

Taiwan Fructose Co., Ltd.

2022 Annual Shareholders' Meeting

Meeting Handbook

(Translation)

Notice to readers

This English version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

MEETING TIME: June 23, 2022

TYPE OF MEETING: Physical Meeting

PLACE: No.75, Ln.1156 Nanqing Rd., Luzhu Dist., Taoyuan City,

Taiwan. (Administrative Building 1F)

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Taiwan Fructose Co., Ltd.

Procedures for 2022 Annual Shareholders' Meeting

Call the Meeting to Order and Chairperson Remarks

A. Report Items

B. Ratification Items

C. Discussion Items

D. Other Proposals and Extemporaneous Motions

E. Adjournment

Taiwan Fructose Co., Ltd.
Agenda of 2022 Annual Shareholders' Meeting

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

Type of Meeting: Physical Meeting

Place: No.75, Ln. 1156, Nanqing Rd., Luzhu Dist., Taoyuan City, Taiwan
(Nanqing Factory Administrative Building 1F.)

Call the Meeting to Order and Chairperson Remarks

A. The agenda for the Meeting are as follows:

(1) Report Items:

- (a) Business Report of 2021.
- (b) Audit committee's Review Report on the 2021 Financial Statements.
- (c) The Directors' and Employees' Remuneration of 2021.
- (d) Report on the 2021 Distribution of Cash Dividend.

(2) Matters for Ratification:

- (a) 2021 Business Report and Financial Statements.
- (b) Distribution of 2021 profits.

(3) Matters for Discussion:

- (a) Increase capital by issuing new shares from retained earnings.
- (b) Amendments to the Articles of Incorporation.
- (c) Amendments to the Rules and Procedures of Shareholders' Meeting.
- (d) Amendments to the Procedures for Acquisition or Disposal of Assets.

(4) Other Proposals and Extemporaneous motions.

(5) Meeting Adjournment.

A. Report Items

Item 1:

Business Report of 2021.

Description:

- (1) The Company's Net Operating Revenue was NT\$4,385,548 thousand dollar in 2021, an increase of 12.53% (NT\$488,206 thousand dollar) from NT\$3,897,342 thousand dollar in 2020. Profit after tax was NT\$563,502 thousand dollar which was increase of 153.36% compared with the 2020 (NT\$212,959 thousand dollar).
- (2) The 2021 Business Report please refer to Attachment 1.

Item 2:

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

Description:

- (1) The 2021 Financial Statements were reviewed by Audit committee and approved by the Board of Directors. According to the Company Act, it is not ineligible.
- (2) The 2021 Audit committee's Review Report please refer to Attachment 2.
- (3) Request Audit committee's convener to read audit report.

Item 3:

The Directors' and Employees' Remuneration of 2021.

Description:

- (1) It is processed in accordance with the Article 27 of "Articles of Incorporation" of the Company, if the Company makes profits for current year, over 2% shall be set aside as compensation for employees, and less than 2% as compensation for Directors.
- (2) The Directors' and Employees' Remuneration of 2021 have been approved by Board of Directors and Remuneration Committee on March 28, 2022.
- (3) The Board of Directors of the Company resolved that NT\$ 8,759,935 of employees' remuneration (2%) and NT\$ 6,569,951 of Directors' remuneration (1.5%) have been distributed by cash on March 30, 2022.

Item 4:**Report on the 2021 Distribution of Cash Dividend.****Description:**

- (1) According to the Article 27-1 of the Articles of Incorporation, when dividends and bonuses are distributed by cash, in accordance with Article 240, Item 5 of the Company Act, It is required to authorize the board of directors to attend the meeting of more than two-thirds of the directors and the resolutions of more than half of the directors present and then report to the annual shareholders' meeting.
- (2) The Distribution of 2021 Cash Dividend have been approved by Board of Directors on March 28, 2022.

The Implementation situation are as follow:

Unit: NTD\$	
Approval date by Board of Directors	111/3/28
Payment date of cash dividend distribution	111/5/12
Cash Dividend(Per Share)	0.40
Total Cash Dividend	64,836,332

B. Ratification Items

Proposal 1:

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

(Proposed by the Board of Directors)

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:

Proposal 2:**Ratification of the Company's Distribution of 2021 Profits.**

(Proposed by the Board of Directors)

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.

Resolution:

C. Discussion Items

Proposal 1:

Increase capital by issuing new shares from retained earnings.

(Proposed by the Board of Directors)

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:
 - (1) According to the shareholdings indicated on the shareholder register on the record date, about 85 share shall be distributed against one thousand stocks.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) 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:

Proposal 2:

Amendments to the Articles of Incorporation.

(Proposed by the Board of Directors)

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:

Proposal 3:

Amendment to the Rules and Procedures of Shareholders' Meeting.

(Proposed by the Board of Directors)

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:

Proposal 4:

Amendments to the Procedures for Acquisition or Disposal of Assets.

(Proposed by the Board of Directors)

Description:

- (1) Amend according to the FSC letter No.1110380465 on January 28, 2022.
- (2) The Company 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:

E. Other Proposals and Extemporaneous Motions

F. Adjournment

2021 Business Report

(1) 2021 Business Plan Implementation Results

(Unit: NTD thousand dollar)

Project	2021	2020	Difference	Variation (%)
Sales	4,385,548	3,897,342	488,206	12.53%
Cost of Sales	(3,782,959)	(3,320,076)	462,883	13.94%
Gross profit	602,589	577,266	25,323	4.39%
Total Operating expenses	(302,782)	(275,873)	26,909	9.75%
Net operating profit	299,807	301,393	(1,586)	(0.53%)
Other non-operating income and expenses	404,628	11,050	393,578	3,561.79%
Pre-Tax Income	704,435	312,443	391,992	125.46%
Income Tax Expense	(140,933)	(93,484)	47,449	50.76%
Annual net profit	563,502	218,959	344,543	157.36%

(2) 2021 Budget Implementation Status

(Unit: NTD thousand dollar)

Project	2021	2021 Budget	Achievement rete (%)
Sales	4,385,548	4,469,250	98%
Cost of Sales	(3,782,959)	(3,929,803)	96%
Gross profit	602,589	539,447	112%
Total Operating expenses	(302,782)	(285,967)	106%
Net operating profit	299,807	253,480	118%
Other non-operating income and expenses	404,628	(42,360)	1,055%
Pre-Tax Income	704,435	211,120	334%
Income Tax Expense	(140,933)	(42,024)	335%
Annual net profit	563,502	169,096	333%

(3) Financial revenue and expenditure as well as profitability analysis.

Analysis Project		Annual	Financial Analysis	
			2021	2020
Capital structure analysis	Current ratio (%)		226.80%	157.03%
	Debts ratio (%)		44.87%	47.68%
	Long term funds to fixed assets (%)		175.21%	151.13%
Profitability	Shareholders' return on equity (%)		20.00%	8.01%
	Per-tax income to capital (%)		41.97%	18.61%
	Rate of return (%)		12.84%	5.61%
	Basic earnings per share (NTD)		2.25	0.92

Taiwan Fructose Co., Ltd.

Audit Committee's Review Report

Submitted for Approval

The Board of Directors has formulated and submitted the 2021 Business Report, Financial Report, Surplus Distribution Case Report, and Consolidated Finance Statement whereby the audit of the Balance Sheet, Consolidated Income Statement, Equity Change Table, Cash Flow Statement, and Consolidated Financial Statement have been completed by the Audit committee to ensure there are no inconsistencies. The formulation of this report therefore conforms to the provisions provided by the Securities Exchange Act No.14-4 and Article 219 of the Company Act.

Please Review

Respectfully submitted,

Taiwan Fructose 2022 General Shareholders' Meeting

Audit Committee Convener CHEN, CHIH-JANG

March 28, 2022

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>Article 11 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><u>Article 11-1</u> <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>Article 11 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>Article 29 These Articles were enacted on June 27, 1984. The 1st amendment was made on July 17, 1984. ... <u>The 30th amendment was made on June 23, 2022.</u></p>	<p>Article 29 These Articles were enacted on June 27, 1984. The 1st 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>Article 2 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. <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> The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u></p>	<p>Article 2 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><u>Article 3-1</u> <u>To convene a virtual shareholders meeting, the Company shall</u></p>		<p>Add Article according to the Sample</p>

<p><u>include the follow particulars in the shareholders’ meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><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:</u></p> <p><u>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.</u></p> <p><u>B. Shareholders not having registered to attend the affected virtual shareholders’ meeting shall not attend the postponed or resumed session.</u></p> <p><u>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</u></p>		<p>Template</p>
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<p><u>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.</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>Article 4 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. <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> <u>1. For physical shareholders meetings, to be distributed on-site</u></p>	<p>Article 4 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. 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</p>	<p>Amend Article according to the Sample Template</p>

at the meeting.

2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.

3. For virtual-only shareholders 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,

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 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

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 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

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.

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>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. 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>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. <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</u></p>	<p>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.</p>	<p>Amend Article according to the Sample Template</p>

<p><u>interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><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 meeting.</u></p> <p><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></p>		
<p>Article 9</p> <p>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</p>	<p>Article 9</p> <p>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</p>	<p>Amend Article according to the Sample Template</p>

<p>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 adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>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></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>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 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>Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder</p>	<p>Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder</p>	<p>Amend Article according to the Sample Template</p>

<p>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 consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p> <p><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></p> <p><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</u></p>	<p>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 consent of the chair and the shareholder that has the floor; the chair shall stop any violation.</p>	
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<p><u>the questions be disclosed to the public at the virtual meeting platform.</u></p>		
<p>Article 18 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. <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 the chair announces the voting session ends or will be deemed abstained from voting.</u> <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> <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</u></p>	<p>Article 18 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>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.</u></p>		
<p>Article 22 <u>On the day of a shareholders meeting, the Company shall 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</u></p>	<p>Article 22 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 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</p>	<p>Amend Article according to the Sample Template</p>

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.

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 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

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.

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 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
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

Add Article according to the Sample Template

<p><u>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>Article 24 <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>Article 25 <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 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</u></p>		<p>Add Article according to the Sample Template</p>

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

<p><u>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></p> <p><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>Article 27 The rules and any amendments hereto shall be implemented after being approved by the shareholders' meeting. ...</p>	<p>Article 23 The rules and any amendments hereto shall be implemented after being approved by the shareholders' meeting. ...</p>	<p>Add amendment date</p>

<p>The 9th amendment was made on July 5, 2021.</p> <p><u>The 10th amendment was made on June 23, 2022.</u></p>	<p>The 9th amendment was made on July 5, 2021.</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>Article 4 The evaluation procedures of the Company’s asset acquisition or disposal are as follow: 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: (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</p>	<p>Article 4 The evaluation procedures of the Company’s asset acquisition or disposal are as follow: 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: (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</p>	<p>Amend Article according to the Sample Template</p>

<p>procedure shall also be followed whenever there is 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</p>	<p>advance by the board of directors; the same procedure shall also be followed whenever there is 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 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) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A. The discrepancy between</p>	
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<p>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. This requirement does not apply,</p>	<p>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 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</p>	
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<p>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.</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</p>	<p>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. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. 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 ; the CPA shall comply with the</p>	
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<p>court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.</p>	<p>provisions of Statement of Auditing Standards No. 20 published by the ARDF.</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>Article 6 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 40% of the Company's <u>net value, and limits on individual securities shall not exceed 10% of the Company's net value.</u></p>	<p>Article 6 Total investment amounts of real property and right-of-use assets thereof or securities acquired by the Company and each subsidiary for nonbusiness use, and limits on individual securities shall not exceed 20% of the Company's paid-in capital or NT\$ 300 million.</p>	<p>Amend Article according to business development in the future</p>

Article 7

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 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.
2. Merger, demerger, acquisition, or transfer of shares.
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.
4. Where equipment or right-of-

Article 7

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 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.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the

Amend Article according to the Sample Template

<p>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 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>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 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</p>	
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<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 <u>domestic government bonds</u> <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u></p> <p>B. Where done by professional investors—securities trading on securities exchanges or OTC markets, <u>or subscription of foreign government bonds,</u> or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, <u>or subscription or redemption of exchange traded notes,</u> 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>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 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</p>	
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C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
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.
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.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"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

funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
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.
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.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"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>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 securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</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 securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p>	
<p>Article 11 When the Company intends to acquire or dispose of real property or related right-of-use assets from</p>	<p>Article 11 When the Company intends to acquire or dispose of real property or related right-of-use</p>	<p>Amend Article according to the Sample</p>

<p>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"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition 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 	<p>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"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition 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 	<p>Template</p>
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<p>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>With respect to the types of transactions listed below, when to be conducted between the</p>	<p>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>	
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<p>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.</p> <p>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.</p> <p>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> <p><u>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</u></p>	<p>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.</p> <p>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.</p> <p>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>	
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<p><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></p>		
<p>Article 28 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 9th amendment was made on June 23, 2020. <u>The 10th amendment was made on June 23, 2022.</u></p>	<p>Article 28 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 9th amendment was made on June 23, 2020.</p>	<p>Add amendment date</p>

Taiwan Fructose Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1

The Company is incorporated as a company limited by shares under the Company Act, and its name is Taiwan Fructose Co., Ltd.

Article 2

The Company is engaged in the following businesses:

1. Manufacturing, processing and trading of starch, maltose, glucose, fructose, and new compound syrup;
2. Manufacturing, processing and trading of dairy products, ice products, confectionery, biscuits, frozen foods, and dehydrated foods;
3. Manufacturing, processing and trading of canned foods, fruit juices, jams, fruits, vegetables, and quail foods;
4. CA02060 Metal Containers Manufacturing;
5. CC01060 Wired Communication Equipment and Apparatus Manufacturing;
6. CC01070 Telecommunication Equipment and Apparatus Manufacturing;
7. CC01080 Electronic Parts and Components Manufacturing;
8. CD01030 Automobiles and Parts Manufacturing;
9. Import and export trading business of previous products and raw materials (excluding futures).
10. Operation of farms, fishing farms, playgrounds, supermarkets, and hotel restaurants.
11. A102060 Grain Commerce
12. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The aggregate total of outward investment by the Company is free of the 40% of the Company's paid-in capital as set forth under Article 13 of the Company Act.

Article 4

The Company applies for external guarantees and endorsements of bills to the company organization, and is limited to the business needs of the Company and the invested company's operating projects, or the inter-bank guarantee business.

Article 5

The corporation shall have its head office in Taoyuan city, and may have branches or offices established abroad appropriate as resolved by the Board of Directors.

Chapter 2 Shares**Article 6**

Public announcements of the Corporation shall be duly made according to related laws.

Article 7

The total capital of the Company is NT\$2,000,000,000 (consisting of 200,000,000 shares at NT\$10 per share). The shares are issued in installments.

Article 8

Stocks issued by the Company are not required to be printed. However the corporation shall contact the securities depository and custodian institution for registration of the share certificates.

Article 9

The Company's shareholder services shall performed according to the Criteria Governing Handling of Stock Affairs by Public Stock Companies law and related laws.

Article 10

Transfer of title for stocks shall be suspended within sixty days prior to the regular shareholder's meeting; or within thirty days prior to the special shareholder's meeting; or within five days prior to the base date determined for the distribution of dividends, bonus, or other benefits.

Chapter 3 Shareholder's Meeting

Article 11

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.

Article 11-1

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 12

In case a shareholder is unable to attend a shareholders' meeting, the shareholder may issue a proxy form to appoint a proxy on his/her behalf to attend such meeting in accordance with Article 177 of the Company Act. Any other matters should be handled in accordance with the Regulations Governing the use of Proxies for Attendance at shareholder Meeting of Public Companies.

Article 13

Each share of stock shall be entitled to one vote.

Article 14

Any resolution at a shareholders' meeting shall be adopted if voted in favor by the majority of votes at a shareholders' meeting at which shareholders of more than one-half of the total issued and outstanding shares are present.

Article 15

The chairperson of the shareholders' meeting shall preside in accordance with Article 128-1 and Article 208 of the Company Act.

Article 16

The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by the chairperson of the meeting, then distributed to every shareholder within 20 days after the meeting. The distributed can be made by way of public announcement. The minutes must detail the date and venue of the meeting, the name of the chairperson and the summary and results of meeting agendas. The minutes must be retained indefinitely. Shareholders' attendance sheets and proxy forms shall be retained as required by the relevant Laws.

Chapter 4 Directors and the Audit Committee

Article 17

The Company shall have a total of 9 Directors (including 3 independent Directors), who shall be elected by the shareholders' meeting from those with disposing capacity for a term of 3 years.

Directors shall be elected by adopting candidate nomination systems as specified in Article 192-1 of the Company Act.

Article 17-1

In accordance with Article 14-4 of the Securities and Exchange Act, Taiwan Fructose Co. may establish the independent Board Committee organized by the Independent Directors. Duties, meeting rules, and other matters to be complied with the audit committee should be handled in accordance with relevant laws and the procedures of the audit committee should be established by the Board of Directors.

Article 18

The resolutions of the Board, unless otherwise required by The Company Act, shall be resolved by a simple majority of the Directors at a Board meeting attended by at least 50% of all the Directors. If the Chairperson absence for reasons can't attend to the shareholders' meeting, the Chairperson of the Board of Directors need to appoint a representative chairperson to convene the shareholders' meeting.

Article 19

In case the Chairperson of the Board of Directors absence for reasons can't attend to the shareholders' meeting to exercise his power and authority for any cause, a designate shall be selected according to Article 208 of the Company Act.

Article 20

The Board of Directors exercises the following authorities:

1. Drafts the Company's business strategies and plans.
2. Drafts the Company's earnings appropriation proposals.
3. Decides the increase/decrease of raised capital.
4. Approval of major policies within The Company.
5. Dismissal of company managers and important personnel.
6. Subsidiaries setting and abolition.
7. Preparation of budget review and final accounts.
8. Other legally mandated rules and authority conferred by the shareholders' meeting.

Article 21

(Deleted)

Article 22

Over half of the Directors shall attend a Board of Directors meeting unless otherwise provided by the Company Act, and consent shall be passed by the majority of the attending Directors. If a Director cannot attend, the Director shall issue a power of attorney and list the scope or authorization for the convening matter to entrust other Directors to attend by proxy. However, one proxy may only attend on behalf of one absentee.

Article 23

(Deleted)

Article 24

Where all Directors attend the Company's duties, the Company shall pay them with remuneration disregarding whether the Company operates at a profit or loss. The amount of the remuneration shall be duly determined with reference to the extent of their contribution and also with reference to the rate normally prevalent in the horizontal trades.

Article 25

The Company may set up managerial officers who shall be duly appointed, discharged and paid in accordance with Article 29 of the Company Act.

Chapter 5 Accounting

Article 26

The fiscal year of the Company shall be from January 1 to December 31 of each year. After the end of each fiscal year, the following reports shall be prepared by the Board of Directors, which deliver the same to the Audit Committee for 30 days before the convention of the general shareholders' meeting, and such documents, as well as the audit report made by the Audit Committee, shall be submitted to the general shareholders' meeting for acceptance.

1. Business Report.
2. Financial statement.
3. Earnings distribution or loss reimbursement proposal.

Article 27

If the Company makes profits for current year, over 2% shall be set aside as compensation for employees, and less than 2% as compensation for Directors.

1. The resolution shall be adopted by a majority vote at a meeting of the Board of Directors attend by at least two-third of the total number of Directors and submitted to the shareholders' meeting.
2. The employee remuneration issuance results shall be reported to the shareholders' meeting.
3. Employees may be compensated in shares or in cash. Employees who qualify for compensation may include those of the Company's subsidiaries who meet specific criteria.

Article 27-1

After paying taxes in accordance with the law and making up for the accumulated losses, 10% will be added to the statutory surplus reserve, and the special surplus reserve shall be set aside or reverted to the special surplus reserve in accordance with Article 41 of the Securities and Exchange Law.

If there is a balance, the same shall be accumulated after undistributed surplus, the board of directors drafts a surplus distribution plan; when dividends and bonuses are distributed by issuing new shares, they should be distributed after the resolution of the shareholders' meeting; when dividends and bonuses are distributed by cash, in accordance with Article 240, Item 5 of the Company Act, It is required to authorize the board of directors to attend the meeting of more than two-thirds of the directors and the resolutions of more than half of the directors present and then report to the annual shareholders' meeting.

The company's dividend policy, in order to cope with business expansion and consider the company's capital expenditures and operating turnover needs, a residual dividend policy is adopted. The future dividend policy is based on the principle that not less than 40% of the distributable surplus of the current year is the principle, but the distributable surplus is less than 2% of the paid-in share capital will not be distributed; the company's future capital expenditure budget will measure the capital needs and take into account For the interests of shareholders, the distribution of surpluses can be made in the form of cash dividends or stock dividends, in which the cash dividends shall not be less than 10% of the total dividends.

Chapter 6 Additional Rules

Article 28

For matters not specified in the Articles, all must comply with the Company Act.

Article 29

These Articles were enacted on June 27, 1984.

The 1st amendment was made on July 17, 1984.

The 2nd amendment was made on April 18, 1987.

The 3rd amendment was made on October 24, 1987.

The 4th amendment was made on November 28, 1989.

The 5th amendment was made on July 24, 1990.

The 6th amendment was made on June 29, 1991.

The 7th amendment was made on May 26, 1992.

The 8th amendment was made on June 24, 1995.

The 9th amendment was made on December 12, 1995.

The 10th amendment was made on June 22, 1996.

The 11th amendment was made on December 12, 1998.

The 12th amendment was made on June 15, 2000.

The 13th amendment was made on June 22, 2001.

The 14th amendment was made on May 30, 2002.

The 15th amendment was made on June 12, 2003.

The 16th amendment was made on June 15, 2006.

The 17th amendment was made on January 16, 2007.

The 18th amendment was made on June 11, 2008.

The 19th amendment was made on June 26, 2009.

The 20th amendment was made on June 15, 2010.

The 21st amendment was made on June 15, 2011.

The 22nd amendment was made on June 5, 2012.

The 23rd amendment was made on June 25, 2013.

The 24th amendment was made on June 16, 2014.

The 25th amendment was made on June 25, 2015.

The 26th amendment was made on June 24, 2016.

The 27th amendment was made on June 27, 2019.

The 28th amendment was made on June 23, 2020.

The 29th amendment was made on July 5, 2021.

The 30th amendment was made on June 23, 2022.

Taiwan Fructose Co., Ltd.

Rules and Procedures of Shareholders' Meeting

Article 1

The rules and procedures for Shareholders' Meeting of the Company, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 2

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. 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. 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

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend

presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

Article 3-1

To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders' meeting notice:

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 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 alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 4

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.

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:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders 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 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.

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 5

With regard to the authorization proxy to attend the Meeting, shareholders may follow the regulations of Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and the Company Act.

Article 6

The shareholders' meeting shall be chaired by the chairperson. When the chairperson is on leave or for any reason unable to exercise the power of the chairperson, the chairperson shall appoint one of the managing directors to act as a chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as a chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting.

Article 7

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

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

handle matters of the virtual 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

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 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. 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.

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

Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

Article 11

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 consent of the chair and the shareholder that has the floor; the 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 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 the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the

shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 13

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

Article 14

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 15

When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

Article 16

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

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

Article 17

When a meeting is in progress, the chair may announce a break based on time considerations.

Article 18

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.

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 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 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.

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 19

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 20

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

Article 21

A shareholder shall be entitled to one vote for each share held. At the time of a vote, for each proposal, the chair or a person designed by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

Article 22

On the day of a shareholders meeting, the Company shall 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.

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 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 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

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.

Article 24

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.

Article 25

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.

In the event of a virtual shareholders meeting, when 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 paragraph.

Article 26

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.

Article 27

The rules and any amendments hereto shall be implemented after being approved by the shareholders' meeting.

These rules were enacted on June 29, 1991.

The 1st amendment was made on June 24, 1995.

The 2nd amendment was made on December 12, 1988.

The 3rd amendment was made on May 30, 2002.

The 4th amendment was made on June 5, 2012.

The 5th amendment was made on June 35, 2013.

The 6th amendment was made on June 25, 2015.
The 7th amendment was made on June 22, 2017.
The 8th amendment was made on June 23, 2020.
The 9th amendment was made on July 5, 2021.
The 10th amendment was made on June 23, 2022.

Taiwan Fructose Co., Ltd.

Procedures for Acquisition or Disposal of Assets

Article 1

These Procedures are especially provided for protection of investors' interests, effective control of risk, and compliance to openness of information for the public.

Article 2

These procedures are instituted pursuant January 28, 2022 of the Criteria for Handling Acquisition and Disposal of Assets by Public Companies.

Article 3

The term "assets" as used in these procedures include the following:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, rights to use lands, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with Law.
9. Other major assets.

Article 4

The evaluation procedures of the Company's asset acquisition or disposal are as follow:

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:

- (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 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:
 - 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 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.
 - (5) Professional Appraiser used herein means any appraisers institutions specializing in real property or other lawful appraiser institutions of real property and equipment.
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.

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.
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.
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.

Article 5

Operating procedures:

Before the Company acquires or disposes of the important assets within the scope of this procedure, it shall be submitted to the Board of Directors for approval by the financial department of the Company.

1. When acquiring or disposing assets, responsible department must present to decision-making authorities following evaluation contents: motivation, target, counterparts of the deal, prices, terms of payments/receivables and reference materials of prices.
2. The responsible department of the Company's investment in long-term and short-term securities is the Finance Department, and the execution unit of real property and other fixed assets is the use department and related powers and responsibilities. Other assets that are not securities investment, real property and other fixed assets are subject to the evaluation of the relevant units.

Article 6

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 40% of the Company's net value, and limits on individual securities shall not exceed 10% of the Company's net value.

Article 7

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 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.
2. Merger, demerger, acquisition, or transfer of shares.
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.
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:
 - A. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - B. For a public company whose paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
5. Acquisition or disposal by the Company in the construction business of real property or 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.
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.
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:
 - A. Trading of domestic government bonds or foreign government bonds with a

rating that is not lower than the sovereign rating of Taiwan.

- B. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
- C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
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.
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.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"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.

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.

The Company acquiring or disposing of assets shall keep all relevant contracts,

meeting 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.

Article 8

Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Article 9

Procedures for acquisition or disposal of assets by subsidiaries:

1. The Company shall see to it that its subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with these regulations.
2. The parent company should handle the duty to report the information required to be publicly announced if the subsidiaries reach the amount described in Article 7
3. For the calculation of transaction amounts of 20% of paid-in capital under these regulations, 10% of equity attributable to owners of the parent shall be substituted.

Article 10

When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 7, paragraph 2 herein.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 11

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:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition 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.
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.

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 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.

Article 12

When the Company acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Company that acquires real property or right-of-use assets thereof from a

related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding 2 paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding 3 paragraphs do not apply:

1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.

Article 13

When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 14.

However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - B. Completed transactions by unrelated parties within the preceding year

involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 14

Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding 2 articles are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve shall be set aside pro rata in a proportion consistent with the share of company's equity stake in the other company.
2. Audit committee shall comply with Article 218 of the Company Act.
3. Actions taken pursuant to the preceding 2 subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC

has given its consent.

When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding 2 paragraphs if there is other evidence indicating that the acquisition was not an arm's length transaction.

Article 15

The Company engaging in derivatives trading shall pay strict attention to control of the following important risk management and auditing matters, and incorporate them into Procedures:

1. Trading principles and strategies: Shall include the types of derivatives that may be traded, operating or hedging strategies, segregation of duties, essentials of performance evaluation, total amount of derivatives contracts that may be traded, and the maximum loss limit on total trading and for individual contracts.
2. Risk management measures.
3. Internal audit system.
4. Regular evaluation methods and the handling of irregular circumstances.

Article 16

The Company engaging in derivatives trading shall adopt the following risk management measures:

1. Risk management shall address credit, market, liquidity, cash flow, operational, and legal risks.
2. Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
3. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the board of directors or senior management personnel with no responsibility for trading or position decision-making.
4. Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the board of directors.
5. Other important risk management measures.

Article 17

Where the Company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:

1. Designate senior management personnel to pay continuous attention to

monitoring and controlling derivatives trading risk.

2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's permitted scope of tolerance.

Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:

1. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with these Regulations and the procedures for engaging in derivatives trading formulated by the Company.
2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion.

A company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.

Article 18

The Company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully evaluated under subparagraph 4 of Article 16 and subparagraph 2 of paragraph 1 and subparagraph 1 of paragraph 2, of the preceding article shall be recorded in detail in the log book. The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, all audit committee members shall be notified in writing.

Article 19

The Company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the company of a

subsidiary in which it directly or indirectly holds 100% of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the company directly or indirectly holds 100% of the respective subsidiaries' issued shares or authorized capital.

Article 20

The Company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 21

The Company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

The Company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the

information.

2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding 2 paragraphs.

Article 22

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 23

The Company participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets that affects the Company's financial operations.
3. An event, such as a major disaster or major change in technology that affects shareholder equity or share price.
4. An adjustment where any of the Company participating in the merger, demerger,

- acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 24

The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 25

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Article 26

Where any of the companies participating in a merger, demerger, acquisition, or

transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 21, Article 22, and the preceding article.

Article 27

Other considerations

1. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of Boards of Director's resolutions, or other date that can confirm the counterpart and monetary amount of the transaction. Whichever date for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
2. Penalties for personnel violated these Regulations mutatis mutandis to the Company's work rules reference handbook.
3. Professional appraisers and their officers, Certified Public Accountants, attorneys and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions or underwriter's may not be related party of any party to the transaction.

Article 28

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 1st amendment was made on November 3, 1999.

The 2nd amendment was made on June 12, 2003.

The 3rd amendment was made on June 11, 2008.

The 4th amendment was made on June 5, 2012.

The 5th amendment was made on June 16, 2014.

The 6th amendment was made on June 24, 2016.

The 7th amendment was made on June 22, 2017.

The 8th amendment was made on June 27, 2019.

The 9th amendment was made on June 23, 2020.

The 10th amendment was made on June 23, 2022.

Current Shareholding of Directors

Shareholding Status for all Directors

- (1) The Company has a paid-up capital of \$2,000,000,000; issued in 162,090,832.
- (2) The minimum shareholding of the Company's Board of Directors is 9,725,450 shares (6%).
- (3) The shareholding of the Directors and supervisors in the shareholder registry on the cut-off date of the shareholders' meeting:

April 30, 2022

Title	Name	Election date	Term of office	Number of shares held (shares)	Shareholding percentage (%)
Chairperson	KANG,YUNG-MING	109.06.23	3 years	0	0
Director	KANG,CHIH-LIANG	109.06.23	3 years	3,900,486	2.41%
Director	LEE, CHIN-CHIN	109.06.23	3 years	0	0
Director	Liu Shun Industrial Co., Ltd. Representative: KANG, LI TSO HUI	109.06.23	3 years	33,017,446	20.37%
Director	MA, YUNG-CHIEN	109.06.23	3 years	704,092	0.43%
Director	CHANG, KEN-TENG	109.06.23	3 years	0	0
Independent Director	CHAN, I-YAO	109.06.23	3 years	0	0
Independent Director	CHEN, CHIN-JANG	109.06.23	3 years	0	0
Independent Director	CHIEN,TAI-LANG	109.06.23	3 years	0	0
Total shares held by Directors Total				37,622,024	23.21%

- (4) All the Directors of the Company shareholdings in compliance with the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".

Impact of Allocation of Bonus Shares on the Business Performance, EPS, and Shareholder Return

Item	Year	2022 (Estimated)
Initial paid-up capital		1,620,908,320
Stock and Cash dividends allocations (Note 1)	Cash dividend per share	0.4
	Stock dividend per share from capital increase by retained earnings	0.85
	Stock dividend per share from capital increase by capital surplus	-
Change in operating performance	Operating income	Not applicable (Note 2)
	Percentage of increase (decrease) in operating income compared to the same period of last year/.	
	Net income after tax	
	Percentage of increase (decrease) in net income after tax compared to the same period of last year.	
	Earnings per share	
	Percentage of increase (decrease) in EPS compared to the same period of last year.	
	Annual average ROI (reciprocal of annual average PE ratio)	
Pro forma EPS and PE	If all dividends from capital increase by surplus are distributed in cash	Pro forma EPS
		Pro forma EPS
	If no capital increase from capital surplus is implemented	Pro forma EPS
		Pro forma EPS
	If no capital increase from capital surplus is implemented and all dividends from capital increase by surplus are distributed in cash	Pro forma EPS
		Pro forma annual average ROI

Note 1: Increase capital by issuing new shares from retained earnings of the Company haven't approve by the annual shareholders meeting.

Note 2: The Company does not publish any 2022 financial forecast. Therefore, it is not required to disclose 2022 forecast information.

Thank You