

ADDcn Technology Co., Ltd

2021 First Extraordinary Shareholders' Meeting Agenda Handbook

(Summary Translation)

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Date: November 4, 2021

Venue: No. 40, Siyuan Road, Xinzhuang District, New Taipei City

Theater B (Amazing Hall-XinZhuang)

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ADDCN Technology Co., Ltd.

2021 First Extraordinary Shareholders' Meeting Agenda

Time: 9:00 am, November 4 (Thursday), 2021

Place: No. 40, Siyuan Road, Xinzhuang District, New Taipei City
Theater B (Amazing Hall-XinZhuang)

- I. Announcement of the Number of Shares Represented in the Meeting
- II. Call the Meeting to Order
- III. Chairperson Remarks
- IV. Discussions Items:
Amendment to the “Articles of Incorporation” of the Company
- V. Elections Items:
Election of additional two directors
- VI. Other Proposals:
Lifting of non-compete restriction on new directors and their representatives
- VII. Motions
- VIII. Adjournment

[Discussions Items] (Proposed by the Board of Directors)

- Proposal : Amendment to the “Articles of Incorporation” of the Company.
- Descriptions : 1. To be in line with the actual needs, the Company planned to amend the “Articles of Incorporation.”
2. For the comparison table of amendments to the “Articles of Incorporation,” please refer to Attachment 1.
- Resolution :

[Elections Items] (Proposed by the Board of Directors)

- Proposal : Proposal for the election of additional two directors.
- Descriptions : 1. The Company shall have nine directors having tenure of three years in accordance with the Articles of Incorporation. The candidates nomination system is adopted according to the Company Act. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates.
2. Currently, the Company has seven directors (including three independent directors). To enhance the Board of Directors’ function, the Company planned to elect an additional two directors in the special shareholders’ meeting. After the election, there will be nine directors (including three independent directors). The term of new directors will commence on November 4, 2021 and expire on August 25, 2024.
3. For the roster of director candidates and relevant information, please refer to Attachment 2.
- Election :
- Result

[Other Proposals] (Proposed by the Board of Directors)

- Proposal : Proposal for lifting the non-compete restriction on new directors and their representatives.
- Descriptions : 1. According to Article 209 of the Company Act, a director who does anything that is within the scope of the company’s business for himself or on behalf of another person shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. The Company planned to lift the non-compete restriction against new directors’ contingent investment in or operation of companies whose business scope is as same as or similar to that of the Company and their act of serving as the directors or managers of such companies, provided that such acts do not impair the interest of the Company.

3. For details about the competition of director candidates, please refer to Attachment 3.

Resolution :

[Questions and Motions]

[Adjournment]

Attachment 1. Comparison Table of Amendments to the “Article of Incorporation”

After amendment	Before amendment	Cause of amendments
Chapter II. Shares of Stock	Chapter II. Shares of Stock	-
Article 5-2: Employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive the treasury stocks purchased by the Company pursuant to the Company Act, and the requirements shall be made by the Board of Directors. Employees of the Company, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive the share subscription warrant, and the requirements shall be made by the Board of Directors. Employees of the Company, including the employees of parent s or subsidiaries of the company meeting certain specific requirements, are entitled to purchase the new shares issued by the Company, and the requirements shall be made by the Board of Directors. Employees of the Company, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive restricted stock for employees issued by the Company, and the requirements shall be made by the Board of Directors.	Article 5-2: Employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive the treasury stocks purchased by the Company pursuant to the Company Act, and the requirements shall be made by the Board of Directors (Chairman). Employees of the Company, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive the share subscription warrant, and the requirements shall be made by the Board of Directors (Chairman). Employees of the Company, including the employees of parent s or subsidiaries of the company meeting certain specific requirements, are entitled to purchase the new shares issued by the Company, and the requirements shall be made by the Board of Directors (Chairman). Employees of the Company, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive restricted stock for employees issued by the Company, and the requirements shall be made by the Board of Directors (Chairman).	Cooperate with the amendment to the regulations of the competent authority
Chapter VI Accounting Policy	Chapter VI Accounting Policy	-
Article 20: Annual profits concluded by the Company shall be subject to employees’ remuneration of no less than 1% and the directors’ remuneration may be provided up to 3% of the annual profits. However, the Company’s accumulated losses (if any) shall have been covered first. Employees’ remuneration, as mentioned above, <u>may be paid</u> in shares or cash <u>to</u> the employees of the Company’s parents or subsidiaries meeting certain specific requirements. <u>The employees’ and</u>	Article 20: Annual profits concluded by the Company shall be subject to employees’ remuneration of no less than 1% and the directors’ remuneration may be provided up to 3% of the annual profits. However, the Company’s accumulated losses (if any) shall have been covered first. Employees’ remuneration, as mentioned above, can be paid in shares or cash to the employees of the Company’s parents or subsidiaries meeting certain specific requirements; such requirements shall be	Editorial amendment.

After amendment	Before amendment	Cause of amendments
directors' remuneration shall be <u>distributed upon a resolution made by the majority of the present directors at the meeting attended by more than two-thirds of all the directors of the Board of Directors and the distribution shall be reported to the shareholders' meeting.</u>	established by the Board of Directors(Chairman).	
Article 20-1: If the Company has a profit at the year's final accounting, it shall first pay taxes and make up any losses from past years, and then make contribution of 10% of the balance to the statutory reserve, unless the statutory reserve reaches the amount of the Company paid-in capital. Special reserves may be set aside depending on the Company's operating needs pursuant to the laws and regulations. The remaining profit less the amount of dividends to be distributed together with the undistributed earnings at the beginning of period (if any) shall be proposed for a distribution by the Board of Directors. <u>When the proposal is based on the issuance of new shares, it should be mentioned distribute after the resolution of the shareholders meeting. The whole or part of the abovementioned profit, statutory reserve and capital reserve shall be distributed in cash upon a resolution made by the majority of the present directors at the meeting attended by more than two-third of all the directors of the Board of Directors and the distribution shall be reported to the shareholders' meeting without being submitted to it for ratification.</u>	Article 20-1: If the Company has a profit at the year's final accounting, it shall first pay taxes and make up any losses from past years, and then make contribution of 10% of the balance to the statutory reserve, unless the statutory reserve reaches the amount of the Company paid-in capital. Special reserves may be set aside depending on the Company's operating needs pursuant to the laws and regulations. The remaining profit less the amount of dividends to be distributed together with the undistributed earnings at the beginning of period (if any) shall be proposed for a distribution by the Board of Directors. The proposal shall then be submitted to the shareholders' meeting for a resolution for the distribution.	Addition of the matters related to the authorization to the Board of Directors.
Article 20-2: The Company is now at the growth stage. The dividend will be distributed in the form of stock dividends or cash dividends based on the Company's demand for funds in the future and the level of dilution of the capital stock. In principle the cash dividends shall not be lower than 10% of the total amount of the dividends. However, for the type and percentage of the dividends to be distributed, <u>the Board of Directors may, based on the overall business of the year and the status of the</u>	Article 20-2: The Company is now at the growth stage. The dividend will be distributed in the form of stock dividends or cash dividends based on the Company's demand for funds in the future and the level of dilution of the capital stock. In principle the cash dividends shall not be lower than 10% of the total amount of the dividends. However, the type and percentage of the dividends to be distributed may, based on <u>the actual profits</u> of the year and the status of the funds, be passed by the	Amendment based on the Company's actual needs.

After amendment	Before amendment	Cause of amendments
funds, <u>adjust the percentage and</u> pass a resolution pursuant to the preceding article.	<u>shareholders' meeting.</u>	
Chapter VII Additional Rules	Chapter VII Additional Rules	-
Article 23: The Articles of Incorporation was established on January 17, 2007. The 1st amendment was on March 7, 2007. (omitted.) The 18th amendment was on August 26, 2021. <u>The 19th amendment was on November 04, 2021.</u>	Article 23: The Articles of Incorporation was established on January 17, 2007. The 1st amendment was on March 7, 2007. (omitted.) The 18th amendment was on August 26, 2021.	Addition of the amendment date.

Attachment 2. Roster of Director Candidates

October 6, 2021; Unit: Shares

Candidate Item	Candidate Name	Shareholding	Experience (Education)	Reason for nominating one who has already served as an independent director for three consecutive terms
Director	Lin, Mei-Hui	168,470	Education: Department of Business Administration, China University of Technology Experience: Financial Manager of I-View Process Post-Production Corp.	Not applicable
	Chou,Liang-Cheng	1,398	Education: Bachelor of Laws, Fu Jen Catholic University Experience: 1. Root Law Office 2. Xin Fu International Law Firm	Not applicable

Attachment 3. Details about the Competition of Director Candidates

Name	Concurrent Company Name	Position
Chou,Liang-Cheng	(1) Jia Hua Law Firm (2) TONS Lightology Inc. (3) Shih-Kuen Plastics Co., Ltd. (4) Chenming Electronic Tech. Corp.	Managing Attorney Independent Director Independent Director Independent Director

Appendix 1. Articles of Incorporation

Chapter 1 General Provisions

Article 1 : The Company is named by ADDcn Technology Co., Ltd., which is organized in accordance with the regulation of company limited by share in the Company Act.

Article 2 : The scope of business of the Company shall be as follows:

1. CC01110 Computers and Computing Peripheral Equipments Manufacturing
2. CC01120 Data Storage Media Manufacturing and Duplicating
3. F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
4. F113020 Wholesale of Household Appliance
5. F113050 Wholesale of Computing and Business Machinery Equipment
6. F113070 Wholesale of Telecom Instruments
7. F118010 Wholesale of Computer Software
8. F119010 Wholesale of Electronic Materials
9. F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
10. F213010 Retail Sale of Household Appliance
11. F213030 Retail sale of Computing and Business Machinery Equipment
12. F213060 Retail Sale of Telecom Instruments
13. F218010 Retail Sale of Computer Software
14. F219010 Retail Sale of Electronic Materials
15. F399040 Retail Business Without Shop
16. F601010 Intellectual Property
17. G801010 Warehousing and Storage
18. I103060 Management Consulting Services
19. I301010 Software Design Services
20. I301020 Data Processing Services
21. I301030 Digital Information Supply Services
22. I401010 General Advertising Services
23. I401020 Leaflet Distribution
24. IZ02010 Typewriting Services
25. IZ04010 Translation Services
26. IZ12010 Manpower Services
27. IZ13010 Internet Identify Services
28. IZ15010 Marketing Research and Opinion Poll
29. J101010 Buildings Cleaning Service
30. J302010 Press Release
31. J303010 Magazine and Periodical Publication

- 32.J304010 Book Publishers
- 33.JB01010 Exhibition Services
- 34.H703090 Real Estate Commerce
- 35.H703100 Real Estate Rental and Leasing
- 36.JZ99050 Agency Services
- 37.ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval
- 38.C302010 Knit Fabric Mills
- 39.C303010 Non-woven Fabrics Mills
- 40.C306010 Outerwear Knitting Mills
- 41.C307010 Apparel, Clothing Accessories and Other Textile Product Manufacturing
- 42.C402030 Leather and Fur Products Manufacturing
- 43.CK01010 Footwear Manufacturing
- 44.CM01010 Luggage and Bag Manufacturing
- 45.F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
- 46.F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
- 47.I701011 Occupation Services
- 48.I301040 the third party payment

Article 3 : The Company located its headquarters in New Taipei City and may establishes overseas branches according to the resolution of the Board of Directors and approval of the competent authority if necessary..

Article 4 : Public announcements of the Company shall be made in accordance with the Article 28 of the Company Act and other laws and regulations.

Chapter 2 Shares

Article 5 : The total capital of the Company is 1 billion NTD, divided into 100 million shares with per value of 10 NTD. The Board of Directors is authorized to separately issue unissued shares in consideration of business needs. A total of 3 million shares among the above total capital stock should be reserved for issuing employee stock options.

Article 5-1 : Where the Company intends to revoke public offering after publicly offer its shares, the proposal shall be resolved in the general meeting of shareholders, and shall apply to competent authority for the revocation after it is resolved.

For the resolution of Shareholders' meeting indicated above, it shall be made by the attendance with over two-third of the shareholders holding outstanding number of shares and agreement of over a half of attending shareholders with voting rights.

In the event of case insufficient number of attending shareholders, it shall be made by the attendance with over a half of the shareholders holding outstanding number of shares and agreement of over two-third of attending shareholders with voting rights.

- Article 5-2 Employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive the treasury stocks purchased by the Company pursuant to the Company Act, and the requirements shall be made by the Board of Directors (Chairman).
- Employees of the Company, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive the share subscription warrant, and the requirements shall be made by the Board of Directors (Chairman).
- Employees of the Company, including the employees of parent s or subsidiaries of the company meeting certain specific requirements, are entitled to purchase the new shares issued by the Company, and the requirements shall be made by the Board of Directors (Chairman).
- Employees of the Company, including the employees of parents or subsidiaries of the company meeting certain specific requirements, are entitled to receive restricted stock for employees issued by the Company, and the requirements shall be made by the Board of Directors (Chairman).
- Article 6 : Deleted.
- Article 7 : The Company shall assign its share certificates with serial numbers. The stocks shall be registered and the share certificates shall be affixed with the signatures or personal seals of the director representing the Company and shall be duly certified or authenticated in accordance with the laws before issuance thereof. After publicly issuing the shares, the Company may be exempted from printing any share certificate for the shares issued but shall register the issued shares with a centralized securities depository enterprise.
- Article 8 : The entries in the Shareholders' roster shall not be altered within 30 days prior to the regular Stockholder's meeting, or within 15 days prior to provisional Shareholders' meeting, or within 5 days prior to base date of determining distribution of stock dividend or other interests. After the Company publicly issued the shares, the entries in its Shareholders' roster shall not be altered within 60 days prior to the regular Stockholder's meeting, or within 30 days prior to provisional Shareholders' meeting, or within 5 days prior to base date of determining distribution of stock dividend or other interests.
- Article 8-1 : All stock relevant operations conducted by the shareholders of the Company shall follow the “Company Act” and “Guidelines for Stock Operations for Public Companies” unless specified otherwise by law and provisions stipulated by the competent authority of securities.

Chapter 3 Shareholders' Meeting

- Article 9 : Shareholders’ meeting consists of two types, one is regular Shareholders’ meeting, the other is provisional Shareholders' meeting. The regular shareholders’ meeting will be convened by the Board of Directors and within six months after the end of each fiscal year. The provisional shareholders’ meeting shall be convened in accordance with the relevant

laws, rules and regulations of the Republic of China if necessary.

Article 9-1 : If a general meeting of Shareholders is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board. When the Chairperson of the Board is absent, the Chairperson shall appoint one of the Directors to act as chair. Where the Chairperson does not make such a designation, the Directors shall elect from among themselves one person to serve as chair. If a general meeting of Shareholders is convened by a party that is not the Board of Directors but with a power by law, the meeting shall be chaired by the party who has the right to convene the meeting. Where the number of the party who has the right to convene the meeting is more than 1 person, the chair of the meeting shall be elected by and from the party.

Article 10 : On the occasion of being unable to attend shareholders' meeting, a shareholder can issue a power of attorney listing range of authorization with his/her signature or seal to delegate a deputy for attendance. Authority for the regulations of delegating attendance of a shareholder, in addition to conducting according to the regulations of Article 177 to 177-2, the Company Act, it shall handle according to "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" proclaimed by the competent authority.

Article 11 : Each share of stock of the Company shall be entitled to one vote; however, this shall not apply if the voting right is restricted or, according to the regulations of the Article 179 of the Company Act, the share has no voting right.

After the Company publicly issued the shares, in case a Director of the Company whose shares are issued to the public has created pledge on the Company's shares more than half of the Company's shares being held by him/her/it at the time he/she/it is elected, the voting power of the excessive portion of shares shall not be exercised and the excessive portion of shares shall not be counted in the number of votes of shareholders present at the meeting.

The voting power at a shareholders' meeting may be exercised in writing or by way of electronic transmission, however, method for exercising the voting power in writing or by way of electronic transmission shall be described in the shareholders' meeting notice.

Article 12 : Except as otherwise provided in relevant laws, the resolution at the meeting of Shareholders shall be adopted by a majority of the shareholders present who represent two-third or more of the total number of its outstanding shares.

Article 12-1 : The resolution events of Shareholders' meeting shall be made as meeting minutes, and then signed or sealed by the chairman and dispatched the meeting minutes to each Stockholder within 20 days after the meeting. The dispatch of the previous meeting minutes may be performed through announcement.

The minutes of Shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The meeting minutes, sign-in book for attending Shareholders' meeting and the power of attorney acting on behalf of other Director's attendance shall be kept in the Company according to Article 183, the

Company Act.

Article 13 : Deleted.

Chapter 4 Director and Committee

Article 14 : The Company shall establish 9 seats of directors with a three-year term by means of a candidate nomination system, who shall be persons of legal competent and elected by the shareholders. After the Company publicly issued the shares, the lowest total amount of registered stock that all Directors and Supervisors may hold shall follow the regulations of Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Company.

Article 14-1 : Of all the seats of directors as mentioned there shall be at least three seats of independent directors, and the number of seats for independent directors shall constitute at least 1/5 of the total seats of directors.

The professional qualification, quantity of shareholding, limitation of job position, methods of nomination and election and other issues for compliance shall be handled in accordance with the requirements of the competent authority of securities.

The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected are calculated separately.

When the number of independent directors falls below the required number due to the dismissal of a director for any reason, the Company shall hold a re-election at the next following shareholders' meeting. In the event that all the Independent Directors are discharged, the Company shall convene an extraordinary Shareholders' Meeting to hold a by-election within 60 days from the date of occurrence of the event.

Article 14-2 : Election of the Company's directors shall proceed using the cumulative voting system. Each share shall be empowered with voting rights equal to the number of elected seats for directors. These voting rights may be concentrated on one candidate or spread across multiple candidates. Where the method shall be amended as necessary, the implementation shall be in compliance with Article 172 of the Company Act, and the major part shall be explained in the notice to convene a shareholders meeting.

Article 15 : The Board of Directors shall consist of Directors. The Chairperson of the Board shall be elected from and among the Directors by the approval of more than half of the Directors present at a meeting attended by at least two-third of the Directors holding office. The Chairperson of the Board shall externally represent the Company. A vice Chairperson shall be elected by the same manner.

Article 15-1 : Except as otherwise provided in the Company Act, the resolution at the meeting of the Board of Directors shall be adopted by a majority of the Directors present who represent a majority of the total number of Directors. Except as otherwise provided in relevant laws, on the occasion of being unable to attend the meeting of the Board of Directors, a Director may appoint another Director to attend a meeting of the Board of Directors in his/her

behalf. He/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy of one other director only. If a director participates in the meeting by video, he or she shall be deemed to be present in person.

Article 15-2 : The convene of a meeting of Board of Directors shall be in accordance with the Article 204 of Company Act.

It can be convened at any time in case of emergency.

The notice for the convene set forth in the preceding paragraph may be effected by written, email, or fax.

Article 15-3 : The Company establishes the Audit Committee in accordance with Article XIV-4 of the Security and Exchange Law, which is composed of all independent directors.

In accordance with the Company Act, the Security and Exchange Law and other laws and regulations, supervisors shall exercise their functions and powers, which shall be carried out by the Audit Committee.

Article 15-4 : The Company set up a Remuneration Committee. The number of members, term of office, powers and rules of procedure of the Committee shall be determined separately in accordance with the organizational rules of the Remuneration Committee.

Article 16 : In case the Chairman of the Board of Directors is on leave or can not exercise his power, his/her proxy shall be in accordance with the Article 208 of the Company Act.

Article 16-1 : When the number of vacancies in the board of directors of the Company equals to one third of the total number of directors, the board of directors shall call, within 30 days, a special shareholders meeting to elect succeeding directors to fill the vacancies. The newly elected personnel shall fulfill the unexpired term of office of the predecessor. In the case of the Company has issued the shares to the public, the special shareholders meeting for electing succeeding directors shall be convened by the board of directors within 60 days.

Article 17 : The Board of Directors is authorized to determine the remuneration and transportation allowance of the Directors, taking into account the participation level and contribution value of the services provided for the management of the Company and the standards of the industry.

Article 17-1 : Delete.

Article 17-2 : The Company shall take out liability insurance with respect to liabilities resulting from its Directors during their terms of occupancy. The Board of Directors is authorized to determine the insured amount and other matters of the liability insurance.

Chapter 5 Manager

Article 18 : The Company may set up managers, the appointment, removal, and compensation of whom shall be subject to Article 29 of the Company Act.

Chapter 6 Accounting

- Article 19 : At the end of each fiscal year, the Board of Directors of the Company shall prepare reports including 1. Business report, 2. Financial statements, 3. Proposal for profits distribution or deficit compensation, and then submit to the Shareholders' meeting for admission in accordance with the law.
- Article 20 : Where the Company has earnings in a given year, the Company shall allocate 1% or above of earnings as staff remuneration, 3% or below as Directors and Supervisors remuneration. However, if there is still accumulated loss of the Company, the Company shall reserve the compensation amount in advance.
- The persons who are entitled to receive cash or shares as staff remuneration stipulated in the preceding paragraph include the employees of parents or subsidiaries of the Company meeting certain specific requirements. And the specific requirements herein shall be made by the Board of Director (Chairman).
- Article 20-1 : The Company's annual net profits shall first pay taxes, offset accumulated deficits, and then allocate 10% thereof as legal reserve. However, where such legal reserve amounts reach to the total authorized capital, this provision shall not apply. In consideration of the operation needs and relative laws and regulations, the Company shall allocate special reserve. If there are remaining profits after paying share dividends, the profits shall be add with any accumulated unappropriated earnings form prior years, and the Board of Directors shall propose earning distribution plan for the resolution of the general meeting of shareholders.
- Article 20-2 : The Company is in the stage of enterprise growth. The dividends will be, and will be distributed in the types of stock dividends or cash dividend, which will be determined moderately according to the future capital demand and equity dilution. The cash dividends shall not less than 10% of the total dividends in principle. However, the type and ratio of this surplus distribution shall depends on the actual profit and capital status of the year, and shall be approved by the resolution of the Shareholders' meeting.

Chapter 7 Supplementary Provisions

- Article 21 : The Company may make outward reinvestment where business need exists, and may be a limited liability shareholder of other companies through the resolution of the Board of Directors. The total amount of investment is not limited by relevant restriction of the total amount of reinvestment prescribed in Article 13 of the Company Act.
- Article 22 : For the events not stipulated in the Article of Incorporation, shall be in accordance with the regulations of the Company Act and relevant laws, rules and regulations of the Republic of China.
- Article 22-1 : The internal organization of the Company and the detailed procedures of business operation shall be determined by the Board of Directors.
- Article 23 : The Article is stipulated on January 17, 2007.

The 1st amendment was on March 7, 2007.
The 2nd amendment was on June 27, 2008.
The 3rd amendment was on June 18, 2009.
The 4th amendment was on September 10th, 2009.
The 5th amendment was on November 26, 2009.
The 6th amendment was on May 7, 2010.
The 7th amendment was on June 17, 2010.
The 8th amendment was on January 5, 2012.
The 9th amendment was on May 17, 2012.
The 10th amendment was on July 20, 2012.
The 11th amendment was on October 19, 2012.
The 12th amendment was on June 6, 2013.
The 13th amendment was on September 11, 2014.
The 14th amendment was on June 16, 2016.
The 15th amendment was on September 8, 2016.
The 16th amendment was on June 20, 2019.
The 17th amendment was on June 18, 2020.
The 18th amendment was on August 26, 2021.

Appendix 2. Rules of Procedure for Shareholders Meetings

1. Purpose:

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

2. Applicable Scope:

The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall handle as provided in these Rules.

3. Responsibility:

1. The General Manager's office is the Company's shareholder meeting unit authorized by the Board of Directors.
2. The unit for shareholders meeting is responsible for informing the shareholders of the shareholders meeting and preparing meeting materials for the shareholders meeting.

4. The notice of the general meeting:

1. Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.
2. The Company shall prepare the electronic version of the notice of shareholders meeting, appointment of agent form, information on motions for ratification, discussion, the election or discharge of Directors, and the motions and causes of motions and upload the aforementioned information to MOPS at least 30 days before a regular session or at least 15 days before a special session.
3. The Company shall prepare the parliamentary procedure handbook and supplementary materials for the meeting in electronic version and upload the information to MOPS at least 21 days before a regular session or 15 days before a special session is scheduled.
4. The Company shall prepare the hard copies of parliamentary procedure handbook and supplementary materials for the meeting and make these materials available at the offices of the Company and the professional share registration agent commissioned by the Company or release the materials on the site of the meeting.
5. The cause or subject of a meeting of shareholders to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient thereof.
6. Details shall be listed and explained in the reasons for convening the meeting, including the appointment or removal of directors, change of Articles of Incorporation, reduction of capital, application for cessation of public offering, non competition permission of directors, conversion of surplus to capital increase, conversion of reserve to capital increase, dissolution, merger, division of the Company, or items in Paragraph 1 of Article 185 of the Company Act, Articles 26-1 and 43-6 of the Security Exchange Law, or matters specified in Article 56-1 and

Article 60-2 of the Criteria for handling the offering and issuance of securities by issuers, however, they shall not be put forward by temporary motion.

7. Where the reasons to convene the shareholders' meeting has specified the re-election of Directors as well as the on-board dates, after the election in the shareholders' meeting, the on-board date cannot be changed via a special motion or other means in the same meeting.
8. The Company shall, in the notice of the shareholders' meeting, specify the time and place for shareholder registration, and other important matters.
9. 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.

5. Appointment of a proxy for the attendance of a shareholders meeting and authorization:

1. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
2. A shareholder shall issue a power of attorney and designated one proxy only, and shall deliver the power of attorney to the Company five days before the shareholders' meeting. If more than one powers of attorney are delivered, the earliest one received by the Company shall prevail. However, this restriction does not apply when a statement is made to revoke the earlier power of attorney.
3. Where a shareholder intends to personally attend the shareholders' meeting or exercises voting rights by correspondence or electronic transmission after delivering a power of attorney to the Company, the shareholder shall provide, two days before the date of the shareholders' meeting, a printed notification to the Company for rescinding the said power of attorney. Where the period for rescinding the power of attorney has expired, the voting right exercised by the designated agent attending the meeting shall prevail.

6. Calculation of the number of shares represented by the participating shareholders and the meeting:

1. Attendance at shareholders meetings shall be calculated based on numbers of shares. The calculation of the number of shares present shall be based on the attendance register or sign-in cards submitted by the shareholders and those shares whose votes are exercised by mail or electronically via the internet.
2. The Chairman shall call the meeting to order at the appointed meeting time, at the same time, announce the number of non voting rights and the number of shares that are present.
3. However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour of postponements. In the event that the meeting is still attended by shareholders representing less than one-third of the total issued shares after two postponements, the chairperson may announce that the meeting should be canceled.
4. If the quorum does not met after two postponements as referred to in the preceding paragraph,

but the attending shareholders represent one third or more of the total number of issued shares, attending shareholders may reach a tentative resolution pursuant to Paragraph 1, Article 175 of the Company Act. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a shareholders meeting within one month

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

7. Shareholder attendance registration:

1. The Company shall have a place to register for attendance and will set up and prepare the attendance book.
 - (1) The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.
 - (2) The attendance book is for the attending shareholders to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
2. This Company shall provide the meeting agenda, annual report, attendance pass, speaker's slip, voting slips, and other meeting information to shareholders attending the shareholders' meeting. Voting tickets shall also be attached if the meeting includes director elections.
3. Shareholders or the power of attorney of a proxy (the shareholder) attending the Meeting shall have attendance card, sign-in card or other certificate of attendance issued by the Company. The company shall not arbitrarily add other supporting documents for the attendance of the meeting. The proxy Solicitor shall provide ID documents for verification.
4. When a government or a juristic person is a shareholder, there may be more than one representative attending the shareholders' meeting. When an institutional shareholder may be appointed as a proxy to attend the shareholders meeting, such institutional shareholder may appoint only one representative to the meeting.

8. Chairman of the meeting and participants:

1. If a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the board. When the Chairman of the board is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman is also on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the managing directors to act as Chairman, or, if there are no managing directors, one of the directors shall be appointed to act as Chairman. When the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as Chairman.
2. When a managing director or a director serves as Chairman, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same requirements shall apply if the chairperson for the meeting is a director

representative of a juristic person.

3. It is advisable that shareholders meetings convened by the Board of Directors be chaired by the Chairman of the board in person and attended by a majority of the directors (at least one independent director), and the convener of Audit Committee in person, and at least one member of other functional committee. The attendance shall be recorded in the meeting minutes.
4. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall Chairman the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
5. The Company may appoint the retained Attorney(s)-at-Law, Certified Public Accountant(s) or relevant personnel to participate in a shareholder meeting as an observer.

9. Meeting Procedure:

1. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors and the resolutions of relevant motions (including the impromptu motions and amendments to the original motions) shall be voted one by one. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
2. The preceding paragraph shall apply mutatis mutandis to meetings convened by any person, other than the Board of Directors, with the authority to convene such meeting.
3. The chairperson shall not announce adjournment of the meeting until the agenda in the two preceding paragraphs is completed (including occasional (extemporaneous) motions) unless duly resolved in the meeting. If the Chairman declares the meeting adjourned in violation of the rules of procedure, other members in the board of directors shall comply with the legal procedures to promptly help the present shareholders elect one person through a majority vote to continuously Chairman the meeting.
4. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; where the chairperson believes an issue has been discussed in the meeting up to the level for voting, the chairperson may announce discontinuance of the discussion process and bring that issue to a vote, and arrange a sufficient voting time.
5. Where directors are elected in a shareholders meeting, the election shall be duly conducted in accordance with relevant election regulations of the Company. The outcome of the election, including the names of elected directors and the number of election powers so won by them and the failure list of election, shall be announced on-the-spot.
6. The ballots for the aforementioned election shall be kept in the box, sealed and signed by the monitoring personnel, and retained for at least one year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Law, those ballots shall be archived until the conclusion of the lawsuit.

10. Notices for proceedings of the meeting:

1. When the meeting is held, the chairperson may announce a break. When an unpreventable

event occurs, the chairperson may decide to temporarily suspend the meeting and announce the time for the meeting to be resumed depending on the conditions.

2. 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.
3. The aforementioned sound and video recording shall be retained for at least one year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Law, those ballots shall be archived until the conclusion of the lawsuit.
4. The person(s) supervising the casting of the ballots and the person(s) counting the ballots are designated by the chairperson, provided that the person(s) supervising the casting of the ballots shall be a shareholder.
5. The recording procedure of issues of shareholder meetings shall be processing publicly in shareholder meetings and the results including statistical weights shall be reported on the spot and shall be recorded into the minutes of the meeting.
6. The shareholders' meeting may resolve to defer or resume the meeting within five days pursuant to Article 182 of the Company Act.

11. Speaking of the present shareholders:

1. Before speaking, an attending shareholder must specify on a speaker's slip, the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
2. An attending shareholder who submits a slip of paper but does not speak at the meeting is deemed to have not spoken. In the event of any inconsistency between the contents of shareholder's speech and those recorded on the slip, the contents of shareholder's speech shall prevail.
3. When an attending shareholder is speaking at the meeting, no other shareholder shall interrupt the speaking shareholder unless permitted by the chairperson and such speaking shareholder; the chairperson shall stop any such violations.
4. Except with the consent of the Chairman, an attending shareholder may not speak more than twice on the same proposal and a single speech may not exceed 5 minutes. Where a shareholder speaks in contravention of the rules or beyond the scope of the specified issues, the Chairman may stop the speaker.
5. In the event that a juristic (corporate) person shareholder appoints two or more representatives to participate in a shareholder meeting, only one representative may speak for the same issue.
6. After the speech is given by an attending shareholder, the chairman may personally respond or designate relevant personnel to respond.
7. If the venue is equipped with public address system, the chairperson may stop shareholders from making a speech through other devices.

12. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders

meeting:

Shareholders holding 1% or more of the total outstanding shares of the Company may propose motions in a regular session according to Article 172-1 of the Company Act. The shareholder proposing the motion shall attend the meeting in person or appoint a proxy to attend the meeting and participate in the discussion of the motion.

13. The principle of time and place of the shareholders meeting:

1. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
2. If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

14. Voting on the motion:

1. A shareholder shall have one voting power in respect of each share; however, this limit is not applicable to those who are restricted, or who do not have the right to vote under Paragraph 2, Article 179 of the Company Act.
2. When the Company convenes a shareholders' meeting, shareholders may exercise their voting power in writing or by way of electronic transmission; the method of exercising their voting power shall be describes in the shareholders' meeting notice.
3. Shareholders exercising their voting rights by correspondence or electronic transmission as previously stated will be deemed to have attended the meeting in person. But shall be deemed to have waived his/her/its voting power in respect of any impromptu motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders meeting.
4. In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission specified in the preceding two paragraphs, his/her/its declaration of intention shall be served to the Company two days prior to the scheduled meeting date of the shareholders meeting, whereas if two or more declarations of the same intention are served to the Company, the first declaration of such intention received shall prevail. However, this restriction does not apply when a declaration is made to cancel an earlier declaration of intent.
5. After the shareholders exercise their voting rights by correspondence or electronic transmission, if they want to attend the shareholders' meeting in person, they shall cancel the declaration of intent in the preceding Paragraph in the same manner as exercising the voting rights two days before the shareholders' meeting. Where the period for cancellation has expired, voting rights exercised by correspondence or electronic transmission shall prevail. If the voting rights are exercised by correspondence or electronic transmission and a proxy is designated to attend the shareholders' meeting by a power of attorney, the voting rights exercised by the attending proxy shall prevail.
6. Unless otherwise provided for in the Company Act and the Articles of Incorporation of the

Company, the decision of an issue shall be resolved by a majority vote in the meeting which is attended by shareholders who represent a majority of the total issued shares. An issue is deemed to have been duly resolved after the chairperson enquires from all participants but no objection is heard. The validity of the decision so resolved is equally valid as a decision duly resolved through the balloting process.

7. When there is an amendment or an alternate to a proposal, the Chairman shall present the amended or alternate proposal together with the original proposal and decide the order in which they will be put to a vote. When one among them is duly resolved, other issue(s) is (are) deemed to have been vetoed and no voting process is required.

15. Calculation of the number of shares with voting rights and the recusal system:

1. The voting in the shareholders meetings shall be calculated based on numbers of shares.
2. With respect to the resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.
3. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, such a shareholder shall not vote on that item, and shall not exercise voting rights as a proxy for any other shareholder.
4. The number of shares with voting rights that cannot be exercised in the preceding Paragraph shall not be counted as part of the voting rights represented by attending shareholders.
5. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

16. Meeting minutes and signing items:

1. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
2. The distribution of the minutes of the shareholders meeting as required in the preceding paragraph may be effected by means of a public notice.
3. The minutes of shareholders meeting shall record faithfully the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the voting results (including the statistical tallies of the numbers of votes) of the meeting. Where directors are elected in a shareholders meeting, the number of election powers so won by them shall be disclosed. The meeting minutes shall be retained for as long as the Company is in existence.

17. Maintaining order at the meeting place:

1. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
2. The Chairman may direct the proctors (or security personnel) personnel to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor."
3. The shareholder (proxy) shall obey the orders given by the Chairman and proctors (or security personnel) for maintaining orders. In the event of insubordination to the correction of the Chairman, obstruction of the progress of the meeting and failure to take corrective action upon persuasion, the respective shareholder shall be escorted by the prefect or security personnel to leave the venue on the order of the Chairman.

18. Implementation and Amendment:

1. Any details that are not addressed in this Rules shall be governed by the Company Act and relevant regulations.
2. The Rules shall come into force after being approved by the Meeting of Shareholders. And the amended ones shall be done at the same way.

Appendix 3. Election Procedure of Directors

1. Basis for the establishment:

To establish a fair, just, and open procedure for the election of directors, the Company established the Procedure in accordance with Articles 21 and 41 of the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.”

2. Principle of compliance:

Unless otherwise specified by laws or Articles of Incorporation, the election of directors of the company shall proceed according to the procedure.

3. The criteria that shall be taken into account when electing directors:

The overall composition of the directors shall be taken into consideration in the election of directors.

1. The composition of the board of directors shall be determined by taking diversity into consideration. It is advisable that an appropriate policy on diversity based on the company’s business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:

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

2. All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:

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

3. A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.

4. The Company shall adjust the composition of the board of directors according to the results of the performance evaluation.

4. Qualifications of independent directors and the scope of the appointment:

1. The qualifications of the independent director shall be in accordance with Articles 2, 3 and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies”.

2. The appointment of the independent director shall be in accordance with Articles 5, 6, 7, 8 and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies” and shall be implemented pursuant to Article 24 of the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.”

5. The appointment directors and supervisors:

1. The appointment of the Company’s directors shall adopt the candidates’ nomination system pursuant to Article 192-1 of the Company Act.
2. When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders’ meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders’ meeting within 60 days of the occurrence of that fact to hold a director by-election.
3. When the number of independent directors is less than that according to the regulations of paragraph 1 of Article 14-2, the company shall hold an independent director by-election at the next following shareholders’ meeting; when all independent directors are dismissed, a by-election shall be held at the interim meeting of shareholders within 60 days from the date of the fact.
4. Election of the Company’s directors shall proceed using the cumulative voting system. Each share shall be empowered with voting rights equal to the number of elected seats for directors. These voting rights may be concentrated on one candidate or spread across multiple candidates.
5. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
6. The number of directors and independent directors will be as specified in the Company's Articles of Association, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
7. Before the election begins, the Chairman shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
8. The elector shall fill in the name or account name of the electee in the “Candidate” column of the ballot. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be

entered in the column for the candidate's account name in the ballot paper or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

9. A ballot is invalid under any of the following circumstances:
 - (1) The ballot was not prepared by the convener.
 - (2) A blank ballot is placed in the ballot box.
 - (3) The writing is unclear and indecipherable or has been altered.
 - (4) The candidates filled in are inconsistent with the list of candidates for directors.
 - (5) Ballots that contain writings other than the candidate's name and account name.
 - (6) Two or more candidates for the same ballot.
10. The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the Chairman on the site.
11. The ballots for the aforementioned election shall be kept in the box, sealed and signed by the witness and retained for at least one year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Law, those ballots shall be archived until the conclusion of the lawsuit.
12. The board of directors of this Corporation shall issue notifications to the persons elected as directors.

6. Implementation and amendment:

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

Appendix 4. Shareholding of All Directors

The paid-up capital of the Company is NT\$429,370,000. There are 42,937,000 shares issued.

1. Pursuant to the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies,” the minimum shares possessed by directors of the Company shall be 3,600,000 shares. The total shares held by directors of the Company are in compliance with the regulation.
2. As of October 6, 2021, the day on which transactions of shares were stopped, the roster of shareholders indicated that all the directors of the Company had the following quantity of shares in holding:

Title	Name	Number of shares held	%
Chairman	Shih-Fang Liao	3,437,142	8.01%
Director	Tsung-Hsien Wu	373,406	0.87%
Director	Cheng Yu Investment Ltd.	2,254,024	5.25%
Director	Chung-Ping Wang	-	-
Independent Director	Chi-Jui Lien	-	-
Independent Director	Fu-Mei Chen	-	-
Independent Director	Su-Ting Chen	-	-
Total		6,064,572	14.12%