

JINLI GROUP HOLDINGS LIMITED
2022 Annual Shareholders Meeting Minutes (Translation)

Time : 09:00 a.m. on Thursday, June 23, 2022

Place : No.1, Sec. 3, Zhongxiao E. Rd., Da'an Dist., Taipei City, Taiwan (R.O.C.) (gis Taipei
Tech Convention Center 205 Conference Room)

Total outstanding shares : 185,747,151 shares

Total shares represented by shareholders present in person or by proxy : 118,169,093shares

Percentage of shares held by shareholders present in person or by proxy : 63.61%

Chairman : Wang, Le Chun

Directors Video Participants : Chong Chun Lung

Recorder : Lee Hsiao Te

Ordinary directors present : Wang, Le Chun

The number of representative shares of the shareholders present has reached the statutory number, and the chairman announced the start of the meeting.

1. Chairman's speech (omitted)

2. Reporting Items :

Item 1	Proposed by the Board of Directors
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Brief of case: 2021 annual operating status report of The Company.

Description: 2021 Business report of The Company, as shown in Attachment 1.

Item 2

Proposed by the Board of Directors

Brief of case: Review report on 2021 final statement/account of audit committee.

Description: Review report of audit committee of The Company, as shown in Attachment 2.

Item 3

Proposed by the Board of Directors

Brief of case: Report on the remuneration distribution of employees and directors of The Company in 2021.

Description:

- (A) In accordance with the provisions of Article 34.1 of the articles of incorporation of The Company, if The Company makes profits, it shall, upon the attendance of more than two-thirds of the directors of the Board of Directors and the resolution of more than half of the attending directors, allocate more than one thousandth of the profit as remuneration to the employees in shares and/or cash and not more than 2 percent of the profit to the directors as remuneration.
- (B) 0.1% of the employee's remuneration was set aside at NT\$27,421, and it was paid in cash. The remuneration of directors was not distributed. There is no difference between the amount allocated and the estimated amount in the original account.

3.Matters for Ratification

Item 1

Proposed by the Board of Directors

Brief of case: Ratification of The Company's 2021 business report and consolidated financial statements.

Description:

- (A) The Company's 2021 annual financial statements have been approved by the resolution of the Board of Directors, and have been reviewed and completed by certified public account Chen,

Hsien Cheng and Lin, Se Kai of PricewaterhouseCoopers Taiwan, and submitted to the audit committee for review together with the business report, and the written review report has been be put on record.

(B) Please refer to Attachment 1 and Attachment 3 for the statements in the Item.

Resolution:

The voting results of this proposal-the total voting rights of the shareholders present at the time of voting were 118,169,093, 114,249,086 for voting (including 6,453,227 for electronic voting), accounting for 96.68% of the total voting power, and 775,624 for opposition (including 775,624 for electronic voting), accounting for the total Voting rights were 0.65%, invalidity rights were 0, abstentions and non-voting rights were 3,144,383 rights (including electronic voting 3,142,910 rights), accounting for 2.66% of the total voting rights. This case was passed by the original vote.

Item 2

Proposed by the Board of Directors

Brief of case: Ratification of The Company's 2021 profit distribution.

Description:

(A) The Company's 2021 Deficit Compensation Statemen is shown in Attachment 4.

(B) The Company's 2021 net profit after tax is NT\$ 22,878,459, including the beginning retained earnings of NT\$2,922,442,08. After the special reserve of NT\$27,022,779 is set aside, the distributable net profit is NT\$2,918,297,763.

(C) According to the company's articles of association, it is proposed not to distribute cash dividends and stock dividends to shareholders, please refer to the profit and loss compensation table.

After the discussion: The shareholder (account number 47635) spoke, and the company's undistributed surplus at the end of the period was as high as 2.9 billion, why it could not distribute or distribute some dividends, and the cash on the account was 4.7 billion in the bank accountant. The cash check method and the chairman's absence from the shareholders' meeting, etc. ask.

The accountant and the chairman (video) were instructed by the chairman to explain and reply.

Chairman (video) Reply: During the epidemic, operations and profits were sluggish, and brand promotion needed funds, so no dividends were distributed. Shareholders' expectations for dividends will be reconsidered. In addition, due to the epidemic, it is not allowed to participate in the shareholders' meeting.

Accountant's reply: The audit was conducted in accordance with generally accepted auditing standards. Cash was the key audit item, and the financial report was disclosed.

Resolution:

The voting results of this proposal-the total voting rights of shareholders present at the time of voting were 118,169,093, 112,075,664 for voting (including 4,279,805 for electronic voting), accounting for 94.84% of the total voting power, and 3,067,774 for opposition (including 3,067,774 for electronic voting), accounting for the total Voting rights are 2.59%, invalidity rights are 0, abstentions and non-voting rights are 3,025,655 rights (including electronic voting 3,024,182 rights), accounting for 2.56% of the total voting rights, and this case was passed by the original vote.

4.Matters for Discussion

Item 1

Proposed by the Board of Directors

Brief of case: Amendment of “ARTICLES OF ASSOCIATION” of The Company.

Description:

(A) For the purpose of meeting the operation needs of the company, it is proposed to amend ARTICLES OF ASSOCIATION of The Company. Please refer to Attachment 5.

(B) Proposed for discussion.

After the discussion: The shareholder (account number 47635) made a speech, hoped to explain more about the content of the annex to this proposal, and asked the lawyers for their opinions on the revised content of the annex to this proposal.

The chairman and lawyer explained the reply.

Lawyer's reply: The relevant content raised by the shareholders has been announced in accordance with the procedures and handled in accordance with the rules of procedure of the shareholders' meeting.

Chairman's reply: The proposal and its attachments have been announced within the specified period, please refer to the shareholders themselves.

Resolution:

The voting results of this proposal-the total voting rights of the shareholders present at the time of voting 118,169,093, 112,029,725 voting rights (including 4,233,866 electronic voting rights), accounting for 94.80% of the total voting rights, and 2,845,410 voting rights (including electronic voting 2,845,410rights), accounting for the total Voting rights were 2.40%, invalidity rights were 0, and abstentions and non-voting rights were 3,293,958 rights (including electronic voting 3,292,485 rights), accounting for 2.78% of the total voting rights. This case was passed by the original vote.

Item 2

Proposed by the Board of Directors

Brief of case: Amendment of “Rules of Procedure for Shareholders Meetings” of The Company.

Description:

(A) For the purpose of meeting the operation needs of the company, it is proposed to amend the Rules of Procedure for Shareholders Meetings of The Company. Please refer to Attachment 6.

(B) Proposed for discussion.

After the discussion: The shareholder (account number 47635) made a speech, hoping to focus on the content of the annex to this proposal, and asked the lawyers for their opinions on the revision of the annex to this proposal, and the chairman's opinions on not handling shareholders' questions.

The chairman and lawyer explained the reply.

Lawyer's reply: The relevant content raised by the shareholders has been announced in accordance with the procedures and handled in accordance with the rules of procedure of the shareholders' meeting.

Chairman's reply: The proposal and its attachments have been announced within the specified period, please refer to the shareholders themselves.

Resolution:

The voting results of this proposal-the total voting rights of the shareholders present at the time of voting 118,169,093, 112,029,843 voting rights (including 4,233,984 electronic voting rights), accounting for 94.80% of the total voting rights, and 2,845,292 voting rights (including electronic voting 2,845,292 rights), accounting for the total Voting rights were 2.40%, invalidity rights were 0, abstentions and non-voting rights were 3,293,958 rights (including electronic voting 3,292,485 rights), accounting for 2.78% of total voting rights, and the case was passed by voting as originally proposed.

Item 3

Proposed by the Board of Directors

Brief of case: Amendment of “Regulations Governing the Acquisition and Disposal of Assets” of The Company.

Description:

(A) For the purpose of meeting the operation needs of the company, it is proposed to amend t Regulations Governing the Acquisition and Disposal of Assets of The Company. Please refer to Attachment 7

(B) Proposed for discussion.

After the discussion: the shareholder (account number 47635) made a speech, hoped to focus on the content of the annex to this proposal, and asked the lawyers for their opinions on the revised content of the annex to this proposal, the source of the time limit for speaking, and whether the above-mentioned

regulations should be sent to shareholders for understanding, etc. Make an inquiry.

The chairman and lawyer explained the reply.

Reply from the chairman: This case is in line with the revision of the decree of the competent authority, and it is explained in the procedure manual, please refer to the shareholders themselves. And remind shareholders that at the beginning of this meeting, the master of ceremonies announced that shareholders have a limited time to speak.

The lawyer replied: The relevant content raised by the shareholders can be referred to the written information, and it has been announced in accordance with the procedures. In addition, in accordance with the "Guidelines for the Operation of Shareholders' Meetings in Response to Epidemic Prevention" issued by the Central Epidemic Epidemic Command Center, the relevant time limit for speaking has been stipulated.

Resolution:

The voting results of this proposal-the total voting rights of the shareholders present at the time of voting 118,169,093, 112,027,179 voting rights (including 4,231,320 electronic voting rights), accounting for 94.80% of the total voting rights, and 2,846,398 voting rights (including electronic voting 2,846,398 rights), accounting for the total Voting rights were 2.40%, invalidity rights were 0, abstentions and non-voting rights were 3,295,516 rights (including electronic voting 3,294,043 rights), accounting for 2.78% of total voting rights, and the case was passed by voting as originally proposed.

Item 4 Proposed by Shareholders holding more than 1% of the shares

Brief of case: Proposal by shareholders in accordance with Article 172-1 of the Company Law to reduce capital by 65% in cash.

Description:

- (A) The company accepts proposals from shareholders who hold more than 1% of the total issued shares. The period from April 18, 2022 to April 28, 2022, the shareholder proposals received during the acceptance period are as follows.
- (B) Shareholder account number of the proposer: 47635 Mr. Chen proposed to the company to implement a 65% cash capital reduction within the acceptance period. The content of his proposal claimed that the main body of Jinli-KY was in China, and had previously raised huge funds in Taiwan, resulting in cash as high as NT\$47. 100 million and low debt, but the stock price has slumped. Most of the senior executives do not hold shares and live overseas. Therefore, the company should reduce its capital by 65% in cash (that is, return to shareholders NT\$6.5 per share).
- (C) Proposed for discussion.

After the discussion:

The shareholder (account number 63 Consortium Legal Person Securities Investors and Futures Traders Protection Center) made a speech, according to the Consortium Legal Person Securities Investors and Futures Traders Protection Center Zheng Bao Fa Zi No. 1110002034 Letter, in order to protect the rights and interests of shareholders, the shareholders meeting is scheduled to discuss "Shareholders propose a 65% capital reduction in cash in accordance with Article 172-1 of the Company Law", asking the company to discuss "the source of funds for the cash capital reduction proposed by the shareholders, and the impact of the cash capital reduction proposed by the shareholders on the company's finances, normal business operations and support. The impact of the stable capital structure" is explained in the report of the shareholders' meeting or a resolution is made, and it is explained that if the shareholders' proposal for cash capital reduction is approved by the shareholders' meeting, the company will respond accordingly.

Reply from the company: There are 185,747,151 ordinary shares in circulation of the company, with a face value of NT\$10 per share. The current shareholder proposes to reduce the capital by 65% in cash in accordance with Article 172-1 of the Company Law, that is, NT\$6.5 per share will be returned. After the resolution of the shareholders' meeting, the company needs NT\$1,207,356,000 in cash to pay

the relevant payments. On March 31, 2011, the company will pay NT\$4,916,497,000 in cash and equivalent cash, and the company will use its own cash to pay for the capital reduction in cash. And the cash equivalent will be reduced to NT\$3,709,141,000. After the company's assessment, it has no serious impact on the company's original financial and business operations. If the proposal is approved by the shareholders' meeting, the company's cash and equivalent cash will decrease, but the company still has financial assets of NT\$1,352,788,000 on March 31, 2011. After assessment, the company has sufficient funds to deal with the cash capital reduction proposal and short-term net cash. outflow.

The lawyer replied: The relevant content raised by the shareholders can be referred to the written information, and it has been announced in accordance with the procedures. In addition, in accordance with the "Guidelines for the Operation of Shareholders' Meetings in Response to Epidemic Prevention" issued by the Central Epidemic Epidemic Command Center, the relevant time limit for speaking has been stipulated.

The shareholder (account number 47635) spoke about the company raising funds in Taiwan, the stock price fell, the treasury shares and dividends were not implemented, the cash was not used efficiently, and the accountant and the chairman were asked whether the cash was real, and the previous proposals were not voted. For this proposal, the company wrote a letter to the insurance center, and there was no announcement to the public information observatory, the shareholder did not send a microphone to speak, the identity of the scrutineer, whether the voting time of 2 minutes was too short, and why did not the shareholder with account number 47635 be the scrutineer himself? And the scrutineer's signature is unclear and other questions are raised.

The chairman, accountant and chairman (video) explained and replied.

Chairman (video) Reply: The shareholder's question has been answered.

Accountant's reply: The question of whether the cash is genuine has been checked in accordance with generally accepted auditing standards.

Chairman's reply: In response to the question about the identity of the scrutineer and no voting on the previous motions, at the beginning of this meeting, the master of ceremonies announced that all

motions would be voted by one-time counting and that the scrutineer was shareholder No. 9.

Resolution:

The voting results of this proposal-the total voting rights of the shareholders present at the time of voting 118,169,093, 5,486,569 voting rights (including 5,421,569 electronic voting rights), accounting for 4.64% of the total voting rights, and 109,868,357 voting rights (including electronic voting 2,137,498 rights), accounting for the total Voting rights were 92.97%, invalidity rights were 0, abstentions and non-voting rights were 2,814,167rights (including electronic voting 2,812,694 rights), accounting for 2.38% of total voting rights, and The case was rejected as the original vote.

5.Extempore Motion

Item 1

Proposed by t The shareholder (account number 47635)

Brief of case: Before the distribution of dividends, all directors shall stop receiving all forms of remuneration.

Description:

(A) The company has a lot of cash in the account, the stock price has fallen, and no dividends or capital reductions are issued, but the directors all receive remuneration. Therefore, it is proposed that all directors should stop receiving all forms of remuneration before the dividend is issued, and the shareholders (account number 44172) will review it.

(B) Proposed for discussion.

The shareholder (account number 47635) spoke and asked about the company's poor operating performance, the level of directors' responsibility, and the candidates for temporary motion scrutiny.

The chairman and lawyer explained the reply.

The chairman replied: The management of the company is mainly responsible for the management team. The board of directors mainly reminds the company of the risks it faces and does not violate the

laws and regulations. The environment has not been good in the past 2~3 years, and the management team has also worked very hard. The chairman will turn over the operation as soon as possible. In addition, in order to cooperate with the shareholders' request, it was ruled that the No. 9 shareholder is the scrutineer.

After the chairman gave an explanation and reply, the meeting was adjourned for a 5-minute break.

Resolution:

The voting results of this proposal-the total voting rights of the shareholders present at the time of voting 118,169,093, 1,939,000 voting rights, accounting for 1.64% of the total voting rights, and 107,730,859 voting rights, accounting for the total Voting rights were 91.17%, invalidity rights were 0, abstentions and non-voting rights were 8,499,234 rights, accounting for 7.19% of total voting rights, and According to the motion, the case was not passed by the vote.

After inquiries, there were no other temporary motions, and the chairman announced that the meeting was over.

6.Adjournment:10:24 a.m. on the same day.

(The minutes of this general meeting of shareholders record the essentials and results of the proceedings in accordance with Article 183, Paragraph 4 of the Company Law. The content, procedures and speeches of shareholders are still subject to the video and audio recordings of the meeting.)

Jinli Group Holdings Limited

2021 Business Report

1. 2021 Annual operating performance

Macroeconomy environment of Mainland gradually grew in 2021, and based on based on “2021 statistical bulletin of national economy and social development” announced by National Bureau of Statistics, urban and rural residents’ income has constantly increased in 2021; annual disposable income of national residents was RMB\$ 35,128, increasing by 9.1%, compared with the last year, and deducted the price factor, actually increased by 8.1%; national residents’ expenditures was RMB\$ 24,100, increased by 13.6%, compared with the last year, and deducted the price factor, actually increased by 12.6%, annual total retail sales of consumer goods in 2021 was NT\$ 44.1 trillion, increased by 12.5%, and compared with the last year. Looked back on 2021, due to the influence of COVID-19, regardless of aspects, such as life safety, the medical system, politics, society and economics, etc., a significant impact was caused for various countries around the world, and further following with the influence of virus mutation of COVID-19, economic activities started to appear sometimes recovery and sometimes recession, all data indicators, such 2021 China’s economy and consumer demand, etc., was influenced by “low base effect”, and the performance was remarkable, however, the influence of the epidemic can’t be ridded slowly, and return to ordinary, and it became the haze overhead for China’s economy. Under circumstances of the poor operating atmosphere of Chinese brand on shoe and clothes market, marketing in all provinces of the Company’s long-term cooperated offline agents still does not have apparent recovery, and it caused a passable revenue performance, the order performance of foreign shoe trade in Europe and America slightly rose again, and compare with the last year, but the capacity utilization of shoe factory was still low, and manufacturing costs were relatively higher than the past years. In the aspect of financial performance, the Company’s consolidated revenue of year 2021 was NT\$ 432 million, increased by 14.29%, and compared with year 2020 of NT\$ 378 million; pre-tax net profit of year 2021 was NT\$ 27 million, increased by 104.86%, and compared with year 2020 of pre-tax net loss NT\$ 555 million, after-tax loss per share of year 2021 was NT\$ 0.12.

2. 2022 Summary of annual operating plan

In 2022, following the general vaccination, various countries adopted the strategy of coexistence with virus for the epidemic of COVID-19, and it brought a new hop for global economy recovery, and along with the slowdown of the epidemic, the original tight economic activities loosened together. China’s official stated in December, 2021, that they will face three dilemmas: shrinking demand, supply was impacted and decrease expectation; in addition, according to the statement of China’s economy expectation announced by OECD, and nevertheless China’s economy increase

of year 2021 reached 8.1%; however, it will slow to 5.1% in 2022 and 2023, and it showed that China's economic market will adopt a wait-and-see attitude, and the Company will emphasize offline agents and online e-commerce this year, simultaneously rectify and adjust channels of brand sales, and strengthen developing potential agents, accumulate the competitiveness of the Company's long-term operation.

The Company will uphold a steady pace for sustainable operation, and continuously develop new customers, design new products and improve production process, and create maximum benefit for shareholders. To believe that the Company's operating performance will certainly create a new prospect again with the support of each shareholder.

Chairman: Chuang, Chun-Lung

General manager: Chuang, Chun-Lung

Finance/Accounting supervisor: Pan, Che-Lun

Audit Certificate of Audit Committee

The Board of Directors prepared The Company's 2021 annual business report, consolidated financial statement and deficit Compensation proposal, etc., of which the consolidated financial statement has been checked completely by the authorized PricewaterhouseCoopers Taiwan, and the audit report has been issued. The aforesaid business report, consolidated financial statement and deficit Compensation proposal were reviewed by the Audit Committee and found to be sound. It was reported as above in accordance with Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act. For your honor's approval.

For your honor's approval

Regards

Jinli Group Holdings Limited

Audit committee:

May 12, 2022

To the Board of Directors and Shareholders of Jinli Group Holdings Limited

Opinion

We have audited the accompanying consolidated balance sheets of Jinli Group Holdings Limited and its subsidiaries (the “Group”) as at December 31, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, International Financial Reporting Interpretations Committee (IFRIC) Interpretations, and Standard Interpretations Committee (SIC) Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the “Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants” and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the *Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group’s consolidated financial statements of the current period are stated as

follows:

Cash and financial assets at amortized cost

Description

For details of cash and cash equivalent accounts, please refer to Note 6(1). For accounting policies on financial assets at amortized cost, please refer to Note 4(6) and for details of current financial assets at amortized cost accounts, please refer to Note 6 (2).

On December 31, 2021, the Group's total cash and financial assets at amortized cost amounted to NTD 6,053,243 thousand. The aforementioned assets constitute 86% of total consolidated assets, thus, we consider cash and financial assets at amortized cost as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above included the following:

- A. Inspected the bank statements and online banking information of significant accounts and sample tested bank receipts and payments records.
- B. Verified that the contact information of the bank was true and correct.
- C. Sent out confirmations to all relevant financial institutions to inquire on the balances of cash and financial assets at amortized cost. If the replied amounts did not agree with the recorded amounts, obtained the reconciliation statements of cash in banks prepared by the Group's management and verified the reasonableness and correctness of the adjustments.
- D. Sample tested the cash receipts and payments of the Group, confirmed that the nature of the transactions was for operating needs.
- E. Counted the physical certificates of time deposits.

Agency sales revenue

Description

For accounting policies on revenue recognition, please refer to Note 4(23). For details of operating revenue accounts, please refer to Note 6(14). The consolidated operating revenue of the Group for the year ended December 31, 2021 amounted to NTD 432,077 thousand.

The Group's primary sales model is agency sales. All agents sign contracts with the Group stating its term, authorized areas, delivery methods and other rights and obligations to obtain the right to sell the Group's products locally.

The sales revenue from the aforementioned agency sales constitute 49% of the Group's sales revenue and the revenue recognition is affected by the agents' sales model. Thus, we consider the agency sales revenue as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above included the following:

- A. Inspected the basic information of key agents, including reviewing their person in charge and major shareholders, address, capital amount, and main operating activities, and verified their business registration documents.
- B. Performed field interviews with some agents. During the interviews, sample tested the agents' sales vouchers of reselling, obtained the agents' purchase records and reconciled samples with the Group's sales records.
- C. Sent out confirmations to key agents including the balance of accounts receivable at the end of the period and total annual sales revenue to confirm the correctness and accuracy of accounts receivable and sales revenue.
- D. Assessed and tested the internal control of sales revenue, including the effectiveness of relevant internal control of order processing, delivery and payment collection from customers.
- E. Performed the test of sales and payment collections from customers after the balance sheet date.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal controls as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group’s financial reporting process.

Auditor’s responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the generally accepted auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

2. Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021 and are, therefore, considered to be the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter, or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Hsien-Cheng, Chen

Se-Kai, Lin

For and on behalf of PricewaterhouseCoopers, Taiwan

March 30, 2022

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

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

JINLI GROUP HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2021		December 31, 2020	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 4,750,430	67	\$ 4,751,452	67
1136	Current financial assets at amortized cost	6(2)	1,302,813	19	1,310,229	19
1170	Accounts receivable, net	6(3)	70,311	1	27,795	-
1210	Other receivables - related parties	7	1,607	-	7,027	-
1220	Current tax assets	6(21)	1,510	-	35,840	1
130X	Inventories	6(4)	17,470	-	18,690	
1410	Prepayments		7,439	-	8,962	-
11XX	Total current assets		6,151,580	87	6,159,995	87
Non-current assets						
1600	Property, plant and equipment	6(5)	15,819	-	34,456	-
1755	Right-of-use assets	6(6) and 7	165,029	2	128,702	2
1760	Investment property, net	6(8)	757,925	11	769,967	11
1840	Deferred tax assets	6(21)	-	-	65	-
1900	Other non-current assets		5	-	21	-
15XX	Total non-current assets		938,778	13	933,211	13
1XXX	Total assets		\$ 7,090,358	100	\$ 7,093,206	100
Liabilities and Equity						
Current liabilities						
2170	Accounts payable		\$ 37,306	1	\$ 34,023	-
2200	Other payables	6(9)	81,376	1	106,523	2
2220	Other payables - related parties	7	700	-	2,700	-
2230	Current income tax liabilities	6(21)	426	-	372	-
2280	Current lease liabilities	6(6) and 7	3,670	-	2,838	-
21XX	Total current liabilities		123,478	2	146,456	2
Non-current liabilities						
2570	Deferred tax liabilities	6(21)	532,804	7	546,973	8
2580	Non-current lease liabilities	6(6) and 7	38,754	1	-	-
25XX	Total non-current liabilities		571,558	8	546,973	8
2XXX	Total Liabilities		695,036	10	693,429	10
Equity						
Equity attributable to owners of parent						
Share capital		6(11)				
3110	Share capital - common stock		1,857,472	26	1,857,472	26
Capital surplus		6(12)				
3200	Capital surplus		1,617,452	23	1,617,452	23
Retained earnings		6(13)				
3320	Special reserve		549,614	8	383,087	5
3350	Unappropriated retained earnings		2,945,321	41	3,088,969	44
Other equity interest						
3400	Other equity interest		(576,637)	(8)	(549,614)	(8)
31XX	Equity attributable to owners of the parent		6,393,222	90	6,397,366	90
36XX	Non-controlling interest		2,100	-	2,411	-
3XXX	Total equity		6,395,322	90	6,399,777	90
Significant events after the balance sheet date		11				
3X2X	Total liabilities and equity		\$ 7,090,358	100	\$ 7,093,206	100

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

JINLI GROUP HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of New Taiwan dollars, except for earnings (losses) per share)

	Items	Notes	Years ended December 31,			
			2021		2020	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(14)	\$ 432,077	100	\$ 378,255	100
5000	Operating costs	6(4)(19)(20)	(396,791)	(92)	(489,299)	(129)
5900	Gross profit (loss)		<u>35,286</u>	<u>8</u>	<u>(111,044)</u>	<u>(29)</u>
	Operating expenses	6(19)(20)				
6100	Selling expenses		(9,195)	(2)	(212,812)	(57)
6200	General and administrative expenses		(77,589)	(18)	(95,551)	(25)
6300	Research and development expenses		(41,604)	(10)	(60,715)	(16)
6450	Expect credit gain (loss)		<u>77,825</u>	<u>18</u>	<u>(131,865)</u>	<u>(35)</u>
6000	Total operating expenses		<u>(50,563)</u>	<u>(12)</u>	<u>(500,943)</u>	<u>(133)</u>
6900	Operating loss		<u>(15,277)</u>	<u>(4)</u>	<u>(611,987)</u>	<u>(162)</u>
	Non-operating income and expenses					
7100	Interest income	6(15)	36,019	8	35,774	9
7010	Other income	6(16) and 7	19,285	5	21,977	6
7020	Other gains and losses	6(17)	(11,648)	(3)	(158)	-
7050	Finance costs	6(18) and 7	(985)	-	(303)	-
7000	Total non-operating income and expenses		<u>42,671</u>	<u>10</u>	<u>57,290</u>	<u>15</u>
7900	Loss before income tax		<u>27,394</u>	<u>6</u>	<u>(554,697)</u>	<u>(147)</u>
7950	Income tax (expense) benefit	6(21)	(4,826)	(1)	54,797	15
8200	Profit (loss) for the year		<u>\$ 22,568</u>	<u>5</u>	<u>(\$ 499,900)</u>	<u>(132)</u>
	Other comprehensive income					
	Components of other comprehensive income that will not be reclassified to profit or loss					
8341	Exchange differences from translation of foreign operations		(\$ 181,954)	(42)	(\$ 348,414)	(92)
	Components of other comprehensive income that will be reclassified to profit or loss					
8361	Exchange differences from translation of foreign operations		<u>154,931</u>	<u>36</u>	<u>473,789</u>	<u>125</u>
8300	Other comprehensive (loss) income, net		<u>(\$ 27,023)</u>	<u>(6)</u>	<u>\$ 125,375</u>	<u>33</u>
8500	Total comprehensive loss		<u>(\$ 4,455)</u>	<u>(1)</u>	<u>(\$ 374,525)</u>	<u>(99)</u>
	(Loss) profit, attributable to:					
8610	Owners of the parent		<u>\$ 22,879</u>	<u>5</u>	<u>(\$ 500,856)</u>	<u>(132)</u>
8620	Non-controlling interest		<u>(\$ 311)</u>	<u>-</u>	<u>\$ 956</u>	<u>-</u>
	Comprehensive (loss) income attributable to:					
8710	Owners of the parent		<u>(\$ 4,144)</u>	<u>(1)</u>	<u>(\$ 375,481)</u>	<u>(99)</u>
8720	Non-controlling interest		<u>(\$ 311)</u>	<u>-</u>	<u>\$ 956</u>	<u>-</u>
	Basic (diluted) earnings (losses) per share	6(22)				
9750	Basic (diluted) earnings (losses) per share		<u>\$ 0.12</u>		<u>(\$ 2.70)</u>	

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

JINLI GROUP HOLDINGS LIMITED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable owners of the parent						Non-controlling interest	Total equity
		Ordinary share	Capital surplus-additional paid-in capital	Retained earnings		Exchange differences from translation of foreign operations	Total		
				Special reserve	Unappropriated retained earnings				
<u>For the year ended December 31, 2020</u>									
Balance at January 1, 2020		\$ 1,857,472	\$ 1,617,452	\$ 383,087	\$ 3,593,540	(\$ 674,989)	\$ 6,776,562	\$ 1,455	\$ 6,778,017
(Loss) profit for the year		-	-	-	(500,856)	-	(500,856)	956	(499,900)
Other comprehensive income for the year		-	-	-	-	125,375	125,375	-	125,375
Total comprehensive (loss) income for the year		-	-	-	(500,856)	125,375	(375,481)	956	(374,525)
Appropriation and distribution of retained earnings:									
Cash dividends	6(13)	-	-	-	(3,715)	-	(3,715)	-	(3,715)
Balance at December 31, 2020		\$ 1,857,472	\$ 1,617,452	\$ 383,087	\$ 3,088,969	(\$ 549,614)	\$ 6,397,366	\$ 2,411	\$ 6,399,777
<u>For the year ended December 31, 2021</u>									
Balance at January 1, 2021		\$ 1,857,472	\$ 1,617,452	\$ 383,087	\$ 3,088,969	(\$ 549,614)	\$ 6,397,366	\$ 2,411	\$ 6,399,777
Profit (loss) for the year		-	-	-	22,879	-	22,879	(311)	22,568
Other comprehensive loss for the year		-	-	-	-	(27,023)	(27,023)	-	(27,023)
Total comprehensive income (loss) for the year		-	-	-	22,879	(27,023)	(4,144)	(311)	(4,455)
Appropriation and distribution of retained earnings:									
Special reserve appropriated	6(13)	-	-	166,527	(166,527)	-	-	-	-
Balance at December 31, 2021		\$ 1,857,472	\$ 1,617,452	\$ 549,614	\$ 2,945,321	(\$ 576,637)	\$ 6,393,222	\$ 2,100	\$ 6,395,322

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

CASH FLOWS FROM OPERATING ACTIVITIES

Loss before tax		\$	27,394	(\$	554,697)
Adjustments					
Income and expenses having no effect on cash flows					
Depreciation on property, plant and equipment	6(5)(8)		37,474		51,236
Depreciation on right-of-use assets	6(6)				
Expected credit (gain) loss	6(19) and 12(2)		7,154		9,588
Interest expense	6(6)(18)	(	77,825)		131,865
Interest income	6(15)		985		303
Gain on lease modification	6(6)	(	36,019)	(	35,774)
Changes in assets/liabilities relating to operating activities			-	(	2,471)
Changes in operating assets					
Accounts receivable			36,355		193,917
Other receivables			5,420	(	2,516)
Inventories			1,220		47,905
Prepayments			1,523		60,684
Net changes in liabilities relating to operating activities					
Accounts payable			3,283	(	90,013)
Other payables		(	25,147)	(	56,736)
Other current liabilities			-	(	5)
Cash inflow generated from operations		(	18,183)	(	246,714)
Interest received			36,019		35,774
Interest paid		(	985)	(	303)
Income tax paid		(	1,376)	(	1,298)
Income tax refunded			35,840		-
Net cash flows from operating activities			51,315	(	212,541)

CASH FLOWS FROM INVESTING ACTIVITIES

Acquisition of property, plant and equipment	6(5)	(	4,096)		-
Acquisition of investment property	6(8)	(	7,272)		-
Decrease in right-of-use assets	6(6)		-		50,470
Decrease (increase) in refundable deposits			16	(	16)
Net cash flows (used in) provided by investing activities		(	11,352)		50,454

CASH FLOWS FROM FINANCING ACTIVITIES

Cash dividends paid	6(13)		-	(	3,715)
(Decrease) increase in other payables – related parties	7		2,000		700
Repayments of principal portion of lease liabilities	6(6)	(	4,601)	(	5,207)
Net cash flows used in financing activities		(	6,601)	(	8,222)
Effect of foreign exchange rate changes		(	34,384)		62,193
Net decrease in cash and cash equivalents		(	1,022)	(	108,116)
Cash and cash equivalents at beginning of year			4,751,452		4,859,568
Cash and cash equivalents at end of year		\$	4,750,430	\$	4,751,452

JINLI GROUP HOLDINGS LIMITED

Deficit Compensation Statement

	Unit: NT\$
Beginning retained earnings	2,922,442,083
Plus: 2021 profit after tax	22,878,459
Minus: special reserve set aside	27,022,779
Unappropriated retained earnings:	2,918,297,763

Note: No dividends planned for 2021.

Chairman:

Manager:

Accountant in charge:

Jinli Group Holdings Limited
Comparison Table for ARTICLES OF ASSOCIATION
章程修正對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 16.4 條	The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).	The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings <u>to be held in physical locations</u> shall be held in Taiwan. For general meetings to be held <u>in physical locations</u> outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).	Amendments made to align with the announcement of the Taiwan Stock Exchange to amend the "List of Matters for the Protection of Shareholders' Rights and Interests in

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 16.10 條	<u>In addition to the circumstance where the board of Directors should have convened a general meeting but does not or is unable to convene a general meeting pursuant to the Statute, Applicable Public Company Rules, or Articles, an Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.</u>	Delete clause 16.10	the Country of Registration of Foreign Issuers".
第 17.3 條	The Company shall send materials relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 17.1 hereof, and shall transmit the same via the Market Observation Post System. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules.	The Company shall send materials relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 17.1 hereof, and shall transmit the same via the Market Observation Post System. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System <u>twenty-one days prior to the scheduled date of the relevant annual general meeting and fifteen days prior to the scheduled date of the relevant extraordinary general meeting</u> in accordance with Applicable Public Company Rules. <u>However, in the event the Company's total paid-in</u>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		<u>capital as of the close of the most recent financial year reaches NT\$10 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register of Members at the time of holding of the general meeting in the most recent financial year, the Company shall transmit the electronic files of the abovementioned meeting handbook and relevant materials thirty days prior to the scheduled date of the relevant annual general meeting.</u>	
第 18.10 條	New	<u>When a general meeting is held, a Member may participate in the general meeting through the medium of video conference call or any other form of communications designated and announced by the competent authority set forth in the Company Act of the R.O.C.; provided that in case of calamities, unforeseen incidents, or force majeure, the competent authority set forth in the Company Act of the R.O.C. may announce and designate that during a prescribed period the Company shall hold a general meeting by means of video conference call or any other form of</u>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		<u>communications without regard to lack of express provisions in these Articles. With respect to participation of a general meeting through the medium of video conference call, the Company shall comply with the conditions, operating procedures and other matters prescribed by the Applicable Public Company Rules. A Member participating in the way prescribed hereunder is deemed to be present in person at the general meeting.</u>	
第 19.6 條	<u>If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission</u> unless R.O.C. securities authority requires otherwise. <u>If a general meeting is to be held outside of Taiwan, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission.</u> Where these methods of exercising voting power are to be available at a general meeting, they shall be described	<u>For so long as any Shares are listed on the TWSE, subject to the provisions of the Statute, the Company shall adopt the electronic transmission as one of the methods for exercising</u> the voting power of a Member unless R.O.C. securities authority requires otherwise. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	in the general meeting notice given to the Members in respect of the relevant general meeting. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting; provided that if such member is present in person at the said general meeting, he shall be	proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting; provided that if such member is present in person at the said general meeting, he shall be entitled to vote on any such ad hoc resolutions or amendment to the original agenda items.	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	entitled to vote on any such ad hoc resolutions or amendment to the original agenda items.		
第 25.4 條	Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>one</u> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.	Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <u>two</u> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.	
第 32.8 條	The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company	The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	Rules. The remuneration committee shall consist of no less than three persons, <u>one</u> of whom shall be the <u>convenor and chairman</u>. The rules and procedures of the remuneration committee shall be in accordance with policies proposed by the members of the remuneration committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of R.O.C. securities authority or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules. The aforementioned remuneration shall include the salary, stock options and other mechanisms of rewards for the directors and managers of the Company. The managers of the Company for the purposes of this Article 32.8 shall be the persons defined in the charter of the remuneration committee.	Rules. The remuneration committee shall consist of no less than three persons, <u>a majority</u> of whom shall be the <u>Independent Directors</u>. The rules and procedures of the remuneration committee shall be in accordance with policies proposed by the members of the remuneration committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of R.O.C. securities authority or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules. The aforementioned remuneration shall include the salary, stock options and other mechanisms of rewards for the directors and managers of the Company. The managers of the Company for the purposes of this Article 32.8 shall be the persons defined in the charter of the remuneration committee.	

Jinli Group Holdings Limited
Comparison of Amendments of Rules of Procedure for Shareholders Meetings

Amended articles	Current articles	Explanation
6.1.2 <u>Changes to how the Company convenes its regular shareholders' meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u> <u>The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders' meeting, and the Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders' meeting, if, however, the Company has the paid-in capital of NT\$ 10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the</u>	6.1.2 Convention of a regular shareholders' meeting, the meeting agenda shall be made, and shall notify all shareholder before 30 days before the date of a regular shareholders' meeting, for shareholders holding less than 1,000 registered stocks, it may upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders' meeting; convention of a special shareholders' meeting shall be notified all shareholders before 15 days before the date of a special shareholders' meeting, for shareholders holding less than 1,000 shares, it may upload them to the Market Observation Post System (MOPS) before 15 days before the date of a special shareholders' meeting.	1. Letting shareholders know the alternation of convening method of a shareholders' meeting, it shall be approved by the board of directors for a resolution, and shall be conducted not later than the sending of the shareholders' meeting notice, hence it was added. 2. According to specifying and following matters described in a public company's shareholders' meeting agenda in Article 6 of measures, the Company has the paid-in capital of NT\$ 10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, to let foreign shareholders and PRC shareholders early review relevant information of shareholders' meeting, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting, and hence it was

Amended articles	Current articles	Explanation
<u>immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</u> <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 at the meeting.</u> <u>(2) For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.</u> <u>(3) For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.</u> <u>Where re-election of all directors and supervisors 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</u>		amended. 3. In response to a virtual shareholders' meeting may be convened by a public company, the Company has a physical shareholders' meeting, and can convene a shareholders' meeting by a virtual meeting. To benefit shareholders, despite participating in a physical shareholders' meeting or a virtual shareholders' meeting, all can review shareholders' meeting agenda and supplemental meeting materials on the date of a shareholders' meeting, and hence it was amended and added.

Amended articles	Current articles	Explanation
<u>altered by any extraordinary motion or otherwise in the same meeting.</u>		

Amended articles	Current articles	Explanation
6.1.9 A shareholders' meeting shall be convened in accordance with the time and place designated by the board of directors, except as otherwise provided by law and regulation, a shareholders' meeting shall be convened in the territory of R.O.C. If a shareholders' meeting is convened overseas, relevant procedures and approval shall be conducted in accordance with regulations of competent authority of R.O.C. When a shareholders' meeting is convened overseas, the Company shall appoint a professional stock agency of R.O.C. to conduct administrative affairs of a shareholders' meeting (including but not limited to conduction of voting matters appointed by shareholders). The meeting may begin no earlier than 9 a.m. and no later than 3 p.m., full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting. <u>The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.</u>	6.1.9 A shareholders' meeting shall be convened in accordance with the time and place designated by the board of directors, except as otherwise provided by law and regulation, a shareholders' meeting shall be convened in the territory of R.O.C. If a shareholders' meeting is convened overseas, relevant procedures and approval shall be conducted in accordance with regulations of competent authority of R.O.C. When a shareholders' meeting is convened overseas, the Company shall appoint a professional stock agency of R.O.C. to conduct administrative affairs of a shareholders' meeting (including but not limited to conduction of voting matters appointed by shareholders). The meeting may begin no earlier than 9 a.m. and no later than 3 p.m., full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.	It was added, and prescribed that as the Company convenes a virtual shareholders' meeting, the place of the meeting shall not apply.

Amended articles	Current articles	Explanation
6.2.4 <u>If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u>	Newly added.	A shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date as proxy cancellation, and hence it was added.
6.3.1 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for <u>shareholders, solicitors and proxies (collectively "shareholders")</u> will be accepted, 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. 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>Shareholders</u> shall attend shareholders	6.3.1 The Company shall specify in its shareholders meeting notices the time, 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. Shareholders in person or a proxy appointed by a shareholder (collectively "shareholders") shall attend shareholders' meetings based	1. To specify the time and procedures of conducting shareholders' attendance registrations online, hence it was amended. 2. To respond to collectively "shareholders" prescribed in paragraph 1, and it was amended. 3. When shareholders wish to attend the meeting online, it shall register with the days before the meeting date, and it was added. 4. Letting shareholders attending the meeting online review relevant information, such as the meeting agenda and annual reports, the Company shall upload to the platform of a virtual shareholders' meeting, and hence it was added.

Amended articles	Current articles	Explanation
meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation 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. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. <u>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.</u> <u>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.</u>	on attendance cards, sign-in cards, or other certificates of attendance; solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.	
<u>6.3.8</u> <u>To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:</u> <u>(1) How shareholders attend the virtual meeting and exercise their rights.</u> <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</u>	Newly added.	1. This Article was newly added. 2. Let shareholders know relevant rights and restrictions before a shareholders' meeting, and hence prescribed that the notice content of convening a shareholders' meeting shall include methods of shareholders participating in a virtual meeting and exercising relevant

Amended articles	Current articles	Explanation
<u>force majeure events, at least covering the following particulars:</u> <u>(i) 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> <u>(ii) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u> <u>(iii) 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</u>		rights, dealing methods that the meeting is obstructed due to natural disasters, accidents or other force majeure events, shall at least include resuming of the date to which the meeting is postponed or on which the meeting and time of disconnection that the meeting shall postpone or resume, announced results of all proposals, dealing methods of not handling extraordinary motions, etc., and when the Company convenes a virtual shareholders' meeting, alternative measures available to shareholders with difficulties in attending a virtual-only shareholders 'meeting shall be specified.

Amended articles	Current articles	Explanation
<u>abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u> <u>(iv) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u> <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>		
6.4.2 Except as otherwise provided by law, and regulation, when the designated time of a shareholders' meeting begins, the share number of attending shareholder representing is not authorized number of attending 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 authorized number of issued shares, the chair shall declare the meeting adjourned. If the convention of a shareholders' meeting is still necessary, a new shareholders' meeting shall be reconvened again in accordance with the regulations; <u>in the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u> <u>If the quorum is not met after two</u>	6.4.2 Except as otherwise provided by law, and regulation, when the designated time of a shareholders' meeting begins, the share number of attending shareholder representing is not authorized number of attending 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 authorized number of issued shares, the chair shall declare the meeting adjourned. If the convention of a shareholders' meeting is still	1. To specify that when the Company' shareholders' meeting is convened online, the calculation of total number of attending shares shall plus completed registration of number of attending shareholders' share s online, and hence it was amended. 2. When the Company's shareholders' meeting is made online, the chair declares the meeting adjourned, the Company shall announce the meeting adjourned at the virtual meeting platform, and notify shareholders immediately, and send it was amended. 3. The Company makes the tentative resolution to additionally convene a shareholders' meeting, when shareholders wish to attend the

Amended articles	Current articles	Explanation
<u>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 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 this Corporation in accordance with Article 6.</u> <u>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 Company Act.</u>	necessary, a new shareholders' meeting shall be reconvened again in accordance with the regulations;	meeting online, shall be registered to the Company, and hence it was amended.
6.6.7 <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> <u>As long as questions so raised in accordance with the preceding paragraph</u>	Newly added.	1. To specify the methods, procedures and striations of raising questions of shareholders attending on line, and hence it was amended. 3. To help other shareholders to understand the content of questions, except questions of irrelevant proposals in a shareholders' meeting may be filtered, the Company shall disclose other shareholders' questions on the virtual meeting platform, and hence it was

Amended articles	Current articles	Explanation
<u>are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u>		added.
6.8.10 <u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online shall vote through the virtual meeting platform for all proposals and the election proposal after the chair called the meeting to order, and 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>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 6 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</u>	Newly added.	1. To specify that after shareholders exercise voting rights electronically, and wish to change into attending a shareholders' meeting online, the same method of exercising voting rights shall first be waived, and hence it was amended. 2. In the event of a virtual shareholders 'meeting, to let shareholder participating in online have sufficient time for voting, and the operation of counting votes shall once, and then to respond to voting time of shareholders attending online, and hence it was amended. 3. Shareholders of hybrid shareholders ' meetings, they already conducted the registration of a virtual shareholders' meeting, if they

Amended articles	Current articles	Explanation
<u>their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u> <u>When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u>		wish to change into attend a physical shareholders' meeting in person, and hence it was added. 2. Refer to regulations of letters issued by Ministry of Economic Affairs, shareholder exercising voting rights electronically, and without expression of waiving, may not propose an alternative to an original proposal, and may not exercise voting rights, however, shareholders can attend a shareholders' meeting on the day, and propose any extraordinary motion on site, and may exercise voting right, to consider that voting in written or electronically are one of shareholders' exercising voting right methods, based on a fair treatment principle, voting in written shall also be in accordance with the preceding norm of voting electronically to protect shareholders' equity.

Amended articles	Current articles	Explanation
6.10.4 <u>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.</u> <u>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</u>	Newly added.	1. To benefit that shareholders know the convening results of a virtual meeting, the alternative measures and handling of disconnection and a dealing status of a digital divide and handling, and hence when the meeting minutes was made by the Company, it was added. 2. When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online, hence alternative measures of providing a digital divide shall be specified in the meeting minutes, and it was added.
6.10.5 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder	6.10.5 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.	1. Refer to Article 183 of Company Act and Article 18 of Regulations Governing Procedure for Board of Directors Meetings of Public Companies, to specify that the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and

Amended articles	Current articles	Explanation
files a lawsuit pursuant to Article 189 of Company Act, the recording shall be retained until the conclusion of the litigation. 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 this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. <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> <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>	The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of Company Act, the recording shall be retained until the conclusion of the litigation.	continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end, and it 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, hence it was added. 2. To keep relevant information of a virtual meeting as much as possible, according to feasibility of equipment condition, the Company shall specify in Rules of Procedure for Shareholders Meetings, and hence it was added.
6.11.1 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 <u>and the number of shares represented by shareholders attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting; <u>in the event a</u>	6.11.1 On the day of a shareholders meeting, this Corporation 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	1. Letting shareholders know 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

Amended articles	Current articles	Explanation
<u>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.</u> <u>During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform, the same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u>	meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.	meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform, and hence it was amended. 2. To let shareholders participating in a virtual meeting synchronously know whether the number of shareholders' attending rights reaches the threshold for meeting, and hence it was added.
6.11.3 <u>In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u>	Newly added.	1. This Article was newly added. 2. To let shareholders participating in a virtual meeting synchronously know the voting status of all proposals, and the full information disclosure time was specified, and hence this article was added.

Amended articles	Current articles	Explanation
<u>6.11.4</u> <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>	Newly added.	1. This Article was newly added. 2. In the event of a virtual shareholders meeting and without a physical meeting place, both the chair and secretary shall be in the same location, and additionally letting shareholders know the place where the chair is in, the chair shall declare the address of their location when the meeting is called to order, and hence it was added.
<u>6.12.5</u> <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 to natural disasters, accidents or other force majeure events before the chair has announced the</u>	Newly added.	1. This Article was newly added. 2. To decrease connection problems of a virtual meeting, and it was added. 3. In the event of a virtual shareholders' meeting, the chair shall announce in the meeting, the 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 Company Act shall not apply, and the regulation that it shall be conducted after

Amended articles	Current articles	Explanation
<u>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 Company Act shall not apply.</u> <u>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.</u> <u>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.</u> <u>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 and supervisors.</u> <u>When the Company convenes a hybrid shareholders meeting, and the virtual</u>		approved by a resolution of a shareholders' meeting was added. 4. In the circumstances of postponing or resuming the meeting, shareholders (including solicitors and proxies) who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session, and hence it was added as correspondence. In the event of a virtual shareholders' meeting, original shareholders participating in a physical shareholders' meeting, may continue to physically participate in postponed or resumed meeting, and it shall be explained together. 5. When the Company shall postpone or resume the meeting in accordance with regulations, the shareholders who have registered to participate in the affected shareholders (including solicitors and proxies) meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session, at the affected shareholders meeting, shall be counted towards the total number of

Amended articles	Current articles	Explanation
<u>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.</u> <u>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.</u> <u>When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u> <u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public</u>		shares, number of voting rights and number of election rights represented at the postponed or resumed session, and hence it was added as corresponding. 6. As the meeting can't be resumed by communication barriers, and a shareholders' meeting is postponed or resumed, hence it was drawn up. 7. To consider that a hybrid shareholders' meeting and a physical shareholders' meeting are made at the same time, and hence it was drawn up. 8. When the Company has the circumstances that the meeting shall be continued to conduct and need not postponing or resuming the session, the shareholders (including solicitors and proxies) who have registered to participate in the meeting online, the shares represented by shareholders 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, and hence it was added as corresponding.

Amended articles	Current articles	Explanation
<u>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, this Corporations hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u>		9. To consider that postponing and resuming the session has an identity with original shareholders’ meeting, and hence there’s no need to regulate relevant pre-processing for conducting a shareholders’ meeting again as a shareholders’ meeting needs not postpone or resume, and hence it was drawn up. 10. In addition, considering that a virtual shareholders’ meeting was postponed, disclosed matters shall be announced on the date of a shareholders’ meeting, and they shall be disclosed again for shareholders on the date of postponing or resuming meeting , hence paragraph 9 was drawn up.
<u>6.12.6</u> <u>When the Company convenes a virtual-only shareholders’ meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be provided.</u>	Newly added.	1. This Article was newly added. 2. When the Company convenes a virtual-only shareholders’ meeting, to consider that shareholders may have difficulties in attending a virtual shareholders ‘ meeting online, appropriate alternative measures shall be provided, such as exercising voting rights by correspondence or providing necessary equipment for lending to participating in the meeting

Amended articles	Current articles	Explanation
		for shareholders.
6.15 The date of drawing up for the Rules of Procedure for Shareholders Meetings was November 29, 2011. The 1st amendment was made by the board of directors on March 15, and it was made by a shareholders' meeting on June 10, 2013. The 2nd amendment was made by the board of directors on May 7, and it was made by a shareholders' meeting on June 27, 2019. The 3rd amendment was made by the board of directors on March 27, and it was made by a shareholders' meeting on June 23, 2020. The 4th amendment was made by the board of directors on August 12, 2020. <u>The 5th amendment was made by the board of directors on May , 2022.</u>	6.15 The date of drawing up for the Rules of Procedure for Shareholders Meetings was November 29, 2011. The 1st amendment was made by the board of directors on March 15, and it was made by a shareholders' meeting on June 10, 2013. The 2nd amendment was made by the board of directors on May 7, and it was made by a shareholders' meeting on June 27, 20019. The 3rd amendment was made by the board of directors on March 27, and it was made by a shareholders' meeting on June 23, 2020. The 4th amendment was made by the board of directors on August 12, 2020.	To respond to the added article, the order of articles was adjusted.

Comparison Table of Amendments to the
“Regulations Governing the Acquisition and Disposal of Assets”

Article	Content		Basis and reasons for revision
	Content of the article after amendment	Content of the article before amendment	
5.1	Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide The Company and its subsidiaries in connection with the acquisition or disposal of assets with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was	Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide The Company and its subsidiaries in connection with the acquisition or disposal of assets with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements: 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was	Amended in accordance with relevant laws and regulations

Article	Content		Basis and reasons for revision
	Content of the article after amendment	Content of the article before amendment	
	received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. <u>When issuing an appraisal report or opinion, the person referred to in the preceding paragraph shall handle the following matters in accordance with the self-discipline norms of each trade association to which he belongs:</u> 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item	received. 2. May not be a related party or de facto related party of any party to the transaction. 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following: 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence. 2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers. 3. They shall undertake an item-by-item evaluation of the ~~comprehensiveness, accuracy,~~ and reasonableness of the sources of	

Article	Content		Basis and reasons for revision
	Content of the article after amendment	Content of the article before amendment	
	evaluation of the <u>Appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.	data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion. 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.	
5.4.1	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 and its subsidiaries, 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	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 and its subsidiaries, 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	Amended in accordance with relevant laws and regulations

Article	Content		Basis and reasons for revision
	Content of the article after amendment	Content of the article before amendment	
	is necessary to give a limited price, specified 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 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 percent or more of the	is necessary to give a limited price, specified 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 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	

Article	Content		Basis and reasons for revision
	Content of the article after amendment	Content of the article before amendment	
	transaction amount. B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent 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. In addition to using the limited price, specific price or special price as the reference basis for the transaction price, if there is a legitimate reason for failing to obtain the valuation report in real time, the construction industry shall obtain the valuation report within two weeks from the date of occurrence of the facts, and obtain the accountant's opinion of paragraph 3 of the preceding paragraph <u>within two weeks from the immediate date of obtaining the valuation report.</u>	discrepancy and the appropriateness of the transaction price: A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount. B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent 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.	
5.4.2	The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain	The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial	Amended in accordance with relevant

Article	Content		Basis and reasons for revision
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	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. If the transaction amount is 20 percent 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 relevant competent authorities.	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. If the transaction amount is 20 percent 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 ARDE.~~ This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of relevant competent authorities.	laws and regulations
5.4.3	Where The Company and its subsidiaries acquire or dispose of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent 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	Where The Company and its subsidiaries acquire or dispose of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent 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	

Article	Content		Basis and reasons for revision
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	opinion on the reasonableness of the transaction price.	opinion on the reasonableness of the transaction price; ~~the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.~~	
5.5.2	When The Company and its subsidiaries intend to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when The Company and its subsidiaries intend to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent 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 approved by the audit committee and 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	When The Company and its subsidiaries intend to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when The Company and its subsidiaries intend to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent 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 approved by the audit committee and 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	

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	acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 5.5.3 to Article 5.5.5. 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 its subsidiaries 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 report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. 7. Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 5.4.6 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the	acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 5.5.3 to Article 5.5.5. 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 its subsidiaries 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 report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article. 7. Restrictive covenants and other important stipulations associated with the transaction. The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 5.4.6 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the	

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	Board of Directors and recognized by the independent director 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 percent of the issued shares or authorized capital, the Board of Directors may delegate the 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: 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <u>For those who have established independent directors in accordance with the provisions of this Act, when submitting them to the board of directors for discussion in accordance with the provisions of Paragraph 1, the opinions of each independent director shall be fully considered, and any dissenting opinions or reservations of independent directors shall be stated in the minutes of the board meeting.</u> <u>If an audit committee has been</u>	Board of Directors and recognized by the independent director 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 percent of the issued shares or authorized capital, the Board of Directors may delegate the 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: 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. ~~Before submitted for discussion by the Board of Directors in accordance with Article 5.5.2, it may be approved by more than half of all audit committee members and sent to the Board of Directors meeting for resolution. If approval of more than half of all audit committee members is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board~~	

Article	Content		Basis and reasons for revision
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	<u>established in accordance with the provisions of this Act, the matters that should be recognized by the supervisor in accordance with the provisions of Paragraph 1 shall be approved by more than half of all members of the audit committee, and a resolution of the board of directors shall be submitted. Five provisions.</u> <u>If the public offering company or its subsidiary that is not a domestic public offering company has the first transaction, and the transaction amount is more than 10% of the total assets of the public offering company, the public offering company shall submit the materials listed in the first paragraph to the shareholders' meeting After the agreement is reached, the transaction contract can be signed and the payment can be made. However, the transaction between the publicly offered company and its parent company, subsidiaries, or its subsidiaries is not subject to this limitation.</u>	~~of Directors meeting. When a matter is submitted for discussion by the Board of Directors, 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 terms "all audit committee members" and "all directors" in the Paragraph shall be counted as the actual number of persons currently holding those positions.~~	
5.8.1	Under any of the following circumstances, The Company and its subsidiaries acquiring or disposing of assets shall publicly announce and report the relevant information on the designated website of relevant competent authorities in the appropriate format as prescribed by regulations	Under any of the following circumstances, The Company and its subsidiaries acquiring or disposing of assets shall publicly announce and report the relevant information on the designated website of relevant competent authorities in the appropriate format as prescribed by regulations	

Article	Content		Basis and reasons for revision
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	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 percent or more of paid-in capital, 10 percent 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. 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:	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 percent or more of paid-in capital, 10 percent 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. 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:	

Article	Content		Basis and reasons for revision
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	A. For a public company whose paid-in capital is less than N T\$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 a public 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; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more. 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	A. For a public company whose paid-in capital is less than N T\$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 a public 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; among such cases, if the public company has paid-in capital of NT\$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$1 billion or more. 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	

Article	Content		Basis and reasons for revision
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	construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount The Company and its subsidiaries expect 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 percent or more of company's paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: A. Trading of <u>domestic government bonds or foreign government bonds with a credit rating not lower than my country's sovereign rating.</u> B. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription 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 to</u>	separate sale, and furthermore the transaction counterparty is not a related party, and the amount The Company and its subsidiaries expect 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 percent or more of company's paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances: A. Trading of ~~domestic government bonds.~~ B. Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription 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	

Article	Content		Basis and reasons for revision
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	<u>purchase or sell back index investment securities,</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. 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 in the preceding paragraph 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	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 in the preceding paragraph 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	

Article	Content		Basis and reasons for revision
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	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. "With in 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. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "With in 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.	disposals, respectively) of the same security within the preceding year. "With in 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. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "With in 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.	

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6	The Regulations was stipulated on May 5, 2011. The first amendment was made on March 20, 2014. The second amendments were made on March 20, 2014 and June 22, 2017. The third amendments were made on March 27, 2019 and June 27, 2019. <u>The third amendments were made on March 30, 2022.</u> <u>The amendments to this Code shall come into force on the date of issuance.</u>	The Regulations was stipulated on May 5, 2011. The first amendment was made on March 20, 2014. The second amendments were made on March 20, 2014 and June 22, 2017. The third amendments were made on March 27, 2019 and June 27, 2019.	Added revision