out in the most recent financial statements approved and audited by CPAs.</p> <p>4.2 The ceiling of the Company's and its subsidiaries' endorsement/guarantee for a single enterprise shall be <u>150%</u> of its net worth set out in the most recent financial statements approved and audited by CPAs.</p> <p>4.3 If the aggregate amount of endorsements/guarantees that is set as the ceiling for the Company and its subsidiaries as a whole reach 50% or more of the net worth of the Company, an explanation of the necessity and reasonableness shall be given at the shareholders' meeting.</p> <p>4.4 A sufficient amount of collateral shall be provided for circumstances in which an entity for which the Company makes any endorsement/guarantee is a subsidiary whose net worth is lower than half of its paid-in capital except for those approved by a resolution of</p>	<p>Endorsement/Guarantee :</p> <p>4.1 The ceiling on the amount of the Company's endorsement/guarantee for a single enterprise shall be 100% of its net worth set out in the most recent financial statements approved and audited by CPAs.</p> <p>4.2 The ceiling of the Company's and its subsidiaries' endorsement/guarantee for a single enterprise shall be 100% of its net worth set out in the most recent financial statements approved and audited by CPAs.</p> <p>4.3 If the aggregate amount of endorsements/guarantees that is set as the ceiling for the Company and its subsidiaries as a whole reach 50% or more of the net worth of the Company, an explanation of the necessity and reasonableness shall be given at the shareholders' meeting.</p> <p>4.4 A sufficient amount of collateral shall be provided for circumstances in which an entity for which the Company makes any endorsement/guarantee is a subsidiary whose net worth is lower than half of its paid-in capital except for those approved by a resolution of</p>	<p>4.1 In order to reflect the Company's growing revenue and increased scale, it is suggested to raise the endorsement/guarantee amount from 100% to 150%.</p> <p>4.2 In order to reflect the Company's growing revenue and increased scale, it is suggested to raise the endorsement/guarantee amount from 100% to 150%.</p>

Amended Article	Current Article	Description
<p>the Audit Committee and the Board of Directors.</p> <p>The amount of paid-in capital calculated in accordance with the above provisions shall be the sum of the capital reserve plus the issue premium if the subsidiary's stock has no denomination or the denomination of each share is NT\$10.</p> <p>4.5 Companies in which the Company holds, directly or indirectly, 90 percent or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10 percent of the net worth of the Company. However, endorsements/guarantees of companies in which the Company holds, directly or indirectly, 100% of the voting shares are not applicable. The foregoing endorsements/guarantees shall not exceed ten times the net worth of the Company set out in the most recent financial statements approved and audited by CPAs.</p> <p>4.6 The limit for a single target shall not exceed the actual purchase or sale amount of the Company and its actual purchase or sale amount plus</p>	<p>the Audit Committee and the Board of Directors.</p> <p>The amount of paid-in capital calculated in accordance with the above provisions shall be the sum of the capital reserve plus the issue premium if the subsidiary's stock has no denomination or the denomination of each share is NT\$10.</p> <p>4.5 Companies in which the Company holds, directly or indirectly, 90 percent or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10 percent of the net worth of the Company. However, endorsements/guarantees of companies in which the Company holds, directly or indirectly, 100% of the voting shares are not applicable. The foregoing endorsements/guarantees shall not exceed ten times the net worth of the Company set out in the most recent financial statements approved and audited by CPAs.</p> <p>4.6 The limit for a single target shall not exceed the actual purchase or sale amount of the Company and its actual purchase or sale amount plus</p>	

Amended Article	Current Article	Description
<p>the signed purchase or sale contract amount within the last twelve months for endorsements/guarantees of companies with business dealings. The total amount of endorsements/guarantees shall not exceed the operating income set out in the Company's consolidated financial report in the most recent year as approved by CPAs.</p>	<p>the signed purchase or sale contract amount within the last twelve months for endorsements/guarantees of companies with business dealings. The total amount of endorsements/guarantees shall not exceed the operating income set out in the Company's consolidated financial report in the most recent year as approved by CPAs.</p>	
<p>5. Hierarchy of decision-making authority and delegation thereof:</p> <p>5.1 Endorsements/guarantees of the Company shall be approved by the Audit Committee and the Board of Directors before proceeding. However, in order to meet the terms, the Board of Directors may authorize the Chairperson of the Board to make a decision within 30% of the current net worth, which shall be submitted to the latest Audit Committee and Board of Directors meeting for approval.</p> <p>5.2 Before the Company makes an endorsement/guarantee for a subsidiary in which the Company holds, directly or indirectly, 90 percent of the voting shares, Paragraph 2, Article 3 shall be complied with and the proposal shall be submitted to the Audit Committee and Board of</p>	<p>5. Hierarchy of decision-making authority and delegation thereof:</p> <p>5.1 Endorsements/guarantees of the Company shall be approved by the Audit Committee and the Board of Directors before proceeding. However, in order to meet the terms, the Board of Directors may authorize the Chairperson of the Board to make a decision within 30% of the current net worth, which shall be submitted to the latest Audit Committee and Board of Directors meeting for approval.</p> <p>5.2 Before the Company makes an endorsement/guarantee for a subsidiary in which the Company holds, directly or indirectly, 90 percent of the voting shares, Paragraph 2, Article 3 shall be complied with and the proposal shall be submitted to the Audit Committee and Board of</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>Directors for resolution. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100 percent of the voting shares.</p> <p>5.3 The Company shall take into full consideration each Independent Director's opinion when making endorsements/guarantees on behalf of others. Independent Directors' opinions specifically expressing assent or dissent, and their reasons for dissent shall be included in the Board of Directors' meeting minutes.</p>	<p>Directors for resolution. This restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100 percent of the voting shares.</p> <p>5.3 The Company shall take into full consideration each Independent Director's opinion when making endorsements/guarantees on behalf of others. Independent Directors' opinions specifically expressing assent or dissent, and their reasons for dissent shall be included in the Board of Directors' meeting minutes.</p>	
<p>6. Endorsement/Guarantee Procedures:</p> <p>6.1 When the company for which the endorsement/guarantee is made to intends to use the amount of the endorsement/guarantee within the limit, it shall file an application to the Company's finance department. The finance department shall conduct detailed evaluations and credit investigations. The evaluation shall include the necessity of and reasonableness for the endorsement/guarantee; credit status and risk assessment of the entity for which the endorsement/guarantee is made; the</p>	<p>6. Endorsement/Guarantee Procedures:</p> <p>6.1 When the company for which the endorsement/guarantee is made to intends to use the amount of the endorsement/guarantee within the limit, it shall file an application to the Company's finance department. The finance department shall conduct detailed evaluations and credit investigations. The evaluation shall include the necessity of and reasonableness for the endorsement/guarantee; credit status and risk assessment of the entity for which the endorsement/guarantee is made; the</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>impact on the Company's business operations, financial condition, and shareholders' equity; and whether or not collateral and appraisal of the value thereof shall be obtained.</p> <p>6.2 The staff of the finance department of the Company consolidates the information and evaluation results of the preceding paragraph. If the cumulative balance at the time the endorsement/guarantee is made has not exceeded 30% of the Company's net worth set out in the most recent financial statements approved and audited by CPAs, it shall be submitted to the Chairperson of the Board for approval and to the most recent Audit Committee and Board of Directors for resolution. If the cumulative balance of the endorsement/guarantee exceeds 30% of the above-mentioned net value, it shall be submitted to the Audit Committee and the Board of Directors for approval and shall be handled in accordance with the resolution of the Board of Directors.</p> <p>6.3 The "memorandum book for endorsement/guarantee activities" shall be prepared by the finance department and record detailed endorsement/guarantee subjects,</p>	<p>impact on the Company's business operations, financial condition, and shareholders' equity; and whether or not collateral and appraisal of the value thereof shall be obtained.</p> <p>6.2 The staff of the finance department of the Company consolidates the information and evaluation results of the preceding paragraph. If the cumulative balance at the time the endorsement/guarantee is made has not exceeded 30% of the Company's net worth set out in the most recent financial statements approved and audited by CPAs, it shall be submitted to the Chairperson of the Board for approval and to the most recent Audit Committee and Board of Directors for resolution. If the cumulative balance of the endorsement/guarantee exceeds 30% of the above-mentioned net value, it shall be submitted to the Audit Committee and the Board of Directors for approval and shall be handled in accordance with the resolution of the Board of Directors.</p> <p>6.3 The "memorandum book for endorsement/guarantee activities" shall be prepared by the finance department and record detailed endorsement/guarantee subjects,</p>	

Amended Article	Current Article	Description
<p>amount, dates on which the Board of Directors grants approval and the Chairperson of the Board makes a decision, matters under prudent evaluation according to these Regulations, collateral content, and valuation as well as conditions and date for releasing endorsement/guarantee responsibility for checking.</p> <p>6.4 An endorsed/guaranteed company shall provide repayment information to the Company to discharge its endorsement/guarantee responsibilities and record the same in the “memorandum book for endorsement/guarantee activities” when it repays its debts.</p>	<p>amount, dates on which the Board of Directors grants approval and the Chairperson of the Board makes a decision, matters under prudent evaluation according to these Regulations, collateral content, and valuation as well as conditions and date for releasing endorsement/guarantee responsibility for checking.</p> <p>6.4 An endorsed/guaranteed company shall provide repayment information to the Company to discharge its endorsement/guarantee responsibilities and record the same in the “memorandum book for endorsement/guarantee activities” when it repays its debts.</p>	
<p>7. Important Note for Endorsements/Guarantees:</p> <p>7.1The Company's internal auditors shall audit the Regulations Governing Making of Endorsements/Guarantees and the implementation thereof no less frequently than once per quarter and prepare written records accordingly. They shall promptly notify the Audit Committee in writing of any material violation found.</p> <p>7.2If the Company fails to comply with</p>	<p>7. Important Note for Endorsements/Guarantees:</p> <p>7.1The Company's internal auditors shall audit the Regulations Governing Making of Endorsements/Guarantees and the implementation thereof no less frequently than once per quarter and prepare written records accordingly. They shall promptly notify the Audit Committee in writing of any material violation found.</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>Article 3 of these Regulations due to changes in circumstances or if the amount of the endorsement/guarantee exceeds the amount specified in Article 4 of these Regulations due to changes in the basis on which the limit is calculated, the audit department shall urge the finance department to remove the excess endorsement/guarantee amount within the period specified in the contract or within a certain period of time. An improvement plan shall be submitted to the Audit Committee. Improvement shall be carried out in accordance with the schedule and reported to the Board of Directors.</p> <p>7.3If the Company needs to exceed the limits set out in these Regulations to satisfy its business requirements, it shall comply with the conditions set out in these Regulations and obtain approval from the Audit Committee and the Board of Directors with the majority of Directors to act as joint guarantors for any loss that may be caused to the Company by the excess endorsement/guarantee. It shall also amend these Regulations accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the</p>	<p>7.2If the Company fails to comply with Article 3 of these Regulations due to changes in circumstances or if the amount of the endorsement/guarantee exceeds the amount specified in Article 4 of these Regulations due to changes in the basis on which the limit is calculated, the audit department shall urge the finance department to remove the excess endorsement/guarantee amount within the period specified in the contract or within a certain period of time. An improvement plan shall be submitted to the Audit Committee. Improvement shall be carried out in accordance with the schedule and reported to the Board of Directors.</p> <p>7.3If the Company needs to exceed the limits set out in these Regulations to satisfy its business requirements, it shall comply with the conditions set out in these Regulations and obtain approval from the Audit Committee and the Board of Directors with the majority of Directors to act as joint guarantors for any loss that may be caused to the Company by the excess endorsement/guarantee. It shall also amend these Regulations accordingly and submit the same to the shareholders' meeting for</p>	

Amended Article	Current Article	Description
<p>shareholders' meeting does not give consent, the Company shall adopt a plan to discharge the amount in excess within a given time limit.</p> <p>The Company shall submit the above item for discussion by the Board of Directors under the preceding paragraph, and the Board of Directors shall take into full consideration each Independent Director's opinion. Independent Directors' opinions specifically expressing assent or dissent, and their reasons for dissent shall be included in the Board of Directors' meeting minutes.</p>	<p>ratification after the fact. If the shareholders' meeting does not give consent, the Company shall adopt a plan to discharge the amount in excess within a given time limit.</p> <p>The Company shall submit the above item for discussion by the Board of Directors under the preceding paragraph, and the Board of Directors shall take into full consideration each Independent Director's opinion. Independent Directors' opinions specifically expressing assent or dissent, and their reasons for dissent shall be included in the Board of Directors' meeting minutes.</p>	
<p>8. Terms and contents to be announced and reported:</p> <p>8.1 The Company shall, before the tenth day of each month, publicly announce and report the balance of endorsement/guarantee for the previous month of the Company and its subsidiaries. °</p> <p>8.2 If the Company's endorsements/guarantees meet one of the following standards, it shall announce the declaration within two days from the date of occurrence:</p> <p>8.2.1 The aggregate balance of</p>	<p>8. Terms and contents to be announced and reported:</p> <p>8.1 The Company shall, before the tenth day of each month, publicly announce and report the balance of endorsement/guarantee for the previous month of the Company and its subsidiaries. °</p> <p>8.2 If the Company's endorsements/guarantees meet one of the following standards, it shall announce the declaration within two days from the date of occurrence:</p> <p>8.2.1 The aggregate balance of</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>endorsements/guarantees made by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statements.</p> <p>8.2.2 The balance of endorsements/guarantees made by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.3 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more, and the aggregate amount of all endorsements/guarantees for, the book value of investments accounted for using the equity method, and balance of loans to such enterprise reaches 30 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.4 The newly added endorsement/guarantee of the Company and its subsidiaries</p>	<p>endorsements/guarantees made by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statements.</p> <p>8.2.2 The balance of endorsements/guarantees made by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.3 The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more, and the aggregate amount of all endorsements/guarantees for, the book value of investments accounted for using the equity method, and balance of loans to such enterprise reaches 30 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>8.2.4 The newly added endorsement/guarantee of the Company and its subsidiaries reach over NT\$30 million and 5% of net value in the most recent</p>	

Amended Article	Current Article	Description
<p>reach over NT\$30 million and 5% of net value in the most recent financial statements.</p> <p>8.3 The Company shall report the information for any subsidiary that is not a domestic public company when the subsidiary has any matters to be announced and reported as set forth in Article 8.2.4.</p> <p>8.4 The Company shall evaluate or recognize the contingent loss of endorsement/guarantee and provide relevant information in the financial statements to the CPA for audit purposes.</p>	<p>financial statements.</p> <p>8.3 The Company shall report the information for any subsidiary that is not a domestic public company when the subsidiary has any matters to be announced and reported as set forth in Article 8.2.4.</p> <p>8.4 The Company shall evaluate or recognize the contingent loss of endorsement/guarantee and provide relevant information in the financial statements to the CPA for audit purposes.</p>	
<p>9. Procedures for Controlling and Managing Endorsements/Guarantees by Subsidiaries:</p> <p>9.1 A subsidiary of the Company shall formulate and comply with its own Regulations Governing Making of Endorsements/Guarantees in compliance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies when it intends to make endorsements/guarantees for others.</p> <p>9.2 Procedures of endorsements/guarantees made by the Company's subsidiaries that</p>	<p>9. Procedures for Controlling and Managing Endorsements/Guarantees by Subsidiaries:</p> <p>9.1 A subsidiary of the Company shall formulate and comply with its own Regulations Governing Making of Endorsements/Guarantees in compliance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies when it intends to make endorsements/guarantees for others.</p> <p>9.2 Procedures of endorsements/guarantees made by</p>	<p>This article has not been amended.</p>

Amended Article	Current Article	Description
<p>should be resolved at the Board of Directors meeting according to the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” shall be resolved at the Board of Directors meeting of the parent company instead.</p> <p>9.3 Subsidiaries shall compile and submit a detailed list of endorsements and guarantees for others to the finance department of the Company before the 10th (exclusive) of each month. However, if it meets the requirements set by these Regulations where an announcement and a report shall be made by the subsidiary, it shall immediately notify the Company so that announcement can be made on time.</p> <p>9.4 The internal auditor of the Company and its subsidiaries shall review the Regulations Governing Making of Endorsements/Guarantees and its implementation at least once per quarter and prepare written records accordingly. If a material violation is found, they shall immediately notify the subsidiary's directors and the Company's audit unit in writing. The Company shall submit the written documents to the Audit Committee.</p>	<p>the Company's subsidiaries that should be resolved at the Board of Directors meeting according to the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” shall be resolved at the Board of Directors meeting of the parent company instead.</p> <p>9.3Subsidiaries shall compile and submit a detailed list of endorsements and guarantees for others to the finance department of the Company before the 10th (exclusive) of each month. However, if it meets the requirements set by these Regulations where an announcement and a report shall be made by the subsidiary, it shall immediately notify the Company so that announcement can be made on time.</p> <p>9.4 The internal auditor of the Company and its subsidiaries shall review the Regulations Governing Making of Endorsements/Guarantees and its implementation at least once per quarter and prepare written records accordingly. If a material violation is found, they shall immediately notify the subsidiary's directors and the Company's audit unit in writing. The</p>	

Amended Article	Current Article	Description
Auditors shall also review the subsidiaries' implementation of the Regulations Governing Making of Endorsements/Guarantees when they conduct an audit of the Company's subsidiaries pursuant to its annual plans. If any deficiencies are found, they shall continuously keep track of any improvements made and submit reports to the Chairperson of the Board.	<p>Company shall submit the written documents to the Audit Committee.</p> <p>Auditors shall also review the subsidiaries' implementation of the Regulations Governing Making of Endorsements/Guarantees when they conduct an audit of the Company's subsidiaries pursuant to its annual plans. If any deficiencies are found, they shall continuously keep track of any improvements made and submit reports to the Chairperson of the Board.</p>	
<p>10. Penalty:</p> <p>Regulation violations by the Company's managers and primary personnel shall be submitted for assessment in accordance with the Company's Regulations Governing Personnel Management and Employee Handbook; a penalty will be imposed according to the severity of the violation.</p>	<p>10. Penalty:</p> <p>Regulation violations by the Company's managers and primary personnel shall be submitted for assessment in accordance with the Company's Regulations Governing Personnel Management and Employee Handbook; a penalty will be imposed according to the severity of the violation.</p>	This article has not been amended.
<p>11. . Implementation and Amendments:</p> <p>The Company has established an Audit Committee. The formulation or amendment of these Regulations shall be approved by the majority of the Audit Committee members, by a resolution of the Board of Directors, and at a shareholders' meeting.</p> <p>The same shall apply to any amendments to the Procedures. If the above paragraph is not ratified by more</p>	<p>11. . Implementation and Amendments:</p> <p>The Company has established an Audit Committee. The formulation or amendment of these Regulations shall be approved by the majority of the Audit Committee members, by a resolution of the Board of Directors, and at a shareholders' meeting.</p> <p>The same shall apply to any amendments to the Procedures. If the above paragraph is not ratified by more</p>	This article has not been amended.

Amended Article	Current Article	Description
<p>than one-half of all members of the Audit Committee, more than two-thirds of all Directors may agree to do so instead, and the resolutions of the Audit Committee shall be stated in the Board of Directors meeting minutes.</p> <p>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.</p>	<p>than one-half of all members of the Audit Committee, more than two-thirds of all Directors may agree to do so instead, and the resolutions of the Audit Committee shall be stated in the Board of Directors meeting minutes.</p> <p>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.</p>	

List of Independent Director Candidates for the 2022 General Meeting of Shareholder

Category/Name	Shareholding	Education and experience/current job
Director Lin, Chien- Cheng	0 share	Education: Ph.D., Materials Science & Engineering, University of Illinois Experience: Associate Professor, Department of Materials Science and Engineering, National Chiao Tung University Current job: Professor, Department of Materials Science and Engineering, National Yang Ming Chiao Tung University

Details for positions held concurrently at other companies by director (including independent director) candidates and their representatives

Director (including independent director) candidates and their representatives	Name of other companies at which positions are held concurrently and positions
Lin, Chien-Cheng	Independent Director and a member of the Remuneration Committee at Zero One Technology Co., Ltd.; a member of the Remuneration Committee at Weltrend Semiconductor, Inc.

**THE COMPANIES LAW (2020 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

BIZLINK HOLDING INC.

- Incorporated June 1, 2000 -

(as adopted by a Special Resolution dated as of June 19, 2020)

THE COMPANIES LAW (2020 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
BIZLINK HOLDING INC.

(as adopted by a Special Resolution dated as of June 19, 2020)

- 1 The name of the Company is BIZLINK HOLDING INC.
- 2 The registered office of the Company shall be at the offices of Corporate Filing Services Ltd., 4th Floor, Harbour Centre, P.O. Box 613, George Town, Grand Cayman, Cayman Islands, British West Indies, or at such other place as the Directors may from time to time decide.
- 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 the Companies Law (2020 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is NT\$5,000,000,000 divided into 500,000,000 shares of NT\$10 each provided always that subject to the provisions of the Companies Law (2020 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege 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.
- 6 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

– Remainder of Page Intentionally Left Blank –

THE COMPANIES LAW (2020 Revision)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
BIZLINK HOLDING INC.

1 Interpretation

- 1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

"Acquisition"	means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined in the R.O.C. Enterprise Mergers and Acquisitions Law.
"Applicable Public Company Rules"	means the R.O.C. laws, rules and regulations affecting public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TWSE and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
"Annual Net Income"	means the audited annual net profit of the Company in respect of the applicable year.
"Articles"	means these articles of association of the Company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).
"Dividend"	includes an interim dividend.
"Electronic Record"	has the same meaning as in the Electronic Transactions Law.
"Electronic Transactions Law"	means the Electronic Transactions Law (2003 Revision) of the Cayman Islands.

“FSC”	means the Financial Supervisory Commission of the R.O.C.
“Independent Directors”	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"M&A"	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
“Merger”	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
“Short-form Merger”	means a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company.
"Non TWSE-Listed or TPEX-Listed Company"	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
“Private Placement”	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate

	Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
“R.O.C.”	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and “Share Certificates”	means a certificate or certificates representing a Share or Shares.
“Share Exchange”	means an act whereby the shareholders of a company transfer all of the company's issued shares to another company, such company issue its shares or pays cash or transfers other property to the shareholders of the first company as consideration for the transfer in accordance with the Applicable Public Company Rules.
“Short-form Share Exchange”	means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
“Spin-off”	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company.
"Short-form Spin-off"	means a parent company effects a Spin-off with its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the

parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred.

"Statute"

means the Companies Law (2020 Revision) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.

**"Subsidiary" and
"Subsidiaries"**

means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company.

**"Supermajority
Resolution"**

means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.

"TDCC"

means the Taiwan Depository & Clearing Corporation.

"Treasury Shares"

means a Share held in the name of the Company as a treasury share in accordance with the Statute.

"TWSE"

means the Taiwan Stock Exchange Corporation.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;

- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply.

2 Commencement of Business

- 2.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit. The Company shall operate its business in compliance with the Applicable Public Company Rules and business ethics, and may perform actions that promote the public interest to fulfil the social responsibility of the Company in accordance with the Applicable Public Company Rules and business ethics.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege 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.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

- 4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman

Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.

- 4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.
- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 5.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the

Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.

- 6.3 No Shares may be registered in the name of more than one Member.
- 6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:
 - (a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
 - (b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
 - (d) Other matters concerning rights and obligations incidental to Preferred Shares; and
 - (e) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

8 Issuance of New Shares

- 8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in

the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; or (f) in connection with the issue of Restricted Shares in accordance with Article 8.7.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 The Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and issue conditions shall comply with the Applicable Public Company Rules.
- 8.8 Subject to the provisions of the Statute, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inter alia*, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

- 8.9 Subject to the provisions of the Applicable Public Company Rules, when the total number of new Shares in issue has been subscribed to in full, the Company shall immediately send a call notice to the subscribers for unpaid Shares. Where Shares are issued at a price higher than par value, the premium and the par value shall be collected at the same time. Where the subscriber delays payment for subscribing to the Shares, the Company shall designate a cure period of not less than one month by serving a notice on him/her/it requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period, the subscriber's right to subscribe to new Shares shall be forfeited. After the Company has made such request, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe to the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.
- 9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 9.4 Notwithstanding Article 9.2 above, transfers of Shares which are listed on the TWSE may be effected by any method of transferring or dealing in securities permitted by TWSE which is in accordance with the Applicable Public Companies Rules as appropriate and which have been approved by the Board for such purpose.

10 Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares listed on the TWSE on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.
- 10.2 The Company may make a payment in respect of the repurchase of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules.
- 10.3 The board of Directors may, prior to the purchase or redemption of any Share under Article 10.1, determine that such Share shall be held as Treasury Share.
- 10.4 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Directors may determine to cancel a Treasury Share or transfer a treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration).

- 10.5 Notwithstanding Article 10.4, if the Company repurchases any Shares traded on the TWSE and hold such Shares as Treasury Shares (the "**Repurchased Treasury Shares**"), any proposal to transfer the Repurchased Treasury Shares to any employees of the Company by the Company at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") shall require the approval of a resolution passed by two-thirds or more of the Members present at the next general meeting who hold a majority of the total number of the Company's outstanding shares as at the date of such general meeting, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules which shall not be brought up as an ad hoc motion.
- 10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 shall not exceed 5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- 10.7 Notwithstanding anything to the contrary contained in Article 10.1 to 10.6, and subject to the Statute and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares by the Company for cancellation, provided that such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an ROC certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets.

11 Employee Incentive Programme

- 11.1 The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 11.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

12 Variation of Rights of Shares

- 12.1 If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.
- 12.2 The provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.
- 12.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.
- 13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

- 14.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:
- (a) change its name;
 - (b) alter or add to these Articles;
 - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
 - (d) reduce its share capital and any capital redemption reserve fund; and

- (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.

14.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
- (b) discharge or remove any Director;
- (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;
- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
- (e) distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash;
- (f) effect any Merger (other than a Short-form Merger), Spin-off (other than a Short-form Spin-off) or Private Placement, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
- (g) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (h) Share Exchange;
- (i) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (j) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.

14.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass

- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.

- 14.4 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by a majority of not less than two-thirds of the total number of votes represented by the issued shares of the Company:
- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEX-Listed Company;
 - (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
 - (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
 - (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spun-off company is a Non TWSE-Listed or TPEX-Listed Company.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office.

16 General Meetings

- 16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 16.5 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.

- 16.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.
- 16.9 Member(s) holding more than 50% of the total issued and outstanding Shares for at least three consecutive months may themselves convene an extraordinary general meeting. The calculation of the holding period of Shares and the number of Shares held by a Member shall be determined based on the starting date of the book closed period of the Register of Members.
- 16.10 Pursuant to the Applicable Public Company Rules, the Independent Directors of the audit committee may convene a general meeting in the event that the board of Directors fails or cannot convene a general meeting, or for the benefit of the Company when necessary.

17 Notice of General Meetings

- 17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 17.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 The Company shall, thirty days prior to any annual general meeting, and fifteen days prior to any extraordinary meeting, transform the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors into electronic format and transmitted such to the Market Observation Post System. If the voting power in any general meeting will be exercised by the way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.

- 17.4 The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) reduction of capital, (d) application to cease public offering, and (e) (i) dissolution, Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (f) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (g) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, (h) capitalization of the whole or a part of Legal Reserve and capital reserve derived from issuance of new shares at a premium or from gifts received by the Company, and (i) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.
- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors, the person(s) who has called the meeting may request the Company.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of

Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.

- 18.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Other than any of the following situation occurs, proposals proposed by Member(s) shall be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal,

(d) such proposal contains more than 300 words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If the proposal(s) proposed by Member(s) is intended to improve the public interest or fulfil its social responsibilities of the Company, the board of Director may include such proposal(s) in the agenda in accordance with the Applicable Public Company Rules.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that, if a Member holds Shares on behalf of others, such Member may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways pursuant to the Applicable Public Company Rules.
- 19.6 If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held outside of Taiwan, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two day prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting. In case that there are duplicate instruments of proxy received by the Company, the first to be received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.

- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office at least two days prior to the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.
- 20.14 If a general meeting is to be held outside of R.O.C., the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

- 22.1 In the event any of the following resolutions is adopted at general meetings, any Member who has expressed his/her/its objection therefor in writing or verbally with a record before or during the general meeting, and has forfeited his/her/its voting right may request the Company to buy back all of his/her Shares at the then prevailing fair price:
- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
 - (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations;
 - (d) Spin-Off (other than a Short-form Spin-off);
 - (e) Merger (other than a Short-form Merger);
 - (f) Acquisition; or
 - (g) Share Exchange (other than a Short-form Share Exchange).

- 22.2 Unless otherwise provided by the Applicable Public Company Rules and the Statute, in the event of a Short-form Merger or a Short-form Spin-off where at least 90% of the voting power of the outstanding shares of the Company are held by the other company, participating in the such Short-form Merger or Short-form Spin-off, the Company shall deliver a notice to each Member immediately after the resolution of board of directors approving such Short-form Merger or Short-form Spin-off and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger or Short-form Spin-off within the specified period may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair value of such Shares.
- 22.3 Subject to the Statute, the request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types, numbers and the repurchase price of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the requested Member in regard to the Shares of such Member (the “**appraisal price**”), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event that no agreement is reached with the dissenting Member, the Company shall pay the fair price it has recognized to such dissenting Member within ninety days since the resolution was made. If the Company fails to pay, the Company shall be considered to be agreeable to the price requested by the dissenting Member. In the event the Company fails to reach such agreement with the Member within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the price of the repurchased Shares, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the dissenting Member solely with respect to the appraisal price.
- 22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee’s name is entered on the Register of Members.

23 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member’s Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

- 24.3 If any Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than twenty-one (21) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by the resolution of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.
- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 Any Member(s) holding 1% or more of the Company's issued capital for at least six consecutive months may in writing request any of the Independent Directors of the audit committee to bring action against the Directors in a court of competent jurisdiction. If the Independent Directors failed to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of

the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

- 26.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution.
- 26.3 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 26.4 The Company may purchase liability insurance for Directors and the Directors shall determine terms of such insurance by resolution, taking into account the standards of the industry within the R.O.C. and overseas.
- 26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 27.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("**Special Ballot Votes**"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.

- 27.3 The Directors (including the Independent Directors) shall adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.4 If a Member is a corporation, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be nominated for election at a general meeting.

28 Vacation of Office of Director

- 28.1 The Company may from time to time remove all Directors from office before the expiration of his term of office notwithstanding anything in the Articles to the contrary and may elect new Directors to fill such vacancies in accordance with Article 27.1 and unless a resolution of a meeting of Members provide otherwise, the existing Directors' office shall be deemed discharged upon such election of new Directors prior to the expiration of such Directors' applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he gives notice in writing to the Company that he resigns the office of Director;
 - (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he commits an offence as specified in the Statute for Prevention of Organizational Crimes of the R.O.C. and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years;
 - (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (f) he commits a offence as specified in the Anti-Corruption Act of the R.O.C. and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;

- (h) he is declared bankrupt or is subject to liquidation procedure adjudicated by a court, and his/her/its rights have not been resumed yet;
- (i) he has limited legal capacity or is legally incompetent;
- (j) he is subject to the commencement of assistance by a court and a court order has not yet been revoked;
- (k) he, during his term of office of three (3) years as a Director (excluding Independent Directors), has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director;
- (l) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or
- (m) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director, any person elected as a Director (excluding Independent Directors) at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the book closed period of the relevant general meeting, his appointment as a Director shall become null and void.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 29.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.

- 29.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the compensation committee and determined by the Directors, or a combination

partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.

- 30.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any relatives within the second degree of kinship with a Director, or company(s) which has controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the board of Directors and the general meeting the nature of such director's personal interest and the reason(s) for the approval or objection to the proposed resolution.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such

committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.

- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- 32.6 Notwithstanding anything to the contrary contained in this Article 32, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;
 - (e) A material asset or derivatives transaction;

- (f) A material monetary loan, endorsement, or provision of guarantee;
- (g) The offering, issuance, or Private Placement of any equity-type securities;
- (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) The appointment or removal of a financial, accounting, or internal auditing officer;
- (j) Annual and semi-annual financial reports;
- (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting.

- 32.8 Prior to the commencement of the meeting of Board of Directors to adopt any resolution of M&A, the Company shall have the audit Committee review the fairness and reasonableness of the plan and transaction of the M&A, and then report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute. During the review, the audit Committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The results of the review of audit Committees and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute, the Board of Directors shall report the foregoing at the next closest general meeting.
- 32.9 With respect to the documents that need to be sent to the Members as provided in the preceding Article, in the event that the Company posts the same documents on the website designated by the R.O.C. securities competent authorities, and also prepares and places such documents at the venue of the general meeting for the Members' review, then those documents shall be deemed as having been sent to the Members.
- 32.10 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.

- 32.11 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.11 shall mean executive officers of the Company with the rank of Vice President or higher and have the powers to make decisions for the Company.

33 Seal

- 33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.
- 33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 33.3 A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

- 34.1 The Company shall set aside not lower than 1% to 5% of its annual profits as bonus to employees of the Company and set aside no more than 3% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 34.2 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income and offset its losses in previous years that have not been previously offset, then set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equalled the total capital of the Company; then set aside a special capital reserve or reversal, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge. Any balance left over may be distributed as Dividends (including cash dividends or stock dividends) in accordance with the Statute and the Applicable Public Company Rules and after taking into consideration financial, business and operational factors with the amount of profits distributed to Members not lower than 10% of profits (after tax) of the then current year and the amount of cash dividends distributed thereupon shall not be less than 10% of the profits proposed to be distributed of the then current year.

- 34.3 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.4 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.
- 34.5 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.6 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.7 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.8 No Dividend or distribution shall bear interest against the Company.
- 34.9 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 34.10 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from gifts received by the Company by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, and shall subsequently report such distribution to a shareholders' meeting.

35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same

been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the board of the Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.
2. Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.

- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 37.4 Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.
- 37.5 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but

for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

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

41 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

– Remainder of Page Intentionally Left Blank

Rules of Procedure for Shareholders' Meetings Before amendment version

1. These Rules of Procedure are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies to establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities.
2. The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
3. The Company's shareholders' meetings shall be convened by the board of directors unless otherwise stated by law or regulation. The Company shall upload the electronic version of the meeting notice for the shareholders' meeting, notice for the power of attorney, proposals, discussions, and election or dismissal of directors to the Market Observation Post System 30 days before the annual meeting of shareholders or 15 days before the extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials, and upload them to the MOPS 21 days before the date of the regular shareholders' meeting or 15 days before the date of the special shareholders' meeting. In addition, the Company shall also have printed the shareholders' meeting agenda and supplemental meeting materials, and made them available for review by shareholders at any time 15 days before the date of the shareholders' meeting. The meeting agenda and supplemental materials shall also be available for viewing at the Company as well as be distributed on-site at the meeting place, and the professional shareholder services agent shall also be designated. The reasons for convening a shareholders' meeting shall be stated in the meeting notice and the subsequent public announcement. The meeting notice may be given in electronic form with the consent of the addressee
4. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, approval to delist, approval of company directors' involvement in a competing business, approval for surplus profit to be distributed in the form of new shares, approval for capital reserve to be distributed in the form of new shares, the dissolution, merger or demerger of the Company or any matter under Article 185 Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be detailed out and the essential contents explained in the meeting notice on the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

The reasons for convening a shareholders' meeting shall also cover the re-election of the entire board as well as state the date of appointment. The same shareholders' meeting shall not

change the appointment date by temporary motion or other means after the re-election is completed.

5. A shareholder holding one percent or more of the total number of issued shares may submit to the Company a written proposal for a topic to be added for discussion at a regular shareholders' meeting. The number of items so proposed, however, is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. However, a shareholder proposal to urge the Company to promote public interests or fulfill its social responsibilities may still be included in the meeting agenda as decided by the board of directors. In addition, when the circumstances of any subparagraph of Paragraph 4 of Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may choose to exclude it from the agenda.
6. Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and disclose the location and time period allowed for their submission; the period for submission of shareholder proposals may not be less than 10 days.
7. The number of words in a proposal submitted by a shareholder shall be limited to no more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the shareholders' meeting agenda. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting where their proposal is to be discussed and shall take part in the discussion of said proposal.
8. The Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article prior to the date for giving notice of a shareholders' meeting. The board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda at the shareholders' meeting.
9. Shareholders may use the proxy forms prepared by the Company, duly delineate the scope of the limited power of attorney, delegate to another person to vote by proxy prior to each shareholders' meeting, and have their proxy attend the shareholders' meeting in their place. A shareholder may issue only one proxy form, appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. The one received earliest shall prevail when duplicate proxy forms are delivered unless a declaration is made to cancel the previous proxy appointment. A proxy rescission notice shall be filed with the Company at least two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice in case the shareholder intends to attend in person, otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.
10. The venue where a shareholder meeting is to be held shall be on the premises of the Company or a location easy for shareholders to access, and be appropriate for holding shareholders' meetings. All shareholders' meetings may not begin before 9:00 a.m. or after 3:00 p.m. The

opinions of the independent directors shall be fully taken into consideration in deciding the location and time of a shareholders' meeting.

11. The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

Acceptance of shareholders to attend the meeting shall be handled at least 30 minutes before the start of the meeting; the registration place shall be clearly marked, and personnel shall be appointed to handle registration.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders' meetings based on attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend. Proxies shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign or attending shareholders may hand in a sign-in card in lieu of signing in. The Company shall prepare agenda handbooks, annual reports, attendance cards, and voting cards for the shareholders' meeting, and they will be sent to or made available to the attending shareholders. A printed ballot shall also be sent to the shareholders where voting powers on the election of directors are to be exercised.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the shareholders' meeting.

12. If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. If the chairperson of the board is on leave or for any reason is unable to exercise their powers as the chairperson, the vice chairperson shall do so in place of the chairperson. If there is no vice chairperson, if the vice chairperson is also on leave or if for any reason is unable to act, a managing director or director shall be designated by the chairperson. If the chairperson does not make such a designation, a managing director or director shall be elected from among themselves.

When a managing director or a director serves in place of the chairperson, as in the preceding paragraph, the managing director or director shall have held that position for six months or more and shall understand the financial and business conditions of the Company. The same shall be true for a representative of a juristic person that serves in place of the chairperson.

The chairperson should personally preside in shareholders' meetings convened by the board of directors. If a shareholders' meeting is called for by the board of directors, half or more of the directors shall be present at the scheduled time for the shareholders' meeting.

If a shareholders' meeting is called for by those outside of the board of directors that has such a right, then that person shall preside at that meeting. If two or more people exercise that right,

then they shall choose from among themselves to designate who shall preside at the meeting.

13. The Company may appoint its attorneys, certified public accountants or related persons retained by it to attend a shareholders' meeting.
14. The Company shall make an uninterrupted audio and video recording, beginning from the time it accepts shareholder attendance registrations, capture the registration procedure and the proceedings of the shareholders' meeting, and ending with the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

15. The attendance and voting at the shareholders' meeting shall be calculated based on the number of shares as indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the appointed meeting time. However, he chairperson may postpone the start of the shareholders' meeting when the attending shareholders do not represent a majority of the total number of issued shares provided that there can be no more than two such postponements with no more than an hour for each one. If the quorum is still not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

If the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act prior to the conclusion of the shareholders' meeting.

16. If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be determined by the board of directors. The relevant proposals (including motions and amendments to original proposals) shall be decided by voting on a case-by-case basis. The shareholders' meeting shall be convened according to the scheduled meeting agenda. The meeting agenda shall not be altered without a resolution adopted at the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chairperson shall not adjourn the shareholder meeting without a resolution before the conclusion of the proceedings (including provisional motions) for the first two items. If the chairperson violates shareholders' meeting rules and announces the meeting is adjourned, the attending shareholders can vote on choosing another chairperson and continue the shareholders' meeting if the vote passes the majority pursuant to Article 182-1 of the Company Act.

The chairperson shall allow ample opportunity during the shareholders' meeting for explanation and discussion of proposals, amendments or extraordinary motions put forward by shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

17. An attending shareholder must specify on a speaker's slip the subject, their shareholder account number (or attendance card number), and their account name before speaking. The order in which shareholders speak will be set by the chairperson.

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 spoken content does not match the subject given on the speaker's slip, the spoken content shall prevail.

Unless otherwise permitted by the chairperson, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). The chairperson may stop a shareholder's discussion if it violates the above provision or if it exceeds the scope of the discussion item.

Other shareholders may not speak or interrupt an ongoing shareholder from speaking unless they have sought and obtained the consent of the chairperson and of the shareholder that has the floor; the chairperson shall stop any such violation.

18. When a juristic shareholder appoints two or more representatives to attend a shareholders' meeting on their behalf, only one of the representatives so appointed may speak on the same proposal.
19. The chairperson may respond in person or direct relevant personnel to respond after an attending shareholder has spoken.
20. Voting at a shareholders' meeting shall be calculated based on the number of shares.

The number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares for shareholders' meeting resolutions.

A shareholder may not vote on a meeting agenda item, and may not exercise voting rights as a proxy for any other shareholder when said shareholder is an interested party in relation to that meeting agenda item and there is a likelihood that such a relationship would prejudice the Company's interests.

The number of shares for which voting rights may not be exercised under the preceding paragraph will not be included as part of the number of shares with voting rights represented by attending shareholders.

If one person is entrusted by two or more shareholders at the same time, the proxy voting rights shall not exceed three percent of the total voting rights of the issued shares except if the shareholders are a trust business or if the securities regulatory authority has given prior approval to the stock agency. If it does, excess voting rights are not included.

21. If one person is entrusted by two or more shareholders at the same time, the proxy voting rights shall not exceed three percent of the total voting rights of the issued shares except if the shareholders are a trust business or if the securities regulatory authority has given prior approval to the stock agency. If it does, excess voting rights are not included.

When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights by electronic means or they may exercise their voting rights in writing. The method for exercising voting rights in writing or by electronic means shall be indicated in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that shareholders' meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver 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.

A shareholder may still attend the shareholders' meeting after exercising their voting rights either by written correspondence or electronically as in the preceding paragraph if they make their intent to retract known to the Company by providing a written declaration or by doing so electronically 2 business days before 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 by correspondence or electronic means, and by appointing a proxy to attend a shareholders' meeting on their behalf, the voting rights exercised by the proxy at the shareholders' meeting shall prevail.

The adoption of a resolution shall be approved by the majority of voting rights represented by the attending shareholders unless otherwise provided in the Company Act and Articles of Incorporation. The chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders for each proposal at the time of the vote, and then poll the attending shareholders. The results for each proposal, including the number of votes for and against, and the number of abstentions, shall be entered into the MOPS after the conclusion of the shareholders' meeting on the same day.

22. The chairperson shall present the amended or alternative proposal together with the original proposal when one is introduced, and then decide the order in which they will be put to a vote. The other proposals will then be deemed rejected when any one among them is passed, and no further voting shall be required.

23. The chairperson shall appoint personnel, whom must also be shareholders, to monitor the voting procedures as well as count the number of votes.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. The results of the voting, including the statistical tallies of the numbers of votes, shall be immediately announced on-site at the meeting, and a record made of the vote.

24. The election of directors at a shareholders' meeting shall be conducted in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be immediately announced on-site, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

25. 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 chairperson of the meeting and a copy 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 shareholders' meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The shareholders' meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results, including the number of voting rights

and the number of voting rights won by each candidate in the event of an election of directors or supervisors. The shareholders' meeting minutes shall be retained for the duration of the existence of the Company.

26. The Company shall compile a statistical statement in the prescribed format of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies on the day of the shareholders' meeting, and shall make an express disclosure of the same at the place of the shareholders' meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

27. The staff involved in the shareholders' meeting affairs shall wear identification cards or armbands.

The chairperson shall instruct the pickets or security personnel to maintain order. Such security personnel shall wear an identification card or armband bearing the word "Proctor."

The chairperson may prevent a shareholder's attempts to speak through any device other than the public address equipment set up by the Company at the place of the shareholders' meeting.

The chairperson may direct Proctors to escort the shareholder from the meeting when they violate the Rules of Procedure, and defies the chairperson's correction, continues to obstruct the proceedings, and refuses to heed calls to stop.

28. The chairperson may announce a break based on time considerations during a shareholders' meeting. If a force majeure event occurs, the chairperson may rule the shareholders' meeting temporarily suspended, and announce a time when, in view of the circumstances, the shareholders' meeting will be resumed.

If the agenda set by the shareholders' meeting cannot be finished before the end of the proceedings (including the extempore motions), the shareholders' meeting may pass a resolution to adopt a new venue to finish the said agenda at a later time.

A resolution may be adopted at a shareholders' meeting to defer or resume the shareholders' meeting within five days in accordance with Article 182 of the Company Act.

29. These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereafter shall be affected in the same manner.

The numbers of shares held by the directors as recorded in the shareholders' registry as of the book closure date for the current general shareholders' meeting.

Date: April 25, 2022

Title	Name	Elected date	Term of service	Current holdings	
				Shares	%
Director	Hwa-Tse Liang	2021/07/05	3years	857,649	0.56%
Director	Inru, Kuo	2021/07/05	3years	2,404,629	1.57%
Director	Chien-Hua Teng	2021/07/05	3years	1,382,154	0.90%
Director	Yann-Chiu Wang	2021/07/05	3years	132,331	0.09%
Independent Director	Jr-Wen Huang	2021/07/05	3years	0	0.00%
Independent Director	Chia -Jiun Cherng	2021/07/05	3years	0	0.00%
Total numbers of shares held by all directors (excluding independent directors)				4,776,763	3.12%

- I. As of the book closure date for the current general shareholders' meeting, April 25, 2022, the Company had a total paid in capital of NT\$1,527,509,090 with 152,750,909 shares issued.
- II. In accordance with Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the minimum number of shares held by all directors of the Company shall be 9,165,055 shares.
- III. The shares held by all directors plus shares under trust with discretion reserved are 13,761,672 shares and in compliance with legal percentage.