

  
**Taiwan Fructose Co., Ltd.**  
**Minutes of 2022 Annual Shareholders' Meeting**  
(Translation)

**A · Time:** 9:00 a.m., Thursday, June 23, 2022.

**B · Place:** Nanqing Factory Administrative Building 1F.

(No.75, Ln.1156 Nanqing Rd., Luzhu Dist., Taoyuan City, Taiwan.)

**C · Type of Meeting:** Physical Meeting

**D · Number of shares represent:**

Total Shares represented by shareholders present are 86,246,512 shares.

Total outstanding shares of Taiwan Fructose Co., Ltd. are 162,090,832 shares.

Percentage of shares held by shareholders present is 53.20%.

The aggregate shareholding of the shareholders present constituted a quorum.

The Chairman called the meeting to order.

**Attendant :**

Kang, Yung-Ming (director) · Kang, Chih-Liang (director) ·

Chan, I-Yao (independent director) · Tsai Tsung-Yuan(CPA)

Chairman : Kang, Yung-Ming

Recorder : Chen, Chih-En

**E · Meeting content :**

**1. Report Items :**

(1) Business Report of 2021.

(2) Audit committee's Review Report on the 2021 Financial Statements.

(3) The Directors' and Employees' Remuneration of 2021.

(4) Report on the 2021 Distribution of Cash Dividend.

**2.Ratification Items :**

**Proposal 1 :** (Proposed by the Board of Directors)

Ratification of the Company's 2021 Business Report, Financial Statements.

**Description :**

(1) The Business report, financial statements and consolidated financial statements of the Company for the year of 2021 have been approved by the Board of Directors and subsequently examined by Audit committee.

(2) The Business Report and Financial Statements and Consolidated Financial Statements please refer to Attachment 1.

**Resolution :**

Total Shares represented by shareholders present are 86,246,512 shares.

Voting Result*	% of the total represented share represent
Votes in favor 85,775,558 votes (49,133,632 votes)	99.45%
Votes against 70,680 votes (70,680 votes)	0.08%
Votes invalid 0 votes (0 votes)	0.00%
Votes abstained 400,274 votes (400,274 votes)	0.46%

\* Including votes cast electronically (number in brackets)

**RESOLVED, that the above proposal be and hereby was approved as proposed.**

**Proposal 2 :** (Proposed by the Board of Directors)

Ratification of the Company's Distribution of 2021 Profits

**Description :**

- (1) The Company's Distribution of 2021 Profits please refer to Attachment 3.
- (2) The distribution of cash dividend is NT\$ 64,836,332 (equivalent NT\$0.40 per share) have been approved by Board of Directors and Payment Implementation on May 12, 2022.
- (3) The distribution of stock dividend is NT\$ 137,777,200 (equivalent NT\$0.85 per share). Upon the approval by the annual shareholders' meeting, it is proposed that the Board of Directors be authorized to resolve the ex-right date, payment date, and other relevant issues.
- (4) In the event that, before the distribution record date, the proposed profit distribution is affected by an amendment to relevant laws or regulations, a request by the competent authorities, or a buyback of shares or issuance of new shares for transferring treasury shares to employees or for equity conversion in connection with domestic or overseas convertible corporate bonds or other convertible securities or employee stock options, it is proposed that the Board of Directors be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.
- (5) The Impact of Allocation of Bonus Shares on the Business Performance, EPS, and Shareholder Return please refer to Appendix 5.



### 3. Discussion Items :

#### **Proposal 1 :** (Proposed by the Board of Directors)

Increase capital by issuing new shares from retained earnings.

#### **Description :**

- (1) In consideration of business development in the future, the Company plan to put aside NTD 137,777,200 from retained earnings to increase capital by issuing 13,777,720 new shares at a par value of NTD 10 per share.
- (2) The status are as follows:
  - (a) According to the shareholdings indicated on the shareholder register on the record date, about 85 share shall be distributed against one thousand stocks.
  - (b) For fractions that are less than one share, the shareholder shall come to the stock service agent of the Company to register for piecing together the fractions to one full share within 5 days after the date for suspension of transfer registration. In case the fractions cannot be pieced together to one full share or there are fractions not pieced together, the par value shall be discounted to cash and rounded off to NTD one dollar; the amount after the decimal point will be removed. The Chairperson shall be authorized to invite specific persons to buy the fractions at par value.
  - (c) The rights and obligations of the new shares issued for increase of capital are the same as the current outstanding shares. Upon approval by the annual shareholders' meeting and by the competent authority, it is proposed that the Board of Directors be authorized to resolve the ex-right date, payment date, and other relevant issues.
  - (d) When the stock distribution rate must be changed due to a buyback of shares or issuance of new shares for transferring treasury shares to employees, for equity conversion in connection with domestic convertible corporate bonds, or changes in the number of outstanding shares, the shareholders' meeting is requested to fully authorize the Chairperson to handle the matters.
  - (e) If the matters related to capitalization of retained earnings must be change and modification must be conducted due to amendments of regulations, or instructions of the competent authority, the shareholders' meeting is requested to fully authorize the Chairperson to handle the matters.

**Resolution :**

Total Shares represented by shareholders present are 86,246,512 shares.

Voting Result*		% of the total represented share represent
Votes in favor	85,774,646 votes (49,132,720 votes)	99.45%
Votes against	71,005 votes (71,005 votes)	0.08%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	400,861 votes (400,861 votes)	0.46%

\* Including votes cast electronically (number in brackets)

**RESOLVED, that the above proposal be and hereby was approved as proposed.**

**Proposal 2 :** (Proposed by the Board of Directors)

Amendments to the Articles of Incorporation.

**Description :**

- (1) Amend according to the Letter No.11000115851 on December 29, 2021 of Company Act.
- (2) The Company hereby proposes to add Article 11-1 and amend Article 29 of the Articles of Incorporation.
- (3) The comparison table please refer to Attachment 4.
- (4) The full regulation please refer to Appendix 1.

**Resolution :**

Total Shares represented by shareholders present are 86,246,512 shares.

Voting Result*		% of the total represented share represent
Votes in favor	85,773,340 votes (49,131,414 votes)	99.45%
Votes against	70,682 votes (70,682 votes)	0.08%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	402,490 votes (402,490 votes)	0.46%

\* Including votes cast electronically (number in brackets)

**RESOLVED, that the above proposal be and hereby was approved as proposed.**

**Proposal 3 :** (Proposed by the Board of Directors)

Amendments to the Rules and Procedures of Shareholders' Meeting.

**Description :**

- (1) Amend according to the OTC letter No.11100543771 on March 11, 2022.
- (2) The Company hereby proposes to add Article 3-1, 23, 24, 25 and 26; to amend Article 2, 4, 8, 9, 11, 18, 22 and 27 of the Rules and Procedures of shareholders' meeting.
- (3) The comparison table please refer to Attachment 5.
- (4) The full regulation please refer to Appendix 2.

**Resolution :**

Total Shares represented by shareholders present are 86,246,512 shares.

Voting Result*		% of the total represented share represent
Votes in favor	85,773,584 votes (49,131,658 votes)	99.45%
Votes against	70,682 votes (70,682 votes)	0.08%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	402,246 votes (402,246 votes)	0.46%

\* Including votes cast electronically (number in brackets)

**RESOLVED, that the above proposal be and hereby was approved as proposed.**

**Proposal 4 :** (Proposed by the Board of Directors)

Amendments to the Procedures for Acquisition or Disposal of Assets

**Description :**

- (1) Amend according to the FSC letter No.1110380465 on January 28, 2022.
- (2) The Company hereby hereby proposes to amend Article 4, 6, 7, 11, and 28 of the Procedures for Acquisition or Disposal of Assets.
- (3) The comparison table please refer to Attachment 6.
- (4) The full regulation please refer to Appendix 3.

**Resolution :**

Total Shares represented by shareholders present are 86,246,512 shares.

Voting Result*		% of the total represented share represent
Votes in favor	83,547,232 votes (46,905,306 votes)	96.87%
Votes against	120,682 votes (120,682 votes)	0.13%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	2,578,598 votes (2,578,598 votes)	2.98%

\* Including votes cast electronically (number in brackets)

**RESOLVED, that the above proposal be and hereby was approved as proposed.**

**5. Questions and Motions: None.**

**6. Adjournment: 9:27 a.m.**

Taiwan Fructose Co. Ltd 2021 Profit Distribution Table	
Unit: NTD\$	
Unappropriated Retained Earnings of Previous Years	24,619,208
Add:	
Net income of 2021	364,339,933
Other consolidated income	1,465,837
Subtract:	
1. Special Reserve	(141,721,737)
2. Legal Reserve (10%)	(36,580,577)
Retained Earnings in 2021 Available for Distribution	212,122,664
Distribution item:	
cash dividend (NT\$0.65 per share)*162,090,832 (share)	(64,836,322)
Stock dividend ( NT\$0.85 per share)*162,090,832 (share)	(137,777,200)
Unappropriated Retained Earnings	9,509,132



## Taiwan Fructose Co., Ltd.

Comparison Table of Amended Articles to the  
“Articles of Incorporation”

Amendment	Current Articles	Explanation
<p><b>Article 11</b> Shareholders’ meeting shall be of two types: regular meeting and special meeting. Regular meeting shall be convened within six months after the close of each fiscal year. Special meeting shall be convened in accordance with the related laws if necessary.</p> <p><b>Article 11-1</b> <u>The shareholders’ meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.</u></p>	<p><b>Article 11</b> Shareholders’ meeting shall be of two types: regular meeting and special meeting. Regular meeting shall be convened within six months after the close of each fiscal year. Special meeting shall be convened in accordance with the related laws if necessary.</p>	<p>Amend Article according to the Company Act</p>
<p><b>Article 29</b> These Articles were enacted on June 27, 1984. The 1<sup>st</sup> amendment was made on July 17, 1984. ... <u>The 30th amendment was made on June 23, 2022.</u></p>	<p><b>Article 29</b> These Articles were enacted on June 27, 1984. The 1<sup>st</sup> amendment was made on July 17, 1984.</p>	<p>Add amendment date</p>

## Taiwan Fructose Co., Ltd.

**Comparison Table of Amended Articles to the  
“Rules and Procedures of Shareholders’ Meeting”**

Amendment	Current Articles	Explanation
<p><b>Article 2</b> The Company shall specify in its shareholders’ meeting notices the time during which attendance registrations for shareholders, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. <b><u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders’ meeting in person.</u></b> The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <b><u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u></b></p>	<p><b>Article 2</b> The Company shall specify in its shareholders’ meeting notices the time during which attendance registrations for shareholders, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.</p>	<p>Amend Article according to the Sample Template</p>
<p><b><u>Article 3-1</u></b> <b><u>To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders’ meeting notice:</u></b></p>		<p>Add Article according to the Sample Template</p>

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**1. How shareholders attend the virtual meeting and exercise their rights.**

**2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:**

**A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.**

**B. Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.**

**C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders**

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<p><u>attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>D. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p><u>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.</u></p>		
<p><b>Article 4</b> The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.</p> <p><u>The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:</u></p> <p><u>1. For physical shareholders meetings, to be distributed on-site at the meeting.</u></p> <p><u>2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u></p> <p><u>3. For virtual-only shareholders</u></p>	<p><b>Article 4</b> The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.</p> <p>Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of</p>	<p>Amend Article according to the Sample Template</p>

**meetings, electronic files shall be shared on the virtual meeting platform.**

**In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.**

**In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.**

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the

the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting. A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for

notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

<p>Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.</p>		
<p><b>Article 8</b> The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceeding of the shareholders' meeting, and the voting and vote counting procedures.</p> <p><b><u>Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></b></p> <p><b><u>The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual</u></b></p>	<p><b>Article 8</b> The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceeding of the shareholders' meeting, and the voting and vote counting procedures.</p>	<p>Amend Article according to the Sample Template</p>

<p><b><u>meeting.</u></b>  <b><u>In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></b></p>		
<p><b>Article 9</b>  The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 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. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be</p>	<p><b>Article 9</b>  The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 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. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a</p>	<p>Amend Article according to the Sample Template</p>



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<p>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. <b><u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 4.</u></b></p> <p>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.</p>	<p>tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>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.</p>	
<p><b>Article 11</b></p> <p>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. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the</p>	<p><b>Article 11</b></p> <p>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. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the</p>	<p>Amend Article according to the Sample Template</p>

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<p>consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p><b><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></b></p> <p><b><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></b></p>	<p>consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	
<p><b>Article 18</b></p> <p>Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.</p> <p><b><u>When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before</u></b></p>	<p><b>Article 18</b></p> <p>Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.</p>	<p>Amend Article according to the Sample Template</p>

<p><u>the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 4 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>		
<p><b>Article 22</b> <u>On the day of a shareholders meeting, the Company shall</u></p>	<p><b>Article 22</b> Matters relating to the resolutions of a shareholders meeting shall be</p>	<p>Amend Article according</p>

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<p><b><u>compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></b></p> <p>Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be</p>	<p>recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.</p>	<p>to the Sample Template</p>
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produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

**Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.**

**When convening a virtual-only shareholder meeting, other than**

<p><u>compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u></p>		
<p><b>Article 23</b>  <u>In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u></p>		<p>Add Article according to the Sample Template</p>
<p><b>Article 24</b>  <u>When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>		<p>Add Article according to the Sample Template</p>
<p><b>Article 25</b>  <u>In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u>  <u>In the event of a virtual shareholders meeting, when</u></p>		<p>Add Article according to the Sample Template</p>

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declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session. For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the

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postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session. During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors. When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required. Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided



<p><u>these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u> <u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>		
<p>Article 26 <u>When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u></p>		<p>Add Article according to the Sample Template</p>

<p><b>Article 27</b> The rules and any amendments hereto shall be implemented after being approved by the shareholders' meeting.</p> <p>...</p> <p>The 9<sup>th</sup> amendment was made on July 5, 2021.</p> <p><b><u>The 10th amendment was made on June 23, 2022.</u></b></p>	<p><b>Article 23</b> The rules and any amendments hereto shall be implemented after being approved by the shareholders' meeting.</p> <p>...</p> <p>The 9<sup>th</sup> amendment was made on July 5, 2021.</p>	<p>Add amendment date</p>
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## Taiwan Fructose Co., Ltd.

**Comparison Table of Amended Articles to the  
“Procedures for Acquisition or Disposal of Assets”**

Amendment	Current Articles	Explanation
<p><b>Article 4</b> The evaluation procedures of the Company’s asset acquisition or disposal are as follow:</p> <p>1. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1)Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is</p>	<p><b>Article 4</b> The evaluation procedures of the Company’s asset acquisition or disposal are as follow:</p> <p>1. In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1)Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is</p>	<p>Amend Article according to the Sample Template</p>

<p>any subsequent change to the terms and conditions of the transaction.</p> <p>(2)Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(3)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>B. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(4)No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly</p>	<p>any subsequent change to the terms and conditions of the transaction.</p> <p>(2)Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(3)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to <del>perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</del> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>B. The discrepancy between the appraisal results of two or more professional</p>	
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<p>announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(5)Professional Appraiser used herein means any appraisers institutions specializing in real property or other lawful appraiser institutions of real property and equipment.</p> <p>2. The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20% of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.</p> <p>3. Where the Company acquires or disposes of intangible assets</p>	<p>appraisers is 10% or more of the transaction amount.</p> <p>(4)No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(5)Professional Appraiser used herein means any appraisers institutions specializing in real property or other lawful appraiser institutions of real property and equipment.</p> <p>2. The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20% of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <del>If the CPA-</del></p>	
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<p>or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p> <p>4. The calculation of the transaction amounts referred to in the preceding three paragraph shall be done in accordance with Article 7, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>5. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	<p><del>needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</del> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.</p> <p>3. Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price ;<del>the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</del></p> <p>4. The calculation of the transaction amounts referred to in the preceding three paragraph shall be done in accordance with Article 7, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current</p>	
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	<p>transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>5. Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	
<p><b>Article 6</b> Total investment amounts of real property and right-of-use assets thereof or securities acquired by the Company and each subsidiary for nonbusiness use shall not exceed <b>40%</b> of the Company's <b>net value, and limits on individual securities shall not exceed 10% of the Company's net value.</b></p>	<p><b>Article 6</b> Total investment amounts of real property and right-of-use assets thereof or securities acquired by the Company and each subsidiary for nonbusiness use, <del>and limits on individual securities</del> shall not exceed <b>20%</b> of the Company's <del>paid-in capital or NT\$ 300 million.</del></p>	<p>Amend Article according to business development in the future</p>
<p><b>Article 7</b> Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or</p>	<p><b>Article 7</b> Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or</p>	<p>Amend Article according to the Sample Template</p>

<p>right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. Merger, demerger, acquisition, or transfer of shares.</p> <p>3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>A. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>5. Acquisition or disposal by the Company in the construction business of real property or right-of-use assets thereof for</p>	<p>right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. Merger, demerger, acquisition, or transfer of shares.</p> <p>3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <p>A. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>5. Acquisition or disposal by the Company in the construction business of real property or</p>	
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<p>construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.</p> <p>6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of <b><u>domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u></b></p> <p>B. Where done by professional investors—securities trading on securities exchanges or OTC markets, <b><u>or subscription of foreign government bonds,</u></b> or of ordinary corporate bonds or</p>	<p>right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million.</p> <p>6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of government bonds.</p> <p>B. Where done by professional investors—securities trading on securities exchanges or OTC markets, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are</p>	
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<p>general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <b><u>or subscription or redemption of exchange traded notes</u></b>, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> <li>1. The amount of any individual transaction.</li> <li>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</li> <li>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding</li> </ol>	<p>offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> <li>1. The amount of any individual transaction.</li> <li>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</li> <li>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</li> <li>4. The cumulative transaction amount of acquisitions and disposals (cumulative</li> </ol>	
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<p>year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days counting inclusively from the date of knowing of such error or omission.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting</p>	<p>acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 days counting inclusively from the date of knowing of such error or omission.</p> <p>The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and</p>	
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<p>minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p>	<p>securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p>	
<p><b>Article 11</b> When the Company intends to acquire or dispose of real property or related right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets from or to a related party and the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the Company's total assets, or NT \$ 300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been recognized by the audit committee and approved by the board of directors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</li> <li>2. The reason for choosing the related party as a transaction counterparty.</li> <li>3. With respect to the acquisition of real property or related</li> </ol>	<p><b>Article 11</b> When the Company intends to acquire or dispose of real property or related right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets from or to a related party and the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the Company's total assets, or NT \$ 300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been recognized by the audit committee and approved by the board of directors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</li> <li>2. The reason for choosing the related party as a transaction counterparty.</li> <li>3. With respect to the acquisition</li> </ol>	<p>Amend Article according to the Sample Template</p>

<p>right-of-use assets from a related party, information regarding the evaluation of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13.</p> <p>4. The date and price at which the related party originally acquired the real property, the original transaction counterparty and that transaction counterparty's relationship to the Company and the related party.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract and evaluation of the necessity of the transaction and reasonableness of the funds utilization.</p> <p>6. An appraisal from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 7, paragraph 2 herein, and "within the preceding year" as used herein refers to one year preceding the date of event of the current transaction. Items that have been recognized by the audit committee and approved by the board of directors need not be counted toward the transaction amount.</p>	<p>of real property or related right-of-use assets from a related party, information regarding the evaluation of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13.</p> <p>4. The date and price at which the related party originally acquired the real property, the original transaction counterparty and that transaction counterparty's relationship to the Company and the related party.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract and evaluation of the necessity of the transaction and reasonableness of the funds utilization.</p> <p>6. An appraisal from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 7, paragraph 2 herein, and "within the preceding year" as used herein refers to one year preceding the date of event of the current transaction. Items that have been recognized by the</p>	
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With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 5 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.

When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

The matter for which paragraph 1 requires recognition by the audit committee shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution.

**If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10% or more of the Company's total assets, the**

audit committee and approved by the board of directors need not be counted toward the transaction amount.

With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 5 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.

When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. The matter for which paragraph 1 requires recognition by the audit committee shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution.

<p><b><u>Company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transaction between the Company and its parent company or subsidiaries or between its subsidiaries.</u></b></p>		
<p><b>Article 28</b>  The procedures and any amendments hereto shall be implemented after being recognized by the audit committee and approved by the board of directors and submit to the shareholders' meeting for ratified.  If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.  These procedures were enacted on June 24, 1995.  ...  The 9<sup>th</sup> amendment was made on June 23, 2020.  <b><u>The 10<sup>th</sup> amendment was made on June 23, 2022.</u></b></p>	<p><b>Article 28</b>  The procedures and any amendments hereto shall be implemented after being recognized by the audit committee and approved by the board of directors and submit to the shareholders' meeting for ratified.  If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.  These procedures were enacted on June 24, 1995.  ...  The 9<sup>th</sup> amendment was made on June 23, 2020.</p>	<p>Add amendment date</p>