



## **BIZLINK HOLDING INC.**

### **2023 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	3
Four.	Proposals	8
Five.	Discussions	9
Six.	Ad hoc Motions	10
Seven.	Adjournment	10
Eight.	Attachments	11
	1.2022 Business Report	11
	2.Audit Committee Report	16
	3.Endorsement and guarantee provided by the company and its subsidiaries in 2022	17
	4.Status on the Fifth Unsecured Overseas Convertible Bonds Issuance	29
	5.Table of Amendments to the Corporate Governance Best Practice Principles	31
	6.Report of Independent Accountants and Financial Statements	33
	7.Earnings Distribution	47
	8.Table of Amendments to the Articles of Incorporation	48
Nine.	Appendices	54
	1.The before amended Procedure for Article of Incorporation	54
	2.The before amended Rules of Procedure for Shareholders' Meetings	99
	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	114

## **One. Meeting Procedures**

# **BIZLINK HOLDING INC.**

## Meeting Procedures for 2023 Annual Shareholders' Meeting

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

## **Two. Meeting Agenda**

Format for Shareholders' Meeting: Physical

Time: 09:00 am, June 27 (Tue.), 2023

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. 2022 business report.
2. Audit committee's review report on 2022 financial statements.
3. Endorsements and guarantees provided by the Company and its subsidiaries in 2022.
4. Report on the fund-raising and issuance of the 3rd, 4th, and 5th Unsecured Convertible Corporate Bonds.
5. Report on 2022 employees' profit-sharing bonus and directors' compensation.
6. Status report for appropriation of 2022 earnings to pay cash dividends.
7. Amendments to the Corporate Governance Best Practice Principles.

IV. Proposals

1. Adoption of the 2022 CPA audited financial statements.
2. Adoption of the proposal for distribution of 2022 Profits.

V. Discussions

1. Amendments to the Company's "Memorandum and Articles of Association.
2. Proposal for a new share issue through capitalization of earnings.

VI. Ad hoc Motions.

VII. Adjournment.

### **Three. Company Reports**

No. 1: 2022 Business Reports.

Explanation: The 2022 Business Report is attached as Attachment 1 (p.11).

No 2: Audit committee's review report on the 2022 financial statements.

Explanation: Audit committee's review report on the financial statements is attached as Attachment 2 (p.16).

No. 3: Endorsements and guarantees provided by the Company and its subsidiaries in 2022.

Explanation: The status of the endorsements and guarantees provided is attached as Attachment 3 (p.17).

No. 4: Report on the fund-raising and issuance of the 3rd, 4th, and 5th Unsecured Convertible Corporate Bonds.

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, on December 29, 2021 and on December 27, 2022, respectively.

2. On September 12, 2011, according to the issuance and conversion method, the company fully redeemed the third overseas unsecured Convert corporate bonds.
3. The company completed the fourth issue of overseas unsecured convertible corporate bonds on January 5, 2011. As of March 31, 2012, a total of 361,032 shares were converted into ordinary shares, and the balance of the fourth overseas unsecured corporate bonds in circulation was USD 121,200,000. The conversion price is \$290.76.
4. The company has completed the fifth overseas issuance of unsecured convertible corporate bonds on January 30, 2012, the issuance conditions and related content, planned items, application progress, and estimated possible benefits and capital expenditures and plan implementation. Please refer to Attachment 4 ( p. 29) for details. As of March 31, 2023, no conversions have been made. The conversion price is \$288.65.

No. 5: Report on 2022 employees' profit-sharing bonus and directors' compensation.

Explanation:

1. The Board resolved on March 30, 2023 to distribute NT\$ 137,610 thousand as 2022 employee compensation (US\$4,515 thousand, approximately 2.53% of pre-tax income after distribution to employees and directors) and NT\$ 13,920 thousand (US\$ 457 thousand, approximately 0.26% of pre-tax income after distribution to employees and directors).
2. The difference between the amount of remuneration distributed by the Board of Directors and the annual estimated amount of recognized expenses of NT\$30,795,023 will be treated as a change in accounting estimates and will be listed as the profit and loss adjustment in 2023.

No. 6: Status report for appropriation of 2022 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\$ 51,513,421 for common shareholders. According to the number of floating shares as of February 28, 2022, the cash dividend per share is US\$ 0.32927231 (or about NT\$ 10). 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 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 27, 2023. 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. 7: Amendments to the Corporate Governance Best Practice Principles. Please proceed to review it.

Explanation:

1. According to Article 48 of the Corporate Governance Best Practice Principles revised.



2. In order to improve the effectiveness of the board of directors and ensure the continuity of the policy promotion of the board of directors, the new Code of Practice for Corporate Governance Paragraph 6 of Article 17 specifies the professional needs and qualifications of legal person representatives.
3. Please refer to Attachment 5 (p. 31-32) for the comparison table of provisions before and after revision

## **Four. Proposals**

(By the board)

No. 1: Adoption of the 2022 Financial Statements. Please proceed for approval.

Explanation:

1. Our 2022 consolidated financial statements (including balance sheet, statement of income, statement of changes in equity, cash flow statement) were audited by independent CPAs Ms. Liang, Hua-Ling and Lin, Tzu-Shu of PricewaterhouseCoopers Taiwan and the audited financial report is completed herein for review.
2. 2022 Financial Statements have been approved by the board members and reviewed by the audit committee.
3. Please refer to Attachment 6 (p.33-46) for the above statements.

Resolution:

(By the board)

No. 2: Adoption of the proposal for distribution of 2022 profits. Please proceed for approval.

Explanation:

1. The proposal for the distribution of 2022 profits has been adopted in accordance with the Memorandum and Articles of Association Article #34.1 and #34.2.
2. Please refer to Attachment 7 (p.47) for 2022 Earnings Distribution.

Resolution:

## Five. Discussions

(By the board)

- No. 1: Amendments to the Company's "Memorandum and Articles of Association:
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. 11117004301 dated January 9, 2023, 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, please refer to Attachment 8 (p.48-53).

Resolution:

(By the board)

- No. 2: Proposal for a new share issue through capitalization of earnings. Please proceed to discuss.

Explanation:

1. The company intends to increase capital of NT\$15,644,620 by capitalization of earnings, and issue 1,564,462 new shares with a par value of NT\$10 per Share. The shareholder rights and obligations of the new shares are the same as those of existing shares.
2. The new share issuance of this capital increase is based on the number of shares held by shareholders as recorded in the shareholder register on the basis of the total 150,446,260 outstanding shares as of February 28, 2023. 10 new shares will be allotted for every thousand shares. The allotment of odd shares will be changed to cash (rounded to the nearest integer). The shares shall be subscribed by the board of directors authorized by the chairman of the board to contact a specific person at face value.
3. It is proposed that the chairman of the board of directors shall be authorized at the shareholders' meeting to adjust the allotment ratio in case that the allotment ratio needs to be amended due to outstanding shares influenced by any change of capital stock in the future.

Resolution:

**Six. Ad hoc Motions**

**Seven. Adjournment**

# BIZLINK HOLDING INC.

## 2022 Business Report

Dear Madam / Sir:

We hereby report our operating results for 2022 and a summary of our business plan for 2023:

### I. 2022 Business Highlights

#### 1. Financial Summary:

The Company's revenue and profit significantly grew this year. Operating revenue was NT\$53,757,171 thousand, an increase of 88.20% compared with 2021. Net income after tax was NT\$3,838,380 thousand, and earnings per share were NT\$25.02.

#### 2. Profitability Analysis:

Item	2021	2022
Net cash inflow from operating activities (NT\$ thousand)	364,965	2,779,418
Net cash outflow from investment activities (NT\$ thousand)	(1,475,481)	(11,196,755)
Net cash outflow/inflow from financing activities (NT\$ thousand)	(832,831)	13,860,938
Returns on assets (%)	8.80	10.99
Returns on Equity (%)	14.23	20.35
Pre-tax income as a percentage of total paid-in capital (%)	192.16	338.31
Profit margin (%)	7.08	7.13%
EARNINGS PER SHARE (one NTD)	15.22	25.02

The 2022 net cash inflow from operating activities increased by 762% compared with 2021, due to increase of our revenue. The 2022 net cash outflow from investing activities increased compared with 2021, mainly due to the acquisition of industrial application business from LEONI, (INBG). The 2022 net cash inflow from financing activities increased compared with 2021, due to the syndication loan, capital increase in cash, and issuance of ECB leading to an increase in cash inflow. The remaining profitability indicators were better than those in 2021.

### **3. Research & Development Progress:**

The Company's R&D expenditure in 2022 was NT\$1,384,227 thousand, an increase of 60.48% compared to NT\$862,521 thousand in 2021, accounting for 2.6% of 2022's sales

and 3.0% of 2021's sales, respectively. It is estimated that 2.5–3.5% of annual sales will continued to be invested in R&D in the foreseeable future.

BizLink's product R&D is focused on the higher-value added areas that we have defined as MegaTrends, but also includes areas that are essential to our strategic customers. These include High-Performance Computing, Auto Electrification, Capital Equipment, Industrial 4.0, and Healthcare, all of which are essential for an increasingly connected world. Higher power and higher speed cables and harnesses as well as connectors and more complex modularized assemblies will enable this transition. BizLink is also working on emerging applications, including heat pumps, and is also continuing to work on sustainable energy storage. Our Industrial business remains a key long-term growth driver, and we aim to actively expand it in the coming years.

## **II. 2022 Business Plan Highlights**

### **1. Operational Spotlights:**

#### **(1) Integrated Industrial Application Business Group**

BizLink completed the acquisition of an industrial solutions business group (INBG) in early 1Q 2022 and finished major post-merger integration activities in 3Q 2022 due to the dedicated collaboration of our global teams. INBG has added new production and office sites to help round out our global footprint, new capabilities and technologies to expand our portfolio of solutions, new high-end customers to gain wallet share from as well as new ways of working and thinking to better and more quickly adapt to tomorrow's ever-changing operating environment. This acquisition has opened the doors to many new and exciting long-term opportunities, and we anticipate visible progress later in the year.

## **(2) Combination of Resources and Strategies**

BizLink's increased internal communication efforts is gradually leading to a greater integration of the post-INBG scale and complexity of our global operations. BizLink has employed management consultants to help smooth out this process, and initiatives are underway in order to align and solidify our global teams to further move along our long-term strategies, including using technology in order to do so. A year has passed since we executed a few internal changes, and these have led to tighter resource and knowledge sharing as well as a boost in operational efficiency, connectedness despite time and cultural differences, product and service innovation, and a stronger sales network.

### **(3) Continual Efforts in:**

- Digital Transformation: AI training to establish an AI-enable operating environment
- Intellectual Property: Development and management of processes and our assets
- Automation: Further adopt automatic processes and tie to Digital Transformation
- Talent Cultivation: Searching for and nurturing of tomorrow's talent and leadership

## **2. Production and Sales Spotlights:**

### **(1) Integrated Sales and Marketing Activities:**

Combined our portfolio of solutions for the post-INBG BizLink, and raised sales and marketing activities, including attending various expos and trade shows as countries reopen, to share with existing and future clients of our total capabilities, technology, and roadmap, but also offer a greater global presence and flexibility. Focused efforts on MegaTrend areas to continue to benefit from these long-term opportunities while at the same time continuing to work on projects in other areas for our strategic customers.

### **(2) Expansion of Alliances for Vertical Integration:**

Engage in horizontal and/or vertical collaboration with strategic partners to selectively achieve greater and tighter vertical integration of resources and efforts to meet customer needs for more in-house flexibility, especially for cross-industry applications.

## **III. 2022 Future Development Strategy:**

### **1. Growth Through Greater Cooperation:**

Continue to closely work with our strategic customers as they grow, and attentively service their needs while also investing in new capabilities and technologies in order to support their future roadmaps as their long-term partner. Continue to search for, monitor, and selectively enter into new emerging applications within our product segments and/or categories in order to ensure sustainable profitable growth of our global business. Seek to introduce synergy whenever possible to boost productivity and

efficiency among the business units in our business groups as well as between business groups themselves.

## **2. Solidify Our Global Footprint:**

- Continue to respond to our customers' needs by expanding our solutions offerings across our global production sites to become their preferred global as well as local partner across Asia, North America, and in Europe
- Proceed from ground-breaking to building our new plant in Tainan, Taiwan to offer solutions in higher-value added areas in the future

## **3. Sustainable Business:**

(1) Maintain a low-risk ESG rating: Become a leading global sustainable interconnect solutions provider with a low-risk rating from major ESG rating agencies.

(2) Promote a carbon neutral and a zero accidents policy: Comply with regulations to improve the environmental, safety, and health (ESH) standards for each production facility and office site, and monitor their long-term operational risks caused by climate change. BizLink has achieved its target to reduce GHG emissions by -42% from 2020 to 2030 earlier than anticipated, and so has set a new reduction target of -50% from 2022 to 2030.

(3) An external performance evaluation and corporate governance certification for our Board of Directors and our functional committees was completed as scheduled. BizLink will continue to pay close attention to corporate governance issues and maintain information transparency.

(4) Implement and comply with international norms on regulations for risk management and ethical management, including for ethics, integrity, and code of conduct, information risk and intellectual property management, and insider trading education.

(5) Sustainable management system certification: Eighteen of our sites have passed the ISO 14001 sustainable management system.

(6) Recognition for our long-term commitment: BizLink has ranked in Newsweek's America's Most Responsible Company for four straight years, and has also received top honors from AsiaMoney's Outstanding Companies Poll in the Taiwan Automobile and Components sector for four straight years. BizLink also received its first award from

Institutional Investor, placing number within All-Asia Executive Team in the Small- and Mid- Cap Technology and Hardware sector.



#### **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**

2022 was another exciting year with our latest landmark M&A as well as with sporadic COVID-19 shutdowns and continued supply chain issues. The world slowly reopened, and activities gradually reverted close to their prior norms. Our global teams executed admirably well with key milestones achieved despite constant shifts in the operating environment, and they quickly adjusted to take advantage of MegaTrends. We continued to tightly control our costs, and invested in our resources to ensure sustainable growth while being a responsible neighbor to all.

Looking into 2023, the macro backdrop looks increasingly uncertain and difficult, but BizLink has faced such challenges before. Our efforts to ramp up internal communication efforts is leading to tighter global collaboration that will provide us with the agility and endurance needed to not just survive potentially tougher times ahead, but to emerge from it stronger. The higher-value added areas that we seek to boost our exposure to will help to buffer us from areas that will see growth visibly slow, and synergies from our recent acquisition are expected to emerge later in the year.

Finally, we sincerely thank all our stakeholders for the continued support of BizLink throughout the various challenges encountered these past few years as we work to evolve into a stronger, more diversified company. Let us all cooperate to achieve new highs in this journey together.

BIZLINK HOLDING INC.  
Chairman Hwa-Tse Liang  
General Manager Chien-Hua Teng  
Group Accounting VP Charles Tsai

## **Audit Committee Report**

The Board of Directors of Bizlink Holding Inc. has submitted the Company's 2022 business report, financial statements, and earnings appropriation proposal to the Audit Committee. The CPA firm, PwC Taiwan, 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 30, 2023

BizLink Holding Inc. and subsidiaries  
Loans to others  
Year ended December 31, 2022

Expressed in thousands of NTD  
(Except as otherwise indicated)

Table 1

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the year ended December 31, 2022 (Note 2)	Balance at December 31, 2022 (Note 2)	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
													Item	Value			
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	\$ 589,500	\$ -	\$ -	0.000%	2	\$ -	Operations	\$ -	-	-	\$ 8,994,017	\$ 8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	294,750	-	-	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	805,375	767,750	767,750	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	322,150	307,100	307,100	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	966,450	921,300	921,300	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	322,150	307,100	245,680	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	767,750	767,750	-	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	BizLink (BVI) Corp. Limited	Other receivables due from related parties	Y	307,100	307,100	-	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	3,519,908	-	-	0.000%	2	-	Operations	-	-	-	8,994,017	8,994,017	Notes 4(1), (2)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended December 31, 2022 (Note 2)	December 31, 2022 (Note 2)						Item	Value			
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	\$ 327,215	\$ 327,215	\$ 327,215	0.000%	2	\$ -	Operations	\$ -	-	\$ 8,994,017	\$ 8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	654,430	654,430	654,430	0.000%	2	-	Operations	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	654,430	654,430	654,430	0.000%	2	-	Operations	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	654,430	654,430	621,709	0.000%	2	-	Operations	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	654,430	654,430	654,430	0.000%	2	-	Operations	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	654,430	654,430	654,430	0.000%	2	-	Operations	-	-	8,994,017	8,994,017	Notes 4(1), (2)
0	Bizlink Holding Inc.	Speedy Industrial Supplies Pte Ltd	Other receivables due from related parties	Y	490,823	490,823	327,215	0.000%	2	-	Operations	-	-	8,994,017	8,994,017	Notes 4(1), (2)
1	BizLink Technology Inc.	OptiWorks, Inc.	Other receivables due from related parties	Y	32,215	30,710	30,710	2.000%	2	-	Operations	-	-	624,274	624,274	Note 4(3)
2	Bizlink Technology (Ireland) Ltd.	Bizlink Technology SRB D.O.O.	Other receivables due from related parties	Y	114,525	114,525	114,525	0.454%	2	-	Operations	-	-	1,018,765	1,018,765	Note 4(4)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended December 31, 2022 (Note 2)	December 31, 2022 (Note 2)						for doubtful accounts	Collateral Item Value			
2	Bizlink Technology (Ireland) Ltd.	Bizlink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	\$ 32,722	\$ 32,722	\$ 32,722	0.454%	2	\$ -	Operations	\$ -	-	\$ 1,018,765	\$ 1,018,765	Note 4(4)
2	Bizlink Technology (Ireland) Ltd.	Bizlink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	183,240	183,240	-	0.000%	2	-	Operations	-	-	1,018,765	1,018,765	Note 4(4)
3	OptiWorks (Shanghai) Limited	OptiWorks (Kunshan) Limited	Other receivables due from related parties	Y	67,637	-	-	3.850%	2	-	Operations	-	-	89,308	89,308	Note 4(5)
3	OptiWorks (Shanghai) Limited	OptiWorks (Kunshan) Limited	Other receivables due from related parties	Y	67,332	66,142	66,142	3.850%	2	-	Operations	-	-	89,308	89,308	Note 4(5)
4	BizLink (Kunshan) Co.,Ltd.	BizLink Special Cables (Changzhou) Co., Ltd.	Other receivables due from related parties	Y	766,556	749,605	749,605	3.700%	2	-	Operations	-	-	2,923,606	2,923,606	Note 4(6)
5	BizLink (BVI) Corp. Limited	BizLink International Corp.	Other receivables due from related parties	Y	57,250	-	-	0.000%	2	-	Operations	-	-	1,095,642	1,095,642	Note 4(7)
5	BizLink (BVI) Corp. Limited	BizLink Tech, Inc.	Other receivables due from related parties	Y	99,465	99,465	99,465	0.000%	2	-	Operations	-	-	1,095,642	1,095,642	Note 4(7)
5	BizLink (BVI) Corp. Limited	Accell Corp.	Other receivables due from related parties	Y	79,462	79,462	79,462	0.000%	2	-	Operations	-	-	1,095,642	1,095,642	Note 4(7)
6	EA Cable Assemblies GmbH	Bizlink Technology (Slovakia) S.R.O.	Other receivables due from related	Y	19,633	19,633	19,633	0.452%	2	-	Operations	-	-	18,107,608	18,107,608	Note 4(8)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the year ended	Balance at December 31, 2022	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					December 31, 2022 (Note 2)	2022 (Note 2)						Collateral Item	Value			
6	EA Cable Assemblies GmbH	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	\$ 490,823	\$ 490,823	\$ 327,215	2.000%	2	\$ -	Operations	\$ -	-	\$ 18,107,608	\$ 18,107,608	Note 4(8)
6	EA Cable Assemblies GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	1,145,560	1,145,560	-	0.000%	2	-	Operations	-	-	18,107,608	18,107,608	Note 4(8)
6	EA Cable Assemblies GmbH	BizLink Industry Slovakia Spol. s.r.o	Other receivables due from related parties	Y	853,435	853,435	-	0.000%	2	-	Operations	-	-	18,107,608	18,107,608	Note 4(8)
6	EA Cable Assemblies GmbH	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	13,091	13,091	-	0.000%	2	-	Operations	-	-	18,107,608	18,107,608	Note 4(8)
7	Bizlink Technology (Belgium) NV	Bizlink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	32,722	32,722	32,722	0.678%	2	-	Operations	-	-	893,626	893,626	Note 4(9)
7	Bizlink Technology (Belgium) NV	Bizlink Technology SRB D.O.O.	Other receivables due from related parties	Y	65,443	65,443	65,443	0.598%	2	-	Operations	-	-	893,626	893,626	Note 4(9)
7	Bizlink Technology (Belgium) NV	Bizlink Technology SRB D.O.O.	Other receivables due from related parties	Y	65,443	65,443	65,443	0.598%	2	-	Operations	-	-	893,626	893,626	Note 4(9)
7	Bizlink Technology (Belgium) NV	Bizlink Technology SRB D.O.O.	Other receivables due from related parties	Y	49,082	49,082	49,082	0.491%	2	-	Operations	-	-	893,626	893,626	Note 4(9)
7	Bizlink Technology (Belgium) NV	Bizlink Technology SRB D.O.O.	Other receivables due from related parties	Y	39,266	39,266	39,266	0.468%	2	-	Operations	-	-	893,626	893,626	Note 4(9)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended December 31, 2022 (Note 2)	December 31, 2022 (Note 2)						for doubtful accounts	Item	Value			
7	Bizlink Technology (Belgium) NV	Bizlink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	\$ 32,722	\$ 32,722	\$ 32,722	0.452%	2	\$ -	Operations	\$ -	-	-	\$ 893,626	\$ 893,626	Note 4(9)
7	Bizlink Technology (Belgium) NV	Bizlink Technology (Slovakia) S.R.O.	Other receivables due from related parties	Y	32,722	32,722	32,722	2.795%	2	-	Operations	-	-	-	893,626	893,626	Note 4(9)
8	Speedy Industrial Supplies Pte Ltd	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	1,506,825	1,506,825	1,506,825	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)
8	Speedy Industrial Supplies Pte Ltd	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	319,992	-	-	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)
8	Speedy Industrial Supplies Pte Ltd	BizLink elocab GmbH	Other receivables due from related parties	Y	1,145,560	1,145,560	1,145,560	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)
8	Speedy Industrial Supplies Pte Ltd	BizLink Industry Slovakia Spol. s.r.o.	Other receivables due from related parties	Y	1,353,191	853,435	853,435	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)
8	Speedy Industrial Supplies Pte Ltd	BizLink Industry Czech s.r.o.	Other receivables due from related parties	Y	13,091	13,091	13,091	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)
8	Speedy Industrial Supplies Pte Ltd	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	32,722	32,722	32,722	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)
8	Speedy Industrial Supplies Pte Ltd	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	490,823	490,823	327,215	2.000%	2	-	Operations	-	-	-	62,658,580	62,658,580	Note 4(10)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended December 31, 2022 (Note 2)	December 31, 2022 (Note 2)						for doubtful accounts	Collateral			
													Item	Value		
8	Speedy Industrial Supplies Pte Ltd	EA Cable Assemblies GmbH	Other receivables due from related parties	Y	\$ 2,012,086	\$ 2,012,086	\$ -	0.000%	2	\$ -	Operations	\$ -	-	\$ 62,658,580	\$ 62,658,580	Note 4(10)
9	BizLink Silitherm s.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	542,255	542,255	542,255	2.000%	2	-	Operations	-	-	9,580,375	9,580,375	Note 4(11)
9	BizLink Silitherm s.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	163,608	163,608	163,608	2.000%	2	-	Operations	-	-	9,580,375	9,580,375	Note 4(11)
9	BizLink Silitherm s.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	130,886	130,886	130,886	2.000%	2	-	Operations	-	-	9,580,375	9,580,375	Note 4(11)
9	BizLink Silitherm s.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	98,165	98,165	98,165	2.000%	2	-	Operations	-	-	9,580,375	9,580,375	Note 4(11)
9	BizLink Silitherm s.r.l.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	98,165	98,165	98,165	2.000%	2	-	Operations	-	-	9,580,375	9,580,375	Note 4(11)
10	BizLink Systems Spain, S.L.U.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	559,440	549,721	549,721	2.000%	2	-	Operations	-	-	2,665,900	2,665,900	Note 4(12)
11	BizLink Industry Germany GmbH	BizLink Robotic Solutions France S.A.S.	Other receivables due from related parties	Y	226,881	177,799	177,799	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	333,186	284,104	284,104	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)



No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding	Balance at	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					balance during the year ended December 31, 2022 (Note 2)	December 31, 2022 (Note 2)						Collateral Item	Value			
11	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	\$ 159,996	\$ -	\$ -	2.000%	2	\$ -	Operations	\$ -	-	\$ 12,833,040	\$ 12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink elocab GmbH	Other receivables due from related parties	Y	130,886	81,804	81,804	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Robotic Solutions USA, Inc.	Other receivables due from related parties	Y	137,478	137,478	137,478	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Robotic Solutions Germany GmbH	Other receivables due from related parties	Y	237,305	212,690	212,690	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Tailor-Made Cable UK Ltd.	Other receivables due from related parties	Y	12,047	12,047	12,047	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Tailor-Made Cable UK Ltd.	Other receivables due from related parties	Y	7,199	7,199	7,199	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Robotic Solutions France S.A.S.	Other receivables due from related parties	Y	16,361	-	-	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Industry Slovakia Spol. s.r.o	Other receivables due from related parties	Y	16,361	-	-	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)
11	BizLink Industry Germany GmbH	BizLink Special Cables Germany GmbH	Other receivables due from related parties	Y	490,823	490,823	490,823	2.000%	2	-	Operations	-	-	12,833,040	12,833,040	Note 4(13)

No. (Note 1)	Creditor	Borrower	General ledger account	Is a related party	Maximum outstanding balance during the year ended	Balance at December 31, 2022	Actual amount drawn down	Interest rate	Nature of loan (Note 3)	Amount of transactions with the borrower	Reason for short-term financing	Allowance for doubtful accounts	Collateral		Limit on loans granted to a single party (Note 4)	Ceiling on total loans granted (Note 4)	Footnote
					December 31, 2022 (Note 2)	(Note 2)					Item	Value					
11	BizLink Industry Germany GmbH	BizLink Special Cables Germany GmbH	Other receivables due from related parties	Y	\$ 163,608	\$ 163,608	\$ 163,608	2.000%	2	\$ -	Operations	\$ -	-	-	\$ 12,833,040	\$ 12,833,040	Note 4(13)
12	BizLink Industry Slovakia Spol. s.r.o.	BizLink Industry Germany GmbH	Other receivables due from related parties	Y	25,026	-	-	2.000%	2	-	Operations	-	-	-	1,496,860	1,496,860	Note 4(14)

Note 1: The numbers filled in for the loans provided by the Company or subsidiaries are as follows:

(1)The Company is '0'.

(2)The subsidiaries are numbered in order starting from '1'.

Note 2: The maximum balance for the period and ending balance are presented in New Taiwan dollars. Foreign currencies are converted into New Taiwan dollars; the exchange rate was US\$1=NT\$30.71; RMB1=NT\$4.408 and EUR1=NT\$32.72 as of December 31, 2022.

Note 3: The nature of loans are as follows:

(1) Related to business transactions is "1".

(2) short-term financing is "2".

Note 4: Fill in limit on loans granted to a single party and ceiling on total loans granted as prescribed in the creditor company's "Procedures for Provision of Loans", and state each individual party to which the loans have been provided and the calculation for ceiling on total loans granted in the footnote.

(1) For short-term financing facility with the Company, the accumulated financing amount shall not exceed 40% of the net asset value of the Company.

(2) The individual loan amount and total amount of loans between the foreign companies, which are held directly or indirectly 100% of voting share, and loan between the Company and foreign companies which are held directly or indirectly 100% of voting share should not exceed the 500% of the total asset amount of the Company.

(3) For necessary short-term financing facility with BizLink Technology Inc., the individual loan amount and total amount of loans shall not exceed 40% of the net value of the lending company.

(4) For BizLink Technology (Ireland) Ltd., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed the net value of the lending company and 500% of the net value of parent company.

(5) For necessary short-term financing facility for OptiWorks (Shanghai) Limited, the individual loan amount and total amount of loans shall not exceed 40% of the net value of the lending company.

(6) For BizLink (Kunshan) Co., Ltd., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed the net value of the lending company and 500% of the net value of parent company.

(7) For short-term financing facility with BizLink (BVI) Corp. Limited, the individual loan amount and total amount of loans shall not exceed 40% of the net value of the lending company.

(8) For EA Cable Assemblies GmbH, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 200% of the net value of the lending company and 500% of the net value of parent company.

(9) For BizLink Technology (Belgium) NV, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 200% of the net value of the lending company and 500% of the net value of parent company.

(10) For Speedy Industrial Supplies Pte Ltd, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.

(11) For BizLink Siliterm s.r.l., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.

(12) For BizLink Systems Spain, S.L.U., the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.

(13) For BizLink Industry Germany GmbH, the individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 400 times of the net value of the lending company and 500% of the net value of parent company.

(14) For BizLink Industry Slovakia Spol. s.r.o. individual loan amount and total amount of loans between the foreign subsidiaries which are held directly or indirectly 100% of voting share by the Company shall not exceed 500% of the net value of the lending company and 500% of the net value of parent company.

(15) Except for the changes in the original currency, the increase (decrease) amount of individual subsidiary in the current month including effects from changes in exchange rate.

BizLink Holding Inc. and subsidiaries  
Provision of endorsements and guarantees to others  
Year ended December 31, 2022

Table 2

Expressed in thousands of NTD  
(Except as otherwise indicated)

Number (Note 1)	Endorser/guarantor	Party being endorsed/ guaranteed		Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2022 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2022 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
		Relationship with the Endorser/ guarantor (Note 2)	Company name											
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	\$ 33,727,563	\$ 677,925	\$ -	\$ -	\$ -	0.00%	\$ 33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	33,727,563	1,030,880	982,720	1,769	-	4.37%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	33,727,563	48,323	46,065	1,097	-	0.20%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited, BizLink International Corp.	2	33,727,563	644,300	614,200	39,561	-	2.73%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	33,727,563	300,000	-	-	-	0.00%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology Inc., BizLink Tech Inc.	2	33,727,563	128,860	122,840	-	-	0.55%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (S.E.A.) Sdn. Bhd.	2	33,727,563	6,959	6,959	-	-	0.03%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	33,727,563	48,323	46,065	1,564	-	0.20%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	33,727,563	805,375	767,750	-	-	3.41%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	33,727,563	50,000	50,000	-	-	0.22%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	33,727,563	48,323	46,065	-	-	0.20%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	33,727,563	150,000	150,000	-	-	0.67%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink International Corp.	2	33,727,563	200,000	-	-	-	0.00%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited, BizLink International Corp.	2	33,727,563	966,450	921,300	50,000	-	4.10%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink Technology (Changzhou) Limited, BizLink Technology (Xiamen) Ltd.	2	33,727,563	744,010	-	-	-	0.00%	33,727,563	Y	N	Y	

Number (Note 1)	Endorser/guarantor	Party being endorsed/ guaranteed		Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2022 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2022 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
		Relationship with the Endorser/ guarantor (Note 2)	Company name											
0	BizLink Holding Inc.	2	BizLink Technology (Changzhou) Limited, BizLink Technology (Xiamen) Ltd, BizLink Special Cables (Changzhou) Co., Ltd.	\$ 33,727,563	\$ 740,647	\$ 727,558	\$ 306,382	\$ -	3.24%	\$ 33,727,563	Y	N	Y	
0	BizLink Holding Inc.	2	BizLink Technology (Changzhou) Limited, BizLink Technology (Xiamen) Ltd, Xiang Yao Electronics (Shen Zhen) Co., Ltd., BizLink (Kunshan) Co., Ltd., BizLink Electronics (Xiamen) Co., Ltd.	33,727,563	58,619	57,323	38,879	-	0.25%	33,727,563	Y	N	Y	
0	BizLink Holding Inc.	2	BizLink Technology (Slovakia) S.R.O.	33,727,563	128,860	122,840	122,840	-	0.55%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited	33,727,563	76,088	-	-	-	0.00%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink Technology (Ireland) Ltd.	33,727,563	15,218	-	-	-	0.00%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink International Corp.	33,727,563	450,000	-	-	-	0.00%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited, BizLink International Corp.	33,727,563	837,590	798,460	145,000	-	3.55%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited	33,727,563	48,323	46,065	-	-	0.20%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink Technology (Ireland) Ltd.	33,727,563	64,430	61,420	8,362	-	0.27%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited	33,727,563	308,900	307,100	-	-	1.37%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink International Corp.	33,727,563	2,711,000	2,711,000	-	-	12.06%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp.	33,727,563	161,075	153,550	76,818	-	0.68%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited	33,727,563	32,215	30,710	1,781	-	0.14%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink Technology (Slovakia) S.R.O.	33,727,563	507,183	507,183	32,722	-	2.26%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink Technology (S.E.A.) Sdn. Bhd.	33,727,563	161,075	153,550	-	-	0.68%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited	33,727,563	17,685	-	-	-	0.00%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	2	BizLink (BVI) Corp. Limited	33,727,563	26,748	-	-	-	0.00%	33,727,563	Y	N	N	

Number (Note 1)	Endorser/guarantor	Party being endorsed/ guaranteed		Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2022 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2022 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
		Relationship with the Endorser/ guarantor (Note 2)	Company name											
0	BizLink Holding Inc.	BizLink (BVI) Corp. Limited	2	\$ 33,727,563	\$ 128,860	\$ 122,840	\$ 122,840	\$ -	0.55%	\$ 33,272,563	Y	N	N	
0	BizLink Holding Inc.	BizLink elocab GmbH	2	33,727,563	236,662	236,662	236,662	-	1.05%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink Special Cables Germany GmbH, Bizlink elocab GmbH, BizLink Special Cables (Changzhou) Co., Ltd., BizLink Industry Slovakia Spol. s.r.o.	2	33,727,563	130,886	130,886	130,886	-	0.58%	33,727,563	Y	N	Y	
0	BizLink Holding Inc.	BizLink Special Cables Germany GmbH, Bizlink elocab GmbH, BizLink Special Cables (Changzhou) Co., Ltd., BizLink Industry Slovakia Spol. s.r.o.	2	33,727,563	327,215	327,215	327,215	-	1.46%	33,727,563	Y	N	Y	
0	BizLink Holding Inc.	BizLink Silitherm S.r.l.	2	33,727,563	392,658	392,658	392,658	-	1.75%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink Industry Czech s.r.o.	2	33,727,563	10,471	10,471	-	-	0.05%	33,727,563	Y	N	N	
0	BizLink Holding Inc.	BizLink Industry Germany GmbH	2	33,727,563	588,987	588,987	588,987	-	2.62%	33,727,563	Y	N	N	
1	BizLink Technology Inc.	BizLink Tech Inc.	4	3,121,368	74,605	71,119	15,409	-	0.32%	3,121,368	N	N	N	
1	BizLink Technology Inc.	BizLink Tech Inc.	4	3,121,368	121,835	116,144	87,108	-	0.52%	3,121,368	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,477,245	20,073	20,073	20,073	25,746	0.09%	1,477,245	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,477,245	8,033	8,033	8,033	10,304	0.04%	1,477,245	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,477,245	37,482	37,482	37,482	48,268	0.17%	1,477,245	N	N	N	
2	BizLink (BVI) Corp.	BizLink Technology SRB D.O.O.	4	1,477,245	11,103	11,103	11,103	-	0.05%	1,477,245	N	N	N	
3	BizLink (BVI) Corp. Limited	BizLink Holding Inc.	3	8,217,315	572,500	-	-	-	0.00%	8,217,315	N	Y	N	
4	EA Cable Assemblies GmbH	BizLink Robotic Solutions Germany GmbH	4	45,269,020	672	672	672	-	0.00%	45,269,020	N	N	N	
4	EA Cable Assemblies GmbH	BizLink Industry Slovakia Spol. s.r.o., BizLink Tailor- Made Cable UK Ltd., BizLink Industry Czech s.r.o.	4	45,269,020	7,980	-	-	-	0.00%	45,269,020	N	N	N	

Number (Note 1)	Party being endorsed/ guaranteed		Relationship with the Endorser/ guarantor (Note 2)	Limit on endorsements/ guarantees provided for a single party (Note 3)	Maximum outstanding endorsement/ guarantee amount during the year ended December 31, 2022 (Note 4)	Outstanding endorsement/ guarantee amount at December 31, 2022 (Note 4)	Actual amount drawn down	Amount of endorsements /guarantees secured with collateral	Ratio of accumulated endorsement/ guarantee amount to net asset value of the Endorser/guarantor company	Ceiling on total amount of endorsements/ guarantees provided (Note 3)	Provision of endorsements/ guarantees by parent company to subsidiary	Provision of endorsements/ guarantees by subsidiary to parent company	Provision of endorsements/ guarantees to the party in Mainland China	Footnote
	Endorser/guarantor	Company name												
4	EA Cable Assemblies GmbH	BizLink Industry Germany GmbH	4	\$ 45,269,020	\$ 491	\$ 491	\$ 491	\$ -	0.00%	\$ 45,269,020	N	N	N	
4	EA Cable Assemblies GmbH	BizLink Holding Inc.	3	45,269,020	8,343,984	8,343,984	8,343,984	4,819,406	37.11%	45,269,020	N	Y	N	Note (15)
5	Speedy Industrial Supplies Pte Ltd.	BizLink Holding Inc.	3	62,658,580	8,343,984	8,343,984	8,343,984	4,713,084	37.11%	62,658,580	N	Y	N	Note (15)
6	BizLink Industry Germany GmbH	BizLink Holding Inc.	3	641,652	74,410	34,936	34,936	1,235,700	0.16%	641,652	N	Y	N	Note (15)
7	BizLink Industry Slovakia Spol. s.r.o.	BizLink Holding Inc.	3	1,796,232	270,309	246,990	246,990	535,817	1.10%	1,796,232	N	Y	N	Note (15)
8	BizLink Special Cables Germany GmbH	BizLink Industry Germany GmbH	4	6,346,446	1,309	1,309	1,309	-	0.01%	6,346,446	N	N	N	
8	BizLink Special Cables Germany GmbH	BizLink Holding Inc.	3	6,346,446	1,241,977	1,241,977	1,241,977	143,085	5.52%	6,346,446	N	Y	N	Note (15)
9	BizLink Special Cables (Changzhou) Co., Ltd.	BizLink Holding Inc.	3	7,946,526	4,485,032	3,796,194	3,796,194	518,139	16.87%	7,946,526	N	Y	N	Note (15)
10	BizLink elocab Ltd.	BizLink Holding Inc.	3	5,676,900	2,882,819	2,882,819	2,882,819	172,609	12.82%	5,676,900	N	Y	N	Note (15)
11	BizLink elocab GmbH	BizLink Holding Inc.	3	2,858,742	191,729	191,729	191,729	97,091	0.85%	2,858,742	N	Y	N	Note (15)

Note 1: The numbers filled in for the loans provided by the Company or subsidiaries are as follows:

(1)The Company is '0'.

(2)The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between the endorser/guarantor and the party being endorsed/guaranteed is classified into the following seven categories; fill in the number of category each case belongs to:

- (1) Having business relationship.
- (2) The endorser/guarantor parent company owns directly and indirectly more than 50% voting shares of the endorsed/guaranteed subsidiary.
- (3) The endorsed/guaranteed company owns directly and indirectly more than 50% voting shares of the endorser/guarantor parent company.
- (4) The endorser/guarantor parent company owns directly and indirectly more than 90% voting shares of the endorsed/guaranteed company.
- (5) Mutual guarantee of the trade made by the endorsed/guaranteed company or joint contractor as required under the construction contract.
- (6) Due to joint venture, all shareholders provide endorsements/guarantees to the endorsed/guaranteed company in proportion to its ownership.
- (7) Joint guarantee of the performance guarantee for pre-sold home sales contract as required under the Consumer Protection Act.

Note 3: The regulation of endorsement guarantee provided by the Company:

- (1) The amount of endorsement provided by the Company for a single enterprise and as whole shall be limited to 150% of the net value of the Company's audited or reviewed consolidated financial statements by independent auditors in the most recent period.
- (2) The amount of endorsement provided by the Company and subsidiaries for a single enterprise and as whole shall be limited to 150% of the net value of the Company's audited or reviewed consolidated financial statements by accountant in the most recent period.
- (3) The endorsement between the companies which the Company directly or indirectly holds 100% of voting right is not limited but shall not exceed 10 times of the net value of the Company's audited or reviewed consolidated financial statements by independent auditors in the most recent period.
- (4) For BizLink Technology Inc., the amount of endorsement provided for a single enterprise shall be limited to 200% of the net value, and the amount of endorsement as whole shall be limited to 200% of the net value.
- (5) For BizLink (BVI) Corp., the amount of endorsement provided for a single enterprise shall be limited to 300% of the net value, and the amount of endorsement as whole shall be limited to 300% of the net value.
- (6) For BizLink (BVI) Corp. Limited, the amount of endorsement provided for a single enterprise shall be limited to 300% of the net value, and the amount of endorsement as whole shall be limited to 300% of the net value.
- (7) For EA Cable Assemblies GmbH, the amount of endorsement provided for a single enterprise shall be limited to 500% of the net value, and the amount of endorsement as whole shall be limited to 500% of the net value.
- (8) For Speedy Industrial Supplies Pte Ltd, the amount of endorsement provided for a single enterprise shall be limited to 500% of the net value, and the amount of endorsement as whole shall be limited to 500% of the net value.
- (9) For BizLink Industry Germany GmbH, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (10) For BizLink Industry Slovakia Spol. s.r.o., the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (11) For BizLink Special Cables Germany GmbH, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (12) For BizLink Special Cables (Changzhou) Co., Ltd., the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (13) For BizLink elocab Ltd, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (14) For BizLink elocab GmbH, the amount of endorsement provided for a single enterprise shall be limited to 600% of the net value, and the amount of endorsement as whole shall be limited to 600% of the net value.
- (15) This is a joint endorsement provided by EA Cable Assemblies GmbH · Speedy Industrial Supplies Pte Ltd · BizLink Industry Germany GmbH · BizLink Industry Slovakia Spol. s.r.o. · BizLink Special Cables Germany GmbH · BizLink Special Cables (Changzhou) Co., Ltd. · BizLink elocab Ltd. and BizLink elocab GmbH to BizLink Holding Inc.

Note 4: The maximum balance for the period and ending balance are presented in New Taiwan dollars. Foreign currencies are converted into New Taiwan dollars; the exchange rate was US\$1=NT\$30.71; MYR1=NT\$6.959, RMB1=NT\$4.408 and EUR1=NT\$32.72 as of December 31, 2022.

## Publication and Issuance Status of the Fifth Overseas Convertible Bond

### 1. Issuance Conditions and Relevant Information

Total Amounts Of Issuance:	US\$ 150,000 thousand
Bonds Categorization, per Denomination:	Unsecured Convertible Bonds, US\$ 200,000.
Issue price:	100% of the face value.
Date Of Issuance:	January 30, 2023
Date Of Maturity:	5 years, from January 30, 2023 to January 30, 2028.
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 30, 2028 for 127.23% of the bonds' original face value.
Conversion Price:	The conversion price of the bonds is NT\$ 288.65 per share. (Conversion rate applied was US\$: NT\$ = 1: 30.341).
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 9.16%. 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

Projects	Estimated Planned Completion Date	Total Capital Required		Expansion Plans			
				2022			
				Q1	Q2	Q3	Q4
Overseas purchases	Forth quarter of 2023	USD	200,000	55,000	55,000	55,000	35,000
		NT	6,400,000	1,715,000	1,715,000	1,715,000	1,120,000

### 3. Financing Plans and Execution Status

Unit: NT\$ Thousand

Plan(s)	Status of Implementation		As of March 31, 2023		Reasons for Any Deviations from the Planned Schedule and Improvement Action
			USD	NT	
Repayment of borrowings	Amount drawn	Projection	55,000	1,760,000	The progress of fund utilization was slightly lower than expected, mainly due to the fact that the completion of fundraising was later than expected and coincided with the annual holiday period.
		Actual	26,456	846,592	
	Implementation (%)	Projection	27.50%		
		Actual	13.23%		



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

After amendment	Before amendment	Note
<p>Article 17 A corporate shareholder having controlling power over a TWSE/TPEX listed company shall comply with the following provisions:</p> <ol style="list-style-type: none"> <li>1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.</li> <li>2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.</li> <li>3. It shall comply with relevant laws, regulations and the articles of incorporation of the company in nominating directors or supervisors and shall not act beyond the</li> </ol>	<p>Article 17 A corporate shareholder having controlling power over a TWSE/TPEX listed company shall comply with the following provisions:</p> <ol style="list-style-type: none"> <li>1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.</li> <li>2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.</li> <li>3. It shall comply with relevant laws, regulations and the articles of incorporation of the company in nominating directors or supervisors and shall not act beyond the</li> </ol>	<p>After becoming a director, its representative elected as without justifiable reason shall not be reassigned arbitrarily, and The successor must meet the requirements of the company president the specifications required for future development, to ensure board policy promotes Persistent.</p>

<p>authority granted by the shareholders meeting or board meeting.</p> <ol style="list-style-type: none"><li>4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.</li><li>5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.</li><li>6. <u>The representative that is designated when a corporate shareholder has been elected as a director or supervisor shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.</u></li></ol>	<p>authority granted by the shareholders meeting or board meeting.</p> <ol style="list-style-type: none"><li>4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.</li><li>5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.</li></ol>	
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## INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Bizlink Holding Inc.

### ***Opinion***

We have audited the accompanying consolidated balance sheet of Bizlink Holding Inc. and its subsidiaries (the "Group") as at December 31, 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

### ***Basis for opinion***

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants 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 Group's 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2022 consolidated financial statements of the current period are stated as follows:

### **Business combination**

#### Description

In January 2022, the Group acquired 100% of the shareholdings of industrial application business of a German company, LEONI, totaling 13 subsidiaries (INBG) for EU\$313,996 thousand. Please refer to Note 4(36) for accounting policy on business combination, and Note 6(35) for details of business combination.

The Group engaged an independent appraisal expert to perform the purchase price allocation. As the amount of this acquisition is material and the fair value allocation of related assets and liabilities required management's assessment and judgement, thus, we considered the business combination transaction as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures for the above key audit matter:

- A. Obtained an understanding of and assessed whether the business combination process is in accordance with the Group's internal control policy.
- B. Reviewed the method to assess the fair value of assets acquired and liabilities assumed as indicated in the price allocation reports prepared by the appraisal expert engaged by the Group, the key assumptions used in the cash flow projections of identifiable intangible assets, and the reasonableness of the valuation models and calculation formulas. Our procedures also included the following:

- (a) Assessed the reasonableness of identified intangible assets and the remaining useful lives;
- (b) Reviewed the appropriateness of the valuation model and primarily parameters, such as operating margin, royalty ratio, discount rates and the comparative targets in the market.

## **Recognition of sales revenue**

### Description

Please refer to Note 4(34) for the accounting policies on the recognition of sales revenue.

The Group not only acquired INBG (industrial application segment) in January, 2022, but also benefited from an increase of customer's order requirements. The Group had a significant growth in its revenue for the year ended December 31, 2022, particularly from revenues generated through computing and transportation segment. Thus, we considered the recognition of revenues from computing and transportation and industrial application segment as one of the key audit matters.

### How our audit addressed the matter

We performed the following audit procedures for the above key audit matter:

- A. Obtained an understanding of and assessed the internal controls in relation to sales revenue and validated the operating effectiveness.
- B. Sampled and tested sales revenue transactions and verified supporting documents to ensure the appropriateness of revenue recognition.
- C. Inspected relevant evidences to confirm whether there are any unusual or significant sales returns and discounts occurring subsequent to the reporting period.
- D. Performed accounts receivable confirmation procedures on significant customers.

## **Valuation of inventories**

### Description

Please refer to Note 4(14) for the accounting policies of inventories, Note 5 for the uncertainty of accounting estimations and assumptions for the valuation of inventories, and Note 6(8) for the details of inventories.

The Group is mainly engaged in providing solutions for the application of connecting wiring harness, and the products were applied to various electronic technology areas. Related productions and sales are affected by the environment and industrial characteristics and have significant fluctuation. As the Group's inventory balance is significant, the inventory items are numerous, and accounting estimates are subject to management's judgement, we considered the valuation of inventories as one of the key audit matters.

#### How our audit addressed the matter

We performed the following audit procedures for the above key audit matter:

- A. Understood the policy on allowance for inventory valuation loss to assess the reasonableness of application.
- B. Obtained the net realizable value report of various inventories to verify whether the calculation logic was used consistently and tested the reference data of the estimated net realizable value of the inventory, including checking the supporting documents such as sales prices and purchase prices, and recalculated and evaluated the rationality of the allowance for inventory valuation losses.
- C. Obtained the inventory aging report and understood the system logic in calculating the ageing of inventories, sampled and verified the relevant supporting documents of the inventory change date and verified whether the aging range of the inventory was correctly classified.

#### ***Other matter – Reference to the audit of other auditors***

The financial statements of the Group as at and for the year ended December 31, 2021 were audited by other auditors who expressed an unqualified opinion on those statements dated March 31, 2022.

#### ***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 ~6~ Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, 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 Standards on Auditing of 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 Standards of Auditing of the Republic of China, we exercise professional judgment and 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 appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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



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

Liang, Hua-Ling  
For and on behalf of PricewaterhouseCoopers, Taiwan  
March 30, 2023

Lin, Tzu-Shu

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**BIZLINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2022 AND 2021**  
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 8,497,568	16	\$ 3,209,592	13
1110	Financial assets at fair value through profit or loss - current	6(2)	23,593	-	77,605	-
1136	Financial assets at amortized cost - current	6(4) and 8	393,357	1	190,569	1
1139	Financial assets for hedging - current	6(5)	6,185	-	4,163	-
1150	Notes receivable, net	6(6)	10,854	-	10,991	-
1170	Accounts receivable, net	6(6)	10,060,143	19	7,005,579	27
1200	Other receivables	6(7)	573,146	1	558,772	2
1220	Current tax assets		98,216	-	34,943	-
130X	Inventories	6(8)	12,323,217	23	6,378,838	25
1410	Prepayments		594,559	1	367,273	2
1470	Other current assets		13,539	-	716	-
11XX	<b>Total current assets</b>		<u>32,594,378</u>	<u>61</u>	<u>17,839,041</u>	<u>70</u>
<b>Non-current assets</b>						
1510	Financial assets at fair value through profit or loss - non-current	6(2)	147,295	-	89,320	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	345,671	1	281,242	1
1535	Financial assets at amortized cost - non-current	6(4) and 8	10,198	-	10,559	-
1550	Investments accounted for under equity method	6(9)	29,499	-	51,217	-
1600	Property, plant and equipment	6(10) and 8	10,300,936	19	3,864,308	15
1755	Right-of-use assets	6(11)	1,737,014	3	1,194,123	5
1760	Investment property, net	6(12) and 8	421,380	1	183,211	1
1780	Intangible assets	6(13)	6,801,888	13	1,519,211	6
1840	Deferred tax assets	6(33)	637,188	1	294,050	1
1900	Other non-current assets	6(14)	420,795	1	246,199	1
15XX	<b>Total non-current assets</b>		<u>20,851,864</u>	<u>39</u>	<u>7,733,440</u>	<u>30</u>
1XXX	<b>Total assets</b>		<u>\$ 53,446,242</u>	<u>100</u>	<u>\$ 25,572,481</u>	<u>100</u>

(Continued)

**IGLINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2022 AND 2021**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
<b>Current liabilities</b>						
2100	Short-term borrowings	6(15)	\$ 748,542	1	\$ 827,652	3
2120	Financial liabilities at fair value through profit or loss - current	6(2)	66,989	-	288	-
2126	Financial liabilities for hedging - current	6(5)	-	-	709	-
2130	Contract liabilities - current	6(27)	156,324	-	29,494	-
2150	Notes payable		327,930	1	376,944	2
2170	Accounts payable		5,547,952	10	4,492,550	18
2200	Other payables	6(16)	3,004,797	6	1,571,126	6
2220	Other payables - related parties	7	181	-	261	-
2230	Current tax liabilities		840,548	2	192,974	1
2250	Provisions for liabilities - current	6(18)	126,724	-	-	-
2280	Lease liabilities - current	6(11)	385,379	1	300,155	1
2320	Long-term liabilities, current portion	6(17)(18)	2,477,952	5	1,362,961	5
2399	Other current liabilities, others		89,153	-	4,471	-
21XX	<b>Total current liabilities</b>		<u>13,772,471</u>	<u>26</u>	<u>9,159,185</u>	<u>26</u>
<b>Non-current liabilities</b>						
2530	Bonds payable	6(17)	3,728,371	7	-	-
2540	Long-term borrowings	6(18)	10,283,657	19	314,664	1
2570	Deferred tax liabilities	6(33)	1,112,219	2	42,464	-
2580	Lease liabilities - non-current	6(11)	1,085,809	2	743,193	3
2640	Net defined benefit liability - non-current	6(20)	675,178	1	10,852	-
2670	Other non-current liabilities, others		285,113	1	151,981	1
25XX	<b>Total non-current liabilities</b>		<u>17,169,347</u>	<u>32</u>	<u>1,263,154</u>	<u>5</u>
2XXX	<b>Total liabilities</b>		<u>30,942,318</u>	<u>58</u>	<u>10,422,339</u>	<u>41</u>
<b>Share capital</b>						
3110	Common stock	6(22)	1,564,463	3	1,374,573	5
<b>Capital surplus</b>						
3200	Capital surplus	6(23)	13,111,468	24	8,847,327	35
<b>Retained earnings</b>						
3310	Legal reserve	6(24)	1,223,401	2	1,015,975	4
3320	Special reserve		1,471,201	3	831,267	3
3350	Unappropriated earnings		6,403,030	12	4,526,643	18
<b>Other equity interest</b>						
3400	Other equity interest	6(25)	( 1,288,521)	( 2)	( 1,471,300)	( 6)
31XX	<b>Total equity attributable to owners of parent</b>		<u>22,485,042</u>	<u>42</u>	<u>15,124,585</u>	<u>59</u>
36XX	<b>Non-controlling interests</b>	6(26)	<u>18,982</u>	<u>-</u>	<u>25,557</u>	<u>-</u>
3XXX	<b>Total equity</b>		<u>22,504,024</u>	<u>42</u>	<u>15,150,142</u>	<u>59</u>
<b>Significant contingent liabilities and unrecognized contract commitments</b>						
Significant events after the balance sheet date						
3X2X	<b>Total liabilities and equity</b>		<u>\$ 53,446,342</u>	<u>100</u>	<u>\$ 25,572,481</u>	<u>100</u>

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

**BEZLINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2022 AND 2021**

(Expressed in thousands of New Taiwan dollars, except earnings per share amount)

Items	Notes	Year ended December 31				
		2022		2021		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(27)	\$ 53,757,171	100	\$ 28,564,375	100
5000	Operating costs	6(3)(32)	( 39,969,688)	( 75)	( 21,934,903)	( 77)
5900	Gross profit		13,787,483	25	6,629,472	23
	Operating expenses	6(32)				
6100	Selling expenses		( 2,837,188)	( 5)	( 1,132,889)	( 4)
6200	General and administrative expenses		( 3,945,515)	( 7)	( 1,958,702)	( 7)
6300	Research and development expenses		( 1,384,227)	( 3)	( 862,521)	( 3)
6450	Expected credit impairment loss	12(2)	( 74,078)	-	( 16,959)	-
6900	Total operating expenses		( 8,241,008)	( 15)	( 3,971,071)	( 14)
6900	Operating profit		5,546,475	10	2,658,401	9
	Non-operating income and expenses					
7100	Interest income	6(28)	62,366	-	32,099	-
7010	Other income	6(29)	175,906	1	150,812	-
7020	Other gains and losses	6(30)	33,038	-	( 79,092)	-
7050	Finance costs	6(31)	( 511,835)	( 1)	( 97,417)	-
7060	Share of profit/(loss) of associates and joint ventures accounted for under equity method		( 13,187)	-	( 23,408)	-
7900	Total non-operating income and expenses		( 253,812)	-	( 17,006)	-
7900	Profit before income tax		5,292,663	10	2,641,395	9
7950	Income tax expense	6(33)	( 1,461,681)	( 3)	( 619,423)	( 2)
8200	Profit for the year		\$ 3,830,982	7	\$ 2,021,972	7

(Continued)

**DELIINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2022 AND 2021**

(Expressed in thousands of New Taiwan dollars, except earnings per share amount)

Items	Notes	Year ended December 31				
		2022		2021		
		AMOUNT	%	AMOUNT	%	
<b>Other comprehensive income (loss)</b>						
<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>						
8311	Gains (losses) on remeasurements of defined benefit plans	6(20)	\$ 379,440	1	(\$ 165)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(25)	( 47,233)	-	( 40,607)	-
8317	Gains (losses) on hedging instrument that will not be reclassified to profit or loss	6(25)	( 90,350)	-	39,133	-
8341	Exchange differences on translation to presentation currency		1,953,873	3	( 494,872)	( 2)
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(33)	( 109,463)	-	1,896	-
8310	Components of other comprehensive income (loss) that will not be reclassified to profit or loss		<u>2,086,267</u>	<u>4</u>	<u>( 494,615)</u>	<u>( 2)</u>
<b>Components of other comprehensive income (loss) that will be reclassified to profit or loss</b>						
8361	Exchange differences on translation		( 1,724,824)	( 3)	( 99,499)	-
8360	Components of other comprehensive loss that will be reclassified to profit or loss		<u>( 1,724,824)</u>	<u>( 3)</u>	<u>( 99,499)</u>	<u>-</u>
8300	<b>Other comprehensive income (loss)</b>		<u>\$ 361,443</u>	<u>1</u>	<u>(\$ 594,114)</u>	<u>( 2)</u>
8500	<b>Total comprehensive income for the year</b>		<u>\$ 4,192,425</u>	<u>8</u>	<u>\$ 1,427,828</u>	<u>5</u>
Profit (loss), attributable to:						
8610	Owners of parent		\$ 3,838,380	7	\$ 2,036,138	7
8620	Non-controlling interests		( 7,398)	-	( 14,166)	-
			<u>\$ 3,830,982</u>	<u>7</u>	<u>\$ 2,021,972</u>	<u>7</u>
Comprehensive income (loss) attributable to:						
8710	Owners of parent		\$ 4,199,000	8	\$ 1,442,485	5
8720	Non-controlling interests		( 6,575)	-	( 14,627)	-
			<u>\$ 4,192,425</u>	<u>8</u>	<u>\$ 1,427,828</u>	<u>5</u>
<b>Basic earnings per share</b>						
9750	Basic earnings per share	6(34)	\$	25.02	\$	15.22
<b>Diluted earnings per share</b>						
9850	Diluted earnings per share	6(34)	\$	23.28	\$	14.45

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

**BIZLINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**YEARS ENDED DECEMBER 31, 2022 AND 2021**  
(Expressed in thousands of New Taiwan dollars)

Notes	Equity attributable to owners of the parent											
	Retained earnings					Other equity interest					Non-controlling interests	Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated Earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Gains (losses) on hedging instruments	Total			
<b>2021</b>												
Balance at January 1, 2021	\$ 1,305,694	\$ 7,342,311	\$ 811,469	\$ 967,925	\$ 3,641,209	(\$ 866,378)	\$ 26,194	\$ 8,917	\$ 13,237,341	\$ 40,184	\$ 13,277,525	
Profit (loss) for the year	-	-	-	-	2,036,138	-	-	-	2,036,138	( 14,166 )	2,021,972	
Other comprehensive income (loss)	-	-	-	-	( 132 )	( 593,910 )	( 40,607 )	40,996	( 593,653 )	( 461 )	( 594,114 )	
Total comprehensive income (loss) for the year	-	-	-	-	2,036,006	( 593,910 )	( 40,607 )	40,996	1,442,485	( 14,627 )	1,427,858	
Appropriation and distribution of retained earnings for the year ended December 31, 2020:												
Legal reserve appropriated	-	-	204,506	-	( 204,506 )	-	-	-	-	-	-	
Reversal of special reserve	-	-	-	( 136,658 )	136,658	-	-	-	-	-	-	
Cash dividends	-	-	-	-	( 1,082,724 )	-	-	-	( 1,082,724 )	-	( 1,082,724 )	
Conversion of convertible bonds	68,879	1,483,363	-	-	-	-	-	-	1,552,242	-	1,552,242	
Changes in associates and joint ventures accounted for under equity method	-	7,887	-	-	-	-	-	-	7,887	-	7,887	
Compensation costs recognized for employee share options	-	13,766	-	-	-	-	-	-	13,766	-	13,766	
Basis adjustment of gains (losses) on hedging instrument	-	-	-	-	-	-	-	( 46,412 )	( 46,412 )	-	( 46,412 )	
Balance at December 31, 2021	\$ 1,374,573	\$ 8,847,327	\$ 1,015,975	\$ 831,267	\$ 4,526,643	(\$ 1,460,288)	(\$ 14,413)	\$ 3,501	\$ 15,124,585	\$ 25,557	\$ 15,150,142	
<b>2022</b>												
Balance at January 1, 2022	\$ 1,374,573	\$ 8,847,327	\$ 1,015,975	\$ 831,267	\$ 4,526,643	(\$ 1,460,288)	(\$ 14,413)	\$ 3,501	\$ 15,124,585	\$ 25,557	\$ 15,150,142	
Profit (loss) for the year	-	-	-	-	3,838,380	-	-	-	3,838,380	( 7,398 )	3,830,982	
Other comprehensive income (loss)	-	-	-	-	271,016	228,226	( 47,233 )	( 91,389 )	360,620	823	361,443	
Total comprehensive income (loss) for the year	-	-	-	-	4,109,396	228,226	( 47,233 )	( 91,389 )	4,199,000	( 6,575 )	4,192,425	
Appropriation and distribution of retained earnings for the year ended December 31, 2021:												
Legal reserve appropriated	-	-	207,426	-	( 207,426 )	-	-	-	-	-	-	
Special reserve appropriated	-	-	-	639,934	( 639,934 )	-	-	-	-	-	-	
Cash dividends	-	-	-	-	( 1,385,649 )	-	-	-	( 1,385,649 )	-	( 1,385,649 )	
Capital increase in cash	120,000	2,760,000	-	-	-	-	-	-	2,880,000	-	2,880,000	
Issuance of convertible bonds	-	29,944	-	-	-	-	-	-	29,944	-	29,944	
Conversion of convertible bonds	68,065	1,439,763	-	-	-	-	-	-	1,507,828	-	1,507,828	
Redemption of convertible bonds	-	( 543 )	-	-	-	-	-	-	( 543 )	-	( 543 )	
Recognition of employee share options	1,825	25,804	-	-	-	-	-	-	27,629	-	27,629	
Compensation costs recognized for employee share options	-	9,173	-	-	-	-	-	-	9,173	-	9,173	
Basis adjustment of gains (losses) on hedging instrument	-	-	-	-	-	-	-	93,075	93,075	-	93,075	
Balance at December 31, 2022	\$ 1,564,463	\$ 13,111,468	\$ 1,223,401	\$ 1,471,201	\$ 6,405,030	(\$ 1,232,062)	(\$ 61,646)	\$ 5,187	\$ 22,465,042	\$ 18,982	\$ 22,504,024	

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

**BIZLINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2022 AND 2021**  
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 5,292,663	\$ 2,641,395
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(32)	1,481,164	770,247
Amortization expense	6(32)	406,909	165,962
Expected credit impairment loss	12(2)	74,078	16,959
Net loss (gain) on financial assets/liabilities at fair value through profit or loss	6(2)(30)	194,707	( 96,237 )
Interest expense	6(31)	481,144	97,417
Interest income	6(28)	( 62,266 )	( 32,099 )
Dividends income		-	( 11,070 )
Share of (loss)/profit of associates and joint ventures accounted for under equity method		13,187	23,408
Impairment of investments accounted for under equity method	6(9)(30)	11,767	25,096
(Gains) losses on disposals of property, plant and equipment	6(30)	( 42,045 )	4,739
Impairment loss on property, plant and equipment	6(30)	72,239	69,728
Gains on disposals of investment property	6(30)	( 27,857 )	-
Losses on disposals of intangible assets	6(30)	418	-
Gains on lease modification	6(30)	( 5,577 )	-
Share-based payment	6(21)	9,173	13,766
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets mandatorily measured at fair value through profit or loss		99,074	3,224
Notes receivable		137	( 4,269 )
Accounts receivable		( 1,249,787 )	( 1,807,967 )
Other receivables		1,126,040	( 474,649 )
Inventories		( 2,155,363 )	( 1,895,647 )
Prepayments		109,429	( 62,012 )
Other current assets		( 12,334 )	1,444
Changes in operating liabilities			
Financial liabilities held for trading		( 256,283 )	( 13,991 )
Contract liabilities		8,746	14,517
Notes payable		( 49,014 )	116,525
Accounts payable		( 802,438 )	1,100,226
Accounts payable to related parties		-	( 5 )
Other payables		( 471,333 )	284,770
Other payables to related parties		( 80 )	48
Provisions		9,522	-
Other current liabilities		80,943	1,231
Other non-current liabilities		( 104,598 )	30,169
Cash inflow generated from operations		4,232,365	982,925
Interest received		62,266	32,099
Interest paid		( 415,934 )	( 46,630 )
Income taxes paid		( 1,099,279 )	( 603,429 )
Net cash flows from operating activities		<u>2,779,418</u>	<u>364,965</u>

(Continued)

**BIZLINK HOLDING INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2022 AND 2021**  
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2022	2021
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>			
Acquisition of financial assets at fair value through other comprehensive income		(\$ 51,237 )	(\$ 20,000 )
Acquisition of financial assets at amortized cost		( 211,950 )	( 96,051 )
Proceeds from disposal of financial assets at amortized cost		29,445	66,173
Acquisition of property, plant and equipment	6(36)	( 1,350,475 )	( 1,244,650 )
Proceeds from disposal of property, plant and equipment		114,787	6,430
Acquisition of right-of-use assets		( 158,490 )	-
Acquisition of investment property	6(12)	( 275,959 )	-
Proceeds from disposal of investment properties		69,927	-
Acquisition of intangible assets	6(13)	( 43,701 )	( 39,952 )
Proceeds from disposal of intangible assets		1,504	-
Increase in refundable deposits		( 34,223 )	( 68,939 )
Decrease in refundable deposits		10,916	23,691
Increase in prepayments for business facilities		( 169,165 )	( 113,253 )
Decrease in other non-current assets		18,560	-
Net cash flow from acquisition of subsidiaries	6(35)	( 9,038,361 )	-
Dividends received		-	11,070
Net cash flows used in investing activities		<u>( 11,088,432 )</u>	<u>( 1,475,481 )</u>
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>			
Decrease in other payables		( 2,412,356 )	-
Increase in short-term loans	6(37)	6,332,989	584,341
Decrease in short-term loans	6(37)	( 6,431,131 )	-
Proceeds from long-term debt	6(37)	12,078,209	112,036
Repayments of long-term debt	6(37)	( 58,848 )	( 170,926 )
(Decrease) increase in guarantee deposits received		( 4,513 )	10,560
Repayments of principal of lease liabilities	6(37)	( 572,741 )	( 286,118 )
Capital increase in cash	6(22)	2,880,000	-
Proceeds from issuance of convertible bonds	6(37)	3,426,445	-
Redemption of convertible bonds	6(37)	( 19,096 )	-
Employee stock options exercised		27,629	-
Cash dividends paid	6(24)	( 1,385,649 )	( 1,082,724 )
Net cash flows from (used in) financing activities		<u>13,860,938</u>	<u>( 832,831 )</u>
Effects due to changes in exchange rate		<u>( 263,958 )</u>	<u>( 207,064 )</u>
Net increase (decrease) in cash and cash equivalents		5,287,976	( 2,150,411 )
Cash and cash equivalents at beginning of year		<u>3,209,592</u>	<u>5,360,003</u>
Cash and cash equivalents at end of year		<u>\$ 8,497,568</u>	<u>\$ 3,209,592</u>

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



BIZLINK HOLDING INC. 2022 Earnings Distribution		
Item	Amount (US\$)	Amount (NT\$)
Beginning unappropriated earnings	70,800,040	2,293,632,168
Net income	128,786,566	3,838,379,585
Remeasurements of defined benefit plans in retained earnings	9,095,846	271,016,372
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	137,882,412	4,109,395,957
Legal reserve (10%)	13,788,242	410,939,596
Special reserves	6,015,156	182,680,279
Distributable net profit	200,909,366	6,174,768,808
Distribution		
Cash dividend – US\$0.3297231 per share	51,513,421	1,564,462,609
Stock dividend – NT\$0.1 per share	515,134	15,644,620
Ending unappropriated earnings	148,880,810	4,594,661,580
<p>1. The earning appropriation is based on the total 156,446,260 outstanding shares as of February 28, 2023 and includes a cash dividend of US\$ 0.3297231 (or NT\$ 10) in cash and a stock dividend of NT\$ 0.1. 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 27, 2023. 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 27, 2023. 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  
General Manager Chien-Hua Teng  
Group Accounting VP Charles Tsai

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

Amended Article	Current Article	Description
<b>Cover</b>		
(as adopted by a Special Resolution dated as of June 27,2023)	(as adopted by a Special Resolution dated as of June 23,2022)	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.
<b>Outlines</b>		
(as adopted by a Special Resolution dated as of June 27,2023)	(as adopted by a Special Resolution dated as of June 23,2022)	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.
<b>Article of Incorporation</b>		
(as adopted by a Special Resolution dated as of June 27,2023)	(as adopted by a Special Resolution dated as of June 23,2022)	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.
17.4 The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be	17.4 The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be	Revised in accordance with the "Checklist for the Protection of Shareholders' Rights and Interests in the Country of Registration of Foreign Issuers (Version 20220311).

<p>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. <u>If the Company has more than NT\$10 billion dollars paid-in capital on the end of the most recent accounting period, or the shareholding percentages of the foreign investors and the People's Republic of China investors has exceeded 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the above electronic files thirty days prior to any annual general meeting.</u></p>	<p>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.</p>	
<p>22.1 In the event any of the following resolutions is adopted at general meetings, any Member <u>(the "Dissenting Member")</u> who has expressed his/her/its objection therefor in writing or verbally with a record before or during the general meeting, and has <u>voted against or abstained from voting</u> may request the Company to buy back all of his/her Shares at the then prevailing fair price. <u>The shares that have been abstained from voting by the Dissenting Member in accordance with the foregoing shall not be counted in the number of</u></p>	<p>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 <u>forfeited his/her/its voting right</u> 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</p>	<p>According to the current "Checklist for the Protection of Shareholders' Rights and Interests in the Country of Registration of Foreign Issuers (Version 20230106) (hereinafter referred to as the "Checklist for the Protection of Shareholders' Rights and Interests") order.</p>

<p><u>votes casted by the Member at a general meeting:</u></p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(d) Spin-Off (other than a Short-form Spin-off);</p> <p>(e) Merger (other than a Short-form Merger);</p> <p>(f) Acquisition; or</p> <p>(g) Share Exchange (other than a Short-form Share Exchange).</p>	<p>the Company's business to other or the regular joint operation of the Company with others;</p> <p>(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;</p> <p>(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;</p> <p>(d) Spin-Off (other than a Short-form Spin-off);</p> <p>(e) Merger (other than a Short-form Merger);</p> <p>(f) Acquisition; or</p> <p>(g) Share Exchange (other than a Short-form Share Exchange).</p>	
<p>22.3 Subject to the Statute, the request by a Dissenting Member 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</p>	<p>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</p>	<p>According to the revision of the Checklist for the Protection of Shareholders' Rights and Interests.</p>

<p>the Company has reached an agreement in regard to the purchase price with the Dissenting Member in regard to the Shares of such Dissenting 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 Dissenting 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.</p>	<p>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.</p>	
<p>30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose</p>	<p>30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose</p>	<p>According to the revision of the Checklist for the Protection of Shareholders' Rights and Interests.</p>

<p>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&amp;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 <u>Director's personal interest and the reason(s) that such Director votes for or against</u> for the approval or objection to the proposed resolution. <u>The Company shall expressly set out the material information of a Director's personal interest and the reason(s) that such Director votes for or against the relevant resolution in the notice of the general meeting; the information thereof may be placed on the website</u></p>	<p>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&amp;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 <u>director's personal interest and the reason(s) for the approval or objection to</u> the proposed resolution.</p>	
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<u>designated by the R.O.C. competent authorities for securities or by the Company, and such website address shall be indicated in the notice.</u>		
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**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 23, 2022)**



**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 23, 2022)

- 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., P.O. Box 61, 3rd Floor Harbour Centre, North Church Street, Grand Cayman, KY1-1102, Cayman Islands, 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 Act (As Revised) 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 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.
- 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.

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**THE COMPANIES ACT (AS REVISED)  
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:

<b>"Acquisition"</b>	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.
<b>"Applicable Public Company Rules"</b>	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.
<b>"Annual Net Income"</b>	means the audited annual net profit of the Company in respect of the applicable year.
<b>"Articles"</b>	means these articles of association of the Company.
<b>"Company"</b>	means the above named company.
<b>"Directors"</b>	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).
<b>"Dividend"</b>	includes an interim dividend.

<b>"Electronic Record"</b>	has the same meaning as in the Electronic Transactions Act.
<b>"Electronic Transactions Act"</b>	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
<b>"FSC"</b>	means the Financial Supervisory Commission of the R.O.C.
<b>"Independent Directors"</b>	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.
<b>"Market Observation Post System"</b>	means the internet information reporting system designated by the FSC.
<b>"M&amp;A"</b>	means Merger, Acquisition and Spin-off.
<b>"Member"</b>	has the same meaning as in the Statute.
<b>"Memorandum"</b>	means the memorandum of association of the Company.
<b>"Merger"</b>	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.
<b>"Short-form Merger"</b>	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.
<b>"Non TWSE-Listed or TPEX-Listed Company"</b>	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.
<b>"Ordinary Resolution"</b>	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.
<b>"Private Placement"</b>	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.
<b>"Register of Members"</b>	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
<b>"Registered Office"</b>	means the registered office for the time being of the Company.
<b>"R.O.C."</b>	means the Republic of China.
<b>"Seal"</b>	means the common seal of the Company and includes every duplicate seal.
<b>"Share" and "Shares"</b>	means a share or shares in the Company and includes a fraction of a share.
<b>"Share Certificate" and "Share Certificates"</b>	means a certificate or certificates representing a Share or Shares.
<b>"Share Exchange"</b>	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.
<b>"Short-form Share Exchange"</b>	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.
<b>"Solicitor"</b>	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.
<b>"Special Resolution"</b>	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.

<b>“Spin-off”</b>	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.
<b>"Short-form Spin-off"</b>	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.
<b>"Statute"</b>	means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
<b>“Subsidiary” and “Subsidiaries”</b>	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.
<b>“Supermajority Resolution”</b>	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.
<b>“TDCC”</b>	means the Taiwan Depository & Clearing Corporation.

<b>“Treasury Shares”</b>	means a Share held in the name of the Company as a treasury share in accordance with the Statute.
<b>“TWSE”</b>	means the Taiwan Stock Exchange Corporation.
<b>“Video Communication Facilities”</b>	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.
<b>“Virtual Meeting”</b>	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.

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) Sections 8 and 19(3) of the Electronic Transactions Act 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 alias*, 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, or by Virtual Meeting or in any manner prescribed by the Applicable Public Company Rules, 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). 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.

- 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 ( Delete this article )

## **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, the manner in which the meeting shall be held, the general nature of the business and other relevant matters, 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 shall permit that the voting power of a Member at such general meeting to be exercised by way of a written ballot or by way of an electronic transmission as one of the methods of exercising voting power.. 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 two (2) 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 1% to 5% of its annual profits as bonus to employees of the Company and set side 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.

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## Rules of Procedure for Shareholders' Meetings Before amendment version

## Article 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.

## Article 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.

## 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.

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. 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. 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. 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:

I When a physical Shareholders' Meeting is convened such materials shall be distributed on-site at the Shareholders' Meeting.

II When a physical Shareholders' Meeting is convened, supplemented by a video 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.

III When a Shareholders' Meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform.

#### Article 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.

#### Article 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.

#### Article 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.

#### Article 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.

#### Article 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.

#### Article 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.

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.

#### 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.

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.

#### Article 11

The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted

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.

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.



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.

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.

#### Article 11-1

When the Company convenes the Shareholders' Meeting by video conference, the information below shall be stated in the meeting notice.

I Shareholders' methods of participating in the video conference and exercising their rights.

II 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:

(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.

(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.

(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.

(IV) The handling method in the event that the resolution results of all motions have been announced while extempore motions have not been resolved.

III When a Shareholders' Meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

#### Article 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.

#### Article 13

The Company may appoint its attorneys, certified public accountants or related persons retained by it to attend a shareholders' meeting.

#### Article 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.

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.

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. If a Shareholders' Meeting is convened by video conference, the Company is advised to

make an audio and video recording of the back-end interface of the video conference platform.

#### 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.

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.

However, the 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.

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 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.

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.

#### Article 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.

#### Article 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.

#### Article 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.

#### Article 19

The chairperson may respond in person or direct relevant personnel to respond after an attending shareholder has spoken.

#### Article 20

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 apply.

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.

#### Article 21

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.

#### 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.

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.

After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the Shareholders' Meeting in person or by video conference 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.

#### Article 23

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.

#### Article 24

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.

#### Article 25

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.

When a Shareholders' Meeting is convened by video conference after the chair declares the voting closed, the votes shall be counted at one go, and the voting and election results shall be announced.

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.

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.

#### 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.

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.

#### 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.

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.

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.

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.

#### Article 28

The Company shall, on the day of the Shareholders' Meeting, compile a statistical 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

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.

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.

#### 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.

#### 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.

#### 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 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.

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.

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 shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.

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.

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.

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.

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.

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.

#### Article 32

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.

#### Article 33

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.

#### Article 34

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.

#### Article 35

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 29, 2023

Title	Name	Elected date	Current holdings	
			Shares	%
Director	Hwa-Tse Liang	2021/07/05	857,649	0.56%
Director	Inru, Kuo	2021/07/05	2,410,629	1.54%
Director	Chien-Hua Teng	2021/07/05	1,382,154	0.88%
Director	Yann-Chiu Wang	2021/07/05	132,331	0.08%
Independent Director	Jr-Wen Huang	2021/07/05	0	0.00%
Independent Director	Chia -Jiun Cherng	2021/07/05	0	0.00%
Independent Director	Lin, Chien-Cheng	2022/06/23	0	0.00%
Total numbers of shares held by all directors (excluding independent directors)			4,807,763	3.07%

- I. As of the book closure date for the current general shareholders' meeting, April 29, 2023, the Company had a total paid in capital of NT\$1,565,772,600 with 156,577,260 shares issued.
- II. IT's according to the "Public Issuance Company Directors, Supervisors Shareholding Ratio and Inspection Implementation Rules" calculation that the current directors of the company shall hold a minimum number of shares of 9,394,635 shares.
- III. The number of shares held by all directors plus the number of trust shares reserved to exercise decision-making power is 13,761,672 shares. The statute of limitations has been reached.