# 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 :

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Kang, Yung-Ming (director) 
< Kang, Chih-Liang (director) 
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Chan, I-Yao (independent director) 

 Tsai Tsung-Yuan(CPA)

Chairman : Kang, Yung-Ming

# **E** • Meeting content :



Recorder : Chen, Chih-En

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# 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** :

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%

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

\* 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** :

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- (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.

## **Resolution** :

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

Voting Result*		% of the total represented share represent
Votes in favor	85,772,801 votes (49,130,875 votes)	99.45%
Votes against	73,681 votes (73,681 votes)	0.08%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	400,030 votes (400,030 votes)	0.46%

\* Including votes cast electronically (number in brackets)

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

#### 3. Discussion Items :

**Proposal 1**: (Proposed by the Board of Directors)
Increase capital by issuing new shares from retained earnings.

#### **Description**:

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- (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**:

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%

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

\* 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**:

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- 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**:

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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** :

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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

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# Comparison Table of Amended Articles to the "Articles of Incorporation"

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

# Comparison Table of Amended Articles to the "Rules and Procedures of Shareholders' Meeting"

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

	1. How shareholders attend the	
	virtual meeting and exercise their	
	<u>rights.</u>	
	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	
裝	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	
訂	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	

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

:	meetings, electronic files shall be	the Company Act, Articles 26-1	
	shared on the virtual meeting	and 43-6 of the Securities	
	<u>platform.</u>	Exchange Act, Articles 56-1 and	
	In the event of a virtual	60-2 of the Regulations Governing	
	shareholders meeting,	the Offering and Issuance of	
	shareholders wishing to attend the	Securities by Securities Issuers	
	meeting online shall register with	shall be set out and the essential	
	the Company two days before the	contents explained in the notice of	
	meeting date.	the reasons for convening the	
	In the event of a virtual	shareholders meeting. None of	
	shareholders meeting, the	the above matters may be raised	
	Company shall upload the meeting	by an extraordinary motion.	
.裝	agenda book, annual report and	Where re-election of all directors	
	other meeting materials to the	as well as their inauguration date	
	virtual meeting platform at least	is stated in the notice of the	
	30 minutes before the meeting	reasons for convening the	
	starts, and keep this information	shareholders meeting, after the	
	disclosed until the end of the	completion of the re-election in	
	meeting.	said meeting such inauguration	
	Election or dismissal of directors,	date may not be altered by any	
訂	amendments to the articles of	extraordinary motion or otherwise	
	incorporation, reduction of capital,	in the same meeting.	
	application for the approval of	A shareholder holding 1% or more	
	ceasing its status as a public	of the total number of issued	
	company, approval of competing	shares may submit to the	
	with the company by directors,	Company a proposal for discussion	
	surplus profit distributed in the	at a regular shareholders meeting.	
	form of new shares, reserve	The number of items so proposed	
	distributed in the form of new	is limited to one only, and no	
	shares, the dissolution, merger, or	proposal containing more than	
	demerger of the Company, or any	one item will be included in the	
	matter under Article 185,	meeting agenda. When the	
	paragraph 1 of the Company Act,	circumstances of any	
	Articles 26-1 and 43-6 of the	subparagraph of Article 172-1,	
	Securities Exchange Act, Articles	paragraph 4 of the Company Act	
	56-1 and 60-2 of the Regulations	apply to a proposal put forward by	
	Governing the Offering and	a shareholder, the board of	
	Issuance of Securities by Securities	directors may exclude it from the	
	Issuers shall be set out and the	agenda. A shareholder may	
	essential contents explained in the	propose a recommendation for	
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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.

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.		
Article 8 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. 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. 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	Article 8 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.	Amend Article according to the Sample Template
	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. <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. <b>Where a shareholders meeting is</b> 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. 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	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. Article 8 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. Where a shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video recording in the precedings of the virtual meeting from beginning to end. The information and audio and video recording in the precedings paragraph shall be proyerly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and keept by the party appointed to

	meeting.		
	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.		
	Article 9	Article 9	Amend
	The chair shall call the meeting to	The chair shall call the meeting to	Article
	order at the appointed meeting	order at the appointed meeting	according
	time and disclose information	time and disclose information	to the
	concerning the number of	concerning the number of	Sample
	nonvoting shares and number of	nonvoting shares and number of	Template
裝	shares represented by shareholders	shares represented by	
	attending the meeting.	shareholders attending the	
	However, when the attending	meeting.	
	shareholders do not represent a	However, when the attending	
	majority of the total number of	shareholders do not represent a	
	issued shares, the chair may	majority of the total number of	
	announce a postponement,	issued shares, the chair may	
	provided that no more than two	announce a postponement,	
吉	such postponements, for a	provided that no more than two	
	combined total of no more than	such postponements, for a	
	one hour, may be made. If the	combined total of no more than	
	quorum is not met after two	one hour, may be made. If the	
	postponements and the attending	quorum is not met after two	
	shareholders still represent less	postponements and the attending	
	than one third of the total number	shareholders still represent less	
	of issued shares, the chair shall	than one third of the total number	
	declare the meeting adjourned. In	of issued shares, the chair shall	
	the event of a virtual shareholders	declare the meeting adjourned. In	
	meeting, the Company shall also	the event of a virtual shareholders	
	declare the meeting adjourned at	meeting, the Company shall also	
	the virtual meeting platform.	declare the meeting adjourned at	
	If the quorum is not met after two	the virtual meeting platform.	
	postponements as referred to in	If the quorum is not met after two	
	the preceding paragraph, but the	postponements as referred to in	
	attending shareholders represent	the preceding paragraph, but the	
	one third or more of the total	attending shareholders represent	
	number of issued shares, a	one third or more of the total	
	tentative resolution may be	number of issued shares, a	

:	adopted pursuant to Article 175,	tentative resolution may be	
	paragraph 1 of the Company Act; all	adopted pursuant to Article 175,	
	shareholders shall be notified of	paragraph 1 of the Company Act;	
	the tentative resolution and	all shareholders shall be notified	
	another shareholders meeting shall	of the tentative resolution and	
	be convened within one month. <u>In</u>	another shareholders meeting	
	the event of a virtual shareholders	shall be convened within one	
	meeting, shareholders intending to	month.	
	attend the meeting online shall	When, prior to conclusion of the	
	re-register to the Company in	meeting, the attending	
	accordance with Article 4.	shareholders represent a majority	
	When, prior to conclusion of the	of the total number of issued	
裝	meeting, the attending	shares, the chair may resubmit the	
	shareholders represent a majority	tentative resolution for a vote by	
	of the total number of issued	the shareholders meeting	
	shares, the chair may resubmit the	pursuant to Article 174 of the	
	tentative resolution for a vote by	Company Act.	
	the shareholders meeting pursuant		
	to Article 174 of the Company Act.		
	Article 11	Article 11	Amend
訂	Before speaking, an attending	Before speaking, an attending	Article
	shareholder must specify on a	shareholder must specify on a	according
	speaker's slip the subject of the	speaker's slip the subject of the	to the
	speech, his/her shareholder	speech, his/her shareholder	Sample
	account number (or attendance	account number (or attendance	Template
	card number), and account name.	card number), and account name.	
	The order in which shareholders	The order in which shareholders	
	speak will be set by the chair.	speak will be set by the chair.	
	A shareholder in attendance who	A shareholder in attendance who	
	has submitted a speaker's slip but	has submitted a speaker's slip but	
	does not actually speak shall be	does not actually speak shall be	
	deemed to have not spoken. When	deemed to have not spoken.	
	the content of the speech does not	When the content of the speech	
	correspond to the subject given on	does not correspond to the	
	the speaker's slip, the spoken	subject given on the speaker's slip,	
	content shall prevail.	the spoken content shall prevail.	
	When an attending shareholder is	When an attending shareholder is	
	speaking, other shareholders may	speaking, other shareholders may	
	not speak or interrupt unless they	not speak or interrupt unless they	
	have sought and obtained the	have sought and obtained the	
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	consent of the chair and the	consent of the chair and the	
	shareholder that has the floor; the	shareholder that has the floor; the	
	chair shall stop any violation.	chair shall stop any violation.	
	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		
裝	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.		
	As long as questions so raised in		
	accordance with the preceding		
	paragraph are not in violation of		
訂	the regulations or beyond the		
	scope of a proposal, it is advisable		
	the questions be disclosed to the		
	public at the virtual meeting		
	<u>platform.</u>		
	Article 18	Article 18	Amend
	Except as otherwise provided in the	Except as otherwise provided in	Article
	Company Act and in the Company's	the Company Act and in the	according
	articles of incorporation, the	Company's articles of	to the
	passage of a proposal shall require	incorporation, the passage of a	Sample
	an affirmative vote of a majority of	proposal shall require an	Template
	the voting rights represented by the	affirmative vote of a majority of	
	attending shareholders.	the voting rights represented by	
	When the Company convenes a	the attending shareholders.	
	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		

	the chair announces the voting		
	session ends or will be deemed		
	abstained from voting.		
	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.		
	When the Company convenes a		
	hybrid shareholders meeting, if		
裝	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		
訂	registered. If their registration is		
	not revoked within the time limit,		
	they may only attend the		
	shareholders meeting online.		
	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.		
	Article 22	Article 22	Amend
	On the day of a shareholders	Matters relating to the resolutions	Article
	meeting, the Company shall	of a shareholders meeting shall be	according
			1

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

1	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,	
裝	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	
訂	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	

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.	
Article 23	Add Article
In the event of a virtual a	according
shareholders meeting, the to the second seco	the the
Company shall disclose real-time	Sample
<sup>表</sup> results of votes and election T	Гетрlate
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.	
Article 24	Add Article
When the Company convenes a	according
virtual-only shareholders meeting,	the
both the chair and secretary shall S	Sample
be in the same location, and the	Template
chair shall declare the address of	
their location when the meeting is	
called to order.	
Article 25	Add Article
In the event of a virtual a	according
shareholders meeting, the to take the second	o the
Company may offer a simple S	Sample
connection test to shareholders	Template
prior to the meeting, and provide	
relevant real-time services before	
and during the meeting to help	
resolve communication technical	
issues.	
In the event of a virtual	

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

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

these shareholders shall be         deemed abstaining from voting on         all proposals on meeting agenda of         that shareholders meeting.         When postponing or resuming a         meeting according to the second         paragraph, the Company shall         handle the preparatory work.         based on the date of the original         shareholders meeting in         accordance with the requirements         listed under Article 44-20,         paragraph 7 of the Regulations         Governing the Administration of         Shareholder Services of Public.         Companies.         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 p			 
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available to shareholders with difficulties in attending a virtual		Company shall provide	Sample
difficulties in attending a virtual			Template
shareholders meeting online.			
		shareholders meeting online.	

Article 27	Article 2 <u>3</u>	Add
The rules and any amendments	The rules and any amendments	amendment
hereto shall be implemented after	hereto shall be implemented after	date
being approved by the	being approved by the	
shareholders' meeting.	shareholders' meeting.	
The 9 <sup>th</sup> amendment was made on	The 9 <sup>th</sup> amendment was made on	
July 5, 2021.	July 5, 2021.	
The 10th amendment was made		
<u>on June 23, 2022.</u>		

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# Comparison Table of Amended Articles to the "Procedures for Acquisition or Disposal of Assets"

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

any subsequent change to the terms and conditions of the transaction.

- (2)Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (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:

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- A. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
- B. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
- (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

any subsequent change to the terms and conditions of the transaction.

- (2)Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (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-performthe appraisal in accordancewith the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
  - A. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
  - B. The discrepancy between the appraisal results of two or more professional

	announced current value for	appraisers is 10% or more	
	the same period is used and	of the transaction amount.	
	not more than 6 months have	(4)No more than 3 months may	
	elapsed, an opinion may still	elapse between the date of	
	be issued by the original	the appraisal report issued	
	professional appraiser.	by a professional appraiser	
	(5)Professional Appraiser used	and the contract execution	
	herein means any appraisers	date; provided, where the	
	institutions specializing in real	publicly announced current	
	property or other lawful	value for the same period is	
	appraiser institutions of real	used and not more than 6	
	property and equipment.	months have elapsed, an	
	2. The Company acquiring or	opinion may still be issued by	
裝	disposing of securities shall,	the original professional	
	prior to the date of occurrence	appraiser.	
	of the event, obtain financial	(5)Professional Appraiser used	
	statements of the issuing	herein means any appraisers	
	company for the most recent	institutions specializing in	
	period, certified or reviewed by	real property or other lawful	
	a certified public accountant,	appraiser institutions of real	
	for reference in appraising the	property and equipment.	
訂	transaction price, and if the	2. The Company acquiring or	
	dollar amount of the	disposing of securities shall,	
	transaction is 20% of the	prior to the date of occurrence	
	company's paid-in capital or	of the event, obtain financial	
	NT\$300 million or more, the	statements of the issuing	
	company shall additionally	company for the most recent	
	engage a certified public	period, certified or reviewed by	
	accountant prior to the date of	a certified public accountant,	
	occurrence of the event to	for reference in appraising the	
	provide an opinion regarding	transaction price, and if the	
	the reasonableness of the	dollar amount of the	
	transaction price. This	transaction is 20% of the	
	requirement does not apply,	company's paid-in capital or	
	however, to publicly quoted	NT\$300 million or more, the	
	prices of securities that have an	company shall additionally	
	active market, or where	engage a certified public	
	otherwise provided by	accountant prior to the date of	
	regulations of the Financial	occurrence of the event to	
	Supervisory Commission.	provide an opinion regarding	
	3. Where the Company acquires	the reasonableness of the	
	or disposes of intangible assets	transaction price. If the CPA	

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. 4. The calculation of the 裝 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. 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.

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needs to use the report of an expert as evidence, the CPAshall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. 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. 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 ; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

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

······································	Article 6	<ul> <li>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.</li> <li>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.</li> <li>Article 6</li> </ul>	Amend
	Total investment amounts of real	Total investment amounts of real	Article
	property and right-of-use assets	property and right-of-use assets	according to
	thereof or securities acquired by	thereof or securities acquired by	business
	the Company and each subsidiary for nonbusiness use shall not	the Company and each subsidiary	development in the future
	exceed <u>40%</u> of the Company's <u>net</u>	for nonbusiness use <del>, and limits.</del> <del>on individual securities</del> shall not	in the future
訂	value, and limits on individual	exceed 20% of the Company's	
	securities shall not exceed 10% of	pain-in capital or NT\$ 300	
	the Company's net value.	million.	
	<u>.</u>		
	Article 7	Article 7	Amend
	Under any of the following	Under any of the following	Article
	circumstances, the Company	circumstances, the Company	according to
	acquiring or disposing of assets	acquiring or disposing of assets	the Sample
	shall publicly announce and report the relevant information on the	shall publicly announce and report the relevant information	Template
	FSC's designated website in the	on the FSC's designated website	
	appropriate format as prescribed	in the appropriate format as	
	by regulations within 2 days	prescribed by regulations within 2	
	counting inclusively from the date	days counting inclusively from the	
	of occurrence of the event:	date of occurrence of the event:	
	1. Acquisition or disposal of real	1. Acquisition or disposal of real	
	property or right-of-use assets	property or right-of-use assets	
	thereof from or to a related party,	thereof from or to a related party,	
	or acquisition or disposal of assets	or acquisition or disposal of	
1	other than real property or	assets other than real property or	

	right-of-use assets thereof from or	right-of-use assets thereof from	
	to a related party where the	or to a related party where the	
	transaction amount reaches 20%	transaction amount reaches 20%	
	or more of paid-in capital, 10% or	or more of paid-in capital, 10% or	
	more of the company's total	more of the company's total	
	assets, or NT\$300 million or more;	assets, or NT\$300 million or	
	provided, this shall not apply to	more; provided, this shall not	
	trading of domestic government	apply to trading of domestic	
	bonds or bonds under repurchase	government bonds or bonds	
	and resale agreements, or	under repurchase and resale	
	subscription or redemption of	agreements, or subscription or	
	money market funds issued by	redemption of money market	
	domestic securities investment	funds issued by domestic	
裝	trust enterprises.	securities investment trust	
	2. Merger, demerger, acquisition,	enterprises.	
	or transfer of shares.	2. Merger, demerger, acquisition,	
	3. Losses from derivatives trading	or transfer of shares.	
	reaching the limits on aggregate	3. Losses from derivatives trading	
	losses or losses on individual	reaching the limits on aggregate	
	contracts set out in the	losses or losses on individual	
	procedures adopted by the	contracts set out in the	
訂	company.	procedures adopted by the	
	4. Where equipment or	company.	
	right-of-use assets thereof for	4. Where equipment or	
	business use are acquired or	right-of-use assets thereof for	
	disposed of, and furthermore the	business use are acquired or	
	transaction counterparty is not a	disposed of, and furthermore the	
	related party, and the transaction	transaction counterparty is not a	
	amount meets any of the	related party, and the transaction	
	following criteria:	amount meets any of the	
	A. For a public company whose	following criteria:	
	paid-in capital is less than NT\$10	A. For a public company whose	
	billion, the transaction amount	paid-in capital is less than NT\$10	
	reaches NT\$500 million or more.	billion, the transaction amount	
	B. For a public company whose	reaches NT\$500 million or more.	
	paid-in capital is NT\$10 billion or	B. For a public company whose	
	more, the transaction amount	paid-in capital is NT\$10 billion or	
	reaches NT\$1 billion or more.	more, the transaction amount	
	5. Acquisition or disposal by the	reaches NT\$1 billion or more.	
	Company in the construction	5. Acquisition or disposal by the	
	business of real property or	Company in the construction	
	right-of-use assets thereof for	business of real property or	

	construction use, and furthermore	right-of-use assets thereof for	
	the transaction counterparty is	construction use, and	
	not a related party, and the	furthermore the transaction	
	transaction amount reaches	counterparty is not a related	
	NT\$500 million.	party, and the transaction	
	6. Where land is acquired under	amount reaches NT\$500 million.	
	an arrangement on engaging	6. Where land is acquired under	
	others to build on the Company's	an arrangement on engaging	
	own land, engaging others to build	others to build on the Company's	
	on rented land, joint construction	own land, engaging others to	
	and allocation of housing units,	build on rented land, joint	
	joint construction and allocation	construction and allocation of	
	of ownership percentages, or joint	housing units, joint construction	
裝	construction and separate sale,	and allocation of ownership	
	and furthermore the transaction	percentages, or joint construction	
	counterparty is not a related	and separate sale, and	
	party, and the amount the	furthermore the transaction	
	Company expects to invest in the	counterparty is not a related	
	transaction reaches NT\$500	party, and the amount the	
	million.	Company expects to invest in the	
	7. Where an asset transaction	transaction reaches NT\$500	
訂	other than any of those referred	million.	
	to in the preceding six	7. Where an asset transaction	
	subparagraphs, a disposal of	other than any of those referred	
	receivables by a financial	to in the preceding six	
	institution, or an investment in	subparagraphs, a disposal of	
	the mainland China area reaches	receivables by a financial	
	20% or more of paid-in capital or	institution, or an investment in	
	NT\$300 million; provided, this	the mainland China area reaches	
	shall not apply to the following	20% or more of paid-in capital or	
	circumstances:	NT\$300 million; provided, this	
	A. Trading of <u>domestic</u>	shall not apply to the following	
	government bonds <u>or foreign</u>	circumstances:	
	government bonds with a rating	A. Trading of government bonds.	
	that is not lower than the	B. Where done by professional	
	sovereign rating of Taiwan.	investors—securities trading on	
	B. Where done by professional	securities exchanges or OTC	
	investors—securities trading on	markets, or of ordinary corporate	
	securities exchanges or OTC	bonds or general bank	
	markets, or subscription of	debentures without equity	
	foreign government bonds, or of	characteristics (excluding	
	ordinary corporate bonds or	subordinated debt) that are	

	general bank debentures without	offered and issued in the primary
	equity characteristics (excluding	market, or subscription or
	subordinated debt) that are	redemption of securities
	offered and issued in the primary	investment trust funds or futures
	market, or subscription or	trust funds, or subscription by a
	redemption of securities	securities firm of securities as
	investment trust funds or futures	necessitated by its undertaking
	trust funds <u>, or subscription or</u>	business or as an advisory
	redemption of exchange traded	recommending securities firm for
	notes, or subscription by a	an emerging stock company, in
	securities firm of securities as	accordance with the rules of the
	necessitated by its undertaking	Taipei Exchange.
	business or as an advisory	C. Trading of bonds under
装	recommending securities firm for	repurchase and resale
	an emerging stock company, in	agreements, or subscription or
	accordance with the rules of the	redemption of money market
	Taipei Exchange.	funds issued by domestic
	C. Trading of bonds under	securities investment trust
	repurchase and resale	enterprises.
	agreements, or subscription or	The amount of transactions
	redemption of money market	above shall be calculated as
T	funds issued by domestic	follows:
	securities investment trust	1. The amount of any individual
	enterprises.	transaction.
	The amount of transactions above	2. The cumulative transaction
	shall be calculated as follows:	amount of acquisitions and
	1. The amount of any individual	disposals of the same type of
	transaction.	underlying asset with the same
	2. The cumulative transaction	transaction counterparty
	amount of acquisitions and	within the preceding year.
	disposals of the same type of	3. The cumulative transaction
	underlying asset with the same	amount of acquisitions and
	transaction counterparty within	disposals (cumulative
	the preceding year.	acquisitions and disposals,
	3. The cumulative transaction	respectively) of real property
	amount of acquisitions and	or right-of-use assets thereof
	disposals (cumulative	within the same development
	acquisitions and disposals,	project within the preceding
	respectively) of real property or	year.
	right-of-use assets thereof	4. The cumulative transaction
	within the same development	amount of acquisitions and
	project within the preceding	disposals (cumulative

year.	acquisitions and disposals,
4. The cumulative transaction	respectively) of the same
amount of acquisitions and	security within the preceding
disposals (cumulative	year.
acquisitions and disposals,	"Within the preceding year" as
respectively) of the same	used in the preceding paragraph
security within the preceding	refers to the year preceding the
year.	date of occurrence of the current
"Within the preceding year" as	transaction. Items duly
used in the preceding paragraph	announced in accordance with
refers to the year preceding the	these Regulations need not be
date of occurrence of the current	counted toward the transaction
transaction. Items duly announced	amount.
in accordance with these	The Company shall compile
Regulations need not be counted	monthly reports on the status of
toward the transaction amount.	derivatives trading engaged in up
The Company shall compile	to the end of the preceding
monthly reports on the status of	month by the company and any
derivatives trading engaged in up	subsidiaries that are not domestic
to the end of the preceding month	public companies and enter the
by the company and any	information in the prescribed
subsidiaries that are not domestic	format into the information
public companies and enter the	reporting website designated by
information in the prescribed	the FSC by the 10th day of each
format into the information	month.
reporting website designated by	When the Company at the time
the FSC by the 10th day of each	of public announcement makes
month.	an error or omission in an item
When the Company at the time of	required by regulations to be
public announcement makes an	publicly announced and so is
error or omission in an item	required to correct it, all the
required by regulations to be	items shall be again publicly
publicly announced and so is	announced and reported in their
required to correct it, all the items	entirety within 2 days counting
shall be again publicly announced	inclusively from the date of
and reported in their entirety	knowing of such error or
-	omission.
within 2 days counting inclusively from the date of knowing of such	
from the date of knowing of such	The Company acquiring or
error or omission.	disposing of assets shall keep all
The Company acquiring or	relevant contracts, meeting
disposing of assets shall keep all	minutes, log books, appraisal
relevant contracts, meeting	reports and CPA, attorney, and

	minutes, log books, appraisal	securities underwriter opinions at	
	reports and CPA, attorney, and	the company, where they shall be	
	securities underwriter opinions at	retained for 5 years except where	
	the company, where they shall be	another act provides otherwise.	
	retained for 5 years except where		
	another act provides otherwise.		
	Article 11	Article 11	Amend
	When the Company intends to	When the Company intends to	Article
	acquire or dispose of real property	acquire or dispose of real	according to
	or related right-of-use assets from	property or related right-of-use	the Sample
	or to a related party, or when it	assets from or to a related party,	Template
	intends to acquire or dispose of	or when it intends to acquire or	
	assets other than real property or	dispose of assets other than real	
*****************	right-of-use assets from or to a	property or right-of-use assets	
	related party and the transaction	from or to a related party and the	
	amount reaches 20% or more of	transaction amount reaches 20%	
	the Company's paid-in capital,	or more of the Company's paid-in	
	10% or more of the Company's	capital, 10% or more of the	
	total assets, or NT \$ 300 million or	Company's total assets, or NT \$	
	more, except in trading of	300 million or more, except in	
	domestic government bonds or	trading of domestic government	
訂	bonds under repurchase and	bonds or bonds under repurchase	
E.	resale agreements, or subscription	and resale agreements, or	
	or redemption of money market	subscription or redemption of	
	funds issued by domestic	money market funds issued by	
	securities investment trust	domestic securities investment	
	enterprises, the Company may not	trust enterprises, the Company	
	proceed to enter into a	may not proceed to enter into a	
	transaction contract or make a	transaction contract or make a	
	payment until the following	payment until the following	
	matters have been recognized by	matters have been recognized by	
	the audit committee and	the audit committee and	
	approved by the board of	approved by the board of	
	directors:	directors:	
	1. The purpose, necessity and	1. The purpose, necessity and	
	anticipated benefit of the	anticipated benefit of the	
	acquisition or disposal of assets.	acquisition or disposal of	
	2. The reason for choosing the	acquisition of disposal of assets.	
	_		
	related party as a transaction	2. The reason for choosing the related party as a transaction	
	counterparty.	related party as a transaction	
	3. With respect to the acquisition	counterparty.	
	of real property or related	3. With respect to the acquisition	

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.

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.

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- 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.
- 6. An appraisal from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.

7. Restrictive covenants and other important stipulations associated with the transaction. 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.

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.

- 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.
- 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.
- An appraisal from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.
- 7. Restrictive covenants and other important stipulations associated with the transaction.

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

	With respect to the types of	audit committee and approved by	
	transactions listed below, when to	the board of directors need not	
	be conducted between the	be counted toward the	
	Company and its parent or	transaction amount.	
	subsidiaries, or between its	With respect to the types of	
	subsidiaries in which it directly or	transactions listed below, when	
	indirectly holds 100% of the	to be conducted between the	
	issued shares or authorized	Company and its parent or	
	capital, the Company's board of	subsidiaries, or between its	
	directors may pursuant to Article	subsidiaries in which it directly or	
	5 delegate the board chairman to	indirectly holds 100% of the	
	decide such matters when the	issued shares or authorized	
	transaction is within a certain	capital, the Company's board of	
裝	amount and have the decisions	directors may pursuant to Article	
	subsequently submitted to and	5 delegate the board chairman to	
	ratified by the next board of	decide such matters when the	
	directors meeting.	transaction is within a certain	
	When a matter is submitted for	amount and have the decisions	
	discussion by the board of	subsequently submitted to and	
	directors pursuant to paragraph 1,	ratified by the next board of	
	the board of directors shall take	directors meeting.	
訂	into full consideration each	When a matter is submitted for	
	independent director's opinions. If	discussion by the board of	
	an independent director objects	directors pursuant to paragraph	
	to or expresses reservations about	1, the board of directors shall	
	any matter, it shall be recorded in	take into full consideration each	
	the minutes of the board of	independent director's opinions.	
	directors meeting.	If an independent director	
	The matter for which paragraph 1	objects to or expresses	
	requires recognition by the audit	reservations about any matter, it	
	committee shall first be approved	shall be recorded in the minutes	
	by one-half or more of all audit	of the board of directors meeting.	
	committee members and then	The matter for which paragraph 1	
	submitted to the board of	requires recognition by the audit	
	directors for a resolution.	committee shall first be approved	
	If the Company or a subsidiary	by one-half or more of all audit	
	thereof that is not a domestic	committee members and then	
	public company will have a transaction set out in paragraph 1	submitted to the board of directors for a resolution.	
	transaction set out in paragraph 1		
	and the transaction amount will		
	<u>reach 10% or more of the</u> <u>Company's total assets, the</u>		
1	company 5 total assets, the		<u>I</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		
	<u>subsidiaries.</u>		
	Article 28	Article 28	Add
裝	The procedures and any	The procedures and any	amendment
	amendments hereto shall be	amendments hereto shall be	date
	implemented after being	implemented after being	
	recognized by the audit	recognized by the audit	
	committee and approved by the	committee and approved by the	
	board of directors and submit to	board of directors and submit to	
	the shareholders' meeting for	the shareholders' meeting for	
	ratified.	ratified.	
訂	If approval of one-half or more of	If approval of one-half or more of	
	all audit committee members as	all audit committee members as	
	required in the preceding	required in the preceding	
	paragraph is not obtained, the	paragraph is not obtained, the	
	procedures may be implemented	procedures may be implemented	
	if approved by two-thirds or more	if approved by two-thirds or more	
	of all directors, and the resolution	of all directors, and the resolution	
	of the audit committee shall be	of the audit committee shall be	
	recorded in the minutes of the	recorded in the minutes of the	
	board of directors meeting.	board of directors meeting.	
	These procedures were enacted	These procedures were enacted	
	on June 24, 1995.	on June 24 <i>,</i> 1995.	
	The 9 <sup>th</sup> amendment was made on	The 9 <sup>th</sup> amendment was made on	
	June 23, 2020.	June 23, 2020.	
	The 10 <sup>th</sup> amendment was made		
	on June 23, 2022.		