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第一化成控股（開曼）股份有限公司
IKKA HOLDINGS(CAYMAN) LIMITED

2026 General Shareholders' Meeting

Meeting Handbook

June 26,2026

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II. Meeting Agenda

IKKA HOLDINGS (CAYMAN) LIMITED
第一化成控股（開曼）股份有限公司

2026Annual Shareholders Meeting Agenda

Date: Monday, 10:00 am on June 26, 2026
Venue: 15F., No. 99, Fuxing N. Rd., Songshan Dist., Taipei City

1. Chairman's Report Attendance/Commencement of the Meeting

2. Chairman’s Report

3. Matters to Report

(i) 2025 operation and business report.
(ii) 2025 audit committee’s audit report.
(iii) 2025 remuneration to directors and employees.
(iv) The Company’s earnings distribution for year 2025.
(v) Amendment to the report on the ‘Code of Practice for Sustainable Development’.

4. Matters for Recognition

(i) The Company’s operational and business report and consolidated financial statements for year 2025.
(ii) The Company’s earnings distribution table for year 2025.

5. Discussion Items

(i) Amendments to the "Articles of Incorporation" report.
(ii) Amendment to the ‘Procedures for the Acquisition or Disposal of Assets’.
(iii) Proposal to amend the ‘Rules of Procedure for Shareholders’ Meetings’.

6. Election matters

Proposal to elect six directors and three independent directors for the fourth term.

7. Any other business

Proposal to lift the non-competition restrictions on the directors of the fourth term and their representatives.

8. Ad Hoc Motions

9. Meeting Adjournment

III. Matters to Report

Report No.1

Case: 2025 Operation and Business Report.

Explanation:

(i) Please refer to Exhibit 1 (p.9) for the 2025 operation and business report of the Company.

(ii) Please review and approve.

Report No.2

Case: 2025 Audit Committee’s Audit Report.

Explanation: The 2025 Audit Committee audited final accounts table and the Audits Report is as follows:

Audit Committee's Audit Report

The Board of Directors present the Company's operation and business report, consolidated financial statements, and the earnings distribution statement for 2025.The financial statement is audited by certified accountants Man-Yu Ruan-Lu and Yi-Tai Tsai of the PwC Taiwan appointed by the Board of Directors, and issued an audit report.

The above-mentioned operation and business report, the consolidated financial statements, and the earnings distribution statement have been audited by this audit committee and found no discrepancy. The report is prepared in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please review and approve.

Your Sincerely,

2026 Annual Shareholders Meeting of IKKA HOLDINGS (CAYMAN) LIMITED

IKKA HOLDINGS (CAYMAN) LIMITED

Audit Committee Convenor: Chen, Wei-Yue

March 12, 2026

Report No.3

Case: 2025 Remuneration to Directors and Employees

Explanation:

(i) In accordance with Article 34.1 of the Company's Amended and Restated Memorandum and Articles of Association (the “Articles of Association”), the distribution of employee's remuneration should be no less than 8% and no more than 15% of the pre-tax net profit, if any, before deducting employee's and Director's remuneration in the current year; the Directors' remuneration shall be distributed at no more than 5% of the pre-tax net profit before deducting employees' and Directors' remuneration in the current year.

(ii) The Company’s pre-tax net profit for the 2025 financial year, before deduction of staff remuneration and directors’ remuneration, amounted to NT$174,692,638. In accordance with the Company’s Articles of Association, it is proposed that staff remuneration of NT$17,469,264 (10%) and directors’ remuneration of NT$4,367,316 (2.5%) be distributed for the 2025 financial year, Both amounts will be paid in full in cash.

Report No.4

Case: The Company’s earnings distribution for year 2025

Explanation:

(i) Net profit after tax for the current year was NT$139,271,627 (hereinafter the same), with retained earnings at the beginning of the period amounting to NT$549,047,409. plus an adjustment of NT$7,249,856 recognised in retained earnings arising from the remeasurement of defined benefit plans, and after setting aside NT$(64,154,307) for the special reserve, the distributable profit for the period amounts to NT$631,414,585. It is proposed to distribute a cash dividend of NT$3 per share to shareholders from the profits. Please refer to Appendix 3 (page 33 of this handbook).

(ii) After the Board of Directors approves the cash dividends distribution proposal, the Chairman is authorised to set another interest distribution base date, payment date, and other related matters.

(iii) This earnings distribution proposal is before the share distribution and interest distribution base date. If the dividend distribution rate of shareholders changes due to factors such as the Company's buying back its shares, the transfer and cancellation of treasury shares, the conversion of convertible corporate bonds, the exercise of employees’ stock options, and the issuance of new shares, it is proposed to authorise the Chairman to handle it with full authority.

(iv) According to Article 34.10 of the Company's Articles of Association, this report shall be implemented after the resolution of the Board of Directors is passed with more than two-thirds of the directors present and consent of more than half of the directors present, and shall be reported to the Shareholders Meeting.

Report No.5

Case: Amendment to the report on the ‘Code of Practice for Sustainable Development’.

Explanation: According to the letter No. 1140016118 issued by Taiwan Stock Exchange Corporation on 2 September 2025, please refer to Exhibit 4 (p.34) for the revised comparison table.

IV. Matters for Recognition

Proposal No.1 (Proposed by the Board)

Case: The Company’s Operational and Business Report and Consolidated Financial Statements for 2024.

Explanation:

(i) The consolidated financial statements of the Company and its subsidies for the year 2025 were duly audited by the certified accountants Man-Yu Ruan-Lu and Yi-Tai Tsai of the PwC Taiwan, with an unmodified opinion report.

(ii) The Audit Committee audited the above-mentioned financial statements and the operational and business report, and a written audit opinion report was issued for the record.

(iii) For the reports mentioned above, please see Exhibit 1, 2 (p.9~p.32)

Resolution:

Proposal No.2 (Proposed by the Board)

Case: The Company’s Earnings Distribution Schedule for Year 2025.

Explanation:

(i) Net income after tax for the current year was NT$139,271,627 (hereinafter the same), with retained earnings at the beginning of the period amounting to NT$549,047,409. plus an adjustment of NT$7,249,856 recognized in retained earnings resulting from the remeasurement of defined benefit plans, and after setting aside NT$(64,154,307) for the special reserve, the distributable earnings for the current period amount to NT$631,414,585. It is proposed to distribute a cash dividend of NT$3 per share to shareholders from these earnings. Please refer to Appendix 3 (Page 33 of this manual).

(ii) After the Board of Directors approves the cash dividends distribution proposal, the Chairman is authorised to set another interest distribution base date, payment date, and other related matters.

(iii) This earnings distribution proposal is before the interest distribution base date. If the dividend distribution rate of shareholders changes due to factors such as the Company's buying back its shares, the transfer and cancellation of treasury shares, the conversion of convertible corporate bonds, the exercise of employees’ stock options, and the issuance of new shares, it is proposed to authorizes the Chairman to handle it with full authority.

(iv) (v) According to Article 34.10 of the Company's Articles of Association, this report shall be implemented after the resolution of the Board of Directors is passed with more than two-thirds of the directors present and consent of more than half of the directors present, and shall be reported to the Shareholders Meeting.

Resolution:

V. Discussion Items

Proposal No.1 (Proposed by the Board)

Case: Proposal to Amend the Articles of Incorporation.

Explanation:

In conjunction with the proposed amendments to the Checklist for Matters Concerning the Protection of Shareholder Rights in the Country of Registration of Foreign Issuers (February 2026 Announcement Version), please refer to Attachment 5 (Page 36 of this manual) for the amendment comparison table.

Resolution:

Proposal No.2 (Proposed by the Board)

Case: Proposed Amendment to the “Guidelines for the Acquisition or Disposal of Assets.”

Explanation:

Amended in accordance with the Financial Supervisory Commission’s letter No. 1140383333 dated July 24, 2025. Please refer to Attachment 6 (page 38 of this manual) for the amendment comparison table.

Resolution:

Proposal No.3 (Proposed by the Board)

Case: Proposal to Amend the “Rules of Procedure for Shareholders' Meetings.”

Explanation:

Amended in accordance with Letter No. 11500029701 dated March 5, 2026, issued by the Taiwan Stock Exchange Corporation. Please refer to Attachment 7 (Page 44 of this manual) for the amendment comparison table.

Case: Proposal to Amend the "Rules of Procedure for Shareholders' Meetings."
Explanation:
Amended in accordance with Letter No. 11500029701 dated March 5, 2026, issued by the Taiwan Stock Exchange Corporation. Please refer to Attachment 7 (Page 1 of this manual) for the amendment comparison table.
Resolution:

VI. Election matters

Case: Proposal to Elect Six Directors and Three Independent Directors for the Fourth Term. (Proposed by the Board of Directors)
Explanation:
(i) The Company's current (third) term consists of nine serving directors (including three independent directors), whose term of office runs from June 30, 2023, to June 29, 2026, for a period of three years.
(ii) The Company proposes to appoint six directors and three independent directors. The newly appointed directors (for the fourth term) will assume office on the date of their election, with a term scheduled to run from June 26, 2026, to June 25, 2029, for a period of three years. The terms of the current directors will terminate upon the assumption of office by the newly appointed directors.
(iii) In accordance with the Company's Articles of Incorporation, the election of directors is conducted through a candidate nomination system. The list of candidates has been reviewed and approved by the Company's Board of Directors. Shareholders are requested to elect directors from this list. For relevant information, please refer to Attachment 8 (page 47 of this handbook).
(iv) Nomination for election.
Election Results:

VII. Other Matters

Case: Motion to Lift the Non-Competition Restrictions on the Newly Appointed Directors of the Fourth Term. (Proposed by the Board of Directors)
Explanation:
(i) Pursuant to Article 209 of the Company Law and Articles 14.2, 17.5, and 30.4 of the Company's Articles of Incorporation: Where a director engages in any act, on his or her own behalf or on behalf of another, that falls within the scope of the Company's business, he or she shall

explain the details of such act to the shareholders and obtain approval by resolution of the shareholders' meeting.

(ii) In light of business needs and to leverage the expertise and relevant experience of the directors, the Company hereby requests the shareholders' meeting to approve the lifting of the non-competition restrictions on the newly appointed directors of the fourth term. Please refer to Attachment 9 (Page 49 of this handbook) for relevant information.

Resolution:

VIII. Ad Hoc Motions

IX. Appendices

【Exhibit 1】 Operation and Business Report

第一化成控股（開曼）股份有限公司
IKKA HOLDINGS(CAYMAN) LIMITED

Operation and Business Report

I. Operational Results for Y2024

1. Business plan implementation results:

(In Thousands of New Taiwan Dollars)

Item	2025	2024	Amount Change	Percentage Change (%)
Operating Income	3,388,172	3,687,628	(299,456)	-8.12%
Gross Profit	576,264	721,934	(145,670)	-20.18%
Net income after tax	123,680	169,528	(45,848)	-27.04%

2. Budget implementation: In accordance with the “Regulations Governing the Publication of Financial Forecasts of Public Companies”, the Company is not required to disclose financial information for Y2025 and is therefore not applicable.

3. Analysis of Financial Results and Profitability:

Item		2025	2024
Financial Structure (%)	Debt to Assets Ratio (%)	41%	46%
	Ratio of Long-term Capital to Fixed Assets (%)	364%	342%
Solvency (%)	Current Ratio (%)	244%	225%
	Quick Ratio (%)	207%	194%
Profitability (%)	Return on Assets (%)	3.62%	5.41%
	Return on Stockholders' Equity (%)	5.94%	10.30%
	Profit Margin (%)	3.65%	5.23%
	Debt to Assets Ratio (%)	3.99	6.17

4. Research and development status:

Our Japanese factory was established in 1963 and has worked in the field of precision plastic injection molding for 60 years. Over the years, we have continued developing and refining our technologies in plastic injection molding, gear module assembly, product measurement and evaluation, and process improvement. With the decreasing cost of parts in recent years, the market demand for compound molding is growing rapidly. To meet this demand, the need for production equipment to switch from horizontal to vertical molding machines is also increasing. The Company has gradually introduced vertical molding machine to build a production system to fulfill market demand. To continue to produce injection molding products with higher precision and a larger variety, our company continues to conduct research and development in the production process of high-performance materials, molds, automated processes, and gear modules, in the automobile and housing industries, combining this with the Company Group's technological skills to meet customer demands.

Research and Development Expenses for the Last Two Years

(In Thousands of New Taiwan Dollars)

Year / Item	2024	2023
R&D Expenses (A)	33,729	36,372
Operating Income (B)	3,388,172	3,687,628
(A)/(B)	1.00%	0.99%

II. Operational Results for Y2025

1. Operation Plan:

(i) The Company maintains close partnerships with first-tier suppliers and continues to collaborate with them in the development and design of various products in response to the future trend of electrification, electronics, automation, and light weighting in the automotive industry.

(ii) Continue to deepen and develop product cooperation projects and actively compete for orders.

(iii) Strengthen the management efficiency of the factory, optimize the production process and production technology to reduce costs and improve production yields.

(iv) Continue to introduce operational automation to reduce labor requirements.

(v) In response to global trends in the development of new energy vehicles, AI, robotics, and other sectors, the Company will leverage its industry relationships and group resources to continue integrating related businesses across sectors. While our existing Japanese subsidiaries specialize in the development of mechanical systems, we will capitalize on the flexibility and strengths of our Taiwanese subsidiaries in areas such as optical and electronic modules. We will simultaneously integrate new business opportunities arising from the synergies between our Japanese and Taiwanese subsidiaries across various industries.

2. Expected Sales Volume and its Basis:

The Company will maintain good relationships with customers for joint development and continue to create a profit-sharing sales model in the automotive parts and components business and the home appliance parts business while cultivating the Japanese customer market and expanding the development of new energy vehicles and smart home appliances. The Company will also strengthen the production process to enhance the competitive advantage in the market. The Company expects stable growth in sales, annual revenue and profitability for 2023. In the financial aspect, the Company will continue to undertake sustain financial planning to adapt to future business growth with a sound financial structure.

III. The impact of the external competitive environment, the regulatory environment, and the overall business environment on the Company’s future development strategy.

1. Future Development: Our company is currently actively developing components and modules for the automotive industry. With the growing global awareness of

environmental protection, vehicle weight reduction and fuel efficiency have become key trends in the automotive industry's future development. In the future, automotive components will evolve toward lightweight, automated, and electronic designs. It is anticipated that the application of plastic materials in automotive components will become even more widespread. Leveraging our precision plastic injection molding technology and plastic gear module technology, we will be able to replace certain metal parts in automobiles. By actively positioning ourselves in the automotive market in alignment with future market trends, we will facilitate the expansion of our future operations.

2. Impact of Regulatory Environment: The Company follows national policies and laws and regulations and has a firm grasp of important policies or legal changes in the financial, audit and legal affairs related units to comply with regulations and ensure smooth operations of the Company.
3. Impact of the General Business Environment: Due to the increasing complexity of the general business environment, the Company will evaluate the resource investments and business strategies regarding the industry overview, general economic development observation, and integrate internal technology and development resources to seek the best business opportunities.

Chairman: Hu, Shiang-Chi General Manager: Obara Masami CFO: Chiang, Shuo-Yen

【Exhibit 2】 Auditor's Report and Consolidated Financial Statements

Independent Auditor's Report

(115)-Cai-Sheng-Bao No. 25005254

To the Board of Directors and Shareholders of IKKA Holdings (Cayman) Limited):

Opinion

We have audited the accompanying consolidated balance sheets, consolidated statements of comprehensive income, of changes in equity, and cash flows, and notes on the consolidated financial statements (including a summary of key accounting policies of IKKA Holdings (Cayman) Limited and subsidiaries (the "Group") for December 31, 2024, and the 2025 year.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position, performance, and cash flows of the Group for December 31, 2024, and the 2025 year in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers as well as the International Financial Reporting Standards, IAS, IFRIC and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Auditing Standards. Our responsibilities under those standards are further described in the Auditors' responsibilities for auditing consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant, and we have fulfilled other ethical responsibilities as required. We believe that the audit evidence we have obtained is sufficient and proper 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 2025 consolidated financial statements. These matters were addressed in the context of our audit of 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 2025 consolidated financial statements are as follows:

Inventory valuation

<u>Description</u>

Refer to Note 4(14) for accounting policy, 5(2) for significant accounting estimates and assumption uncertainty, and 6(6) for account description. The balances and allowance for losses on December 31, 2025, were NTD 388,025 thousand and NTD 29,996 thousand respectively.

The Group is primarily engaged in the manufacturing and sales of automobiles, multi-function printers, and precision plastic components for household facilities. Due to rapid technological changes, short product life cycles, and fierce market competition, there is a higher risk of inventory losses or obsolescence. The net realizable value is based on the sales and purchase prices in the regular course before the balance sheet date. The net realizable value not sold after a certain period of age and individually identified obsolete inventory is calculated based on sales and discount history.

Since the amount of inventory is material, types are various, information sources in calculating each net realizable value are many, and the identification of obsolete and damaged inventory and its net realizable value are subject to management's judgment, we considered the assessment of allowance for inventory valuation losses a key audit matter.

How our audit addressed the matter

To assess the net realizable value and the adequacy of allowance for losses, we performed the following procedures:

1. Based on our understanding of the nature of operations and industry, we assessed if the policy on allowance for losses during the comparative reporting periods was proper and consistent.
2. Evaluate the reasonableness of obsolete and damaged inventories, and delayed delivery due to weakened market demand, along with supporting documents. We examined the management process, reviewed the annual plan, and participated in the annual process to assess the effectiveness of the management's identification and control of obsolete or damaged inventory.
3. Understand the process of Inventories management, review its annual inventory plan and participate in the annual Inventories inventory to evaluate the effectiveness of the management to distinguish and control obsolete Inventories.
4. We obtained the aged inventory report and sampled storage quantity to test the properness of classification and then, based on the policy, assessed the correctness of the allowance for obsolescence losses.
5. We obtained a net realizable value report, confirmed the consistency of calculation logic, and randomly checked the sales and purchase prices of materials based on the supporting documents.

Key Points – Reorganisation of entities under common control

As stated in Note 12(4) to the consolidated financial statements, the First Chemical Group acquired 100% of the equity interest in Shine Trade International Ltd., which is controlled by Prosper Plastic Factory (HK) Co., Ltd., in exchange for cash. The aforementioned transaction constitutes a reorganisation of entities under common control and should be treated as a merger from the outset. Consequently, when preparing the First Chemical Group's consolidated financial statements for the year ending 31 December 2025, the Group has restated the consolidated financial statements for the comparative periods retrospectively. We have not modified our audit opinion in respect of this matter.

Responsibilities of management and governing bodies for consolidated financial statements

In accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers as well as the International Financial Reporting Standards, IAS, IFRIC, and SIC Interpretations as endorsed by the Financial Supervisory Commission., management is responsible for the preparation and fair presentation of consolidated financial statements for internal control as deemed necessary to be free from material misstatement 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 and disclosing relevant matters as applicable as the basis of accounting unless management intends to liquidate the Group, cease operations, or has no realistic alternative.

The governing bodies (including its Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for auditing consolidated financial statements

Our objectives are to obtain reasonable assurance on whether consolidated financial statements are free from material misstatement due to fraud or error and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but not a guarantee that an audit conducted in accordance with the Auditing Standards will always detect a material misstatement from fraud or error and is considered material if, individually or in the aggregate, expected to influence the economic decisions on the basis of these consolidated financial statements.

As part of an audit in accordance with the Auditing Standards, we exercise professional judgment and skepticism throughout the audit. We also:

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

We communicate with the governing bodies on the planned scope and timing of the audit and key findings, including deficiencies in internal control identified.

We also provide the governing bodies with a statement that we have complied with ethical requirements on independence and communicate with them all relevant relationships, safeguards, and other matters where applicable. We then determine and disclose key audit matters in our auditors' report unless precluded by law or regulation or doing so could outweigh the public interest benefits due to adverse consequences in extremely rare circumstances.

From the matters communicated with those charged with governance, we have determined key audit matters of the Group's 2025 consolidated financial statements. We have disclosed these matters in our auditors' report unless precluded by law or regulation or doing so could outweigh the public interest benefits due to adverse consequences in extremely rare circumstances.

PwC Taiwan

Man-Yu Ruan-Lu

CPA:

Yi-Tai Tsai

Former Financial Supervisory Commission (FSC) of the Executive Yuan
Approval Document No.: Jin-Guan-Zheng-Shen-No. 0990058257
Financial Supervisory Commission
Approval Document No.: Jin-Guan-Zheng-Shen-No. 1080323093

March 11, 2026

IKKA Holdings (Cayman) Limited and Subsidiaries
Consolidated Balance Sheet
As of December 31, 2025 and December 31, 2024, and January 1, 2025

Unit: NTD thousand

	Assets	Note	December 31, 2025 Amount	%	(Adjusted) December 31, 2024 Amount	%	(Adjusted) January 1, 2024 Amount	%
	Current Assets							
1100	Cash and cash equivalents	6(1)	$ 1,355,163	38	$ 1,364,048	35	$ 1,012,469	27
1136	Financial assets at amortized cost - current	6(3) and 8	64,338	2	96,078	3	59,085	2
1150	Notes receivable, net	6(5)	92,504	3	14,677	-	25,407	1
1170	Accounts receivable, net	6(5)	638,091	18	897,121	23	987,603	27
1180	Accounts receivable - related parties, net	6(5) and 7	6,002	-	6,993	-	8,953	-
1200	Other receivables		4,632	-	3,887	-	4,874	-
130X	Inventories	6(6)	358,029	10	356,448	9	382,720	10
1410	Prepayments	7	37,076	1	30,922	1	38,339	1
1470	Other current assets	6(7)	34,416	1	45,526	1	44,866	1
11XX	**Total current assets**		2,590,251	73	2,815,700	72	2,564,316	69
	Non-current assets							
1510	Non-current financial assets at fair value through profit or loss	6(2)	-	-	704	-	-	-
1517	Financial assets at fair value through other comprehensive income - Non-current	6(4)	44,878	1	34,792	1	86,460	2
1600	Property, plant and equipment	6(8)	689,062	19	768,253	19	739,781	20
1755	Right-of-use assets	6(9)and7	158,221	4	219,920	6	262,367	7
1780	Intangible assets	6(10)	3,046	-	2,822	-	2,232	-
1840	Deferred tax assets		52,661	2	41,839	1	42,025	1
1900	Other non-current assets		29,563	1	32,247	1	34,581	1
15XX	**Total non-current assets**		977,431	27	1,100,577	28	1,167,446	31
1XXX	**Total assets**		$ 3,567,682	100	$ 3,916,277	100	$ 3,731,762	100

(Continued on next page)

IKKA Holdings (Cayman) Limited and Subsidiaries
Consolidated Balance Sheet
As of December 31, 2025 and December 31, 2024, and January 1, 2025

Unit: NTD thousand

	Liabilities and Equity	Note	December 31, 2025 Amount	%	(Adjusted) December 31, 2024 Amount	%	(Adjusted) January 1, 2024 Amount	%
	Current liabilities							
2100	Short-term loans	6(21)	$ 208,134	6	$ 217,497	6	$ 368,155	10
2130	Contract liabilities - current	6(22)	2,030	-	12,427	-	3,013	-
2150	Notes payable	6(12)	85,954	2	137,533	4	136,053	4
2170	Accounts payable		344,542	10	412,894	11	425,236	11
2180	Accounts payable－related parties	7	-	-	19,491	1	15,168	1
2200	Other payables	6(14)	257,457	7	291,734	7	325,680	9
2220	Other payables – related parties	7	371	-	164	-	1,842	-
2230	Income tax liabilities in this period		76,218	2	66,556	2	78,985	2
2280	Lease liabilities - current		26,394	1	57,871	1	55,907	2
2320	Long-term liabilities due within one year or one operating cycle	6(15)	34,471	1	49,727	1	52,104	1
2399	Other current liabilities - other		27,329	1	14,161	-	12,713	-
21XX	**Total current liabilities**		1,062,900	30	1,280,055	33	1,474,856	40
	Non-current liabilities							
2530	Bonds payable	6(13)	-	-	97,790	2	-	-
2540	Long-term loans	6(15)	114,530	3	155,754	4	212,699	6
2570	Deferred tax liabilities		16,585	1	17,308	-	19,930	-
2580	Lease liabilities - non-current		110,827	3	140,983	4	183,671	5
2600	Other non-current liabilities	6(16)	157,471	4	177,577	5	187,499	5
25XX	**Total non-current liabilities**		399,413	11	589,412	15	603,799	16
2XXX	**Total liabilities**		1,462,313	41	1,869,467	48	2,078,655	56
	Equity attributable to owners of the parent company							
	Share capital	6(18)						
3110	Ordinary share capital		363,882	10	332,036	9	294,524	8
	Capital surplus	6(19)						
3200	Capital surplus		1,110,072	32	1,042,305	26	802,772	21
	Legal reserve	6(20)						
3320	Special reserve		87,227	2	96,219	2	65,313	2
3350	Undistributed earnings		695,569	19	672,870	17	598,910	16
	Other equity							
3400	Other equity		151,381)	(4)	(87,227)	(2)	(96,219)	(3)
31XX	**Total equity attributable to owners of the parent company**		2,105,369	59	2,056,203	52	1,665,300	44
35XX	**Interests in upstream entities under common control**		-	-	(29,516)	(1)	(12,193)	-
36XX	**Non-controlling interests**	6(21)	-	-	20,123	1	-	-
3XXX	**Total equity**		2,105,369	59	2,046,810	52	1,653,107	44
	Material Contingent Liabilities and Unrecognized Contractual Commitments	9						
	Material Subsequent Events	11						
3X2X	**Total liabilities and equity**		$ 3,567,682	100	$ 3,916,277	100	$ 3,731,762	100

The notes attached are part of the Consolidated Financial Statements and shall be read together

Chairman：Shiang-Chi Hu　　Manager：Masami Obara　　Chief Accounting Officer：Yen-Shou Chiang

IKKA Holdings (Cayman) Limited and Subsidiaries
Consolidated Statement of Comprehensive Income
For the Years Ended December 31, 2025and December 31, 2024

Unit：NTD thousand
(except for earnings per share which is in NTD)

	Item	Note	2025 Amount	2025 %	(Adjusted) 2024 Amount	2024 %
4000	Operating revenue	6(22) and 7	$ 3,388,172	100	$ 3,687,628	100
5000	Operating cost	6(6)(27) and 7	(2,811,908)	(83)	(2,965,694)	(80)
5900	Gross profit		576,264	17	721,934	20
	Operating expense	6(27) and 7				
6100	Selling expense		(104,696)	(3)	(115,942)	(3)
6200	Administrative expenses		(275,795)	(8)	(344,179)	(10)
6300	Research and development expenses		(33,729)	(1)	(36,372)	(1)
6450	Expected credit impairment losses	12	211	-	136	-
6000	Total operating expenses		(414,009)	(12)	(496,357)	(14)
6900	Operating income		162,255	5	225,577	6
	Non-operating income and expenses					
7100	Interest income	6(23)	12,663	-	10,287	-
7010	Other income	6(24)	2,991	-	2,993	-
7020	Other gains and losses	6(25)	9,427	-	38,412	1
7050	Financial costs	6(26)	(12,814)	-	(18,849)	-
7000	Total non-operating income and expenses		12,267	-	32,843	1
7900	**Net income before tax**		174,522	5	258,420	7
7950	Income tax expense	6(28)	(50,842)	(1)	(88,892)	(3)
8200	**Net income for this period**		$ 123,680	4	$ 169,528	4
	Other comprehensive income					
	Items not reclassified to profit or loss:					
8311	Remeasurement of defined benefit plans		$ 7,102	-	($ 892)	-
8316	Unrealized gains or losses on investment in equity instruments at fair value through other comprehensive income	6(4)	(417)	-	(32,122)	(1)
8349	Income tax related to items not reclassified	6(28)	-	-	3,537	-
8310	Total amount of items not reclassified to profit or loss		6,685	-	(29,477)	(1)
	Items that may subsequently be reclassified to profit or loss					
8361	Exchange differences on translation of the financial statements of foreign operations		(62,785)	(2)	51,453	2
8360	Total amount of items that may subsequently be reclassified to profit or loss		(62,785)	(2)	51,453	2
8300	Other comprehensive income (net)		($ 56,100)	(2)	$ 21,976	1
8500	Total comprehensive income for the period		$ 67,580	2	$ 191,504	5
	Net profit attributable to:					
8610	Owners of the parent		$ 139,271	4	$ 191,666	4
8615	Interests in upstream entities under common control		(11,136)	-	(17,359)	-
8620	Non-controlling interests		(4,455)	-	(4,779)	-
			$ 123,680	4	$ 169,528	4
	Total comprehensive income attributable to:					
8710	Owners of the parent		$ 82,368	2	$ 214,200	5
8715	Interests in upstream entities under common control		(10,563)	-	(17,323)	-
8720	Non-controlling interests		(4,225)	-	(5,373)	-
			$ 67,580	2	$ 191,504	5
	Basic earnings per share	6(31)				
9710	Owners of the parent		$ 3.99		$ 6.17	
9720	Interests in upstream entities under common control		(0.32)		(0.56)	
9750	Basic earnings per share		$ 3.67		$ 5.61	

The notes attached are part of the Consolidated Financial Statements and shall be read together

Chairman：Shiang-Chi Hu　　Manager：Masami Obara　　Chief Accounting Officer：Yen-Shou Chiang

IKKA Holdings (Cayman) Limited and Subsidiaries
Consolidated Statement of Comprehensive Income
For the Years Ended December 31, 2025and December 31, 2024

Unit：NTD thousand
(except for earnings per share which is in NTD)

	Diluted earnings per share	6(31)		
9810	Owners of the parent		$ 3.94	$ 5.78
9820	Interests in upstream entities under common control		(0.31)	(0.51)
9850	Diluted earnings per share		$ 3.63	$ 5.27

The notes attached are part of the Consolidated Financial Statements and shall be read together

Chairman：Shiang-Chi Hu Manager：Masami Obara Chief Accounting Officer：Yen-Shou Chiang

IKKA Holdings (Cayman) Limited and Subsidiaries
IKKA Holdings (Cayman) Limited and Subsidiaries

Consolidated Statement of Changes in Equity

For the Years Ended December 31, 2025, and December 31, 2024

Unit：NTD thousand

		Equity attributable to owners of the parent									
				retained earnings		Other equity					
	Note	Ordinary share capital	Capital Surplus	Special reserve	Undistributed earnings	Exchange differences on translation of the financial statements of foreign operations	Unrealized gains or losses on financial assets at fair value through other comprehensive income	Total	Interests in upstream entities under common control	Non-controlling interests 6(21)	Total equity
2024											
Balance on January 1 2024		$ 294,524	$ 802,772	$ 65,313	$ 598,910	($ 127,530)	$ 31,311	$ 1,665,300	$ -	$ -	$ 1,665,300
Retrospective adjustment for a reorganisation of entities under common control		-	-	-	-	-	-	-	(12,193)	-	(12,193)
Balance after restatement as at 1 January 2024		294,524	802,772	65,313	598,910	(127,530)	31,311	1,665,300	(12,193)	-	1,653,107
Net profit for the period		-	-	-	191,666	-	-	191,666	(17,359)	(4,779)	169,528
Other comprehensive income (loss) for the period		-	-	-	(892)	52,011	(28,585)	22,534	36	(594)	21,976
Total comprehensive income for the period		-	-	-	190,774	52,011	(28,585)	214,200	(17,323)	(5,373)	191,504
Appropriation of 2023 earnings:	6(20)										
Special reserve		-	-	30,906	(30,906)	-	-	-	-	-	-
Cash dividends		-	-	-	(100,246)	-	-	(100,246)	-	-	(100,246)
Cash capital increase	6(18)	18,200	91,000	-	-	-	-	109,200	-	-	109,200
Proceeds from issuing shares retain employee subscription remuneration costs		-	3,239	-	-	-	-	3,239	-	-	3,239
Share-based payment-employee stock options	6(17)	2,600	7,223	-	(96)	-	-	9,727	-	-	9,727
Conversion of convertible bonds		16,712	113,891	-	-	-	-	130,603	-	-	130,603
Convertible corporate bonds in issue recognized as components of equity - share options	6(13)	-	24,180	-	-	-	-	24,180	-	-	24,180
Disposal of equity instruments at fair value through other comprehensive income	6(4)	-	-	-	14,434	-	(14,434)	-	-	-	-
Change in equity of subsidiaries	6(29)	-	-	-	-	-	-	-	-	25,496	25,496
Balance as of December 31, 2024		$ 332,036	$ 1,042,305	$ 96,219	$ 672,870	($ 75,519)	($ 11,708)	$ 2,056,203	($ 29,516)	$ 20,123	$ 2,046,810
2025											
Balance on January 1 2025		$ 332,036	$ 1,042,305	$ 96,219	$ 672,870	($ 75,519)	($ 11,708)	$ 2,056,203	($ 29,516)	$ 20,123	$ 2,046,810
Net profit for the period		-	-	-	139,271	-	-	139,271	(11,136)	(4,455)	123,680
Other comprehensive income (loss) for the period		-	-	-	7,102	(63,588)	(417)	(56,903)	573	230	(56,100)
Total comprehensive income for the period		-	-	-	146,373	(63,588)	(417)	82,368	(10,563)	(4,225)	67,580
Appropriation of 2024 earnings:	6(20)										
Special reserve		-	-	(8,992)	8,992	-	-	-	-	-	-
Cash dividends		-	-	-	(116,213)	-	-	(116,213)	-	-	(116,213)
Stock dividend		16,602	-	-	(16,602)	-	-	-	-	-	-
Share-based payment-employee stock options	6(17)	2,855	6,939	-	-	-	-	9,794	-	-	9,794
Conversion of convertible bonds		12,389	85,009	-	-	-	-	97,398	-	-	97,398
Disposal of equity instruments at fair value through other comprehensive income	6(4)	-	-	-	149	-	(149)	-	-	-	-
Organisational restructuring	6(30)	-	(24,181)	-	-	-	-	(24,181)	40,079	(15,898)	-
Balance as of December 31, 2025		$ 363,882	$ 1,110,072	$ 87,227	$ 695,569	($ 139,107)	($ 12,274)	$ 2,105,369	$ -	$ -	$ 2,105,369

The notes attached are part of the Consolidated Financial Statements and shall be read together

Chairman：Shiang-Chi Hu Manager：Masami Obara Chief Accounting Officer：Yen-Shou Chiang

IKKA Holdings (Cayman) Limited and Subsidiaries
Consolidated Statement of Cash Flows
For the Years Ended December 31, 2025and December 31, 2024

Unit：NTD thousand

	Note	For the Year Ended December 31, 2025	(Adjusted) For the Years Ended December 31, 2024
Cash flow from operating activities			
Net income before tax for the current period		$ 174,522	$ 258,420
Adjustments			
Income and expenses			
Depreciation expense	6(8)(27)	126,473	125,816
Depreciation expense (including right-of-use assets)	6(9)(27)	55,970	59,821
Amortization expense	6(10)(27)	946	1,057
Expected credit recovery	12(2)	(211)	(136)
Interest income	6(26)	7,132	7,658
Interest income (lease liabilities)	6(26)	5,286	7,293
Interest income (amortized bonds payable)	6(26)	396	3,898
Interest income	6(23)	(12,663)	(10,287)
Dividend income	6(24)	(238)	(177)
Share-based payment compensation costs	6(17)	-	3,787
Loss (profit) on disposal of real property, plant and equipment	6(25)	2,959	1,362
Lease modification gain	6(9)	(7)	(1)
Loss on the redemption of convertible bonds	6(13)	24	-
Net loss (gain) on financial assets and liabilities at fair value through profit or loss		192	(2,248)
Changes in assets/liabilities related to operating activities			
Net changes in assets related to operating activities			
Notes receivable		(77,827)	10,730
Accounts receivable (including related parties)		260,237	108,283
Other receivables		(837)	4,180
Inventories		(7,832)	55,082
Prepayments		(6,178)	7,417
Other current assets		11,110	(660)
Other non-current assets		747	401
Net changes in liabilities related to operating activities			
Contract liabilities		(10,397)	9,414
Notes payable		(44,960)	1,480
Accounts payable (including related parties)		(87,843)	(10,081)
Other payables		(33,716)	(23,115)
Other current liabilities		13,168	1,448
Other non-current liabilities		(23,787)	(7,800)
Cash inflow from operations		352,666	613,042
Interest collected		12,663	10,287
Interest paid		238	177
Income tax paid	6(32)	(12,698)	(19,303)
Net cash inflow from operating activities		(52,288)	(107,566)
Net cash inflow from operating activities		300,581	496,637

(Continued on next page)

IKKA Holdings (Cayman) Limited and Subsidiaries
Consolidated Statement of Cash Flows
For the Years Ended December 31, 2025and December 31, 2024

Unit：NTD thousand

	Note	For the Year Ended December 31, 2025	(Adjusted) For the Years Ended December 31, 2024
Cash flow from investing activities			
Acquisition of financial assets at fair value through other comprehensive income		($ 11,205)	($ 4,000)
Disposal of financial assets measured at fair value through other comprehensive income		702	23,338
Acquisition of financial assets measured at amortized cost		-	(31,568)
Disposal of financial assets measured at amortized cost		29,913	-
Acquisition of property, plant and equipment	6(32)	(75,557)	(152,979)
Intangible assets acquired	6(10)	(1,132)	(1,647)
Disposal of property, plant and equipment		3,461	2,004
Decrease in margin deposits		29	1,963
Increase in prepayments for equipment		(911)	(2,226)
Net cash outflow from investing activities		(54,700)	(165,115)
Cash flow from financing activities			
Decrease in short-term borrowings	6(33)	-	(151,374)
Repayment of long-term borrowings	6(33)	(50,353)	(52,108)
Decrease in other payables to related parties		-	(1,699)
(Decrease) in margin deposits		(9)	234
Distribution of cash dividends	6(20)	(116,213)	(100,246)
Repayment of lease principal	6(33)	(56,886)	(57,594)
Bond issuance	6(33)	-	251,250
Redemption of corporate bonds	6(33)	(300)	-
Capital increase by way of a cash injection	6(18)	-	109,200
Subsidiary issues new shares to non-controlling interests as part of a capital increase	6(21) (29)	-	25,496
Employee stock options exercised		9,794	9,179
Net cash (outflow) inflow from financing activities		(213,967)	32,338
Effect of exchange rate changes		(40,799)	(12,281)
(Decrease) increase in cash and cash equivalents for the period		(8,885)	351,579
Opening balance of cash and cash equivalents		1,364,048	1,012,469
Closing balance of cash and cash equivalents		$ 1,355,163	$ 1,364,048

The notes attached are part of the Consolidated Financial Statements and shall be read together

Chairman：Shiang-Chi Hu　　Manager：Masami Obara　　Chief Accounting Officer：Yen-Shou Chiang

【Exhibit 3】 Earnings Distribution Table

IKKA HOLDINGS(CAYMAN) LIMITED

2024 Earnings Distribution Table

(In Thousands of New Taiwan Dollars)

Items	Amount
Opening Unappropriated retained earnings	549,047,409
Share-based payments TRANSACTION	149,250
Remeasurement of defined benefit plans recognised in Retained earnings	7,100,606
Unappropriated retained earnings after adjustment	556,297,265
Add: Net Profit	139,271,627
Decrease: Special surplus reserve under shareholders' equity	(64,154,307)
Retained earnings available for distribution	631,414,585
Less: Dividends to shareholders	
Cash dividend on common stock—$3 per share	(109,164,678)
Unappropriated retained earnings	522,249,907

Note: As of December 31, 2025, the total number of outstanding shares was 36,388,226. Based on this calculation, each share is eligible for a distribution of NT$3; however, the actual distribution amount will be determined in accordance with the explanation below.

Explanation:

1. 1. The current distribution authorises the Chairman to set another interest distribution base date, payment date, and other related matters.
2. This earnings distribution proposal is before the interest distribution base date. If the dividend distribution rate of shareholders changes due to factors such as the Company's buying back its shares, the transfer and cancellation of treasury shares, the conversion of convertible corporate bonds, the exercise of employees' stock options, and the issuance of new shares, it is proposed to authorize the Chairman to handle it with full authority.

Chairman：Shiang-Chi Hu Manager：Masami Obara Chief Accounting Officer：Yen-Shou Chiang

【Exhibit 4】 Comparison Table of Amendments to the Code of Practice on Sustainable Development

Revised: December 24, 2025

Number	Article before amendment	Amended Articles	Explanation
Article 15	The Company shall consider the ecological impact of its operations, promote and advocate the concept of sustainable consumption, and conduct operational activities—including research and development, procurement, production, operations, and services—in accordance with the following principles to minimize the impact of its operations on the natural environment and human society: 1. Reduce resource and energy consumption in products and services. 2. Reduce emissions of pollutants, toxic substances, and waste, and ensure proper waste management. 3. Enhance the recyclability and reusability of raw materials and products. 4. Maximize the sustainable use of renewable resources. 5. Extend the durability of products. 6. Improve the efficiency of products and services.	The Company shall consider the ecological impact of its operations, promote and advocate the concept of sustainable consumption, and conduct operational activities—including research and development, procurement, production, operations, and services—in accordance with the following principles to minimize the impact of its operations on the natural environment, living organisms, and human beings: 1. Reduce resource and energy consumption in products and services. 2. Reduce emissions of pollutants, toxic substances, and waste, and ensure proper waste management. 3. Enhance the recyclability and reusability of raw materials and products. 4. Maximize the sustainable use of renewable resources. 5. Extend the durability of products. 6. Improve the efficiency of products and services. 7. Enhance the conservation of marine and terrestrial biodiversity and ecosystems, the sustainable use of resources, and the equitable and reasonable distribution of benefits.	Amended in accordance with Letter No. 1140016118 dated September 2, 2025, from the Taiwan Stock Exchange Corporation
Article 21	The Company should create a favourable environment for the career development of its employees and establish effective training programmes for career skills development. The Company should formulate and implement reasonable employee benefit schemes (including remuneration, leave and other benefits), and ensure that	The Company should create a favourable environment for employees' career development and establish effective training programmes to develop their professional skills. The Company should establish industry-academia collaboration programmes to nurture future talent for the industry.	

Number	Article before amendment	Amended Articles	Explanation
	operational performance or results are appropriately reflected in employee remuneration, so as to ensure the recruitment, retention and motivation of human resources, thereby achieving the objective of sustainable operations.	The Company should formulate and implement reasonable employee welfare measures (including remuneration, leave and other benefits), and ensure that business performance or results are appropriately reflected in employee remuneration, so as to ensure the recruitment, retention and motivation of human resources, thereby achieving the goal of sustainable operations.	
Article 31	These Guidelines shall come into effect upon resolution by the Board of Directors; the same shall apply to any amendments thereto. These Guidelines were adopted on 29 September 2020. The first amendment was made on 11 May 2022. The second amendment was made on 21 March 2023.	These Rules shall come into force upon resolution by the Board of Directors; the same shall apply to any amendments thereto. These Rules were adopted on 29 September 2020. The first amendment was made on 11 May 2022. The second amendment was made on 21 March 2023. The third amendment was made on 24 December 2025.	Amend as appropriate

【Exhibit 5】 Comparison Table of Amendments to the Articles of Association

Number	Article before amendment	Amended Articles	Explanation
Cover	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF IKKA Holdings (Cayman) Limited Incorporated on March 31, 2016 (as adopted by a Special Resolution dated, June 30, 2025)	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF IKKA Holdings (Cayman) Limited Incorporated on March 31, 2016 (as adopted by a Special Resolution dated, June 26, 2026)	The update is scheduled for the date on which the special resolution to amend the Articles of Association is passed at the general meeting.
Memorandum	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF IKKA Holdings (Cayman) Limited (as adopted by a Special Resolution dated June 30, 2025)	IKKA Holdings (Cayman) Limited THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF IKKA Holdings (Cayman) Limited (as adopted by a Special Resolution dated June 26, 2026)	The update is scheduled for the date on which the special resolution to amend the Articles of Association is passed at the general meeting.
Article 17.3 of the Articles of Association	After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of	After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any	Amendments to the Checklist on the Protection of Shareholders' Rights in the Country of Registration of Foreign Issuers (Version announced in February 2026)

Number	Article before amendment	Amended Articles	Explanation
	Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than NT$2,000,000,000 dollars paid-in capital on the end of the most recent accounting period, or the shareholding percentages of the foreign investors and the PRC 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.	sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least thirty days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System.	

【Exhibit 6】Comparison Table of Amendments to the Guidelines on the Accounting Treatment for the Acquisition or Disposal of Assets

Date: 11 March 2026

Number	Article before amendment	Amended Articles	Explanation
Article 30	Where the Company acquires or disposes of assets in any of the following circumstances, it shall, within two days of the date on which the event occurs, publish and report the relevant information on the website designated by the Financial Supervisory Commission of the Republic of China, using the prescribed format appropriate to the nature of the transaction: 1. The acquisition or disposal of real estate or assets conferring rights to use such property from, or to, related parties; or transactions with related parties involving the acquisition or disposal of assets other than real estate or assets conferring rights to use such property, where the transaction amount reaches 20 per cent of the Company's paid-up capital, 10 per cent of its total assets, or NT$300 million or more. However, this shall not apply to the purchase or sale of Republic of China government bonds, bonds subject to repurchase or reverse repurchase agreements, or the subscription for or repurchase of money market funds issued by securities investment trust enterprises within the Republic of China. 2. Carrying out mergers, demergers, acquisitions or share transfers. 3. Losses arising from derivative transactions reach the maximum loss limit specified in the prescribed procedures, whether in respect of all contracts or individual contracts.	Where the Company acquires or disposes of assets in any of the following circumstances, it shall, within two days of the date on which the event occurs, publish and report the relevant information on the website designated by the Financial Supervisory Commission of the Republic of China, using the prescribed format appropriate to the nature of the transaction: 1. The acquisition or disposal of real estate or assets conferring rights to use such property from, or to, related parties; or transactions with related parties involving the acquisition or disposal of assets other than real estate or assets conferring rights to use such property, where the transaction amount reaches 20 per cent of the Company's paid-up capital, 10 per cent of its total assets, or NT$300 million or more. However, this shall not apply to the purchase or sale of Republic of China government bonds, bonds subject to repurchase or reverse repurchase agreements, or the subscription for or repurchase of money market funds issued by securities investment trust enterprises within the Republic of China. 2. Carrying out mergers, demergers, acquisitions or share transfers. 3. Losses arising from derivative transactions reach the maximum loss limit specified in the prescribed procedures, whether in respect of all contracts or individual contracts.	Amended in accordance with the letter from the Financial Supervisory Commission dated 24 July 2025 (FSC-Securities-Iss. No. 1140383333).

Number	Article before amendment	Amended Articles	Explanation
	4. The acquisition or disposal of equipment or rights to use equipment for business purposes, where the counterparty is not a related party and the transaction amount meets one of the following criteria: (1) Where the Company's paid-up capital is less than NT$10 billion and the transaction amount is NT$500 million or more. (2) Where the Company's paid-up capital amounts to NT$10 billion or more, and the transaction value amounts to NT$1 billion or more. 5. Where the Company, in the course of its construction business, acquires or disposes of real estate or rights to use real estate intended for construction purposes, and the counterparty to the transaction is not a related party, the transaction amount shall be NT$500 million or more; where the Company's paid-up capital is NT$10 billion or more, and the disposal concerns real estate from a self-developed and completed construction project, and the counterparty to the transaction is not a related party, the transaction amount shall be NT$1 billion or more. 6. The Company has acquired real estate through the following methods: development on own land, development on leased land, joint development with allocation of units, joint development with profit-sharing, and joint development with sale of units; the counterparties to these transactions are not related parties, and the total transaction value is expected to reach NT$500 million or more.	4. The acquisition or disposal of equipment or rights to use equipment for business purposes, where the counterparty is not a related party and the transaction amount meets one of the following criteria: (1) Where the Company's paid-up capital is less than NT$10 billion and the transaction amount is NT$500 million or more. (2) Where the Company's paid-up capital is not less than NT$10 billion but less than NT$50 billion, and the transaction amount is not less than NT$1 billion. <u>(3) Where the Company's paid-up capital amounts to NT$50 billion or more, and the transaction value amounts to 5 per cent or more of the paid-up capital.</u> 5. Where the Company, in the course of its construction business, acquires or disposes of real estate or rights to use real estate intended for construction purposes, and the counterparty to the transaction is not a related party, the transaction amount shall be NT$500 million or more; where the Company's paid-up capital is NT$10 billion or more, and the disposal concerns real estate from a self-developed and completed construction project, and the counterparty to the transaction is not a related party, the transaction amount shall be NT$1 billion or more. 6. The Company has acquired real estate through the following methods: development on own land, development on leased land, joint development with allocation of units, joint development with profit-sharing, and joint development with sale	

Number	Article before amendment	Amended Articles	Explanation
	7. Asset transactions other than those referred to in the preceding six sub-paragraphs, the disposal of claims by financial institutions, or investments in the Mainland, where the transaction amount reaches 20 per cent of the Company's paid-up capital or NT$300 million or more. However, this shall not apply in the following circumstances: (1) The purchase and sale of Republic of China government bonds or foreign government bonds with a credit rating no lower than that of the Republic of China's sovereign rating. (2) Transactions in transferable securities carried out by professional investors on a stock exchange or at the business premises of a securities dealer; or the subscription, in the primary market, of foreign government bonds or publicly issued ordinary corporate bonds and general financial bonds not involving equity (excluding subordinated bonds); or the subscription or repurchase of securities investment trust funds or futures trust funds, or the subscription or repurchase of index-linked securities, or securities subscribed to by a securities firm for the purposes of underwriting business, or by a securities firm acting as the sponsoring and recommending broker for a company listed on the Emerging Stock Market in accordance with the regulations of the Taiwan Over-the-Counter Securities Exchange Corporation. (3) The purchase and sale of bonds subject to repurchase or sell-back conditions, and the subscription to or repurchase of money market funds issued by securities	of units; the counterparties to these transactions are not related parties, and the total transaction value is expected to reach NT$500 million or more. 7. Where the Company's paid-up capital reaches NT$50 billion or more, transactions involving government bonds, ordinary corporate bonds and general financial bonds not involving equity (excluding subordinated bonds) traded on a stock exchange or at the business premises of a securities firm, provided that such transactions do not fall under any of the exceptions listed in the proviso to Subparagraph 8 and the counterparty is not a related party, and the transaction amount reaches 5 per cent or more of the Company's paid-up capital. 8. Asset transactions other than those referred to in the preceding seven sub-paragraphs, the disposal of claims by financial institutions, or investments in the Mainland, where the transaction amount reaches 20 per cent of the Company's paid-up capital or NT$300 million or more. However, this shall not apply in the following circumstances: (1) The purchase and sale of Republic of China government bonds or foreign government bonds with a credit rating no lower than that of the Republic of China's sovereign rating. (2) Transactions in transferable securities carried out by professional investors on a stock exchange or at the business premises of a securities dealer; or the subscription in the primary market of foreign government bonds or publicly issued ordinary corporate bonds and general financial bonds not involving equity (excluding subordinated	

Number	Article before amendment	Amended Articles	Explanation
	investment trust companies within the Republic of China. The transaction amount referred to in the preceding paragraph shall be calculated as follows: . The amount of each transaction. 2. The aggregate value of transactions involving assets of the same nature entered into or disposed of with the same counterparty within a single year. 3. The aggregate value of real estate or assets conferring rights of use under the same development project acquired or disposed of within a single year (with acquisitions and disposals calculated separately). 4. The aggregate value of acquisitions or disposals (acquisitions and disposals calculated separately) of the same security within a one-year period. For the purposes of the preceding paragraph, the one-year period shall be calculated by looking back one year from the date on which the transaction in question took place; any transactions already disclosed in accordance with these procedures shall not be included in this calculation. The Company shall, on a monthly basis, submit details of derivative transactions conducted by the Company and its subsidiaries not listed in the Republic of China up to the end of the previous month, in the prescribed format, to the information reporting website designated by the competent authority of the Republic of China by the 10th of each month. Where the information required to be disclosed by the Company contains errors or omissions at	bonds); or the subscription or repurchase of securities investment trust funds or futures trust funds, or the subscription or repurchase of index-linked securities, or securities subscribed to by a securities firm for the purposes of underwriting business, or by a securities firm acting as the sponsoring and recommending broker for a company listed on the Emerging Stock Market in accordance with the regulations of the Taiwan Over-the-Counter Securities Exchange Corporation. (3) The purchase and sale of bonds subject to repurchase or sell-back conditions, and the subscription to or repurchase of money market funds issued by securities investment trust companies within the Republic of China. The transaction amount referred to in the preceding paragraph shall be calculated as follows: . The amount of each transaction. 2. The aggregate value of transactions involving assets of the same nature entered into or disposed of with the same counterparty within a single year. 3. The aggregate value of real estate or assets conferring rights of use under the same development project acquired or disposed of within a single year (with acquisitions and disposals calculated separately). 4. The aggregate value of acquisitions or disposals (acquisitions and disposals calculated separately) of the same security within a one-year period. For the purposes of the preceding paragraph, the one-year period shall be calculated by looking back one year from the date on	

Number	Article before amendment	Amended Articles	Explanation
	the time of disclosure and requires correction, the Company shall re-disclose and report all such information within two days of becoming aware of such errors or omissions. Where the Company acquires or disposes of assets, it shall keep on its premises the relevant contracts, minutes, registers, valuation reports and opinions issued by auditors, solicitors or underwriters, and shall retain such documents for at least five years, unless otherwise provided for by law.	which the transaction in question took place; any transactions already disclosed in accordance with these procedures shall not be included in this calculation. The Company shall, on a monthly basis, submit details of derivative transactions conducted by the Company and its subsidiaries not listed in the Republic of China up to the end of the previous month, in the prescribed format, to the information reporting website designated by the competent authority of the Republic of China by the 10th of each month. Where the information required to be disclosed by the Company contains errors or omissions at the time of disclosure and requires correction, the Company shall re-disclose and report all such information within two days of becoming aware of such errors or omissions. Where the Company acquires or disposes of assets, it shall keep on its premises the relevant contracts, minutes, registers, valuation reports and opinions issued by auditors, solicitors or underwriters, and shall retain such documents for at least five years, unless otherwise provided for by law.	
Article 33	For the purposes of this procedure, the requirement relating to 10 per cent of total assets shall be calculated on the basis of the total assets as stated in the most recent separate or individual financial statements prepared in accordance with the Standards for the Preparation of Financial Reports by Securities Issuers. Where a company's shares are of no par value or have a par value per share other than NT$10, the requirement in these procedures	For the purposes of this procedure, the requirement relating to 10 per cent of total assets shall be calculated on the basis of the total assets as stated in the most recent separate or individual financial statements prepared in accordance with the Standards for the Preparation of Financial Reports by Securities Issuers. Where a company's shares are of no par value or have a par value per share other than NT$10, the	Amended in accordance with the letter from the Financial Supervisory Commission dated 24 July 2025 (FSC-Securities-Iss. No. 1140383333).

Number	Article before amendment	Amended Articles	Explanation
	regarding a transaction amount equivalent to 20 per cent of the paid-up capital shall be calculated as 10 per cent of the equity attributable to the owners of the parent company. The provisions of these procedures regarding transaction amounts where the paid-up capital reaches NT$10 billion are calculated on the basis of equity attributable to the owners of the parent company amounting to NT$20 billion.	transaction amount requirement of 20 per cent of paid-in capital under these procedures shall be calculated as 10 per cent of the equity attributable to the owners of the parent company; the transaction amount requirement of 5 per cent of paid-in capital under these procedures shall be calculated as 2.5 per cent of the equity attributable to the owners of the parent company; The provisions of these procedures regarding transaction amounts where the paid-in capital reaches NT$10 billion shall be calculated based on equity attributable to owners of the parent company of NT$20 billion; the provisions of these procedures regarding transaction amounts where the paid-in capital reaches NT$50 billion shall be calculated based on equity attributable to owners of the parent company of NT$100 billion.	
Article 36	These Rules shall come into force upon approval by the Board of Directors and subsequent adoption by the General Meeting of Shareholders; the same shall apply to any amendments. These Rules were adopted on 20 March 2020. The first amendment was made on 24 June 2022.	These Rules shall come into force upon approval by the Board of Directors and subsequent adoption by the General Meeting of Shareholders; the same shall apply to any amendments. These Rules were adopted on 20 March 2020. The first amendment was made on 24 June 2022.	Add the date of amendment

【Exhibit 7】Comparison Table of Amendments to the Rules of Procedure for Shareholders' Meetings

Date: 7 May 2026

Number	Article before amendment	Amended Articles	Explanation
Article 3	Notice of Convening and Holding of the General Meeting of Shareholders Unless otherwise provided for by the laws of the Republic of China, the Company's General Meeting of Shareholders shall be convened by the Board of Directors. Any change to the manner in which the Company's general meeting is convened must be approved by a resolution of the Board of Directors and must be made no later than the date on which the notice of the general meeting is dispatched. The Company shall, no later than 30 days prior to an annual general meeting or 15 days prior to an extraordinary general meeting, prepare electronic files containing the notice of the general meeting, proxy forms, and the titles and explanatory notes for all agenda items—including resolutions for approval, discussion, and the election or removal of directors—and submit them to the Taiwan Stock Exchange Corporation's Public Information Observation Station. Furthermore, the agenda and supplementary materials for the shareholders' meeting shall be prepared in electronic format and submitted to the Market Observation Post System no later than 21 days prior to the date of the annual general meeting or 15 days prior to the date of an extraordinary general meeting; provided that where the Company's paid-up capital as at the end of the most	Notice of Convening and Holding of the General Meeting of Shareholders Unless otherwise provided for by the laws of the Republic of China, the Company's General Meeting of Shareholders shall be convened by the Board of Directors. Any change to the manner in which the Company's general meeting is convened must be approved by a resolution of the Board of Directors and must be made no later than the date on which the notice of the general meeting is dispatched. The Company shall, no later than thirty days prior to an ordinary general meeting of shareholders or fifteen days prior to an extraordinary general meeting of shareholders, prepare electronic files containing the notice of the general meeting, proxy forms, the titles and explanatory notes of all agenda items—including resolutions for approval, discussion, and the election or removal of directors—as well as the general meeting handbook and supplementary materials, and submit them to the Taiwan Stock Exchange Corporation's Public Information Observation Station. The meeting handbook and supplementary materials for the relevant shareholders' meeting shall be prepared at least fifteen days prior to the meeting and made available for inspection by shareholders at any time; they shall also be displayed at the Company's premises and at the premises of	Amended in accordance with the announcement made by the Taiwan Stock Exchange Corporation in its letter No. 11500029701 dated 5 March 2026

Number	Article before amendment	Amended Articles	Explanation
	recent financial year amounts to NT$10 billion or more, or where the combined proportion of foreign and mainland Chinese shareholdings recorded in the register of members at the time of the Annual General Meeting held in the most recent financial year amounts to 30 per cent or more, the transmission of the aforementioned electronic files shall be completed 30 days prior to the Annual General Meeting. Fifteen days prior to the general meeting, the meeting handbook and supplementary materials for that meeting shall be prepared and made available for inspection by shareholders at any time, and shall be displayed at the Company's offices and at the offices of the professional share registrar appointed by the Company. (The rest is omitted)	the professional share registrar appointed by the Company. (The rest is omitted)	
Article 13	Manner of Exercising Voting Rights and Passing Resolutions (Paragraphs 1 to 6 omitted) The scrutineers and tellers for the voting on motions shall be appointed by the Chairman; however, scrutineers must be shareholders. ((The rest is omitted)	Manner of Exercising Voting Rights and Passing Resolutions (Paragraphs 1 to 6 omitted) The scrutineers and tellers for the voting on motions shall be appointed by the Chairman; however, scrutineers must be shareholders. Where a shareholders' meeting includes a resolution for the election of directors and the number of candidates exceeds the number of seats to be filled, or where there is a resolution for the removal of directors, or where there are resolutions falling under Articles 185 and 316 of the Companies Act or Articles 18, 27, 29 and 35 of the Business Mergers and Acquisitions Act, the chairman should appoint a solicitor,	Amended in accordance with the announcement made by the Taiwan Stock Exchange Corporation in its letter No. 11500029701 dated 5 March 2026

Number	Article before amendment	Amended Articles	Explanation
		chartered accountant or notary public to act as a scrutineer. The person designated by the Chairman in accordance with the preceding paragraph may not be responsible for matters relating to the voting procedure, nor may they be a director, manager or employee of the Company or any of its affiliated companies. Polling officers shall supervise the voting and counting processes and sign the election results tally sheet. If a scrutineer is appointed in accordance with paragraph 8, the minutes of the general meeting shall state the scrutineer's name and title. (The following terms are rearranged in order)	
Article 23	These Rules shall come into force upon approval by the Board of Directors and subsequent adoption by the General Meeting of Shareholders; the same shall apply to any amendments. These Rules were adopted on 20 March 2020. First amended on 11 May 2022.	These Rules shall come into force upon approval by the Board of Directors and subsequent adoption by the General Meeting of Shareholders; the same shall apply to any amendments. These Rules were adopted on 20 March 2020. First amended on 11 May 2022. The second amendment was approved by the Board of Directors on 7 May 2026 and will come into effect following its adoption by the General Meeting of Shareholders on 26 June 2026.	Add the date of amendment

【Exhibit 8】List of candidates for the Board

Serial number	Household number	Name	National ID number or Business Registration Number	Key Education and Work Experience	Number of shares held	Name of the government or legal entity represented	Nominated categories	Have you served as an independent director for three consecutive terms? / Reasons
1	5	Hu Shiang-Chi	A12******1	M.S. in International Business, National Taiwan University General Manager, Global Business Division, Yageo Corporation	4,398,416 shares	ABICO AVY Co., Ltd.	Director	Not applicable
2	5	Chun Tong- Jen	A12******0	NewJerseyInstitute of Technology Master's Degree in Information Technology Director, Canon International Corporation	4,398,416 shares	ABICO AVY Co., Ltd.	Director	Not applicable
3	5	Chun Tong-YI	A12******2	Bachelor of Arts in Economics, University of S California Master of Engineering in LSI, School of Scie Engineering, Waseda University Vice Chairman, ABICO Innovation Corporation	4,398,416 shares	ABICO AVY Co., Ltd.	Director	Not applicable
4	5	Obara Masami	A80******8	Saitama Prefectural Omiya Technical High School, Japan President of Daiichi Kasei Co., Ltd. (Japan IKKA)	4,398,416 shares	ABICO AVY Co., Ltd.	Director	Not applicable
5	-	HIROSHI YOSHIDA	TR8*****9	Nihon University Meisei High School, Japan President of Sol-Plus Co., Ltd.	-	-	Director	Not applicable

6	-	TAKEKI MIZOGUCHI	TZ1*****9	Shinshu Technical High School Attached to Musashi Institute of Technology, Japan Director of Sol-Plus Co., Ltd., Japan	-	-	Director	Not applicable
7	-	Yan Wei-Chyun	E12******1	Master of Business Administration (MBA), City University of New York Department of Accounting, National Cheng Kung University Chairman of AYA Technology Co., Ltd.	-	-	Independent Director	No such matter
8	-	Kuo Ya-Hui	F22******0	Master of Business Administration (MBA), Pace University, USA Chairman of Sheh Yi Machinery Industry Co., Ltd.	-	-	Independent Director	No such matter
9	-	Chiu,Huai-Hsuan	R22******9	Master's Degree in Financial Economics, University of Toronto Bachelor of Arts in Economics, University of British Columbia Founder and CEO of Anchor Global (Anchor Consulting)	-	-	Independent Director	No such matter

【Exhibit 9】Details of the Non-Competition Agreement for Directors

candidacy	Name	Other companies/positions held
Director	ABICO AVY CO., LTD Representative: Hu, Hsiang-Chi	Chairman of Ability Enterprise Co., Ltd. Chairman of Positive Energy Intelligence Co., Ltd. Chairman of Jebon International Technology Co., Ltd.Chairman of E King Precision Co., Ltd.Chairman of M.A.C Technology (Malaysia) Sdn. Bhd Director of Ability Innovation Co., Ltd. Director of Ability Asia Capital Co., Ltd. Director of Canon Enterprise Co., Ltd. Independent Director of AEL Taiwan Electric Co., Ltd. Independent Director of JSL Construction & Development Co., Ltd. Independent Director of Lao Sichuan Catering Management Consulting Co., Ltd. Independent Director of Xin Chuan International Multimedia Technology Co., Ltd. Director of Nippon Daiichi Kasei Co., Ltd. Director of IKKA (Hong Kong) Co., Limited Director of Dongguan Yihua Precision Injection Mold Co., Ltd. Director of Sol-Plus (HK) Co., Ltd. Director of SOL-PLUS Co., Ltd. Director of Hiraiseimitsu (Thailand) Co., Ltd.
Director	ABICO AVY CO., LTD representative: Tong ,Chun-Jen	Chairman of Neng Li Innovation Co., Ltd. Chairman of Apexi Co., Ltd. Chairman of Neng Li Film Co., Ltd. Chairman of Canon iRay Technology Co., Ltd. Chairman of Jiawang Capital Co., Ltd. Vice Chairman of Neng Li Network Communications Co., Ltd. Director of Canon Marketing Japan Inc. Director of TAI ZHI International Co., Ltd. Director of Sanyo Electric Co., Ltd. Director of Jetbond International Technology Co., Ltd. Director of Jing Neng Optics Co., Ltd. Director of Neng Li Venture Capital Co., Ltd. Director of Hong Ling Co., Ltd. Director of E-Tech Precision Co., Ltd. Director of E-Pin Optical Industry Co., Ltd. Director of Jiatay International Investment Co., Ltd.

		Director of Dongguan Chengguang Hardware Products Co., Ltd. Director of Dongguan Chengguang Precision Industrial Co., Ltd. Director of Dongguan Chengguang Trading Co., Ltd. Director of Nippon Daiichi Kasei Co., Ltd. Director of Sol-Plus (HK) Co., Ltd. Director of SOL-PLUS Co., Ltd. Director of Hiraiseimitsu (Thailand) Co., Ltd.
Director	ABICO AVY CO., LTD representative: Tong ,Chun-Yi	Chairman of Neng Li International Co., Ltd. Chairman of Neng Li Capital Co., Ltd. Chairman of Neng Li Venture Capital Co., Ltd. Chairman of Dongguan Chengguang Hardware Products Co., Ltd. Chairman of Dongguan Chengguang Precision Industrial Co., Ltd. Chairman of Dongguan Chengguang Trading Co., Ltd. Chairman of Neng Ding Investment Co., Ltd. Vice Chairman of Neng Li Innovation Co., Ltd. Director of Jetbond International Technology Co., Ltd. Director of Canon Corporation Director of Neng Li Film Co., Ltd. Director of Jing Neng Optics Co., Ltd. Director of Jiawang Capital Co., Ltd. Director of Hong Ling Co., Ltd. Director of E-Tech Precision Co., Ltd. Director of Jepun Co., Ltd. Director of Lightspeed Rocket Co., Ltd. Director of Nippon Daiichi Kasei Co., Ltd. Director of Sol-Plus (HK) Co., Ltd Director of SOL-PLUS Co., Ltd. Director of Hiraiseimitsu (Thailand) Co., Ltd.
Director	ABICO AVY CO., LTD representative: OBARA MASAMI	Representative Director and President Representative Director and President of SOL-PLUS Co., Ltd. Director of Yinghua Precision Metal Products (Suzhou) Co., Ltd. Director of Hiraiseimitsu (Thailand) Co., Ltd.
Director	HIROSHI YOSHIDA	Chairman of SOL-PLUS Co., Ltd.
Independent Director	Yan Wei-Chyun	Vice Chairman of AYA Technology Co., Ltd. Director of Quantum Energy Technology Co., Ltd. Director of Moteck Technologies Co., Ltd. Director of CipherLab Co., Ltd. Independent Director of Topoint Technology Co., Ltd.

Independent Director	Kuo Ya-Hui	Independent Director of Mercuries Data Systems Ltd. Chairman of SEYI Presses Co., Ltd.
Independent Director	Chiu,Huai-Hsuan	Chairman of Anchor Management Consulting Co., Ltd.

IX. Appendices

【Appendix 1】Rules of Procedure for Shareholders’ Meetings

Article 1 Basis
To establish a strong governance system and sound supervisory capabilities, and to strengthen management capabilities for the Company's shareholders meetings, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TSEC/TPEx Listed Companies

Article 2 General rule
The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the Articles of Association, shall be as provided in these Rules. If there are some incomplete matters or changes in relevant regulations, the Company shall follow the relevant laws and regulations currently in force.

Article 3 Convening shareholders meetings and shareholders meeting notices
Unless otherwise provided for by the laws of the Republic of China, the Company’s general meetings shall be convened by the Board of Directors.
Any change to the manner in which the Company’s general meeting is convened must be approved by a resolution of the Board of Directors and must be made no later than the date on which the notice of the general meeting is dispatched.
The Company shall, no later than thirty days prior to an ordinary general meeting of shareholders or fifteen days prior to an extraordinary general meeting of shareholders, prepare electronic files containing the notice of the general meeting, proxy forms, the titles and explanatory notes of all agenda items—including resolutions for approval, discussion, and the election or removal of directors—as well as the general meeting handbook and supplementary materials, and submit them to the Taiwan Stock Exchange Corporation’s Public Information Observation Station. The meeting handbook and supplementary materials for the relevant general meeting shall be prepared at least fifteen days prior to the meeting and made available for inspection by shareholders at any time; they shall also be displayed at the Company’s premises and at the premises of the professional share registrar appointed by the Company.
The Company shall make the agenda and supplementary meeting materials referred to in the preceding paragraph available to shareholders on the day of the general meeting in the following manner:

1. When a physical general meeting is held, these documents shall be distributed at the venue of the meeting.
2. When holding a video-conferenced general meeting, the materials should be distributed at the venue of the general meeting and sent as electronic files to the video-conferencing platform.
3. When convening a video conference shareholders’ meeting, the documents should be uploaded to the video conferencing platform.

   Notices and announcements shall state the reason for the meeting; where the party concerned consents, such notices may be served by electronic means.

   The election or removal of directors; amendments to the Articles of Association; capital reduction; applications to cease public trading; authorisation of directors’ concurrent business interests; capitalisation of retained earnings; capitalisation of statutory reserves; dissolution, merger or division of the company; the matters specified in the various subparagraphs of Article 185(1) of the Companies Act of the Republic of China; Articles 26-1 and 43-6 of the Securities and Exchange Act of the Republic of China; Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Issuers of the Republic of China, shall be listed in the notice of meeting and their main contents explained; they may not be proposed by way of a motion at the meeting; their main contents may be posted on the website designated by the competent securities authority of the Republic of China or by the company, and the URL thereof shall be stated in the notice.

The notice convening the general meeting of shareholders has specified that a full re-election of directors is to take place and has set out the date of their assumption of office; once the re-election has been completed at that general meeting, the date of their assumption of office may not be altered by way of a motion or otherwise during the same meeting.

A shareholder holding one per cent or more of the total issued shares may submit one proposal to the Company for consideration at the Annual General Meeting; any proposals in excess of this limit shall not be included in the agenda. However, where a shareholder’s proposal is intended to urge the Company to promote the public interest or fulfil its social responsibilities, the Board of Directors may still include it in the agenda. Furthermore, where a proposal submitted by a shareholder falls under any of the circumstances specified in Article 172-1, Paragraph 4 of the Companies Act of the Republic of China, the Board of Directors may decide not to include it on the agenda.

The Company shall, prior to the record date preceding the Annual General Meeting, publish a notice specifying the acceptance of proposals from shareholders, the methods of submission (whether in writing or electronically), the location for submission, and the period for submission; such period shall not be less than ten days.

Proposals submitted by shareholders shall be limited to 300 words; any proposal exceeding this limit shall not be included on the agenda. The shareholder submitting the proposal shall attend the Annual General Meeting in person or by proxy and participate in the discussion of that proposal.

The Company shall notify the shareholder who submitted the proposal of the outcome prior to the date of the notice convening the general meeting, and shall include proposals that comply with the provisions of this Article in the notice of the meeting. In respect of shareholder proposals not included in the agenda, the Board of Directors shall explain the reasons for their exclusion at the general meeting.

Article 4 Proxy

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be delivered to the Company before two business days before the meeting date. If the cancellation notice is delivered after that time, votes cast at the meeting by the proxy shall prevail.

After the power of attorney has been served on the Company, if a shareholder wishes to attend the shareholders' meeting by video conference, he/she shall notify the Company in writing of the revocation of the power of attorney two days before the shareholders' meeting. In the event of a late revocation, the voting rights exercised by the entrusted representative shall prevail.

Article 5 Principles determining the time and place of a shareholders meeting
The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
When the Company holds a video shareholders' meeting, it is not subject to the restrictions of the place of the meeting in the preceding paragraph.

Article 6 Preparation of documents such as the attendance book
The Company shall set out in the notice of meeting the time of acceptance of shareholders, solicitor, and agent (hereinafter referred to as "shareholders"), place of registration, and Other precautions.
The time for accepting the shareholders' report in the preceding paragraph shall be at least 30 minutes before the commencement of the meeting; It should be clearly marked and assigned to suitable personnel to handle it;
The video conference shall be reported 30 minutes before the start of the meeting on the video conference platform. Shareholders who complete the presentation shall be deemed as attending the meeting in person.Shareholders shall attend the shareholders’ meeting by providing their attendance certificates, attendance cards or Other documents; The Company shall not arbitrarily add requirements for providing Other certification documents for shareholders' attendance in accordance with the certification documents; The solicitor that is a solicitation of the power of attorney should bring along the identification document for verification.
The Company shall establish a signature book for the attending shareholders to sign in, or the attending shareholders shall pay in lieu of the signature.
The Company shall deliver the meeting handbook, annual report, attendance certificate, speech article, voting and Other meeting materials to the shareholders present at the shareholders' meeting; For those who elect Director, the voting rights shall be attached.
When the government or juristic person is a shareholder, Representative s attending the shareholders' meeting shall not be limited to one person. When a juristic person is entrusted to attend the shareholders' meeting, it may only appoint one person to attend the meeting on its behalf.
If the shareholders' meeting is convened by video conference, the shareholders who intend to attend the meeting by video conference shall register with the Company two days before the meeting.
If the shareholders' meeting is held by video conference, the Company shall upload the meeting handbook, annual report and relevant information of Other to the video conference platform at least 30 minutes before the meeting, and continue to disclose it to the end of the meeting.

Article 6-1 When holding a shareholders' meeting via video conference, the meeting notice shall include the matters to be recorded.
When convening a shareholders' meeting via video conference, the following matters shall be specified in the shareholders' meeting notice:
1. Methods for shareholders to participate in video conferences and exercise their rights.

2. The video conferencing platform or the method of processing barriers to participate in video conferencing due to natural disasters, events or force majeure of Other, including at least the following:
   (1) The continuing inability to rule out the time at which a postponement or postponement of a meeting may occur and the date on which a postponement or postponement takes place.
   (2) Shareholders who have not registered to participate in the Original Shareholders' Meeting by video conference shall not participate in the postponement or renewal of the meeting.
   (3) Convene a video conference to assist with shareholders' meetings. If the video conference cannot be continued, the total number of shares present reached the statutory quota of the shareholders' meeting after deducting the number of shares present by video conference. The shareholders' meeting shall continue, and the number of shares present shall be included in the total number of shares of the shareholders present, and shall be deemed as having waived all the proposals of the shareholders' meeting.
   (4) In the event that all resolutions have been announced, and Extempore Motion has not been carried out, the treatment shall be taken.
3. To convene a shareholders' meeting via video conference, and shall specify the appropriate replacement measures provided by shareholders who have difficulties in participating in the shareholders' meeting via video conference.

Article 7 The chair and non-voting participants of a shareholders meeting
Where a general meeting of shareholders is convened by the board of directors, the chairman shall preside over the meeting; if the chairman is absent or otherwise unable to perform his duties, the vice-chairman shall act in his stead; if there is no vice-chairman, or if the vice-chairman is also absent or otherwise unable to perform his duties, the chairman shall designate one executive director to act in his stead; where no executive directors have been appointed, the Chairman shall designate one director to act as his or her proxy; if the Chairman fails to designate a proxy, the executive directors or directors shall elect one of their number to act as his or her proxy.
Where the chairperson referred to in the preceding paragraph is to be acting on behalf of an executive director or a director, the position shall be filled by an executive director or a director who has held office for at least six months and is familiar with the Company's financial and operational affairs. The same shall apply where the chairperson is the representative of a corporate director.
Shareholders' meetings convened by the Board of Directors should be chaired by the Chairman, and should be attended in person by a majority of the directors and at least one representative from each of the functional committees; attendance should be recorded in the minutes of the shareholders' meeting.
Where a general meeting is convened by a person other than the board of directors who has the power to convene such a meeting, that person shall act as chairman; where there are two or more such persons, they shall elect one of their number to act as chairman.
The Company may appoint its appointed solicitors, accountants or relevant personnel to attend general meetings.

Article 8 Documentation of a shareholders meeting by audio or video

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and 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.
Record and keep records of the Company's counting results and other data, and continuously audio and video recording throughout the video conference.The Company shall keep the audio recordings properly during the survival period and provide the recordings to the person who is entrusted to handle the video conference affairs for preservation.

Article 9 The minimum legal requirement of total number of shares represented at a shareholder meeting
Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book, or the sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.
The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.
If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.Shareholders who intend to attend the shareholders' meeting by video conference shall re-register with the Company in accordance with Article 6.
When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10 Discussion of proposals
If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party, who is not a member of the board of directors, with the power to convene.
The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

Article 11 Shareholder speech
Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
An attending shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the proposal, the chair may terminate the speech.
When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
When an artificial person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
Where a shareholders' meeting is held by video conference, shareholders participating in the meeting may raise questions by text on the video conference platform after the chairman announces the meeting and before the announcement of Adjournment. The number of questions for each motion shall not exceed two, and the number of questions for each motion shall be limited to 200 words, and the provisions of Articles 1 to 5 shall not apply.

Article 12 Calculation of voting shares and recusal system
Voting at a shareholders meeting shall be calculated based the number of shares.
With respect to resolutions of shareholders meetings, 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.
When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 The manner of exercising the voting right and conducting a resolution

Each shareholder shall have one vote per share; however, this shall not apply to shares subject to restrictions or to those listed in Article 179, paragraph 2 of the Companies Act of the Republic of China as having no voting rights.

When the Company convenes a general meeting, shareholders shall be permitted to exercise their voting rights electronically and may also do so in writing; where voting rights are exercised in writing or electronically, the method of exercise shall be specified in the notice convening the general meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to be present in person at the general meeting. However, such votes shall be deemed abstentions in respect of any ad hoc motions or amendments to the original agenda items at that meeting; therefore, the Company should avoid proposing ad hoc motions or amendments to the original agenda items.

Where voting rights are exercised in writing or electronically as referred to in the preceding paragraph, the expression of intent must be received by the Company at least two days prior to the meeting of shareholders; in the event of duplicate expressions of intent, the one received first shall prevail. This shall not apply where a declaration is made revoking a previous expression of intent.

Where a shareholder has exercised his or her voting rights in writing or electronically and subsequently wishes to attend the general meeting in person or via video conference, he or she shall revoke the previous expression of intent to exercise voting rights in the same manner as the original exercise, no later than two days prior to the general meeting; if such revocation is made after this deadline, the voting rights exercised in writing or electronically shall prevail.

Where a shareholder has exercised their voting rights in writing or electronically and has appointed a proxy to attend the general meeting, the vote cast by the proxy shall prevail.

Unless otherwise provided for in the Companies Act of the Republic of China or the Company's Articles of Association, a resolution shall be passed by a majority of the voting rights of the shareholders present. At the time of voting, the Chairman or a person designated by him shall announce the total number of voting rights held by the shareholders present for each item on the agenda, after which the shareholders shall cast their votes on a case-by-case basis. The results of the shareholders' votes (in favour, against or abstentions) shall be entered into the Market Observation Post System on the day following the convening of the General Meeting.

Where amendments or alternative motions are tabled in respect of the same motion, the Chair shall determine the order in which they are to be put to the vote together with the original motion. If one of the motions is carried, the others shall be deemed to have been rejected and shall not be put to the vote.

The scrutineers and tellers for the voting on motions shall be appointed by the Chairman; however, scrutineers must be shareholders.

Where a general meeting of shareholders includes a motion for the election of directors and the number of candidates exceeds the number of seats to be filled, or where there is a motion for the removal of directors, or where there are motions as provided for in Articles 185 and 316 of the Companies Act, Articles 18 and 27 of the Business Mergers and Acquisitions Act, Article 29 and Article 35 of the Corporate Mergers and Acquisitions Act, or Article 24(2)(1) and Article 26(2)(1) of the Financial Holding Companies Act, the Chairperson should appoint a solicitor, chartered accountant or notary public to act as a scrutineer.

The person designated by the Chairman in accordance with the preceding paragraph may not be responsible for matters relating to the voting procedure, nor may they be a director, manager or employee of the Company or any of its affiliated companies.

Polling officers shall supervise the voting and counting processes and sign the election results tally sheet.

If a scrutineer is appointed in accordance with paragraph 8, the minutes of the general meeting shall state the scrutineer's name and title.
The counting of votes on motions put to a vote or election at a general meeting of shareholders shall be conducted openly within the meeting venue; upon completion of the count, the results of the vote, including the calculated weightings, shall be announced on the spot and recorded.
The Company will hold a video conference for its general meeting. Shareholders participating via video conference shall, once the Chairman has declared the meeting open, cast their votes on all resolutions and election motions via the video conferencing platform, and shall do so before the Chairman declares the voting closed; any votes cast after this time shall be deemed abstentions.
Where a general meeting is held by video conference, the votes shall be counted in a single count after the chairman has declared the voting closed, and the results of the vote and election shall be announced.
Where the Company convenes a video-conferenced general meeting, shareholders who have registered to attend the meeting via video-conference in accordance with Article 6 and who wish to attend the physical general meeting in person must cancel their registration by the same method used for registration at least two days prior to the meeting; those who cancel their registration after this deadline may only attend the general meeting via video-conference.
A shareholder who has exercised their voting rights in writing or electronically, has not withdrawn their declaration of intent, and participates in the general meeting via video conference may not, with the exception of moving a motion during the meeting, exercise their voting rights on the original motion, propose an amendment to the original motion, or vote on an amendment to the original motion.

Article 14 Election of directors
When the general meeting of shareholders elects directors, the election shall be conducted in accordance with the relevant election regulations established by the Company, and the results of the election shall be announced on the spot, including the list of elected directors and the number of votes each received.
Ballot papers relating to the matters referred to in the preceding paragraph shall be sealed and signed by the scrutineers, kept in safe custody and retained for at least one year. However, where a shareholder has brought legal proceedings pursuant to Article 189 of the Companies Act of the Republic of China, such ballot papers shall be retained until the conclusion of the proceedings.

Article 15 Minute of shareholders meeting
Minutes shall be drawn up of the matters resolved at the general meeting; these shall be signed or stamped by the chairman and distributed to all shareholders within twenty days of the meeting. The preparation and distribution of the minutes may be carried out by electronic means.
The Company may distribute the minutes referred to in the preceding paragraph by means of an announcement posted on the Taiwan Stock Exchange Corporation's Public Information Observation Station.
The minutes shall accurately record the year, month, day and venue of the meeting, the name of the chairperson, the method of resolution, the main points of the proceedings and the results of the vote (including the tally of voting rights). Where directors are elected, the number of votes cast for each candidate shall be disclosed. The minutes shall be retained permanently for the duration of the Company's existence.
Where a general meeting of shareholders is held by video conference, the minutes shall, in addition to the matters required to be recorded under the preceding paragraph, also include

the start and end times of the meeting, the method by which the meeting was convened, the names of the chairperson and the minute-taker, and the procedures adopted and the circumstances regarding the handling of any disruptions to the video conferencing platform or to participation via video conferencing caused by natural disasters, unforeseen events or other force majeure circumstances.
Where the Company convenes a video conference general meeting, in addition to complying with the provisions of the preceding paragraph, it shall specify in the minutes the alternative arrangements provided for shareholders who have difficulty participating in the meeting via video conference.

Article 16 Public disclosure
The number of shares obtained by the solicitor, the number of shares represented by the proxy and the number of shares attended by shareholders in writing or electronically shall be clearly disclosed by the Company on the date of the shareholders' meeting in accordance with the statistical table in the prescribed format on the shareholders' meeting venue; If the shareholders' meeting is held by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes prior to the commencement of the meeting and continue to disclose it to the end of the meeting.
When the Company convenes a shareholders' meeting via video conference, it shall disclose the total number of shares of attending shareholders on the video conference platform. The same shall apply if the total number of shares represented by shareholders present in the meeting as well as their voting rights.
If there is any material information required by the laws of the Republic of China and the Taiwan Stock Exchange Corporation for the shareholders' meeting, Resolution, the Company shall transmit the content to Market Observation Post System within the prescribed time.

Article 17 Maintaining order at the meeting place
Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
The chair may direct the picket staff or security personnel to help maintain order at the meeting place. When picket staff or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Picket staff."
At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the picket staff or security personnel to escort the shareholder from the meeting.

Article 18 Recess and resumption of a shareholders meeting
When a meeting is in progress, the chair may announce a break based on time considerations.
If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, depending on the circumstances, the meeting will be resumed.
If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
A resolution may be adopted at a shareholder meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 19 Information disclosure of video conference
If the shareholders' meeting is held by video conference, the Company shall immediately disclose the voting results and election results of each proposal on the video conference platform after the voting is completed in accordance with the regulations, and shall continue to disclose at least 15 minutes after the chairman announces Adjournment.

Article 20 Location of the chairman and recorder of the video conference
When the Company convenes a video shareholders' meeting, the chairman and the recorder shall be at the same place in the country, and the chairman shall announce the address of the place at the time of the meeting.

Article21 Handling of broken information
If the shareholders' meeting is held by video conference, the video conference platform or participation in video conference before the chairman announces Adjournment due to natural disasters, events or Other force majeure events, which continue for more than 30 minutes, shall be postponed or adjourned within five days, and the provisions of Article one hundred and eighty-two of Company Act shall not apply.
Shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the postponement or renewal of the meeting.
In accordance with the provisions of the first paragraph, the number of shares present at the original shareholders' meeting, the voting rights exercised and the voting rights elected shall be included in the total number of shares, voting rights and the number of voting rights elected of the shareholders attending the postponed or renewal meeting.
When the shareholders' meeting is postponed or the meeting is adjourned in accordance with the first paragraph, the proposals that have completed the voting and vote, and announced the voting results or the list of elected Director and supervisors do not need to re-discuss and Resolution.
When the Company is unable to renew its video conference due to the first paragraph, if the total number of shares present still reaches the statutory quota of the shareholders meeting after deducting the number of shares present in the video conference, the shareholders' meeting shall continue, without the need to postpone or postpone the meeting in accordance with the first paragraph.
Shareholders who participate in the shareholders' meeting by video conference shall be counted into the total number of shares of the shareholders present, but shall be deemed as having waived all the proposals of the shareholders' meeting.
The Company shall postpone or postpone the meeting in accordance with the first paragraph in accordance with the provisions listed in Paragraph 7, Article forty-four-20 of Regulations Governing the Administration of Shareholder Services of Public Companies, and shall carry out relevant pre-procedures in accordance with the original date of the shareholders' meeting and each of the provisions therein.
The Company shall postpone or postpone the date of the shareholders' meeting in accordance with the provisions of the first paragraph during the period specified in the latter paragraph of Article 12 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, the third paragraph of Article 13, the second paragraph of Article forty-four of Regulations Governing the Administration of Shareholder Services of Public Companies, the first paragraph of Article forty-four-15 and the first paragraph of Article forty-four-17.

Article 22 Digital gap handling

When the Company convenes a shareholders' meeting via video conference, it shall provide appropriate alternatives to shareholders who have difficulties attending the shareholders' meeting by video conference.

Article 23 Procedures for Formulation and Amendment

These Rules shall come into force upon approval by the Board of Directors and subsequent adoption by the General Meeting of Shareholders; the same shall apply to any amendments thereto. These Rules were adopted on 20 March 2020.

First amended on 11 May 2022.

Second amendment on 7 May 2026.

【Appendix 2】Code of Practice for Sustainable Development

Chapter 1 General Provisions

Article 1

In order to assist listed companies in fulfilling their corporate social responsibilities and promoting economic, environmental and social progress, and to achieve the goal of sustainable development, the Taiwan Stock Exchange Corporation (hereinafter referred to as the Stock Exchange) and the GreTai Securities Market of the Republic of China (hereinafter referred to as the GreTai Securities Market) have jointly formulated this Code of Practice for compliance.

Listed companies should refer to this Code to establish their own sustainable development codes to manage their economic, environmental and social risks and impacts.

Article 2

This Code applies to listed companies and its scope includes the overall operating activities of the company and its group companies.

This Code encourages listed companies to actively practice sustainable development while engaging in business operations in line with international development trends, and to enhance national economic contributions, improve the quality of life of employees, communities, and society through corporate citizenship, and promote competitive advantages based on sustainable development.

Article 3

The Company promotes sustainable development and shall pay attention to the interests of stakeholders. While pursuing sustainable management and profits, it shall attach importance to environmental, social and corporate governance factors and incorporate them into the Company's management policies and operational activities.

The Company shall conduct risk assessments on environmental, social and corporate governance issues related to the Company’s operations based on the principle of materiality and formulate relevant risk management policies or strategies.

Article 4

The Company shall implement its corporate social responsibility in accordance with the following principles:

1. Implement corporate governance.
2. Develop a sustainable environment.
3. Maintain social welfare.
4. Strengthen the disclosure of corporate social responsibility information.

Article 5

The company should consider the development trend of domestic and international sustainable development issues and their relevance to the core business of the enterprise, the impact of the company itself and its group of enterprises' overall operations on stakeholders, etc., formulate sustainable development policies, systems or related management guidelines and specific promotion plans, and submit a report to the shareholders' meeting after approval by the board of directors.

When shareholders propose proposals related to sustainable development, the company's board of directors should consider including them as shareholders' meeting proposals

Chapter 2 Implementation of Corporate Governance

Article 6

The Company shall abide by the Code of Governance Practice for Listed and OTC Companies, the Code of Integrity for Listed and OTC Companies and the Reference Model for Establishing Ethical Codes of Conduct for Listed and OTC Companies, establish an effective governance structure and relevant ethical standards to improve corporate governance.

Article 7

The directors of the Company shall fulfill their duty of care as good managers, supervise the company to practice sustainable development, and review the effectiveness of its implementation and continuous improvement at any time to ensure the implementation of the sustainable development policy.

When promoting the company's sustainable development goals, the board of directors of the company should fully consider the interests of stakeholders and include the following matters:

1. Propose a sustainable development mission or vision and formulate sustainable development policies, systems or related management guidelines.
2. Incorporate sustainable development into the company's operational activities and development direction, and approve specific plans to promote sustainable development.
3. Ensure the timeliness and accuracy of disclosure of information related to sustainable development.

The board of directors shall authorize senior management to handle economic, environmental and social issues arising from the company's operations and report the handling status to the board of directors. The operation process and the relevant responsible personnel shall be clearly defined.

Article 8

The Company shall regularly hold educational training to promote sustainable development, including the promotion of matters such as the second paragraph of the preceding article.

Article 9

In order to improve the management of sustainable development, the Company shall establish a governance structure to promote sustainable development and set up a dedicated (or part-time) unit to promote sustainable development, which shall be responsible for the formulation and implementation of sustainable development policies, systems or related management guidelines and specific promotion plans, and report to the Board of Directors on a regular basis.

The company should formulate a reasonable salary and remuneration policy to ensure that the compensation planning is in line with the organization's strategic goals and the interests of stakeholders.

The employee performance appraisal system should be combined with the sustainable development policy, and a clear and effective reward and punishment system should be established.

Article 10

The Company shall respect the rights and interests of stakeholders, identify the Company's stakeholders, and set up a stakeholder area on the Company's website; understand the reasonable expectations and needs of stakeholders through appropriate communication methods, and appropriately respond to important sustainable development issues of concern to them.

Chapter 3 Developing a Sustainable Environment

Article 11

The Company shall comply with environmental laws and regulations and relevant international standards, appropriately protect the natural environment, and strive to achieve the goal of environmental sustainability when implementing operational activities and internal management.
Article 12
The company should strive to improve energy efficiency and use recycled materials with low impact on the environment so that the earth's resources can be used sustainably.

Article 13
The company should establish an appropriate environmental management system based on its industry characteristics. The system should include the following items:
1. Collect and evaluate sufficient and timely information on the impact of operating activities on the natural environment.
2. Establish measurable environmental sustainability goals and regularly review their sustainability and relevance.
3. Formulate specific plans or action plans and other implementation measures, and regularly review their effectiveness.

Article 14
The company should establish a dedicated environmental management unit or personnel to formulate, promote and maintain relevant environmental management systems and specific action plans, and regularly hold environmental education courses for management and employees.

Article 15
The Company shall consider the impact of its operations on ecological benefits, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations and services in accordance with the following principles to reduce the impact of its operations on the natural environment and humans:
1. Reduce resource and energy consumption of products and services.
2. Reduce the emission of pollutants, toxic substances and waste, and properly dispose of waste. 3. To enhance the recyclability and reuse of raw materials or products.
4. To maximize the sustainable use of renewable resources. 5. Extend the durability of the product.
6. Increase the effectiveness of products and services.

Article 16
In order to improve the efficiency of water resource use, the Company shall properly and sustainably utilize water resources and establish relevant management measures.
The Company shall construct and strengthen relevant environmental protection and treatment facilities to avoid pollution of water, air and land; and make every effort to reduce adverse effects on human health and the environment, and adopt the best feasible pollution prevention and control technology measures.

Article 17
The company should assess the potential risks and opportunities that climate change poses to the company now and in the future, and take relevant response measures.
The company should adopt common domestic and international standards or guidelines to conduct corporate greenhouse gas inventory and disclose the information, which should include:
1. Direct greenhouse gas emissions: Greenhouse gas emission sources are owned or controlled by the company.
2. Indirect greenhouse gas emissions: those generated by the use of energy such as imported electricity, heat or steam.

3. Other indirect emissions: emissions generated by company activities that are not energy indirect emissions but come from emission sources owned or controlled by other companies.

The company should count greenhouse gas emissions, water consumption and total weight of waste, and formulate policies for energy conservation and carbon reduction, greenhouse gas reduction, water reduction or other waste management, and incorporate the acquisition of carbon rights into the company's carbon reduction strategy planning and promote it accordingly to reduce the impact of the company's operating activities on climate change.

Chapter 4: Protecting the Public Welfare

Article 18

The company should comply with relevant laws and regulations and follow international human rights conventions, such as gender equality, right to work and prohibition of discrimination.
right.

In order to fulfill its responsibility to protect human rights, the company should formulate relevant management policies and procedures, which include:

1. Proposing a corporate human rights policy or statement.
2. Evaluate the impact of the company's operations and internal management on human rights and establish corresponding handling procedures.
3. Regularly review the effectiveness of corporate human rights policies or statements.
4. When human rights violations are involved, the procedures for handling the stakeholders involved should be disclosed.

The Company shall comply with internationally recognized labor human rights, such as freedom of association, collective bargaining rights, care for disadvantaged groups, prohibition of child labor, elimination of all forms of forced labor, elimination of employment and employment discrimination, etc., and confirm that its human resources utilization policy does not discriminate based on gender, race, socioeconomic class, age, marital and family status, so as to implement equal and fair employment, employment conditions, remuneration, benefits, training, assessment and promotion opportunities.

For situations that endanger workers' rights, the company should provide an effective and appropriate complaint mechanism to ensure that the complaint process is fair and transparent. The complaint channels should be simple, convenient and unobstructed, and employees' complaints should be responded to appropriately.

Article 19

The company should provide employees with information so that they understand the labor laws and rights they enjoy in the country where they operate.

Article 20

The company shall provide employees with a safe and healthy working environment, including providing necessary health and first aid facilities, and strive to reduce factors that endanger the safety and health of employees to prevent occupational hazards.

The company should implement safety and health education and training for employees on a regular basis.

Article 21

The company should create a good environment for the career development of employees and establish an effective career development training program. The Company shall formulate and implement reasonable employee welfare measures (including salary, vacation and other benefits) and appropriately reflect operating performance or results in employee remuneration to ensure the recruitment, retention and encouragement of human resources and achieve the goal of sustainable operation.

Article 22
The company should establish channels for regular communication and dialogue with employees so that employees have the right to obtain information and express their opinions on the company's management activities and decisions.
The company shall respect the rights of employee representatives to negotiate regarding working conditions and provide employees with necessary information and hardware facilities to promote negotiation and cooperation between employers, employees and employee representatives.

The Company shall notify employees of operational changes that may have a significant impact on them in a reasonable manner.

Article 22-1
The Company shall treat the customers or consumers of its products or services in a fair and reasonable manner, including the principles of fair and honest contracting, duty of care and loyalty, truthful advertising, suitability of goods or services, notice and disclosure, balance between remuneration and performance, protection against complaints, and professionalism of sales personnel, and shall formulate relevant implementation strategies and specific measures.

Article 23
The company should be responsible for its products and services and attach importance to marketing ethics. Its R&D, procurement, production, operation and service processes should ensure the transparency and security of product and service information, formulate and disclose its consumer rights policy, and implement it in operational activities to prevent products or services from harming consumer rights, health and safety.

Article 24
The company should ensure the quality of its products and services in accordance with government regulations and industry-related standards.
The Company shall comply with relevant laws and international standards regarding the health and safety of customers, customer privacy, marketing and labeling of its products and services, and shall not engage in deception, misleading, fraud or any other behavior that undermines consumer trust or harms consumer rights.

Article 25
The Company should assess and manage various risks that may cause operational disruptions to reduce their impact on consumers and society.
The Company shall provide a transparent and effective consumer complaint procedure for its products and services, handle consumer complaints fairly and promptly, and comply with relevant laws and regulations such as the Personal Data Protection Act, truly respect consumers' privacy rights, and protect the personal data provided by consumers.

Article 26
The Company shall assess the environmental and social impact of its procurement activities on the communities where its suppliers come from, and work with its suppliers to jointly implement corporate social responsibility.
The company should formulate a supplier management policy to require suppliers to comply with relevant regulations on issues such as environmental protection, occupational safety and health,

or labor human rights. Before engaging in business dealings, it is advisable to assess whether its suppliers have a record of impacting the environment and society, and avoid transactions with suppliers that conflict with the company's social responsibility policy.
When the Company signs a contract with its major suppliers, the content should include compliance with the corporate social responsibility policies of both parties and the clause that the contract may be terminated or rescinded at any time if the supplier violates the policy and has a significant impact on the environment and society of the supply source community.

Article 27
The Company shall assess the impact of its operations on the community and appropriately employ human resources in the location where the Company operates to enhance community recognition.

The Company shall invest its resources in organizations that solve social or environmental problems through business models, or participate in community development and community education related activities of civic organizations, charitable organizations and government agencies through equity investment, business activities, donations, corporate volunteer services or other public welfare professional services, so as to promote community development.

Article 27-1
The Company shall continue to inject resources into cultural and artistic activities or cultural and creative industries through donations, sponsorships, investments, procurement, strategic cooperation, corporate volunteer technical services or other support models to promote cultural development.

Chapter 5 Strengthening the Disclosure of Corporate Sustainability Information Article 28
The Company shall disclose information in accordance with relevant laws and regulations and the Code of Corporate Governance Practice for Listed Companies, and shall fully disclose relevant and reliable information related to sustainable development to enhance information transparency.
The company discloses the following information on sustainable development:
1. Sustainable development policies, systems or related management guidelines and specific promotion plans approved by the board of directors. 2. The risks and impacts of implementing corporate governance, developing a sustainable environment, and maintaining social welfare on the company's operations and financial status.
3. The company's goals, measures and implementation performance for sustainable development. 4. Major stakeholders and issues of concern to them.
5. Disclosure of management and performance information on major environmental and social issues by major suppliers. 6. Other information related to sustainable development.

Article 29
The Company shall adopt internationally recognized standards or guidelines when preparing a sustainability report to disclose the status of promoting sustainable development, and shall obtain third-party confirmation or assurance to enhance the reliability of information. The content should include:
1. Implement sustainable development policies, systems or related management guidelines and specific promotion plans.
2. Major stakeholders and issues of concern to them.
3. The company's performance and review in implementing corporate governance, developing a sustainable environment, maintaining social welfare, and promoting economic development.

4. Future improvement directions and goals.

Chapter 6 Supplementary Provisions Article 30

The Company shall always pay attention to the development of domestic and international sustainable development-related standards and changes in the corporate environment, and review and improve the sustainable development system established by the Company accordingly to enhance the effectiveness of promoting sustainable development.

Article 31

This Code shall be implemented and amended upon resolution of the Board of Directors. This Code was established on September 29, 2020, Republic of China. First revised on May 11, 2022, Republic of China. The second revision was on March 21, 2023 of the Republic of China.

【Appendix 3】Articles of Association

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
IKKA Holdings (Cayman) Limited
第一化成控股（開曼）股份有限公司

(as adopted by a Special Resolution dated, June 30, 2025)

1. The name of the Company is IKKA Holdings (Cayman) Limited（第一化成控股（開曼）股份有限公司）.
2. The registered office of the Company shall be at International Corporation Services Ltd., PO Box 472, 2nd Floor, Harbour Place, 103 South Church Street, George Town, Grace Cayman KY1-1106, 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 New Taiwan Dollars 500,000,000 divided into 50,000,000 ordinary shares of New Taiwan Dollars 10 each provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and 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.

1 Interpretation

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

"Acquisition"	means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined in the Enterprise Mergers and Acquisitions Law.
"Applicable Public Company Rules"	means the R.O.C. laws, rules and regulations stipulating public 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 Financial Supervisory Commission (“FSC”), the rules and regulations promulgated by the Taiwan Stock Exchange (“TWSE”), Taipei Exchange (“TPEx”) and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
“Annual Net Income”	means the audited annual net profit of the Company in respect of the applicable year.
"Articles"	means these articles of association of the Company, as originally adopted or as from time to time altered by Special Resolution.
“Capital Reserve”	means the income derived from the issuance of new shares at a premium, or from endowments received by the company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (includes any and all Independent Director(s)).
"Electronic Record"	has the same meaning as in the Electronic Transactions Act (As Revised).
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
“FSC”	means the R.O.C. Financial Supervisory Commission
“Independent Directors”	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.
“Legal Reserve”	means, after the Company has covered its losses and all taxes have been paid and at the time of distributing surplus profits, a certain percent of such profits that the Company shall first set aside as a legal reserve in accordance with the Applicable Public Company Rules. However when the accumulated Legal Reserve has reached the total paid-up capital of the Company, this requirement shall not apply.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
“M&A”	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company, as originally adopted or as from time to time altered by Special Resolution.
“Merger”	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the

	surviving or newly incorporated company or any other company, cash or other assets.
“Short-form Merger”	means (i) 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 or (ii) that subsidiaries of the same parent company holding 90% or more of the issued and outstanding shares of such respective subsidiaries merge with one another.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
“Private Placement”	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register of members maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
“R.O.C.”	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and “Share Certificates”	means a certificate or certificates representing a Share or Shares.
“Simple Majority”	means more than one-half.
“Share Exchange”	means a company transferring all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for shareholders of the transferring company.
“Short-form Share Exchange”	means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at

	a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
“Spin-off”	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or shareholders of that company.
“Short-form Spin-off”	Means a parent company effects a Spin-off with its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred.
"Statute"	means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
“Subsidiary” and “Subsidiaries”	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company; (iii) a company of which the management of the personnel, financial, or business operation has been directly or indirectly controlled by the Company; or (iv) a company has more than one half of directors are contemporarily acting as directors of the Company.
“Supermajority Resolution”	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.
“TDCC”	means the Taiwan Depository & Clearing Corporation.
“Treasury Shares”	means a Share purchased and held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.
“TWSE”	means the Taiwan Stock Exchange

"TPEx"	means the Taipei Exchange
"Non TWSE-Listed or TPEx-Listed Company"	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.

1.2 In the Articles:

(a) words importing the singular number include the plural number and vice versa;

(b) words importing the masculine gender include the feminine gender;

(c) words importing persons include corporations;

(d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;

(e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;

(f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;

(g) headings are inserted for reference only and shall be ignored in construing the Articles; and

(h) Section 8 of the Electronic Transactions Act shall not apply.

(i) Applicable Public Company Rules shall not apply until the Company has become a public company pursuant to Applicable Public Company Rules.

2 Commencement of Business

2.1 After incorporation, the Company may operate its business at the time the board of Directors deems fit. The Company shall operate its business compliance with the Applicable Public Company Rules and business ethics, and may promote perform actions that the public interest to fulfil the social responsibility of the Company.

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 board of 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, purchase, spin-off or consolidate any or all of such Shares 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 no par value shares or convert par value shares into no par value shares.

3.4 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

4.1 The board of Directors shall keep, or cause to be kept, the Register of Members at such place as the board of 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 board of 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 board of 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 TWSE or TPEx, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of TWSE or TPEx 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 or the rules and regulations of TWSE and TPEx 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 board of Directors shall determine the period that the Register of Members shall be closed for transfers and after the Company has acquired public company status, 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 board of 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 board of Directors designates a record date in accordance with this Article 5.2, the board of 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 the book closed periods the Register of Members, including notices to Members in regard to book closed periods of the Register of Members, shall be in accordance with policies adopted by the board of 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 Memorandum and Articles and the Applicable Public Company Rules, the Company shall issue Shares without printing Share Certificates for the Shares issued, the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules, and the issuance, transfer or cancellation of the Shares shall be handled in accordance with the relevant rules of TDCC. A Member shall only be entitled to a Share Certificate if the board of Directors resolves that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the board of Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the board of Directors. The board of 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 board of 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 board of 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) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;

(b) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;

(c) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;

(d) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;

(e) Other matters concerning rights and obligations incidental to Preferred Shares; and

(f) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations 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, after reserving Shares for Public Offering (defined below) and Shares for Employees' Subscription (defined below) in accordance with Article 8.3, 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 board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE or TPEx (as applicable), 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 ("**Shares for Public Offering**"). The Company may reserve 10% to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Taiwan or foreign controlling companies or Subsidiaries ("**Shares for Employees' Subscription**"). The Company may restrain the shares subscribed by the aforementioned employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.

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 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 Articles 11.1 to 11.4; (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;(f) in connection with the issue of Restricted Shares in accordance with Article 8.7; or (g) other matters in accordance with the Applicable Public Company Rules.

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 the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

8.7 Subject to the provisions of the Statute and the Applicable Public Company Rules, 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 and its Taiwan or foreign controlling companies or Subsidiaries ("**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 other relevant conditions shall comply with the Applicable Public Company Rules.

8.8 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, inter alia, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

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

9 Transfer of Shares

9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company may 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 The Board of Directors may approve to effect transfers of Shares listed on the TWSE or TPEx (as applicable) which are not issued physically through relevant systems (including systems of TDCC) without executing share transfer documents. With respect to non-physically issued shares, the Company shall notify holders of these shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of shares through relevant systems according to the requirement, equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

10 Redemption and Repurchase of Shares

10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares in the manner and terms to be resolved by the board of Directors from time to time. Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE or TPEx (as applicable), the Company may purchase its own shares 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 or TPEx 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 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares. The Company may make a payment in respect of the redemption of its own Shares in any manner permitted by the Statute (including out of capital). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company**.**

10.3 The board of Directors may, upon the purchase or redemption of any Share under Article 10.1 to 10.7, determine that such Share shall be held as Treasury Share ("Repurchased Treasury Shares"). For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up).

10.4 Subject to the provisions of the Statute, the Memorandum and the Articles, the board of 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). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

10.5 If the Company repurchases any Shares traded on the TWSE or TPEx and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Taiwan or foreign controlling companies or Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "Average Purchase Price") the Company shall require the approval of a resolution of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules, and which shall not be brought up as an ad hoc motion and which matter shall include:

(a) The transfer price, discount rate, calculation basis and reasonability;

(b) Number of shares transferred, purpose and reasonability;

(c) Qualification of employees' subscription and number of shares employees may subscribe; and

(d) Matters affecting equity of the Members:

(i) Amounts that may become expenditures, and the dilution of earnings per share of the Company; and

(ii) Explain the financial burden caused to the Company by transfer of shares to employees at a price lower than the Average Purchase Price.

10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 and the aggregate number of Treasury Shares transferred to any individual employee shall be subject to the Applicable Public Company Rules as applied to the Company and shall not exceed the stipulated percent of the Company's total issued**,**allotted and outstanding Shares as at the date of transfer of any Treasury Shares to the 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 Articles 10.1 to 10.6, and subject to the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. 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 R.O.C. certified public accountant before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11 Employee Incentive Programme

11.1 Notwithstanding the provision of Article 8.7 Restricted Shares, 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 incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Taiwan or foreign controlling companies or Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

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 relevant agreements with employees of the Company and the employees of its Taiwan or foreign controlling companies or 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 Taiwan or foreign controlling companies or Subsidiaries shall not be eligible for the employee incentive programmes under Article 8.7 or 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 Taiwan or foreign controlling companies or 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 relevant 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/she was a joint holder, or his/her legal personal representatives where he/she 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/her.

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 board of Directors, may elect, by a notice in writing sent by him/her/it, either to become the holder of such Share or to have some person nominated by him/her/it 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, the Articles, and the Applicable Public Company Rules, 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 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 at a general meeting to reflect such change.

14.2 Subject to the provisions of the Statute, the Applicable Public Company Rules, the Articles and unless otherwise provided under Article 14.6, the Company shall by 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 any Director(s) who is engaging in business for him/her/itself 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 in accordance with Article 34.2 hereunder;

(f) effect any Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off) 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) Share Exchange;
(h) 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;
(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; and
(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 Articles, and the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass
(a) a Supermajority 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 When the Company returns share capital according to the Statute, the Articles, and the Applicable Public Company Rules, the share capital shall be returned in proportion to the shareholdings of the Members.

14.5 Subject to the provisions of the Statute and the Articles, if the Company intends to return share capital by assets other than cash, the asset to be returned and the amount to be deducted shall be approved by general meetings and consented to by the Members who will receive such asset, provided that the asset to be returned and the amount to be deducted shall be audited by the certified R.O.C. public accountant before they are submitted by the board of Directors for general meetings' resolution. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

14.6 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by not less than two-thirds of votes cast by such Members representing the total number of issued Shares at a general meeting:
(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 spin-off company is a Non TWSE-Listed or TPEx-Listed Company.

15 Registered Office

(A) Subject to the provisions of the Statute, the Company may by resolution of the board of Directors change the location of its Registered Office in the Cayman Islands.

16 General Meetings

16.1 All general meetings other than annual general meetings are extraordinary general meetings.

16.2 After the Company has acquired public company status, 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 decide, or by video conference or in any manner prescribed by the Applicable Public Company Rules, provided that unless otherwise provided by the Statute or this Article, the in-person general meetings shall be held in Taiwan in the event the Company has acquired public company status. For in-person general meetings to be held outside Taiwan, after the Company has acquired public company status, the Company shall apply with TWSE or TPEx to obtain its approval within two days after the board of Directors resolves to call an in-person general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where an in-person 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 video conference, it shall be convened in accordance with the regulations of the Applicable Public Company Rules.

16.5 The board of Directors may call general meetings, and they shall on a Member's requisition pursuant to Article 16.6 proceed to convene an extraordinary general meeting of the Company.

16.6 Member(s) who are entitled to submit a Member's requisition as provided in the preceding Article 16.5 are 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 duly delivered to the Company, and may consist of several documents in like form each signed by one or more requisitionists.

16.8 If the board of Directors do not within fifteen days from the date of the delivery 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 shareholding on starting date of the book closed period.

17 Notice of General Meetings

17.1 Before the Company has acquired public company status, a notice in writing of a general meeting shall be given to all members as at the record date for the notice, at least fourteen days prior to the meeting, provided that:

(a) An extraordinary general meeting may be called by shorter notice (but not shorter than two days) if so agreed by a Member or Members (or their proxies or representatives) holding in the aggregate, as at the record date for the meeting, shares representing at least seventy-five percent of the outstanding shares of the Company;

(b) An annual general meeting or an extraordinary general meeting may be held without notice and without observing any of the requirements or provisions of these Articles concerning general meetings if so agreed by all the members (or their proxies or representatives) of the Company;

And agreements for the purposes of the foregoing paragraphs (a) or (b) may be reached before, during or within thirty days after the meeting concerned.

In the event the Company has acquired public company status, 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. 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 convened 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 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 Before the Company has acquired public company status, 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 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than NT$2,000,000,000 dollars paid-in capital on the end of the most recent accounting period, or the shareholding percentages of the foreign investors and the PRC 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.

17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.

17.5 (a) the election or removal of directors; (b) amendments to the Articles of Association; (c) a reduction in share capital; (d) an application to cease public listing; (e)(i) dissolution, merger (excluding simplified mergers), share conversion (excluding simplified share conversions) or division (excluding simplified divisions); (ii) the conclusion, amendment or termination of contracts relating to the leasing of the company's entire business, or the entrusting of management, or the regular joint operation of the business with others; (iii) the transfer of the whole or a substantial part of the Company's business or assets, (iv) the acquisition of another party's entire business or assets where such acquisition has a material impact on the Company's operations, (f) authorising directors to act on their own behalf or on behalf of others in matters falling within the scope of the Company's business, (g) the distribution of all or part of the Company's dividends and bonuses by way of the issue of new shares, (h) the distribution to existing shareholders, by way of the issue of new shares or in cash, of the statutory surplus reserve and the capital reserve arising from share premium or donations received; and (i) matters relating to the private placement by the Company of securities of an equity nature, shall be specified in the notice of the general meeting of shareholders and their main contents explained, and may not be proposed as a motion arising out of the ordinary course of business; The main details may be posted on the website of the competent securities authority of the Republic of China or on a website designated by the company, and the URL of such website shall be stated 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/its 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 or the person(s) who has called the meeting may request the Company or the securities agent to provide the Register of Members.

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 the Statute and the Applicable Public Company Rules. 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 Statute, the Articles and the Applicable Public Company Rules, 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 Members as required by the Statute, the Articles and the Applicable Public Company Rules, and 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.

18.3 Subject to the Statute, the Articles, and the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting, 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 no more than two and the total time postponed shall not exceed one hour. If the general meeting has been postponed 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 board of Directors, the chairman of the board of 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 board of Directors shall act in lieu of the chairman. If there is no vice chairman of the board of Directors, or if the vice chairman of the board of 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 board of 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. 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 In case the procedure for convening a shareholders' meeting or the method of adopting resolutions is in violation of the Statute, the Articles or the Applicable Public Company Rules, a shareholder may, within thirty (30) days from the date of the resolution, submit a petition to competent court having proper jurisdiction (including the Taipei District Court, R.O.C.) for revocation of such resolution.

18.8 Unless otherwise expressly required by the Statute, the Articles or the Applicable Public Company Rules, 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 Subject to the Applicable Public Company Rules, Member(s) holding 1% or more of the total number of issued, allotted, 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 by the board of Directors 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.

18.10 Unless the Company has acquired public company status, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.

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 and all calls or other monies then payable by him to the Company 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 who shall decide in accordance with the applicable laws.

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 a Member who holds Shares for the benefit of others may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways in accordance with the Applicable Public Company Rules.

19.6 Before the Company has acquired public company status, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held in Taiwan after the Company has acquired public company status, when convening a general meeting, the Company shall permit the Members to vote by way of an electronic transmission as one of the methods of exercising voting power as well as voting by way of a written ballot. 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 general 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 days prior to the date of the relevant general meeting, revoke such vote in the same manner previously used in submitting the vote 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, and be personally signed or sealed under the hand of the appointor, 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 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules, 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 After the Company has acquired public company status, 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 him/her/itself 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 the 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 non-solicited 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/her/its voting power by way of a written ballot or electronic transmission, he/she/it shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his/her/its 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 general meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the general meeting at which the person named in the instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy 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 general 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 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 or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company, at least two days prior to the commencement of the general meeting, or adjourned general 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 the R.O.C. after the Company has acquired public company status, the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

(B) Subject to the provisions of the Statute and the Articles, 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 a general meeting, the Member (the "**Dissenting Member**"), who has expressed his/her/its objection therefor, in writing or verbally with a record before or during the general meeting and has voted against or has forfeited his/her/its voting right may request the Company to buy back all of his/her/its Shares at the then prevailing fair price. The shares that have been forfeited by the Dissenting Member in accordance with the foregoing shall not be counted in the number of votes of the Member at a general meeting:

(a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or for the delegation of management of the Company's business to other or for 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 impact 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, a Short-form Spin-off, or a Short-form Share Exchange where at least 90% of the voting power of the outstanding shares of the Company are held by the other company participating in such Merger, Spin-off or Share Exchange, the Company shall deliver a notice to each of the Member immediately after the resolution of board of directors approving such Short-form Merger, Short-form Spin-off or Short-form Share Exchange and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger, Short-form Spin-off or Short-form

Share Exchange within the specified period pursuant to the Applicable Public Company Rules may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair price.

22.3 Subject to the Statute, the request by a Dissenting Member prescribed in Articles 22.1 and 22.2 shall be delivered to the Company in writing, stating therein the types numbers and the repurchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolutions. In the event the Dissenting Member and the Company have reached an agreement in regard to the repurchase price of the Shares held by 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.

22.4 Subject to the Statute, in the event that any Dissenting Member requests the Company to buy back his/her/its Shares pursuant to Article 22.3, and the Company and the Dissenting Member fail to reach the agreement with respect to the Appraisal Price 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 Appraisal Price, 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.

22.5 Subject to the Statute, the payment of Appraisal Price and the delivery of Share Certificates shall comply with the Applicable Public Company Rules.

23 Corporate Members

(C) A Member, who is a corporation, organization or non-natural person entity, may in accordance with its constitutional documents, or in the absence of relevant provision in its constitutional documents by resolution of its board of directors or other governing body, authorise a 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 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 held by such Company (including held through such Company's Subsidiaries) shall not vote, 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 matter 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 matter but such Shares shall be counted in for calculating the number of Shares of the Members present at 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 a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director 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 such 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 nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board 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. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new Director elected at the general meeting shall fill the vacancy for the residual term of office.

25.2 Unless otherwise approved by FSC, 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 be removed from the position of Director automatically.

25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least two (2) of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.

25.5 Independent Directors shall have professional knowledge and shall maintain independence in discharging 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 Shares for at least six (6) consecutive months may in writing request the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction (including the Taipei District Court, R.O.C.) as the court of first instance. The Audit Committee shall resolve on whether to initiate the action, and shall appoint one or more of its members as the representative(s), acting individually or jointly, for this action. If the Audit Committee fails 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 as the court of first instance in the name of the Company.

26 Powers of Directors

26.1 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the board of Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the board of 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 the board of Directors at which a quorum is present may exercise all powers exercisable by the board of 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 board of Directors shall determine by resolution.

26.3 The board of 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 board of Directors shall determine the terms of such insurance by resolution, taking into account the standards of the industry in 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, to the maximum extent legally permissible, demand the Directors, who violate such duties, 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, to the maximum extent legally permissible, 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 Directors and the Company shall jointly and severally indemnify the third party for any losses or damages incurred by such third party 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 aforementioned 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 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 Director(s).

27.2 After the Company has acquired public company status, 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 board of 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 casted 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 consolidate 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 board of 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 may 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 board of 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. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for elections of Directors and Independent Directors in the event the Company has acquired public company status in accordance with Applicable Public Company Rules.

27.4 If a Member is judicial person, 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 elected as Directors respectively.

27.5 Notwithstanding anything to the contrary in Article 27.1 to 27.4, unless the Company has acquired public company status in accordance with Applicable Public Company Rules, the Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director.

28 Vacation of Office of Director

28.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time remove all Directors from office before the expiration of their term of office and may elect new Directors in accordance with Article 27.1. and unless a resolution of a shareholders' meeting provides otherwise, all the Directors shall be deemed to have been removed upon such election of new Directors prior to the expiration of such Director's 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/she/it gives notice in writing to the Company to resign the office of Director;

(b) he/she/it dies, becomes bankrupt or makes any arrangement or composition with his/her/its creditors generally;

(c) an order is made by any competent court or official on the grounds that he/she is or will be suffering from mental disorder or is otherwise incapable of managing his/her affairs, or his/her legal capacity is restricted according to the applicable laws;

(d) he/she/it commits an offence as specified in the Statute for Prevention of Organizational Crimes 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/she/it 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/she/it 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/she/it 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/she/it commits an offence as specified in the Anti-Corruption Act 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/she/it 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/she/it is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;

(h) he/she/it 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/she has limited legal capacity or is legally incompetent;

(j) he/she is subject to the commencement of assistance by a court and the court and those orders have not yet been revoked;

(k) the Members resolve by a Supermajority Resolution that he/she/it should be removed as a Director;

(l) after the Company has acquired public company status, during the term of office as a Director (excluding Independent Directors), he/she/it has transferred more than one half of the company's shares being held by him/her/it at the time he/she is elected; or

(m) subject to the provisions of the Statute, and the Articles or the Applicable Public Company Rules, in the event that he/she/it has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in violation of material items as prescribed in the 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 issued, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court (including the Taipei District Court, R.O.C.) 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 (i), 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 any director(excluding Independent Directors) after having been elected and before his/her/its inauguration of the office of Director, has transferred more than one half of the total number of shares of the company he/she/it holds at the time of his/her/its election as such; or had transferred more than one half of the total number of shares he/she/it held within the book closed period prior to the convention of a shareholders' meeting, then his/her/its election as a Director shall become invalid.

29 Proceedings of Directors

29.1 The quorum for the transaction of the business of the board of Directors may be fixed by the board of 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) to fill the vacancies 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 provided by the Statute, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than three due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies 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 Statute, the Articles, and the Applicable Public Company Rules, 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 board of 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 The chairman or other authorized officer of the Company may call a meeting of the board of Directors by at least one day's 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 the Company has acquired public company status in accordance with the Applicable Public Company Rules, unless otherwise permitted by the Applicable Public Company Rules, the chairman of the board shall call a meeting of the board of Director by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director. In the event of an urgent situation, a meeting of the board 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 other Directors' office, but if and so long as the number of continuing Directors is below the minimum number of Directors fixed by or pursuant to the Articles, the continuing Directors or Director may act only for the purpose of summoning a general meeting of the Company, but for no other purpose.

29.7 The board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the board of 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 Subject to the Statute, with respect to all acts done by any meeting of the board of Directors or of a committee of Directors, 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, the effectiveness of the acts shall be determined in accordance with the applicable laws.

29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointing another director in writing by him/her/it. 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 (except for Independent Directors) 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 Compensation Committee (as defined in Article 32.10) shall present its recommendations to the board of Directors for discussion and approval.

30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be recommended by the Compensation Committee and determined by the board of Directors, and take into account the extent and value of the services provided for the management of the Company and the standards of the industry in 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 the board 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 board of 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, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his/her/its firm shall be entitled to such remuneration for professional services as if he/she/its were not a Director.

30.4 A Director who engages in conduct either for himself/herself/itself 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/herself/itself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, to the maximum extent legally permissible, 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 second degree relatives, or company(s) with 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. The Company shall expressly set out the material information of a Director’s personal interest and the reason(s) of approval or dissent to the resolution of the proposed transaction in the notice of the general meeting; the information thereof may be placed on the website designated by the R.O.C. competent authorities for securities or by the Company, and the web address shall be indicated in the notice.

31 Minutes

(D) 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/her/it provided that the appointment of a managing director shall be revoked forthwith if he/she/it 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. Unless otherwise provided by the Statute or the Applicable Public Company Rules, 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 Articles 32.1 to 32.11, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an Audit Committee (the "**Audit Committee**") comprised of all of the Independent Directors, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. 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 or TPEx(as applicable), 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 financial reports and second-quarter financial reports that shall be audited and attested by a certified public accountant;
(k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and
(l) Any other matters in accordance with the Applicable Public Companies Rules.

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. competent authorities of securities 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 Compensation Committee (the "**Compensation Committee**") in accordance with the Applicable Public Company Rules. The number of members of the Compensation Committee, professional qualifications, restrictions on shareholdings and position that a member of the Compensation Committee may concurrently hold, and assessment of independence with respect to the members of the Compensation Committee shall comply with the Applicable Public Company Rules. The Compensation Committee shall comprise of no less than three members, one of which shall be appointed as convener of the Compensation Committee. The rules and procedures for convening any meeting of the Compensation Committee shall comply with policies proposed by the members of the Compensation 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 or TPEx (as applicable). The Directors shall, by a resolution, adopt a charter for the Compensation Committee in accordance with these Articles and the Applicable Public Company Rules.

32.11 The compensation 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 as defined by the rules and procedures governing the Compensation Committee.

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 in accordance with the Seal policy adopted 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 in accordance with the Seal policy adopted by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him/her/it 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 8 % to 15 % of its annual net income before tax, the bonus to employees and the bonus to Directors, as bonus to employees of the Company and set side no more than 5 % of its annual net income before tax, the bonus to employees and the bonus to Directors, 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 its Taiwan or foreign controlling companies or Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees 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 Taiwan or foreign controlling companies or Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.

34.2 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company’s capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. If the Directors determine to distribute profits, the Directors shall prepare the proposal for distribution of profits and such proposal shall be approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: (a) the Company shall set aside all taxes that legally required to be paid; and (b) offset its losses in previous years that have not been previously offset (if any); and (c) set aside or reverse a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by relevant authorities. Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Directors may propose profit distribution plan in connection with the retained earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (c) above plus the previously cumulative undistributed retained earnings), for approval at the meetings of the shareholders. The distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro-rata to the Members. If the Directors determine to distribute profits, the total amount of Dividends shall not be lower than 40% of the net profit of the then current year after deducting the items (a) to (c) above, and provided the total amount of cash dividend to be distributed shall be no lower than 10% of the aggregate dividend distributed to shareholders.

34.3 Subject to the Statute and the Articles, and the Applicable Public Company Rules, 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 Subject to the Statute, the Articles and the Applicable Public Company Rules, 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 Subject to the Statute, the Articles and the Applicable Public Company Rules, 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 Subject to the Statute, the Articles and the Applicable Public Company Rules, 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 endowments 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 clause 14.2(d), the Board may capitalise any balance standing to the credit of the Company's reserves (including share premium and capital redemption reserves), or any balance standing to the credit of the profit and loss account, or any other distributable sums, and distribute such amounts to the shareholders in the same proportion as if the surplus were distributed as a dividend, and apply such amounts on behalf of the shareholders to pay up in full the unissued shares available for allotment, which shall be treated as fully paid-up shares and allocated to the shareholders in accordance with the aforementioned proportions.

In such circumstances, the Board shall take all such acts and do all such things as may be necessary to give effect to such capitalisation, and the Board shall have the power to make such regulations as it deems appropriate to ensure that shares are not allotted in amounts less than the minimum unit (including provisions stipulating that the rights to such shares shall vest in the Company rather than in the shareholder).

The Board may, on behalf of the shareholders concerned, authorise a person to enter into an agreement with the Company setting out the terms of the capitalisation and related matters. Any agreement entered into under such authorisation shall be valid and binding on the parties concerned.

36 Tender Offer

After the receipt of the copy of a tender offer application form, the prospectus and relevant documents by the Company or its litigation or non-litigation agent appointed, the board of the Directors shall handle the relevant matters pursuant to the Applicable Public Company Rules.

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 the Statute, the Articles and the Applicable Public Company Rules.

37.4 Subject to applicable law, after the Company becomes a public company, minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language, and an English translation may be attached. 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 Subject to the Statute, 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 initiates 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.

【Appendix 4】Guidelines on the Acquisition or Disposal of Assets

Article1 Purpose

In order to strengthen the Company′s asset management, safeguard investments and ensure transparency, the acquisition or disposal of assets by the Company shall be conducted in accordance with this procedure.

Article2 Legal Basis

These procedures have been established in accordance with Article 36-1 of the Securities and Exchange Act of the Republic of China and the "Regulations Governing the Acquisition or Disposal of Assets by Publicly Listed Companies" promulgated by the competent authorities of the Republic of China. However, in the event that these procedures do not cover all matters or in the event of subsequent changes to the law, matters shall be handled in accordance with the relevant laws and regulations currently in force and the Company's relevant internal regulations.

Article3 Scope of assets covered by these procedures

1. Investments such as shares, government bonds, corporate bonds, financial bonds, securities representing units in investment funds, depositary receipts, call (and put) warrants, beneficiary certificates and asset-backed securities.
2. Property (including land, buildings and structures, investment property, and inventory held by the construction industry) and equipment.
3. Membership card.
4. Intangible assets such as patent rights, copyright, trademark rights and licence rights.
5. Right-of-use assets.
6. Claims held by financial institutions (including receivables, discounted bills and loans, and amounts due for collection).
7. Derivative goods.
8. Assets acquired or disposed of as a result of a merger, demerger, acquisition or transfer of shares in accordance with the laws of the Republic of China.
9. Other significant assets.

Article4 Definition of a noun

1. Derivative instruments: refers to forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or structured products incorporating derivative instruments, the value of which is derived from a specific interest rate, the price of a financial instrument, the price of a commodity, an exchange rate, a price or rate index, a credit rating or credit index, or other variables. The term 'forward contract' does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, or long-term purchase or sale contracts.
2. Assets acquired or disposed of through mergers, demergers, acquisitions or share transfers under the laws of the Republic of China: this refers to assets acquired or disposed of through mergers, demergers or acquisitions conducted in accordance with the Enterprise Mergers and Acquisitions Act, the Financial Holding Companies Act, the Financial Institutions Merger Act or other relevant laws of the Republic of China; or assets acquired through the issuance of new shares to acquire shares in another company pursuant to Article 156-3 of the Companies Act of the

Republic of China (hereinafter referred to as 'share transfers').

3. Related parties and subsidiaries: These shall be identified in accordance with the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional valuer: a chartered surveyor or any other person authorised by law to carry out valuation work in respect of immovable property or equipment.
5. Date of the transaction: means the earlier of the date of signing the contract, the date of payment, the date of execution of the order, the date of transfer of title, the date of the board resolution, or any other date sufficient to determine the counterparty and the transaction amount. However, in the case of investments requiring approval from the competent authorities of the Republic of China, the earlier of the aforementioned dates or the date on which approval is received from the competent authorities of the Republic of China shall prevail.
6. Investment in the Mainland: refers to investment in the Mainland undertaken in accordance with the Regulations Governing the Granting of Permits for Investment or Technical Cooperation in the Mainland by the Investment Commission of the Ministry of Economic Affairs of the Republic of China.
7. Professional investors: refers to financial holding companies, banks, insurance companies, bill finance companies, trust companies, securities firms engaged in proprietary trading or underwriting, futures firms engaged in proprietary trading, securities investment trust undertakings, securities investment advisory firms and fund management companies established in accordance with the law and regulated by the local financial supervisory authority.
8. Stock exchange: A domestic stock exchange in the Republic of China refers to the Taiwan Stock Exchange Corporation; a foreign stock exchange refers to any organised securities trading market regulated by the competent securities authority of that country.
9. Business premises of securities firms: In the Republic of China, the business premises of domestic securities firms refer to premises where securities firms have established dedicated trading counters for the trading of securities in accordance with the Regulations Governing the Trading of Securities at Securities Firms' Business Premises; the business premises of foreign securities firms refer to the business premises of financial institutions that are regulated by foreign securities regulatory authorities and are authorised to conduct securities business.

Article5 Where the Company obtains a valuation report or an opinion from an accountant, solicitor or securities underwriter, the professional valuer and its valuation staff, the accountant, the solicitor or the securities underwriter shall comply with the following requirements:

1. The person has not been convicted of an offence under the Securities and Exchange Act, the Companies Act, the Banking Act, the Insurance Act, the Financial Holding Companies Act or the Business Accounting Act of the Republic of China, or of fraud, breach of trust, embezzlement, forgery of documents or any other criminal offence in the course of business, and sentenced to a term of imprisonment of one year or more. This shall not apply where three years have elapsed since the completion of the sentence, the expiry of the probation period or the granting of a pardon.
2. where the parties to the transaction are not related parties or have no substantial related parties.
3. Where a company is required to obtain valuation reports from two or more

professional valuers, the different professional valuers or valuation practitioners must not be related parties or have any material relationship with one another.

When issuing valuation reports or opinions, the persons referred to in the preceding paragraph shall comply with the self-regulatory codes of their respective professional associations and the following requirements:

1. Before accepting a case, one should carefully assess one's professional competence, practical experience and independence.
2. When conducting an engagement, appropriate procedures should be carefully planned and carried out in order to reach conclusions and issue reports or opinions based on those conclusions; furthermore, the procedures performed, the data collected and the conclusions reached should be recorded in detail in the engagement working papers.
3. The suitability and reasonableness of the data sources, parameters and information used should be assessed on a case-by-case basis to serve as the basis for issuing a valuation report or opinion.
4. The statement should include matters such as the relevant personnel possessing the requisite professional competence and independence, the assessment that the information used is appropriate and reasonable, and compliance with the relevant laws and regulations of the Republic of China.

Article6 These procedures shall be implemented following their approval by the Board of Directors and ratification by the General Meeting of Shareholders.

Since the establishment of the Audit Committee, any amendments to these procedures must be approved by at least half of the members of the Audit Committee prior to being submitted to the Board of Directors for resolution; following approval by the Board of Directors, they must be submitted to the General Meeting of Shareholders for approval. Should any director raise an objection and such objection be recorded or set out in a written statement, the Company shall forward the details of the director's objection to the Audit Committee.

If the matter is not approved by a majority of at least two-thirds of the members of the Audit Committee, it may be approved by a majority of at least two-thirds of all directors; in such cases, the resolution of the Audit Committee shall be recorded in the minutes of the board meeting.

The reference in the third paragraph to 'all members of the audit committee' and the reference in the preceding paragraph to 'all directors' shall be calculated on the basis of those actually in office.

Article7 Where the acquisition or disposal of assets by the Company is subject to discussion and approval by the Board of Directors in accordance with established procedures or other laws of the Republic of China, due consideration shall be given to the views of each independent director; should any independent director express an objection or reservation, this shall be recorded in the minutes of the Board meeting.

With the consent of more than half of all members of the Audit Committee, and subject to a resolution of the Board of Directors, the provisions of Article 6, paragraphs 3 and 4, shall apply mutatis mutandis.

Article8 The amounts of assets acquired by the Company and its subsidiaries are as follows:

1. The total value of real estate and right-of-use assets acquired by the Company for non-operational purposes shall not exceed 40 per cent of the Company's net worth; the total value of real estate and right-of-use assets acquired by subsidiaries for non-

operational purposes shall not exceed 40 per cent of the Company's net worth.

2. The total value of marketable securities held by the Company shall not exceed three hundred per cent of the Company's net asset value; the total value of marketable securities held by subsidiaries shall not exceed three hundred per cent of the Company's net asset value.
3. The amount spent by the Company on acquiring individual securities shall not exceed 300 per cent of the Company's net asset value; the amount spent by subsidiaries on acquiring individual securities shall not exceed 300 per cent of the Company's net asset value.

Article9 ~~本公司~~The valuation and procedures for the acquisition or disposal of immovable property, equipment or assets with rights of use are as follows:

1. Where the Company acquires or disposes of real estate, equipment or assets in which it holds a right of use—except in transactions with government agencies within the Republic of China, development on land owned by the Company, development on leased land, or the acquisition or disposal of equipment or assets in which it holds a right of use for business purposes—and the transaction amount reaches 20 per cent of the Company's paid-up capital or NT$300 million or more, a valuation report issued by a professional valuer must be obtained prior to the date of the transaction, and the following provisions must be complied with:
   (1) Where, for special reasons, a fixed price, a specific price or a special price is required to serve as the basis for the transaction price, such transaction must first be submitted to the Board of Directors for approval; the same shall apply in the event of any subsequent changes to the terms of the transaction.
   (2) Where the transaction amount is NT$1 billion or more, valuations must be obtained from two or more professional valuers.
   (3) Where the valuations provided by professional valuers fall under any of the following circumstances, unless the valuations of the assets to be acquired are all higher than the transaction amount, or the valuations of the assets to be disposed of are all lower than the transaction amount, a certified public accountant must be engaged to provide a specific opinion on the reasons for the discrepancies and the appropriateness of the transaction price:
      1. The difference between the valuation result and the transaction amount is 20 per cent or more of the transaction amount.
      2. The difference between the valuation results of two or more professional valuers is 10 per cent or more of the transaction amount.
   (4) The date of the report issued by the professional valuer must not be more than three months prior to the date of conclusion of the contract. However, if the same published current value is applied and the period does not exceed six months, the original professional valuer may issue a statement of opinion.
2. The acquisition or disposal of real estate, equipment or assets conferring rights of use with a value of NT$30 million or less shall be subject to step-by-step approval in accordance with the Company's 'Regulations on Approval Authorities'; transactions exceeding NT$30 million in full shall require additional approval by the Board of Directors.

Article10 The Company's assessment and operational procedures for the acquisition or disposal of securities are as follows:

1. The acquisition or disposal of securities must be submitted to the General Manager and the Chairman for approval. Any transaction exceeding NT$30 million must also

be submitted to the Board of Directors for deliberation.

2. When the Company or its subsidiaries acquire investments in securities, they shall obtain the target company's most recent financial statements, audited or reviewed by a certified public accountant, prior to the date of the transaction, to serve as a reference for assessing the transaction price. Furthermore, where the transaction amount reaches 20 per cent of the Company's paid-up capital or NT$300 million or more, a certified public accountant shall be consulted prior to the date of the transaction to express an opinion on the reasonableness of the transaction price. However, this shall not apply where the securities in question have publicly quoted prices in an active market or where the Financial Supervisory Commission of the Republic of China has made alternative provisions.
3. The acquisition or disposal of securities shall be carried out in accordance with the provisions of the Company's 'Authorisation Limits Regulations'.

Article11 The valuation and operational procedures for the acquisition or disposal of intangible assets, right-of-use assets or membership cards by the Company are as follows:

1. Where the transaction value of the Company's acquisition or disposal of intangible assets, rights to use such assets, or membership cards amounts to 20 per cent of the Company's paid-up capital or NT$300 million or more, the Company shall, except in the case of transactions with government agencies within the Republic of China, seek an opinion from a certified public accountant on the reasonableness of the transaction price prior to the date on which the event occurs.
2. The acquisition or disposal of intangible assets, rights to use such assets, or membership cards by the Company shall be handled in accordance with the provisions of the Company's 'Regulations on Decision-Making Authorities'.

Article12 The calculation of the transaction amounts for the first three items shall be carried out in accordance with the provisions of Article 30(2); furthermore, the reference period of 'one year' shall be calculated by looking back one year from the date on which the transaction in question took place, and any valuation reports issued by professional valuers or opinions provided by certified public accountants that have already been obtained in accordance with these procedures shall not be included in the calculation.

Article13 Where the Company acquires or disposes of assets through court auction proceedings, the valuation report or auditor's opinion may be replaced by a certificate issued by the court.

Article14 Where the Company or its related parties acquire or dispose of assets, in addition to complying with the relevant resolution procedures and assessing the reasonableness of the terms of the transaction in accordance with Articles 9, 10, 11 or 12 of these Procedures, as well as Articles 14 to 18, if the transaction amount reaches 10 per cent or more of the Company's total assets, the Company shall also obtain a valuation report from a professional valuer or an opinion from a certified public accountant in accordance with Articles 9, Articles 9, 10, 11 or 12 of these Procedures.

The calculation of the transaction amount referred to in the preceding paragraph shall be carried out in accordance with the provisions of Article 12.

When determining whether a counterparty is a related party, consideration should be given not only to its legal form but also to the substantive relationship.

Article15 Where the Company acquires or disposes of real estate or assets relating to the right to use such property from, or to, a related party, or acquires or disposes of assets other than real estate or assets relating to the right to use such property from, or to, a related party, and the transaction amount reaches 20 per cent of the Company's paid-up capital, 10 per cent of the Company's total assets, or NT$300 million or more, the Company shall, except for the purchase or sale of Republic of China government bonds, bonds subject to repurchase or resale conditions, or the subscription for or repurchase of money market funds issued by securities investment trust enterprises within the Republic of China, submit the following information for approval by at least half of all members of the Audit Committee and subsequent approval by the Board of Directors before entering into a transaction agreement and making payment:

1. The purpose, necessity and expected benefits of acquiring or disposing of assets.
2. Reasons for selecting the related party as the counterparty to the transaction.
3. Information relevant to the assessment of the reasonableness of the proposed terms of the transaction, in accordance with Articles 16 and 17, when acquiring real estate or rights to use such property from related parties.
4. The date and price at which the related party originally acquired the shares, the counterparty to the transaction, and the nature of their relationship with the Company and the related party.
5. Prepare a cash flow forecast for each month of the coming year, starting from the month in which the contract is expected to be signed, and assess the necessity of the transaction and the reasonableness of the use of funds.
6. A valuation report issued by a professional valuer appointed in accordance with the preceding article, or an opinion from a chartered accountant.
7. Restrictions and other material terms of this transaction.

~~前項交易金額之計算，應依第三十條第二項規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定提交審計委員會通過及董事會通過部分免再計入。~~

Where the Company enters into the following transactions with its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100 per cent of the issued shares or total capital, the Chairman may proceed with such transactions up to a value of NT$30 million, subject to subsequent ratification by the next Board meeting:

1. The acquisition or disposal of equipment used in the course of business or assets representing rights to use such equipment.
2. Acquisition or disposal of right-of-use assets relating to property held for business purposes.

When a matter is submitted to the Board of Directors for discussion in accordance with the first paragraph, due consideration shall be given to the views of each independent director; should any independent director express an objection or reservation, this shall be recorded in the minutes of the Board meeting.

Where, pursuant to the first paragraph, the prior consent of at least half of all members of the Audit Committee is required, and the matter is to be submitted to the Board of Directors for a resolution, the provisions of Article 6, paragraphs 3 and 4 shall apply mutatis mutandis.

Where the Company, or a subsidiary of the Company that is not a publicly listed company in Taiwan, enters into a transaction as referred to in paragraph 1, and the transaction amount amounts to 10 per cent or more of the Company's total assets, the Company shall submit the information specified in the subparagraphs of paragraph 1 to the general meeting of shareholders for approval before entering into the transaction agreement and making any payment. However, this provision shall not apply to transactions between the Company and its parent company or subsidiaries, or between subsidiaries of the Company.

The calculation of the transaction amounts referred to in the first and preceding paragraphs shall be carried out in accordance with the provisions of Article 30, paragraph 2; furthermore, the reference to 'within one year' shall be calculated by looking back one year from the date on which the transaction in question took place, and any portions that have already been submitted to and approved by the general meeting of shareholders, the audit committee and the board of directors in accordance with these procedures shall not be included in the calculation.

Article16 Where the Company acquires real estate or rights to use such property from related parties, it shall assess the reasonableness of the transaction costs in accordance with the following methods:

1. The price of a related-party transaction shall be calculated by adding the interest on the necessary funds and the costs legally borne by the purchaser. The interest cost on the necessary funds shall be calculated based on the weighted average interest rate of the loans taken out in the year in which the company acquired the asset; however, it shall not exceed the maximum lending rate for non-financial institutions published by the Ministry of Finance of the Republic of China.
2. Where a related party has previously secured a loan from a financial institution using the subject property as collateral, the financial institution's total assessed value of the loan against that property shall apply, provided that the actual cumulative amount of the loan granted by the financial institution against that property amounts to at least 70 per cent of the total assessed value and the loan has been outstanding for more than one year. However, this provision shall not apply where the financial institution and one of the parties to the transaction are related parties.

Where land and a building are purchased or leased together as a single property, the transaction costs for the land and the building may be assessed separately using either of the methods set out in the preceding paragraph.

Where the Company acquires real estate or assets relating to the right to use such property from related parties, it shall assess the cost of such real estate or assets in accordance with the provisions of the preceding two paragraphs, and shall engage a certified public accountant to review the assessment and provide a specific opinion.

Where the Company acquires real estate or assets conferring rights of use from related parties in any of the following circumstances, the provisions of the preceding Article shall apply, and the provisions of the preceding three paragraphs shall not apply:

1. The related party acquired the immovable property or the right to use the property through inheritance or a gift.
2. The date on which the related party entered into a contract to acquire the property or the right to use the property was more than five years prior to the date of this transaction.
3. Acquiring real estate by entering into a joint development agreement with a related party, or by commissioning a related party to construct real estate on land owned by the Company or on leased land.
4. The Company acquires right-of-use assets in respect of property held for operational purposes from its parent company, subsidiaries, or subsidiaries in which it directly or indirectly holds 100 per cent of the issued shares or total capital.

Article17 Where the valuation results determined by the Company in accordance with the first and second paragraphs of the preceding Article are lower than the transaction price, the Company shall proceed in accordance with Article 18. However, this shall not apply where the following circumstances apply, provided that objective evidence is submitted and specific, reasonable opinions are obtained from a professional property valuer and a chartered accountant:

1. Where a related party acquires land or leases land for the purpose of subsequent development, they may provide evidence that one of the following conditions is met:
   (1) Land shall be valued in accordance with the method set out in the preceding paragraph, whilst buildings shall be valued at the construction cost incurred by the related party plus a reasonable construction profit; where the total of these amounts exceeds the actual transaction price. The term 'reasonable construction profit' shall be determined as the lower of the average gross profit margin of the related party's construction division over the last three financial years or the most recent gross profit margin for the construction industry published by the Ministry of Finance of the Republic of China.
   (2) Other transactions involving unrelated parties within the same property or in the immediate vicinity within the past year, where the floor area is similar and the terms of the transaction are deemed comparable after taking into account reasonable price differentials for the floor or area in accordance with customary practice in property sales or lettings.
2. The Company provides evidence that the terms of transactions for real estate acquired from related parties or for assets representing the right to use real estate acquired through leasing are comparable to those of other transactions with non-related parties in the neighbouring area within the past year, and that the properties are of a similar size.

For the purposes of the preceding paragraph, 'transaction cases in neighbouring areas' shall, in principle, refer to those within the same or an adjacent block, located within a radius of no more than 500 metres of the subject property, or where the published current value is similar; the term 'similar in area' shall, in principle, refer to transaction cases involving unrelated parties where the area is not less than fifty per cent of the area of the subject property; the term 'within one year' shall be calculated by looking back one year from the date on which the acquisition of the immovable property or the right to use such property took place.

Article18 Where the Company acquires real estate or assets conferring rights of use from related parties, and the valuation results in accordance with the preceding two articles are lower than the transaction price, the Company shall take the following steps:

1. The Company shall set aside a special reserve in respect of the difference between the transaction price of real estate or assets relating to the right to use such property and their assessed cost, in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act of the Republic of China; such reserve shall not be distributed or used to increase share capital through a bonus issue. Investors who account for their investment in the Company using the equity method, if they are publicly listed companies, shall also set aside a special reserve in proportion to their shareholding in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act of the Republic of China.
2. The independent directors of the Company's Audit Committee shall act in accordance with the provisions of Article 218 of the Companies Act of the Republic of China.

3. The actions taken under the preceding two paragraphs shall be reported to the general meeting of shareholders, and the details of the transactions shall be disclosed in the annual report and the prospectus.

Where a company has set aside a special reserve in accordance with the preceding paragraph, it may only draw upon such reserve after the assets purchased or leased at a high price have been written down, disposed of, or the lease terminated, or after appropriate compensation has been provided or the assets restored to their original condition, or where there is other evidence confirming that there is no unreasonableness, and subject to the approval of the Financial Supervisory Commission of the Republic of China.

Where the Company acquires real estate or assets conferring rights of use from related parties, and where there is other evidence indicating that the transaction is inconsistent with normal business practice, the provisions of the preceding two paragraphs shall apply.

Article19 As the Company engages in derivatives trading, it shall implement the following risk management measures:

1. The scope of risk management should encompass credit, market price, liquidity, cash flow, operational and legal risk management.
2. Persons engaged in the trading of derivatives and those responsible for confirmation, settlement and other related operations must not hold concurrent roles.
3. Personnel responsible for the measurement, monitoring and control of risks shall belong to a different department from those referred to in the preceding paragraph and shall report to the board of directors or to senior management who are not responsible for decisions regarding transactions or positions.
4. Positions held by the derivatives exchange shall be assessed at least once a week; however, in the case of hedging transactions conducted for business purposes, they shall be assessed at least twice a month. The assessment reports shall be submitted to senior management authorised by the Board of Directors.
5. Other key risk management measures.

Article20 Where a company engages in derivatives trading, the board of directors shall exercise effective supervision and management in accordance with the following principles:

1. Designated senior executives shall at all times ensure the supervision and control of risks associated with derivatives trading.
2. Regularly assess whether the performance of derivative transactions is in line with the established business strategy and whether the risks assumed remain within the Company's acceptable risk tolerance.

Senior executives authorised by the Board of Directors shall manage derivative transactions in accordance with the following principles:

1. Regularly assess whether the risk management measures currently in place are appropriate and ensure that they are implemented in accordance with this procedure and the company's procedures governing derivative transactions.
2. The Company shall monitor trading activities and profit and loss performance; should any irregularities be detected, it shall take the necessary measures and report the matter immediately to the Board of Directors, at which meeting independent directors shall be present and express their views.

Where the Company engages in derivatives trading and authorises relevant personnel to conduct such transactions in accordance with the established procedures for derivatives trading, such transactions must be reported to the next Board meeting.

Article21 As the Company engages in derivatives trading, it shall maintain a register in which the following details are recorded for reference: the types of derivatives traded, the amounts involved, the dates of approval by the Board of Directors, and the matters requiring careful assessment pursuant to Article 19(4), the second subparagraph of paragraph 1 of the preceding Article, and the first subparagraph of paragraph 2 of the preceding Article. The Company's internal auditors shall regularly assess the adequacy of internal controls over derivatives trading and shall conduct monthly audits of the trading departments' compliance with the procedures governing derivatives trading, preparing audit reports accordingly. Should any material non-compliance be identified, the members of the Audit Committee and each independent director shall be notified in writing.

Article22 Where the Company undertakes a merger, demerger, acquisition or transfer of shares, it shall, prior to convening a board meeting to pass a resolution, commission a certified public accountant, a solicitor or a securities underwriter to express an opinion on the reasonableness of the share exchange ratio, the acquisition price or the cash or other assets to be distributed to shareholders, and submit such opinion to the board of directors for discussion and approval. However, a publicly listed company merging with a subsidiary in which it directly or indirectly holds 100 per cent of the issued shares or total capital, or a merger between subsidiaries in which each holds 100 per cent of the issued shares or total capital of the other, shall be exempt from obtaining the aforementioned expert opinion on reasonableness.

Article23 Where the Company is involved in a merger, division or acquisition, it shall prepare a public document addressed to the shareholders setting out the key terms of the merger, division or acquisition and related matters prior to the general meeting of shareholders, and shall deliver such document to the shareholders together with the expert opinion referred to in the first paragraph of the preceding Article and the notice convening the general meeting, to serve as a basis for their decision as to whether to approve the proposed merger, division or acquisition. This shall not apply where other laws of the Republic of China provide for exemption from the requirement to convene a general meeting to resolve on matters of merger, division or acquisition.

Where a shareholders' meeting of any company involved in a merger, demerger or acquisition is unable to be convened or pass a resolution due to an insufficient number of attendees, a lack of voting rights or other restrictions under the laws of the Republic of China, or where a motion is rejected by the shareholders' meeting, the company involved in the merger, demerger or acquisition shall immediately issue a public statement explaining the reasons for the occurrence, the follow-up procedures and the anticipated date for convening the shareholders' meeting.

Article24 Where the Company is involved in a merger, demerger or acquisition, unless otherwise provided for by other laws of the Republic of China or unless special circumstances exist for which prior approval has been obtained from the Financial Supervisory Commission of the Republic of China, a meeting of the Board of Directors and a general meeting of shareholders shall be convened on the same day to resolve on matters relating to the merger, demerger or acquisition.

Where the Company participates in a share transfer, it shall convene a board meeting on the same day, unless otherwise provided for by other laws of the Republic of China or unless special circumstances exist for which prior approval has been obtained from the Financial Supervisory Commission of the Republic of China.

Where the Company is involved in a merger, demerger, acquisition or transfer of shares, it shall prepare a complete written record of the following information and retain it for five years for inspection purposes:

1. Basic personal details: This includes the job titles, names and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or execution of any merger, demerger, acquisition or share transfer prior to the disclosure of the information.
2. Key dates: These include the dates on which letters of intent or memoranda of understanding were signed, financial or legal advisers were appointed, contracts were signed, and board meetings were held.
3. Important documents and minutes: These include documents relating to plans for mergers, demergers, acquisitions or share transfers, letters of intent or memoranda of understanding, significant contracts and minutes of board meetings.

Where the Company is involved in a merger, demerger, acquisition or transfer of shares, it shall, within two days of the date on which the Board of Directors passes a resolution to that effect, submit the information referred to in subparagraphs 1 and 2 of the preceding paragraph to the Financial Supervisory Commission of the Republic of China for the record, using the prescribed format via the online information system.

Where a company involved in a merger, demerger, acquisition or transfer of shares is not a listed company or a company whose shares are traded on a securities exchange, the Company shall enter into an agreement with such company and proceed in accordance with the provisions of the preceding two paragraphs.

Article25 All persons involved in or aware of any plans for a company merger, demerger, acquisition or share transfer shall enter into a written confidentiality undertaking. Prior to the public disclosure of such information, they shall not disclose the details of the plans to any third party, nor shall they, either directly or through a third party, buy or sell shares or other equity-related securities of any company involved in the merger, demerger, acquisition or share transfer.

Article26 Where the Company is involved in a merger, demerger, acquisition or transfer of shares, the share exchange ratio or purchase price shall not be altered arbitrarily, except in the following circumstances; furthermore, the circumstances under which such alterations may be made shall be specified in the merger, demerger, acquisition or share transfer agreement:

1. Handling capital increases through cash contributions, the issue of convertible corporate bonds, bonus share issues, the issue of bonds with warrants, preference shares with warrants, warrants and other securities of an equity nature.
2. Handle matters relating to the disposal of the company’s major assets and other actions that affect the company’s financial operations.
3. Major disasters, significant technological changes, or other events that affect the company’s shareholders’ equity or share prices.
4. Adjustments arising from the repurchase of treasury shares by any party to a merger, demerger, acquisition or share transfer in accordance with the law.

5. Changes in the number of entities involved in mergers, demergers, acquisitions or share transfers.
6. Other conditions that may be amended, as stipulated in the contract and publicly disclosed.

Article27 Where the Company is involved in a merger, demerger, acquisition or transfer of shares, the agreement shall specify the rights and obligations of the companies involved in the merger, demerger, acquisition or transfer of shares, and shall set out the following matters:

1. Handling of breaches of contract.
2. Principles governing the treatment of equity securities previously issued by a company that has been dissolved or split up as a result of a merger, or of treasury shares that have been repurchased.
3. Following the record date for the calculation of the share exchange ratio, the participating company may repurchase treasury shares in accordance with the provisions of the laws of the Republic of China regarding the quantity of such shares and the principles governing their disposal.
4. Procedures for handling changes in the number of participating entities or households.
5. Projected implementation schedule and expected completion date.
6. Where a plan remains uncompleted by the deadline, the relevant procedures—including the scheduled date for convening a general meeting of shareholders—shall be followed in accordance with the laws of the Republic of China.

Article28 Where any party to a merger, division, acquisition or share transfer intends, after the information has been made public, to enter into a further merger, division, acquisition or share transfer with another company, unless the number of participating companies has decreased and the general meeting has resolved to authorise the board of directors to amend its powers, the Company may be exempted from convening a general meeting to pass a new resolution; otherwise, any procedures or legal acts already completed in the original merger, division, acquisition or share transfer shall be repeated by all participating companies.

Article29 Where any company involved in a merger, demerger, acquisition or transfer of shares is not a publicly listed company, the Company shall enter into an agreement with such company and proceed in accordance with the provisions of Articles 24, 25 and the preceding Article.

Article30 In the event of any of the following circumstances relating to the acquisition or disposal of assets, the Company shall, in accordance with the nature of the asset and the prescribed format, publish a public announcement containing the relevant information on the website designated by the Financial Supervisory Commission of the Republic of China within two days of the date of the event:

1. The acquisition or disposal of real estate or assets conferring rights to use such property from, or to, related parties; or transactions with related parties involving the acquisition or disposal of assets other than real estate or assets conferring rights to use such property, where the transaction amount reaches

20 per cent of the Company's paid-up capital, 10 per cent of its total assets, or NT$300 million or more. However, this shall not apply to the purchase or sale of Republic of China government bonds, bonds subject to repurchase or reverse repurchase agreements, or the subscription for or repurchase of money market funds issued by securities investment trust enterprises within the Republic of China.

2. to carry out a merger, demerger, acquisition or transfer of shares.
3. Losses arising from derivative transactions have reached the maximum loss limit specified in the prescribed procedures, either in respect of all contracts or individual contracts.
4. The acquisition or disposal of equipment or right-of-use assets for business purposes, where the counterparty is not a related party and the transaction amount meets one of the following criteria:
   (1) The company's paid-up capital is less than NT$10 billion, and the transaction amount is NT$500 million or more.
   (2) The company has a paid-up capital of at least NT$10 billion and a transaction value of at least NT$1 billion.
5. Where the Company, in the course of its construction business, acquires or disposes of real estate or rights to use real estate for construction purposes, and the counterparty to the transaction is not a related party, the transaction amount shall be NT$500 million or more; where the Company's paid-up capital is NT$10 billion or more, and the disposal concerns real estate from a self-developed and completed construction project, and the counterparty to the transaction is not a related party, the transaction amount shall be NT$1 billion or more.
6. The Company acquires real estate through development on its own land, development on leased land, joint development with units allocated to the parties, joint development with profits shared, and joint development with units sold; the counterparties to these transactions are not related parties, and the Company expects the total transaction value to exceed NT$500 million.
7. Any asset transaction, disposal of receivables by a financial institution, or investment in the Mainland, other than those referred to in the preceding six paragraphs, where the transaction amount reaches 20 per cent of the Company's paid-up capital or NT$300 million or more. However, this shall not apply in the following circumstances:
   (1) Trading in Republic of China government bonds or foreign government bonds with a credit rating no lower than that of the Republic of China's sovereign rating.
   (2) Transactions in transferable securities carried out by professional investors on a stock exchange or at the business premises of a securities dealer; or the subscription in the primary market of foreign government bonds or publicly issued ordinary corporate bonds and general financial bonds not involving equity (excluding subordinated bonds); or the subscription or repurchase of securities investment trust funds or futures trust funds, or the subscription or repurchase of index-linked securities, or securities subscribed to by a securities firm for the purposes of underwriting business, or by a securities firm acting as the sponsoring and recommending broker for a company listed on the Emerging Stock Market in accordance with the regulations of the Taiwan Over-the-Counter Securities Exchange Corporation.

(3) The purchase and sale of bonds subject to buy-back or sell-back conditions, and the subscription to or redemption of money market funds issued by securities investment trust companies within the Republic of China.

The transaction amount referred to in the preceding paragraph shall be calculated as follows:

1. The amount of each transaction.
2. The aggregate value of transactions involving assets of the same nature entered into or disposed of with the same counterparty within a one-year period.
3. The aggregate value of real estate or assets representing rights of use relating to the same development project acquired or disposed of within a single year (with acquisitions and disposals calculated separately).
4. The aggregate value of acquisitions or disposals (calculated separately for acquisitions and disposals) of the same security within a one-year period.

For the purposes of the preceding paragraph, the one-year period shall be calculated by looking back one year from the date on which the transaction in question took place; any transactions already disclosed in accordance with these procedures shall not be included in this calculation.

The Company shall, on a monthly basis, submit details of derivative transactions conducted by the Company and its subsidiaries not listed in the Republic of China up to the end of the previous month, in the prescribed format, to the information reporting website designated by the competent authority of the Republic of China by the 10th day of each month.

Where the information required to be disclosed by the Company contains errors or omissions at the time of disclosure and requires correction, the Company shall re-disclose and report all such information within two days of becoming aware of such errors or omissions.

Where the Company acquires or disposes of assets, it shall keep on its premises the relevant contracts, minutes, registers, valuation reports and opinions issued by auditors, solicitors or underwriters, and shall retain such documents for at least five years, unless otherwise provided for by law.

Article31 Where, following the public disclosure of a transaction in accordance with the preceding Article, any of the following circumstances arises, the Company shall, within two days of the date on which the event occurs, publish the relevant information on the website designated by the Financial Supervisory Commission of the Republic of China:

1. There has been a change, termination or cancellation of the relevant contract under which the original transaction was concluded.
2. The merger, demerger, acquisition or transfer of shares has not been completed in accordance with the schedule set out in the agreement.
3. There have been changes to the details of the original announcement.

Article32 Where a subsidiary of the Company that is not a publicly listed company in the Republic of China acquires or disposes of assets in circumstances requiring public disclosure or reporting in accordance with these procedures, the Company shall undertake such disclosure or reporting.

Where the provisions of Article 30(1) regarding the thresholds for public disclosure and reporting relating to paid-up capital or total assets apply to the subsidiary referred to in the preceding paragraph, the Company’s paid-up capital or total assets shall be taken as the basis.

Article33 For the purposes of this procedure, the requirement relating to 10 per cent of total assets shall be calculated on the basis of the total assets as stated in the most recent separate or individual financial statements prepared in accordance with the Standards for the Preparation of Financial Reports by Securities Issuers.

Where a company’s shares are of no par value or have a par value per share other than NT$10, the requirement in these procedures regarding a transaction amount equivalent to 20 per cent of the paid-up capital shall be calculated as 10 per cent of the equity attributable to the owners of the parent company.

The provisions of these procedures regarding transaction amounts where the paid-up capital reaches NT$10 billion are calculated on the basis of equity attributable to the owners of the parent company amounting to NT$20 billion.

Article34 The Company’s subsidiaries shall also establish and implement “Procedures for the Acquisition or Disposal of Assets” in accordance with the provisions of these Procedures and the relevant provisions of the “Regulations Governing the Acquisition or Disposal of Assets by Publicly Listed Companies”. Where a subsidiary is not a publicly listed company, the formulation of such procedures shall be approved by the subsidiary’s board of directors, and the same shall apply to any amendments; where a subsidiary is a publicly listed company, the formulation of such procedures shall be conducted in full accordance with the provisions of the “Regulations Governing the Acquisition or Disposal of Assets by Publicly Listed Companies”.

Information regarding the acquisition or disposal of assets by subsidiaries must be reported to the Company on a regular basis.

Article35 Any employee of the Company who acquires or disposes of assets in breach of the provisions of these procedures shall be subject to regular performance appraisals in accordance with the Company’s Personnel Management Regulations, and shall be penalised in accordance with the severity of the offence.

【Appendix 5】Procedure for the Appointment of Directors

Independent Director Selection Information
Director selection process

Article 1
To ensure a just, fair, and open election of directors, the "Procedures" is adopted pursuant to Articles 21 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies."

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

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

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, and technology), professional skills, and industry experience.

Each board director shall have the necessary knowledge, skill, and experience to perform his/her duties; the abilities that must be present in the board as a whole are as follows:

1. Ability to make operational judgment
2. Ability to perform accounting and financial analysis
3. Ability to conduct management administration
4. Ability to conduct crisis management
5. Knowledge of the industry
6. An international market perspective
7. Ability to lead
8. Ability to make policy decisions

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
The Company's board of directors shall consider adjusting its composition based on the results of performance evaluation.

Article 4

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."
The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," and shall be conducted in accordance with Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies."

Article 5
Elections of the Company's directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. Do not request additional supporting documents of qualifications arbitrarily for reviewing the qualifications, work experience, educational background, and the existence of any of the conditions listed in Article 30 of the Company Act; also, the review results shall be provided to shareholders for reference in order to elect competent directors.
When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders' meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, the relevant requirements of the "Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings," or Subparagraph 8 of the "Standards for Determining Unsuitability for TPEx Listing under Article 10, Paragraph 1of the Taipei Exchange Rules Governing the Review of Securities for Trading on TPEx," a by-election shall be held at the next shareholders meeting to fill the vacancy. When all the independent directors are dismissed, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6
The cumulative voting method shall be used for election of the Company's directors. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7
The board of directors shall prepare ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8
The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall

draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9
Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10
If the candidate is a shareholder, the voter shall fill in the candidate's account name and shareholder account number in the electee column of the ballot; if the candidate is not a shareholder, the candidate' name and ID Card No. shall be filled in. However, when the government or legal person shareholder is the candidate, the name of the government or legal person shall be filled in the electee column of the ballot, or the name of the government or legal person and the name of its representative; when there are several representatives, the name of each representative should be stated individually.

Article 11
A ballot is invalid under any of the following circumstances

1. The ballot was not prepared by the board of directors.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate who is a shareholder and his/her account name and shareholder's account number entered in the ballot does not conform to the director candidate list. The candidate who is not a shareholder and his/her name and ID Card No. entered in the ballot are inconsistent after verification.
5. Other words or marks are entered in addition to the candidate's account name (name) or shareholders' account name (ID Card No.), and voting rights allotted.
6. The candidate's name is the same as that of other shareholders without the shareholder account number or ID Card No. available for identification.

Article 12
The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.
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 ballots shall be retained until the conclusion of the litigation.

Article 13
The Company's board of directors shall issue notifications to the persons elected as directors.

Article 14
The "Procedures," and any amendments hereto, shall be implemented after approval by a shareholders meeting.

【Appendix 6】Shareholdings of Directors

Record date: 28 April 2026

Job title	Name	The number of shares held as recorded in the register of members on the record date	Notes
Chairman	ABICO AVY CO., LTD Representative: Hu, Hsiang-Chi	4,398,416	
Director	ABICO AVY CO., LTD Representative: Tong ,Chun-Jen		
Director	ABICO AVY CO., LTD Representative: Tong ,Chun-Yi		
Director	ABICO AVY CO., LTD Representative: OBARA MASAMI		
Director	Sugiyama Shimpei	0	
Director	Yuya Takahashi	0	
Independent Director	Chen Wei-Yu	0	
Independent Director	Lin Tian-Shiou	0	
Independent Director	Chen Che-Sheng	0	
Total		4,398,416	

Note:

1. As at 28 April 2026, the Company's paid-up capital stood at NT$363,882,260, with 36,388,226 shares in issue.
2. The statutory number of shares to be held by all directors of the Company is 3,600,000; as at 28 April 2016, they held 4,398,416 shares.