

ADDcn Technology Co., Ltd

2022 Annual General Shareholders' Meeting Agenda Handbook

(Summary Translation)

(This translated document is prepared in accordance with the Chinese version and is for reference only. the company hereby disclaims any and all liabilities whatsoever for the translation. the chinese text of the handbook shall govern any and all matters related to the interpretation of the subject matter stated herein.)

Date: June 15, 2022

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

Theater C1 (Amazing Hall-XinZhuang)

Meeting type: Physical Shareholders' Meeting

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ADDCN Technology Co., Ltd.

2022 Annual General Shareholders' Meeting Agenda

Time: 9AM on Wednesday, June 15, 2022

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

Theater C1 (Amazing Hall-XinZhuang)

Meeting type: Physical Shareholders' Meeting

- I. Announcement of the Number of Shares Represented in the Meeting
- II. Call the Meeting to Order
- III. Chairperson's Remarks
- IV. Report Items
 - (I) 2021 Business Report
 - (II) 2021 Audit Committee's Report
 - (III) 2021 report on the distribution of remuneration to directors and employees
 - (IV) 2021 report on the distribution of cash dividends
- V. Ratification Items
 - (I) 2021 Business Report and Financial Statements
 - (II) 2021 distribution of earnings
- VI. Discussions Items
 - (I) Amendment to the "Articles of Incorporation" of the Company
 - (II) Amendment to the "Procedures for Acquisition or Disposal of Assets" of the Company
 - (III) Amendment to the "Rules of Procedure for Shareholders' Meetings" of the Company.
- VII. Motions
- VIII. Adjournment

[Report Items]

Item 1

Proposal : 2021 Business Report.

Descriptions : Please refer to Attachment 1.

Item 2

Proposal : 2021 Audit Committee's Report.

Descriptions : Please refer to Attachment 2.

Item 3

Proposal : 2021 report on the distribution of remuneration to directors and employees.

Descriptions : 1. According to Article 20 of the Articles of Incorporation.
2. In 2021, the employee remuneration distributed was NT\$48,670,000 and the remuneration to the directors was NT\$7,020,000. All the remunerations were distributed in cash and had no discrepancies in the recognized amount in 2021.

Item 4

Proposal : 2021 report on the distribution of cash dividends.

Descriptions : 1. Pursuant to Article 20-1 of the Articles of Incorporation, the Company conducts and report to the shareholders' meeting.
2. For shareholders' bonuses, a resolution was made by the board of directors on March 23, 2022, to attribute NT\$574,003,275 as cash dividend at NT\$11.3 per share. The cash dividends were distributed on May 17, 2022.

[Ratification Items]

Item 1 (Proposed by the board of directors)

Proposal : Ratification of the 2021 Business Report and Financial Statements.

Descriptions : 1. The 2021 Business Report and Financial Statements were approved by the board of directors on March 23, 2022 and reviewed by the Audit Committee with the issuance of the review report.
2. The Financial Statements mentioned above were audited by CPA Chen-Chien Chen and CPA Yung-Hua Huang of KPMG Taiwan, to which they issued an independent auditor's report with unqualified opinion.
3. For the Business Report, Independent Auditor's Audit Report and Financial Statements mentioned above, please refer to Attachments 1 and 3.

Resolution :

Item 2 (Proposed by the board of directors)

Proposal : Ratification of the 2021 distribution of earnings.

Descriptions : 1. The 2021 Statement of Earnings Distribution was approved by the board of directors and reviewed by the Audit Committee.
2. Please refer to Attachment 4 for the 2021 Statement of Earnings Distribution.

Resolution :

[Discussions Items]

Item 1 (Proposed by the board of directors)

Proposal : Amendment to the “Articles of Incorporation” of the Company.

Descriptions : 1. To be in line with the amendments to laws and regulations and actual needs, the Company planned to amend the “Articles of Incorporation.”
2. Please refer to Attachment 5 for the comparison table of the “Articles of Incorporation” before and after the amendment.

Resolution :

Item 2 (Proposed by the board of directors)

Proposal : Amendment to the Company's “Procedures for Acquisition or Disposal of Assets”.

Descriptions : 1. To be in line with the amendments to laws and regulations, the Company planned to amend the “Procedures for Acquisition or Disposal of Assets”.
2. Please refer to Attachment 6 for the comparison table of the “Procedures for Acquisition or Disposal of Assets” before and after the amendment.

Resolution :

Item 3 (Proposed by the board of directors)

Proposal : Amendment to the “Rules of Procedure for Shareholders’ Meetings” of the Company.

Descriptions : 1. To be in line with the laws and regulations and actual needs, the Company planned to amend the “Rules of Procedure for Shareholders’ Meetings”.
2. Please refer to Attachment 7 for the comparison table of the “Rules of Procedure for Shareholders’ Meetings” before and after the amendment.

Resolution :

[Motions]

[Adjournment]

Attachment 1. Business Report

Dear Shareholders,

Thank you all for the support to Addcn Technology in the previous year and for being at the 2022 annual general shareholders' meeting. You are welcome to give your valuable advice to us.

I. Business results in 2021:

(I) Results of the business plan:

In 2021, the consolidated operating revenue of the Company was NT\$1,684,586 thousand and the operating profit reached NT\$707,973 thousand while the net profit after tax in current period and EPS was NT\$604,536 thousand and NT\$12.13, respectively. We have an EPS of more than NT\$10 every year.

In the middle of 2021, the pandemic did not end, but unprecedentedly caused Taiwan to raise its alert level to 3, resulting in a huge impact on the public and corporates. By turning this crisis into an opportunity in such a harsh environment, our management team not only ensured the continuous expansion of our websites, but also achieved an outstanding performance in the operation of new websites. The contents and pricing strategies for "591 Property Trading" have been optimized on a continuous basis, and we also started to offer user-friendly actual price registration services to gain competitive advantages for the website. Thank to the contents about new cars on "8891 Car Trading" and the stable growth in the used car market in 2021, a ton of sales leads were generated, which allowed the website to become the largest vertical car trading platform. In terms of human resource services, in addition to a successful transformation to "518 Employment" focusing on talents in service industries, "Tasker Outsourcing", "Marry Wedding Service", and "Chickpt" (for part-time jobs) have taken a leading position and progressively moved on to self-sufficiency. Although the market operation was very difficult due to the impact of the significant changes in the internal and external situation of Hong Kong, the overall operation of "Hong Kong 591" and "Hong Kong 8591" still developed steadily in such environment.

(II) Revenue and profitability analysis:

For the consolidated revenue, gross profit, operating profit, net profit after tax in current period and the EPS after tax in 2021, please refer to the following table:

Unit: NT\$ thousands

Item \ Year	2021	2020
Operating revenue	1,684,586	1,539,775
Gross profit	1,234,749	1,195,047
Operating profit	707,973	721,558
Net profit after tax in current period	604,536	622,171
EPS after tax (NT\$)	12.13	12.44

(III) Research and development:

The Company has more than ten million of members, and therefore the consumer behavior data is an important asset for our future websites. By constant enriching of the group's services and refining of the data algorithm, the Company increases the benefit generated from the data resources. Besides, we constantly strive to optimize the mobile terminal.

II. Summary of 2022 Business Plan:

In spite of a lack of clear information about the situation and impact of the pandemic on other countries, the management team keeps making progress. The Company optimizes user experience based on the business results last year to create a complete ecological chain. For the operation, we will offer a wider range of services to create a clearer differentiation from competitors in 2022, and improve the user experience of the mobile version of the existing websites and provide a variety of flexible payment methods to demonstrate the value of the websites. Regarding human resource services, “518 Employment”, “Chickpt”, “Tasker Outsourcing” and “Marry Wedding Service” are distinguished from other websites and integrated into a complete ecological chain in the job market. With the aim of making a breakthrough in foreign markets, we center our focus around boosting the influence of “Hong Kong 591” in the market and strengthening our business in the game market once a fee is required for using services on “Hong Kong 8591” in the hope to achieve the goal of self-sufficiency. We expect the arrangement and promotion stated above will significantly benefit the operation of the Company.

III. Impacts of the external competitive environment, regulatory environment, and macroeconomic business environment:

Taiwan’s booming network market is sought-after among domestic and overseas companies, and the impact of the international environment increases day by day. However, the progressively opening up of the overall regulations has a positive effect on the network industry. The Company upholds an innovative attitude to face the increasingly harsh challenges and continues to develop multiple convenient services to maintain the growing momentum of the Company. The management team of the Company has rich experience in practice and pays adequate attention to grasp the competitive, regulatory and the macroeconomic business environments in the market.

IV. Future development strategies:

The network technology develops and changes every day. Thus, the Company will constantly invest in the research and development and improve the data algorithm and provide better user experience to satisfy the consumer demand via our technology. The market in Taiwan is the foundation of the Company, and therefore we will strengthen the business in Hong Kong based on our experience to explore more markets and build a growing business model with stability for the Company.

Thank you all for your participation. We also appreciate the hard work of our employees. In the future, all the employees of the Company will strive to boost the performance to create higher profits and value for all the shareholders and adopt the sustainable operation as the final objective.

We wish each of you good health and all the best.

Chairman: Shih-Fang Liao

General Manager: Tsung-Hsien Wu

Chief Accountant: Chiao-Ni Chang

Attachment 2. Audit Committee's Report

Audit Committee's Report

The board of directors of the Company prepared the 2021 business report, financial statements, and motion on the distribution of earnings, and the financial statements were audited by KPMG Taiwan with the issuance of the audit report.

The Audit Committee has reviewed the aforementioned business report, financial statements, and motion on the distribution of earnings, and found no irregularities. We hereby issue the above reports in accordance with the related provisions of the Securities and Exchange Act and the Company Act.

To
2022 General Shareholders' Meeting of ADDCN Technology Co., Ltd.

Audit Committee Convener: Chi-Jui Lien

March 31, 2022

Attachment 3. Independent Auditor's Audit Report and 2021 Financial Statements of the Company's

Representation Letter

The entities that are required to be included in the combined financial statements of Addcn Technology Co., Ltd as of and for the year ended December 31, 2021 under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 endorsed by the Financial Supervisory Commission, "Consolidated Financial Statements." In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, Addcn Technology Co., Ltd and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: Addcn Technology Co., Ltd

Chairman: Shi-Fang Liao

Date: March 30, 2022

Independent Auditors' Report

To the Board of Directors of Addcn Technology Co., Ltd:

Opinion

We have audited the consolidated financial statements of Addcn Technology Co., Ltd and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statement of comprehensive income, changes in equity and 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 of 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 with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted 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 Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to note 4(n) for the accounting policy of “Revenue” and note 6(s) for composition of revenue.

Description of key audit matter:

Sales Revenue of the Group is mainly generated from operating online platforms. The way of revenue recognition varies by different types of transactions and its economic substances. Also, there is a large volume of transactions through the online platforms day-by-day with system-controlled trading information and procedures.

Therefore, transaction information and the timing of revenue recognition is an important issue in our audit of the consolidated financial statements.

How the matter was addressed in our audit:

Our principal audit procedures included: understanding trading model of each online platform and its principal system-based application control and manual control, including involving IRM specialist in testing the general information technology environment and related application control of their main transaction processes; obtaining the monthly income statement generated by the system of online platforms, assessing whether the system processes transaction information appropriately, and inspecting some samples of accounting vouchers to see if they agree with the monthly income statement generated by the system.

Other Matter

Adden Technology Co., Ltd has prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unqualified opinion.

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRIC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control 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 supervisors) 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted 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 auditing standards generally accepted 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 of 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 control.
2. Obtain an understanding of internal control 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 control.
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 auditor's 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 control 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 of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes 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.

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Chien Chen and Yung-Hua Huang.

KPMG

Taipei, Taiwan (Republic of China)
March 30, 2022

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Adden Technology Co., Ltd AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

					December 31, 2021		December 31, 2020							
					Amount	%	Amount	%						
Assets														
Current assets:														
1100	Cash and cash equivalents (note 6(a))	\$	857,305	26	725,288	25	2151	Notes payable and trade payable	\$	216	-	3,600	-	
1170	Notes receivable and trade receivable, net (note 6(d)(s))		90,465	3	76,349	3	2200	Other payables (note 6(k))		303,165	9	323,109	11	
1181	Trade receivable due from related parties (note 7)		37,184	1	55,591	2	2130	Contract liabilities (note 6(s))		272,477	8	244,276	8	
1476	Other current financial assets (note 6(i) and 8)		655,843	20	573,479	20	2320	Long-term borrowings, current portion (note 6(l))		8,868	-	-	-	
1479	Other current assets, others (note 6(j))		25,290	1	18,392	-	2335	Receipts under custody (note 6(k))		521,147	16	437,327	15	
			1,666,087	51	1,449,099	50	2399	Other current liabilities, others		5,666	-	4,813	-	
										1,111,539	33	1,013,125	34	
Non-current assets:														
1510	Non-current financial assets at fair value through profit or loss (note 6(b))		20,922	1	22,809	1		Non-Current liabilities:						
1518	Equity investment at fair value through other comprehensive income		138,865	4	126,332	4	2540	Long-term borrowings (note 6(l))		120,057	4	-	-	
							2645	Guarantee deposits received		59,404	2	47,730	2	
1521	Debt investment at fair value through other comprehensive income						2670	Other non-current liabilities, others		3,005	-	5,701	-	
			13,913	-	14,965	1				182,466	6	53,431	2	
1550	Investments accounted for using equity method (note 6(e))		63,690	2	49,714	2		Total liabilities		1,294,005	39	1,066,556	36	
1600	Property, plant and equipment (note 6(f) and 8)		892,452	27	826,785	29		Equity attributable to owners of parent (note 6(p)(q)):						
1760	Investment property, net (note 6(g) and 8)		378,501	12	282,705	10		Ordinary share		429,370	13	429,385	15	
1780	Intangible assets (note 6(h))		85,695	3	93,832	3	3110	Capital surplus		380,740	12	378,336	13	
1840	Deferred tax assets (note 6(o))		7,117	-	10,904	-	3200	Stock dividend to be distributed		78,615	2	-	-	
1995	Other non-current assets, others (note 6(j))		7,812	-	20,516	-	3150	Retained earnings		1,364,536	42	1,345,987	47	
			1,608,967	49	1,448,562	50	3300	Other equity interest		(278,196)	(8)	(336,631)	(12)	
							3400	Total equity attributable to owners of parent		1,975,065	61	1,817,077	63	
							36XX	Non-controlling interests		5,984	-	14,028	1	
								Total equity		1,981,049	61	1,831,105	64	
Total assets		\$	3,275,054	100	2,897,661	100		Total liabilities and equity		\$	3,275,054	100	2,897,661	100

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Adden Technology Co., Ltd AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

	2021		2020	
	Amount	%	Amount	%
4000 Operating revenue (note 6(s) and 7)	\$ 1,684,586	100	1,539,775	100
5000 Operating costs (note 6(f)(g)(n)(q)(t))	449,837	27	344,728	22
5900 Gross profit from operations	1,234,749	73	1,195,047	78
6000 Operating expenses (note 6(d)(f)(g)(h)(n)(q)(t) and 7):				
6100 Selling expenses	206,858	12	199,576	13
6200 Administrative expenses	256,616	15	222,128	15
6300 Research and development expenses	66,902	4	51,785	3
6450 Impairment gain and reversal of impairment loss determined in accordance with IFRS 9	(3,600)	-	-	-
Total operating expenses	526,776	31	473,489	31
6900 Net operating income	707,973	42	721,558	47
Non-operating income and expenses (note 6(b)(c)(u) and 7):				
7100 Interest income	3,144	-	4,008	-
7010 Other income	31,119	2	28,276	2
7020 Other gains and losses, net	(2,764)	-	(4,089)	-
7050 Finance costs	(845)	-	(166)	-
7375 Share of profit of associates accounted for using equity method (note 6(e))	26,259	2	29,206	2
Total non-operating income and expenses	56,913	4	57,235	4
Profit before income tax	764,886	46	778,793	51
7951 Less: income tax expenses (note 6(o))	160,350	10	156,622	11
Profit	604,536	36	622,171	40
8300 Other comprehensive income:				
8310 Items that will not be reclassified subsequently to profit or loss				
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	14,711	1	(25,287)	(1)
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	14,711	1	(25,287)	(1)
8360 Items that will be reclassified subsequently to profit or loss				
8361 Exchange differences on translation	4,551	-	(2,387)	-
8367 Unrealized (losses) gains from investments in debt instruments measured at fair value through other comprehensive income	(939)	-	1,748	-
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	3,612	-	(639)	-
8300 Other comprehensive income	18,323	1	(25,926)	(1)
Total comprehensive income	\$ 622,859	37	\$ 596,245	39
Profit attributable to:				
8610 Owners of parent	\$ 612,426	36	627,399	40
8620 Non-controlling interests	(7,890)	-	(5,228)	-
	\$ 604,536	36	\$ 622,171	40
Comprehensive income attributable to:				
8710 Owners of parent	\$ 630,903	37	602,326	39
8720 Non-controlling interests	(8,044)	-	(6,081)	-
	\$ 622,859	37	\$ 596,245	39
Basic earnings per share (NT dollars) (note 6(r))	\$ 12.13		\$ 12.44	
Diluted earnings per share (NT dollars) (note 6(r))	\$ 11.99		\$ 12.36	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Adden Technology Co., Ltd. AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

Equity attributable to owners of parent									
Share capital		Retained earnings				Other equity interest			
		Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unearned compensation
Ordinary shares	Stock dividend to be distributed								Total equity attributable to owners of parent
									Non-controlling interests

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Adden Technology Co., Ltd AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from operating activities:		
Profit before tax	\$ 764,886	942,281
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	45,518	43,496
Amortization expense	9,975	9,684
Expected credit loss	(3,600)	-
Net loss on financial assets or liabilities at fair value through profit or loss	1,749	648
Interest expense	845	166
Interest income	(3,144)	(4,008)
Dividend income	(1,150)	(3,010)
Share-based payments	42,347	10,093
Share of profit of associates and joint ventures accounted for using equity method	(26,259)	(29,206)
Loss on disposal of property, plan and equipment	10	51
Gain on disposal of investments	-	(608)
Unrealized foreign exchange loss	251	1,525
Total adjustments to reconcile profit	<u>66,542</u>	<u>28,831</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes receivable and trade receivable	(10,516)	11,342
Trade receivable due from related parties	18,407	9,186
Other current assets	(6,898)	(1,001)
Other financial assets	(131)	(503)
Total changes in operating assets	<u>862</u>	<u>19,024</u>
Changes in operating liabilities:		
Notes payable and trade payable	(3,384)	3,395
Other payable	(22,787)	32,260
Contract liabilities	28,201	32,686
Other current liabilities	733	514
Receipts under custody	83,820	10,125
Total changes in operating liabilities	<u>86,583</u>	<u>78,980</u>
Total changes in operating assets and liabilities	<u>87,445</u>	<u>98,004</u>
Total adjustments	<u>153,987</u>	<u>126,835</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Adden Technology Co., Ltd AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash inflow generated from operations	918,873	1,069,116
Interest received	3,145	4,235
Interest paid	(786)	(166)
Income taxes paid	(153,811)	(149,465)
Net cash flows from operating activities	767,421	923,720
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	-	(30,000)
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	121,469
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	2,178	2,000
Acquisition of financial assets at fair value through profit or loss	-	(23,373)
Acquisition of property, plant and equipment	(99,618)	(56,616)
Decrease in refundable deposits	10	22
Acquisition of intangible assets	(1,823)	(1,304)
Acquisition of investment properties	(87,633)	(177,175)
Increase in other financial assets	(82,234)	(3,264)
Increase in other non-current assets	-	(10,150)
Dividends received	13,433	17,123
Net cash flows used in investing activities	(255,687)	(161,268)
Cash flows from (used in) financing activities:		
Proceeds from long-term debt	133,020	-
Repayments of long-term debt	(4,095)	-
Increase in guarantee deposits received	11,674	11,398
Payment of lease liabilities	(5,144)	(4,879)
Cash dividends paid	(515,262)	(544,966)
Net cash flows used in financing activities	(379,807)	(538,447)
Effect of exchange rate changes on cash and cash equivalents	90	(5,330)
Net increase in cash and cash equivalents	132,017	55,187
Cash and cash equivalents at beginning of period	725,288	670,101
Cash and cash equivalents at end of period	\$ 857,305	725,288

See accompanying notes to consolidated financial statements.

Independent Auditors' Report

To the Board of Directors of Addcn Technology Co., Ltd.:

Opinion

We have audited the financial statements of Addcn Technology Co., Ltd. ("the Company"), which comprise the balance sheet as of December 31, 2021 and 2020, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming in our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to note 4(n) for the accounting policy of revenue and note 6(t) for composition of revenue.

Description of key audit matter:

Sales Revenue of the Company is mainly generated from operating online platforms. The way of revenue recognition varies by different types of transactions and its economic substances. Also, there is a large volume of transactions through the online platforms day-by-day with system-controlled trading information and procedures.

Therefore, transaction information and the timing of revenue recognition is an important issue in our audit of the consolidated financial statements.

How the matter was addressed with our audit:

Our principal audit procedures included: understanding trading models of each online platform and its principal system-based application control and manual control, including involving IRM specialist in testing the general information technology environment and related application control of their main transaction processes; obtaining the monthly income statement generated by the system of online platforms, assessing whether the system processes transaction information appropriately, and inspecting some samples of accounting vouchers to see if they agree with the monthly income statement generated by the system.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including supervisors) are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted 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 financial statements.

As part of an audit in accordance with auditing standards generally accepted 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 of the 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 control.
2. Obtain an understanding of internal control 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 Company's internal control.
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 Company'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 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 Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the 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 control 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes 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.

The engagement partners on the audit resulting in this independent auditors' report are Cheng-Chien Chen and Yung-Hua Huang.

KPMG

Taipei, Taiwan (Republic of China)
March 30, 2022

Notes to Readers

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' audit report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Adden Technology Co., Ltd.

Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2021		December 31, 2020			December 31, 2021		December 31, 2020	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets					Liabilities and Equity				
Current assets:					Current liabilities:				
1100 Cash and cash equivalents (note 6(a))	\$ 654,664	20	514,741	18	2151 Notes payable and trade payable	\$ 8	-	3,440	-
1170 Notes receivable and trade receivable, net (note 6(d)(i))	85,639	3	71,302	3	2180 Trade payable to related parties (note 7)	66,589	2	52,018	2
1181 Trade receivable due from related parties (note 7)	37,184	1	55,591	2	2200 Other payables (note 6(i) and 7)	199,172	6	214,405	8
1476 Other current financial assets (note 6(f), 7 and 8)	653,372	20	571,222	20	2131 Contract liabilities (note 6(i))	257,414	8	227,739	8
1479 Other current assets, others (note 6(k))	21,902	1	11,809	-	2335 Receipts under custody (note 6(i))	517,254	16	429,414	15
	1,452,761	45	1,224,655	43	2322 Long-term borrowings, current portion (note 6(m))	8,868	-	-	-
					2399 Other current liabilities, others	4,983	-	3,801	-
Non-current assets:						1,054,288	32	930,817	33
1510 Non-current financial assets at fair value through profit or loss (note 6(b))	20,922	1	22,809	1	Non-current liabilities:				
1518 Equity investment at fair value through other comprehensive income (note 6(c))	138,865	4	126,332	5	2540 Long-term borrowings (note 6(m))	120,057	4	-	-
1521 Debt investment at fair value through other comprehensive income (note 6(c))	13,913	-	14,965	1	2645 Guarantee deposits received	57,265	2	46,871	2
1550 Investments accounted for using equity method (note 6(e))	897,723	28	875,211	31	2670 Other non-current liabilities, others (note 6(p))	3,004	-	5,701	-
1600 Property, plant and equipment (note 6(f), and 8)	449,364	14	308,783	11		180,326	6	52,572	2
1760 Investment property, net (note 6(h), and 8)	140,007	5	105,729	4		1,234,614	38	983,389	35
1780 Intangible assets (note 6(i))	82,715	3	92,082	3	Total liabilities				
1840 Deferred tax assets (note 6(p))	6,363	-	10,155	-	Equity attributable to owners of parent (note 6(q)(r)):				
1995 Other non-current assets, others (note 6(g)(k))	7,046	-	19,735	1	3110 Ordinary share	429,370	13	429,385	15
	1,756,918	55	1,575,801	57	3200 Capital surplus	380,740	12	378,336	14
					3150 Stock dividend to be distributed	78,615	3	-	-
					3300 Retained earnings	1,364,536	43	1,345,987	48
					3400 Other equity interest	(278,196)	(9)	(336,631)	(12)
					Total equity	1,975,065	62	1,817,077	65
Total assets	\$ 3,209,679	100	2,800,466	100	Total liabilities and equity	\$ 3,209,679	100	2,800,466	100

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Addcn Technology Co., Ltd.
Statements of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, except for earnings per share)

	2021		2020	
	Amount	%	Amount	%
4100 Operating revenues (note 6(s) and 7)	\$ 1,618,270	100	1,487,428	100
5000 Operating costs (note 6(f)(g)(o)(r)(u) and 7)	504,794	31	388,019	26
5900 Gross profit from operations	1,113,476	69	1,099,409	74
6000 Operating expenses (note 6(d)(f)(g)(h)(i)(o)(r)(u) and 7):				
6100 Selling expenses	165,977	10	173,356	12
6200 Administrative expenses	162,535	10	143,894	10
6300 Research and development expenses	66,902	4	51,785	3
6450 Impairment gain and reversal of impairment loss determined in accordance with IFRS 9	(3,600)	-	-	-
Total operating expenses	391,814	24	369,035	25
6900 Net operating income	721,662	45	730,374	49
Non-operating income and expenses (note 6(b)(c)(v) and 7):				
7100 Interest income	2,080	-	2,644	-
7010 Other income	15,369	1	19,166	1
7020 Other gains and losses, net	(3,181)	-	(2,994)	-
7050 Finance cost	(834)	-	(147)	-
7375 Share of profit of associates accounted for using equity method (note 6(e))	30,090	2	29,896	2
Total non-operating income and expenses	43,524	3	48,565	3
Profit before income tax	765,186	48	778,939	52
7950 Less: Income tax expenses (note 6(p))	152,760	9	151,540	10
Profit	612,426	39	627,399	42
8300 Other comprehensive income:				
8310 Items that will not be reclassified subsequently to profit or loss				
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	14,711	1	(25,280)	(2)
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	-	-	(7)	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	14,711	1	(25,287)	(2)
8360 Items that will be reclassified subsequently to profit or loss				
8361 Exchange differences on translation of foreign financial statements	4,705	-	(1,534)	-
8367 Unrealized (losses) gains from investments in debt instruments measured at fair value through other comprehensive income	(939)	-	1,748	-
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
Components of other comprehensive income that will be reclassified to profit or loss	3,766	-	214	-
8300 Other comprehensive income	18,477	1	(25,073)	(2)
Total comprehensive income	\$ 630,903	40	602,326	40
Basic earnings per share (NT dollars) (note 6(s))	\$ 12.13		12.44	
Diluted earnings per share (NT dollars) (note 6(s))	\$ 11.99		12.36	

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Adden Technology Co., Ltd.

Statements of Changes in Equity

For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings					Other equity interest				
	Ordinary shares	Stock dividend to be distributed	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unearned compensation	Total other equity interest	
\$	425,755	-	341,866	403,351	200,278	603,517	1,207,146	(103,729)	(120,047)	-	(223,776)	1,750,991
-	-	-	-	60,117	-	(60,117)	-	-	-	-	-	-
-	-	-	-	-	23,498	(23,498)	-	-	-	-	-	-
-	-	-	-	60,117	23,498	(319,421)	(319,421)	-	-	-	-	(319,421)
-	-	-	-	-	-	(603,036)	(319,421)	-	-	-	-	(319,421)
-	-	-	-	-	-	627,399	627,399	-	-	-	-	627,399
-	-	-	-	-	-	-	-	(1,334)	(23,339)	-	(25,073)	(25,073)
-	-	-	-	-	-	627,399	627,399	(1,334)	(23,339)	-	(25,073)	602,326
-	-	-	(641)	-	-	(726)	(726)	-	-	-	-	(1,367)
-	-	(21,545)	-	-	-	-	-	-	-	-	(56,193)	(21,545)
3,630	-	62,656	-	-	-	31,589	31,589	-	(31,589)	-	(31,589)	10,093
-	-	-	-	-	-	-	-	-	-	-	-	-
429,385	-	378,336	463,468	223,776	658,743	1,345,987	1,345,987	(105,263)	(175,175)	(56,193)	(336,631)	1,817,077
-	-	-	-	56,661	-	(56,661)	-	-	-	-	-	-
-	-	-	-	-	-	(31,262)	(31,262)	-	-	-	-	-
-	78,615	-	-	-	-	(78,615)	(78,615)	-	-	-	-	-
-	78,615	-	-	56,661	-	(650,338)	(393,877)	-	-	-	-	(315,262)
-	-	-	-	-	-	612,426	612,426	-	-	-	-	612,426
-	-	-	-	-	-	-	-	4,705	13,772	-	18,477	18,477
-	-	-	-	-	-	612,426	612,426	4,705	13,772	-	18,477	630,903
-	-	2,389	-	-	-	-	-	-	-	39,958	39,958	42,347
-	(15)	15	-	-	-	-	-	-	-	-	-	-
\$	429,370	78,615	380,740	463,468	280,437	620,631	1,364,536	(100,558)	(161,403)	(16,235)	(278,196)	1,975,065

Balance on January 1, 2020
Appropriation and distribution of retained earnings:

Legal reserve appropriated
Special reserve appropriated
Cash dividends of ordinary shares

Profit for the year ended December 31, 2020

Other comprehensive income
Total comprehensive income

Other changes in capital surplus:

Changes in equity of associates accounted for using equity method
Cash dividends from capital surplus

Share-based payments

Disposal of investments in equity instruments designated at fair value through other comprehensive income

Balance on December 31, 2020

Appropriation and distribution of retained earnings:

Special reserve appropriated
Cash dividends of ordinary shares
Stock dividends of ordinary shares

Profit for the year ended December 31, 2021

Other comprehensive income
Total comprehensive income

Share-based payments

Retirement of restricted stock awards

Balance on December 31, 2021

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Addcn Technology Co., Ltd.

Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows from operating activities:		
Profit before tax	\$ 765,186	778,939
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	23,442	24,594
Amortization expense	9,367	9,334
Expected credit loss	(3,600)	-
Net loss on financial assets or liabilities at fair value through profit or loss	1,749	648
Interest expense	834	147
Interest income	(2,080)	(2,644)
Dividend income	(1,150)	(3,010)
Share-based payments	42,347	10,093
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	(30,090)	(29,896)
Loss on disposal of property, plant and equipment	-	12
Gain on disposal of investments	-	(608)
Unrealized foreign exchange loss	251	1,525
Total adjustments to reconcile profit	41,070	10,195
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes receivable and accounts receivable	(10,737)	11,406
Trade receivable due from related parties	18,407	9,230
Prepayments	(3,955)	(1,729)
Other current assets	(6,138)	(3,831)
Other financial assets	83	340
Total changes in operating assets	(2,340)	15,416
Changes in operating liabilities:		
Notes payable and accounts payable	(3,432)	3,426
Accounts payable to related parties	14,571	(24,517)
Other payable	(17,406)	28,095
Contract liabilities	29,675	31,052
Other current liabilities	1,055	(109)
Receipts under custody	87,840	14,626
Total changes in operating liabilities	112,303	52,573
Total changes in operating assets and liabilities	109,963	67,989
Total adjustments	151,033	78,184

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
Addcn Technology Co., Ltd.

Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash inflow generated from operations	916,219	857,123
Interest received	2,081	2,655
Interest paid	(775)	(147)
Income taxes paid	(146,891)	(144,360)
Net cash flows from operating activities	770,634	715,271
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	-	(30,000)
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	17,838
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	2,178	2,000
Acquisition of financial assets at fair value through profit or loss	-	(23,373)
Acquisition of investments accounted for using equity method	-	(60,380)
Acquisition of property, plant and equipment	(97,072)	(9,343)
Increase in refundable deposits	-	(10)
Acquisition of intangible assets	-	(680)
Acquisition of investment properties	(87,633)	-
Increase in other financial assets	(82,234)	(24,813)
Increase in other non-current assets	-	(10,150)
Dividends received	13,433	17,123
Net cash flows used in investing activities	(251,328)	(121,788)
Cash flows from (used in) financing activities:		
Proceeds from long-term debt	133,020	-
Repayments of long-term debt	(4,095)	-
Increase in guarantee deposits received	10,394	10,540
Payment of lease liabilities	(3,440)	(3,085)
Cash dividends paid	(515,262)	(544,966)
Net cash flows used in financing activities	(379,383)	(537,511)
Net increase in cash and cash equivalents	139,923	55,972
Cash and cash equivalents at beginning of period	514,741	458,769
Cash and cash equivalents at end of period	\$ 654,664	514,741

See accompanying notes to parent company only financial statements.

Attachment 4. 2021 Statement of Earnings Distribution

ADDCN Technology Co., Ltd. 2021 Statement of Earnings Distribution	
Unit: NT\$ dollars	
Item	Amount
Undistributed earnings at the beginning of period	\$8,204,584
Special reserve for reversal of deductions from equity	\$18,476,627
Plus: Net profit after tax in 2021	\$612,425,917
Total distributable net profit	\$639,107,128
Less: Legal reserve	(\$61,242,592)
Distributable items	
Dividends — Cash (NT\$11.3 per share)	(\$574,003,275)
Undistributed earnings at the end of period	\$3,861,261

Attachment 5. Comparison Table of the “Articles of Incorporation” Before and After the Amendment

After amendment	Before amendment	Cause of amendment
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders	-
Article 9: The general meeting of shareholders may convene in regular sessions or special sessions. Regular sessions are usually convened by the board of directors once a year within 6 months after the end of a fiscal year. Special sessions may be convened at any time, as needed. <u>The Company's general meeting of shareholders may be convened through video conferencing or by other means specified by the central competent authority. The conditions, procedures and other rules (if any) established by the competent authority for holding the general meeting of shareholders through video conferencing shall be followed.</u>	Article 9: The general meeting of shareholders may convene in regular sessions or special sessions. Regular sessions are usually convened by the board of directors once a year within 6 months after the end of a fiscal year. Special sessions may be convened at any time, as needed.	To be in line with the laws and regulations and actual needs.
Chapter VI Accounting Policy	Chapter VI Accounting Policy	-
Article 20-3: <u>The Company may distribute earnings or make up losses following the end of each fiscal half year after the board of directors prepares the relevant documents and motions specified in Article 19 and then makes a resolution in accordance with statutory procedures.</u> <u>When the Company distributes earnings in accordance with the provision referred to above, such earnings shall be estimated and taken to pay any due tax payment and the remuneration to the employees and directors, make up losses, and provide for legal reserves as required by the laws, unless such legal reserve amounts to the total paid-in capital of the Company. If the earnings are to be distributed in cash, a board resolution is required; if the earnings are to be distributed in the form of new shares, the earnings may be distributed upon a resolution of the shareholders' meeting.</u>		The Company planned to change the frequency of distributing earnings or making up losses from once a year to once every six months, and thus amended the relevant provisions.
Chapter VII Additional Rules	Chapter VII Additional Rules	-
Article 23: The Articles of Incorporation was established on January 17, 2007.	Article 23: The Articles of Incorporation was established on January 17, 2007.	Addition of the amendment date.

After amendment	Before amendment	Cause of amendment
The 1st amendment was on March 7, 2007. (The content in the middle is omitted.) The 18th amendment was on August 26, 2021. <u>The 19th amendment was on June 15, 2022.</u>	The 1st amendment was on March 7, 2007. (The content in the middle is omitted.) The 18th amendment was on August 26, 2021.	

Attachment 6. Comparison Table of the “Procedures for Acquisition or Disposal of Assets” Before and After the Amendment

After amendment	Before amendment
Three. Assessment and Operating Procedures: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) V. The Company acquiring or disposing of securities shall, prior to the date of occurrence, obtain the financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the amount of the transaction reaches 20% or more of the Company’s paid-in capital or NT\$300 million or more, the Company shall additionally engage a CPA prior to the date of occurrence to provide an opinion regarding the reasonableness of the transaction price. However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by the regulations of the FSC. VI. Where the amount of the transaction for acquiring or disposing of intangible assets or their right-of-use assets or memberships reaches 20% or more of the paid-in capital or NT\$300 million or more, except in transactions with a government agency, the Company shall engage a CPA prior to the date of occurrence to render an opinion on the reasonableness of the transaction price.	Three. Assessment and Operating Procedures: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) V. The Company acquiring or disposing of securities shall, prior to the date of occurrence, obtain the financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the amount of the transaction reaches 20% or more of the Company’s paid-in capital or NT\$300 million or more, the Company shall additionally engage a CPA prior to the date of occurrence 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 the Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (hereinafter referred to as the ARDF). However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by the regulations of the FSC. VI. Where the amount of the transaction for acquiring or disposing of intangible assets or their right-of-use assets or memberships reaches 20% or more of the paid-in capital or NT\$300 million or more, except in transactions with a government agency, the Company shall engage a CPA prior to the date of occurrence to render an opinion on the reasonableness of the transaction price. The CPA shall also comply with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF.
Seven. Information Disclosure: I. Where any of the following circumstances occurs, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence: (Subparagraph I is omitted.) (Subparagraph II is omitted.) (Subparagraph III is omitted.)	Seven. Information Disclosure: I. Where any of the following circumstances occurs, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence: (Subparagraph I is omitted.) (Subparagraph II is omitted.) (Subparagraph III is omitted.)

After amendment	Before amendment
(Subparagraph IV is omitted.) (Subparagraph V is omitted.) (VI) An asset transaction other than any of those referred to in (I)~(V), the disposition of claims by a financial institution, or an investment in Mainland China amounts to 20% or more of the paid-in capital or NT\$300 million. However, this does not apply to the following circumstances: 1. Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u> (The following is omitted.)	(Subparagraph IV is omitted.) (Subparagraph V is omitted.) (VI) An asset transaction other than any of those referred to in (I)~(V), the disposition of claims by a financial institution, or an investment in Mainland China amounts to 20% or more of the paid-in capital or NT\$300 million. However, this does not apply to the following circumstances: 1. Trading of domestic government bonds. (The following is omitted.)
Eight. Related Party Transactions: (Paragraph I is omitted.) II. When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a related party or to acquire or dispose of assets other than the real property or its right-of-use assets from or to a related party and the transaction amount reaches 20% or more of the paid-in capital, 10% or more of the 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 the transaction contract or make a payment until the following matters are submitted to and approved by the Audit Committee and recognized by the board of directors: (Subparagraph I is omitted.) (Subparagraph II is omitted.) (Subparagraph III is omitted.) (Subparagraph IV is omitted.) (Subparagraph V is omitted.) (Subparagraph VI is omitted.) (Subparagraph VII is omitted.) With respect to the following transactions to be conducted between the Company and its subsidiaries or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, the board of directors may authorize the Chairman to make decisions on such transactions when the amount of	Eight. Related Party Transactions: (Paragraph I is omitted.) II. When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a related party or to acquire or dispose of assets other than the real property or its right-of-use assets from or to a related party and the transaction amount reaches 20% or more of the paid-in capital, 10% or more of the 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 the transaction contract or make a payment until the following matters are submitted to and approved by the Audit Committee and recognized by the board of directors: (Subparagraph I is omitted.) (Subparagraph II is omitted.) (Subparagraph III is omitted.) (Subparagraph IV is omitted.) (Subparagraph V is omitted.) (Subparagraph VI is omitted.) (Subparagraph VII is omitted.) The calculation of the transaction amounts shall be made in accordance with Paragraph II of Article Seven. Items that have been approved by the Audit Committee and recognized by the board of directors need not be counted toward the transaction amount. With respect to the following transactions to be conducted between the Company and its subsidiaries or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, the board of directors may authorize the Chairman to make decisions on such transactions when the amount of

After amendment	Before amendment
the transaction is below a certain threshold and have the decisions subsequently submitted to the next board of directors' meeting for ratification: (I) Acquisition or disposal of equipment or its right-of-use assets for business use. (II) Acquisition or disposal of real property right-of-use assets for business use. When a matter is submitted to the board of directors for discussion pursuant to Subparagraph I herein, 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. <u>If the Company or a subsidiary thereof that is not a domestic public company will make a transaction set out in Subparagraph I and the transaction amount will reach 10% or more of the Company's total assets, the Company may not proceed to enter into the transaction contract or make a payment until all the matters specified in Subparagraph I are submitted to and approved by the shareholders' meeting. However, this restriction does not apply to transactions between the Company and its subsidiaries or between its subsidiaries.</u> <u>The calculation of the transaction amounts referred to in Subparagraph I and the preceding subparagraph shall be made in accordance with Paragraph II of Article Seven, and the "preceding year" herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting and board of directors and ratified by the Audit Committee need not be counted toward the transaction amount.</u>	the transaction is below a certain threshold and have the decisions subsequently submitted to the next board of directors' meeting for ratification: (I) Acquisition or disposal of equipment or its right-of-use assets for business use. (II) Acquisition or disposal of real property right-of-use assets for business use. When a matter is submitted to the board of directors for discussion pursuant to Subparagraph I herein, 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.
Twelves. Appraisal Reports of Real Property or Equipment or the Right-of-use Assets Thereof to Be Acquired or Disposed of: Where the transaction amount for acquiring or disposing of real property or equipment or the right-of-use assets thereof that shall be announced or reported reaches 20% or more of the Company's paid-in capital or NT\$300 million or more, the Company shall obtain an appraisal report prior to the date of occurrence from a professional appraiser and comply with the following provisions, unless the Company trades with a domestic government agency, engages others to build on its own land or on rented land, or acquires or disposes of equipment or its right-of-use assets for business use:	Twelves. Appraisal Reports of Real Property or Equipment or the Right-of-use Assets Thereof to Be Acquired or Disposed of: Where the transaction amount for acquiring or disposing of real property or equipment or the right-of-use assets thereof that shall be announced or reported reaches 20% or more of the Company's paid-in capital or NT\$300 million or more, the Company shall obtain an appraisal report prior to the date of occurrence from a professional appraiser and comply with the following provisions, unless the Company trades with a domestic government agency, engages others to build on its own land or on rented land, or acquires or disposes of equipment or its right-of-use assets for business use:

After amendment	Before amendment
I. Where it is necessary to use a limited price, specified price, or special price as a reference basis for the transaction price due to special circumstances, the transaction shall be submitted to the board of directors for approval in advance; the same procedure shall also be conducted whenever there is any subsequent change to the transaction terms. II. Where the transaction amount reaches NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained. III. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: (I) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. (II) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. (The following is omitted.)	I. Where it is necessary to use a limited price, specified price, or special price as a reference basis for the transaction price due to special circumstances, the transaction shall be submitted to the board of directors for approval in advance; the same procedure shall also be conducted whenever there is any subsequent change to the transaction terms. II. Where the transaction amount reaches NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained. III. 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 the Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: (I) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. (II) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount. (The following is omitted.)
Fourteen. Implementation and Amendment: V. Matters that are not specified in the <u>Operating Procedure</u> shall be handled in accordance with relevant laws and regulations.	Fourteen. Implementation and Amendment: V. Matters that are not specified in the <u>Regulations</u> shall be handled in accordance with relevant laws and regulations.

Attachment 7. Comparison Table of the “Rules of Procedure for Shareholders’ Meetings” Before and After the Amendment

After amendment	Before amendment
IV. Shareholders’ meetings - convening and notices: (Paragraph I is omitted.) <u>(II) The board of directors shall make a resolution to approve any change in the methods of convening the Company’s shareholders’ meetings at least prior to the delivery of the notice of a shareholders’ meeting.</u> <u>(III) (Omitted)</u> <u>(IV) The Company shall prepare the parliamentary procedure handbook and supplementary meeting materials in electronic form and upload them to the MOPS 21 days before a regular shareholders’ meeting or 15 days before a special shareholders’ meeting. However, where the aggregate shareholding percentage of foreign investors and Chinese investors in the Company’s capital reached 30% or more as recorded in the shareholders’ roster at the time of holding the general meeting of shareholders in the most recent fiscal year, the Company shall upload the aforesaid electronic files 30 days prior to the day on which the regular shareholders’ meeting is to be held.</u> <u>(V) The Company shall prepare the hard copies of the parliamentary procedure handbook and supplementary meeting materials and make these materials available at the offices of the Company and the professional share registration agent commissioned by the Company 15 days before a shareholders’ meeting.</u> <u>(VI) The Company shall make the parliamentary procedure handbook and supplementary materials referred to in the preceding paragraph available to the shareholders on the day of the general meeting of shareholders by the following means:</u> <u>1. They shall be distributed at the site of shareholders’ meetings held physically.</u> <u>2. They shall be distributed at the site of hybrid meetings of shareholder and uploaded to the used video conferencing platform in electronic form.</u> <u>3. They shall be uploaded to the video conferencing platform used for virtual shareholders’ meetings in electronic form.</u> <u>(VII) In the event of a virtual shareholders’ meeting, the Company shall upload the parliamentary procedure handbook, annual report and other meeting materials to the used video</u>	IV. Shareholders’ Meetings - Convening and Notices: (Paragraph I is omitted.) (II) (Omitted) (III) The Company shall prepare the parliamentary procedure handbook and supplementary meeting materials in electronic form and upload them to the MOPS 21 days before a regular shareholders’ meeting or 15 days before a special shareholders’ meeting. (IV) The Company shall prepare the hard copies of the parliamentary procedure handbook and supplementary meeting materials, make these materials available at the offices of the Company and the professional share registration agent commissioned by the Company 15 days before a shareholders’ meeting, <u>and distribute the materials at the site of the meeting.</u>

After amendment	Before amendment
<u>conferencing platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u> <u>(VIII) (Omitted)</u> <u>(IX) (Omitted)</u> <u>(X) (Omitted)</u> <u>(XI) The Company shall specify in the notice of shareholders' meetings the time during which attendance registrations for shareholders, solicitors and proxies (hereinafter collectively referred to as "shareholders") will be accepted, the place to register for attendance, and other matters for attention.</u> <u>(XII) To convene a virtual shareholders' meeting, the Company shall include the follow particulars in the notice of the shareholders' meeting:</u> <u>1. Methods for the shareholders to attend the virtual meeting and exercise their rights.</u> <u>2. Actions to be taken in the event of obstructions to the virtual meeting platform or participation in the virtual meeting due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u> <u>(1) To what time the meeting is postponed or from what time the meeting will resume if the above obstructions continue and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u> <u>(2) Shareholders who did not register to attend the affected shareholders' meeting through video conferencing shall not attend the postponed or resumed session.</u> <u>(3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued and the total number of shares represented by shareholders present at the meeting reaches the statutory threshold for holding a shareholders' meeting after the shares represented by shareholders attending the meeting through video conferencing are deducted therefrom, the shareholders' meeting shall continue. The shares represented by the shareholders attending the meeting through video conferencing shall be counted towards the total number of shares represented by the shareholders present at the meeting, and the shareholders attending the meeting through video conferencing shall be considered as abstaining from voting on all the motions at the meeting of shareholders.</u> <u>(4) Actions to be taken if the outcome of all motions has been announced and Motions have</u>	<u>(V) (Omitted)</u> <u>(VI) (Omitted)</u> <u>(VII) (Omitted)</u> <u>(VIII) The Company shall specify in the notice of shareholders' meetings the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.</u> <u>(IX) The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.</u>

After amendment	Before amendment
<u>not been carried out.</u> <u>3. To convene a virtual shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending such meeting through video conferencing shall be specified.</u>	
V. Appointment of proxies for attending shareholders' meetings and authorization: (Paragraph I is omitted.) (Paragraph II is omitted.) (III) If the shareholder intends to <u>make a change in order to attend the meeting in any of the following means instead</u> after a proxy form has been delivered to the Company, a written notice of appointment revocation shall be submitted to the Company 2 days before the meeting date. If the revocation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail: <u>1. The shareholder intends to attend the shareholders' meeting in person instead.</u> <u>2. The shareholder intends to exercise his/her/its voting right by correspondence or electronic means instead.</u> <u>3. The shareholder intends to attend the shareholders' meeting through video conferencing instead.</u>	V. Appointment of proxies for attending shareholders' meetings and authorization: (Paragraph I is omitted.) (Paragraph II is omitted.) (III) If the shareholder intends to attend the meeting in person or to exercise his/her/its voting right by correspondence or electronic means instead after a proxy form has been delivered to the Company, a written notice of appointment revocation shall be submitted to the Company 2 days before the meeting date. If the revocation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
VI. Calculation of the number of shares represented by the participating shareholders and the meeting: (I) The calculation of the attendance at shareholders' meetings shall be based on the numbers of shares. The number of shares represented by the shareholders present at the meeting shall be calculated based on the number of shares indicated on the attendance book or the submitted sign-in cards <u>and on the virtual meeting platform</u>, added with the number of shares with voting rights that are exercised by correspondence or electronic means. (Paragraph II is omitted.) (III) However, when the attending shareholders do not represent a majority of the total number of the issued shares, the chair may announce a postponement of the commencement of the meeting. The postponements shall be limited to twice and shall not exceed cumulatively an hour. In the event that after two postponements, the number of shares represented by the present shareholders is still less than one-third of the total number of the issued shares, the chair may	VI. Calculation of the number of shares represented by the participating shareholders and the meeting: (I) The calculation of the attendance at shareholders' meetings shall be based on the numbers of shares. The number of shares represented by the shareholders present at the meeting shall be calculated based on the number of shares indicated on the attendance book or the submitted sign-in cards, added with the number of shares with voting rights that are exercised by correspondence or electronic means. (Paragraph II is omitted.) (III) However, when the attending shareholders do not represent a majority of the total number of the issued shares, the chair may announce a postponement of the commencement of the meeting. The postponements shall be limited to twice and shall not exceed cumulatively an hour. In the event that after two postponements, the number of shares represented by the present shareholders is still less than one-third of the total number of the issued shares, the chair may

After amendment	Before amendment
announce the adjournment of the meeting. <u>In case of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned on the virtual meeting platform.</u> (IV) If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all the shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. <u>In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting through video conferencing shall re-register with the Company in accordance with Paragraph 6 of Article 7.</u>	announce the adjournment of the meeting. (IV) If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all the shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.
VII. Shareholder attendance registration: (Paragraph I is omitted.) <u>(II) 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. In a virtual shareholders' meeting, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration are considered as attending the shareholders' meeting in person.</u> <u>(III) The Company shall provide the attending shareholders with the parliamentary procedure handbook, annual report, attendance card, speaker's slips, voting slips and other meeting materials, as well as the election ballots if directors are to be elected at the meeting.</u> <u>(IV) Shareholders shall attend shareholders' meetings with their attendance cards, sign-in cards, or other certificates of attendance. The Company shall not arbitrarily add requirements for other documents beyond those showing eligibility for attendance by shareholders. Solicitors soliciting proxy forms shall also bring their identification documents for verification.</u> <u>(V) (Omitted)</u> <u>(VI) In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting through video conferencing shall register with the Company 2 days before the meeting date.</u>	VII. Shareholder attendance registration: (Paragraph I is omitted.) (II) The Company shall provide the attending shareholders with the parliamentary procedure handbook, annual report, attendance card, speaker's slips, voting slips and other meeting materials, as well as the election ballots if directors are to be elected at the meeting. (III) Shareholders and their proxies (hereinafter collectively referred to as "Shareholders") shall attend shareholders' meetings with their attendance cards, sign-in cards, or other certificates of attendance. The Company shall not arbitrarily add requirements for other documents beyond those showing eligibility for attendance by shareholders. Solicitors soliciting proxy forms shall also bring their identification documents for verification. (IV) (Omitted)

After amendment	Before amendment
<u>(VII) If shareholders who have registered to attend a hybrid shareholders' meeting to be convened by the Company through video conferencing in accordance with the preceding requirements intend to attend the meeting in person instead, they shall revoke their registrations 2 days before the shareholders' meeting in the same manner as for registration. If their registrations are not revoked within the time limit, they may only attend the shareholders' meeting through video conferencing.</u>	
VIII. The chair and participants of the meeting: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) <u>(V) When the Company convenes a virtual shareholders' meeting, both the chair and secretary shall be in the same location in the country, and the chair shall specify the address of the location when the meeting is called to order.</u> <u>(VI) (Omitted)</u>	VIII. The chair and participants of the meeting: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) (V) (Omitted)
X. Notices for the proceeding of the meeting: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) <u>(IV) In case of a virtual shareholders' meeting, the Company shall keep the records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and shall record the audio and video of the entire virtual meeting uninterrupted.</u> <u>(V) The records and audio and video recordings in the preceding paragraph shall be properly kept by the Company during its existence, and the copies of the audio and video recordings shall be provided to and kept by the party appointed to handle the matters of the virtual meeting.</u> <u>(VI) If a virtual shareholders' meeting is held, the Company is advised to record the back-end operation interface of the virtual meeting platform.</u> (VII) (Omitted) (VIII) (Omitted) <u>(IX) After the chair calls a virtual shareholders' meeting convened by the Company to order, shareholders attending the meeting through video conferencing shall cast their votes for motions and elections on the virtual meeting platform before the chair announces the voting session ends, otherwise they will be considered as abstaining</u>	X. Notices for the proceeding of the meeting: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (IV) (Omitted) (V) (Omitted)

After amendment	Before amendment
<u>from voting.</u> <u>(X) At a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and the voting and election results shall be announced immediately.</u> <u>(XI) A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.</u>	(VI) (Omitted)
XI. Speaking of attending shareholders: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) (Paragraph V is omitted.) (Paragraph VI is omitted.) (Paragraph VII is omitted.) <u>(VIII) At a virtual shareholders' meeting, shareholders attending the meeting through video conferencing may raise questions in writing on the virtual meeting platform from the time the chair calls the meeting to order until the chair declares the meeting adjourned. No more than two questions for the same motion may be raised. Each question shall contain no more than 200 words. The requirements in Paragraphs I to V do not apply.</u> <u>(IX) As long as questions so raised in accordance with the preceding paragraph are not in violation of the rules or beyond the scope of the motion, it is advisable to disclose the questions to the participants on the virtual meeting platform.</u>	XI. Speaking of attending shareholders: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) (Paragraph V is omitted.) (Paragraph VI is omitted.) (Paragraph VII is omitted.)
XIII. Principles for determining the time and place of shareholders' meetings: (Paragraph I is omitted.) <u>(II) The restrictions on the place of shareholders' meetings in the preceding paragraph do not apply when the Company convenes virtual shareholders' meetings.</u> <u>(III) (Omitted)</u>	XIII. Principles for determining the time and place of shareholders' meetings: (Paragraph I is omitted.) (II) (Omitted)
XIV. Voting on motions: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) (V) In case a shareholder who has exercised his/her/its voting right by correspondence or electronic means intends to attend the shareholders' meeting in person <u>or through video conferencing</u>, the shareholder shall, 2 days prior to the meeting date, serve a separate declaration of	XIV. Voting on motions: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) (Paragraph IV is omitted.) (V) In case a shareholder who has exercised his/her/its voting right by correspondence or electronic means intends to attend the shareholders' meeting in person, the shareholder shall, 2 days prior to the meeting date, serve a separate declaration of intention to rescind the

After amendment	Before amendment
intention to rescind the previous declaration of intention made in exercising the voting right under the preceding paragraph in the same manner previously used in exercising the voting right. In the absence of a timely rescission of the previous declaration of intention, the voting right exercised by correspondence or electronic means shall prevail. In case a shareholder has exercised his/her/its voting right by correspondence or electronic means and also authorized a proxy to attend the shareholders' meeting on his/her/its behalf, the voting right exercised by the authorized proxy for the said shareholder shall prevail. <u>(VI) Where shareholders who have exercised their voting rights by correspondence or electronic means do not rescind their declarations of intention and attend the shareholders' meeting through video conferencing, except for Motions, they shall not exercise their voting rights on the original motions, make any amendments to the original motions, or exercise their voting rights on amendments to the original motions.</u> <u>(VII) (Omitted)</u> <u>(VIII) (Omitted)</u>	previous declaration of intention made in exercising the voting right under the preceding paragraph in the same manner previously used in exercising the voting right. In the absence of a timely rescission of the previous declaration of intention, the voting right exercised by correspondence or electronic means shall prevail. In case a shareholder has exercised his/her/its voting right by correspondence or electronic means and also authorized a proxy to attend the shareholders' meeting on his/her/its behalf, the voting right exercised by the authorized proxy for the said shareholder shall prevail. (VI) (Omitted) (VII) (Omitted)
XVI. Meeting minutes and particulars to be signed: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.) <u>(IV) 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 obstructions to the virtual meeting platform or participation in the virtual meeting due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall be specified in the minutes.</u> <u>(V) When convening a virtual shareholders' meeting, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending such meeting through video conferencing in addition to complying with the requirements in the preceding paragraph.</u>	XVI. Meeting minutes and particulars to be signed: (Paragraph I is omitted.) (Paragraph II is omitted.) (Paragraph III is omitted.)
<u>XVIII. Handling of disconnection:</u> <u>(I) When convening a virtual shareholders'</u>	

After amendment	Before amendment
meeting, the Company may offer a simple connection test to the shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve technical communication problems. (II) At a virtual shareholders' meeting, except for circumstances where the meeting is not required to be postponed or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the chair shall specify the date that the meeting shall be postponed to or resumed on within five days in case any obstruction to the virtual meeting platform or participation in the virtual meeting resulting from natural disasters, accidents or other force majeure events before the chair declares the meeting adjourned continues for more than 30 minutes, in which case Article 182 of the Company Act does not apply. (III) For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who did not register to participate in such shareholders' meeting through video conferencing shall not attend the postponed or resumed session. (IV) Where shareholders who have registered to participate in a shareholders' meeting to be postponed or resumed under Paragraph II and have successfully signed in do not attend the meeting, the shares represented by the shareholders, and the voting rights and election rights exercised thereby at the affected shareholders' meeting shall be counted towards the total number of shares, number of voting rights and number of election rights represented by the shareholders present at the postponed or resumed session. (V) During a postponed or resumed shareholders' meeting held under Paragraph II, no further discussion or resolution is required for motions for which votes have been cast and counted and for which the result or the list of elected directors has been announced. (VI) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued due to the circumstances as stated in Paragraph II and the total number of shares represented by shareholders present at the meeting reaches the statutory threshold for holding a shareholders' meeting after the shares represented by	

After amendment	Before amendment
shareholders attending the meeting through video conferencing are deducted therefrom, the shareholders' meeting shall continue and need not be postponed or resumed under Paragraph II. (VII) Under the circumstances where a shareholders' meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the meeting through video conferencing shall be counted towards the total number of shares represented by shareholders present at the meeting, provided the shareholders attending the meeting through video conferencing shall be considered abstaining from voting on all the motions at the shareholders' meeting. (VIII) When postponing or resuming a meeting according to the Paragraph II, the Company shall carry out the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies. (IX) The Company shall meet the requirements set forth in the second half of Article 12 of and Paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, based on the date that the shareholders' meeting is postponed to or resumed on under Paragraph II.	
XIX. Information disclosure: (I) On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. Where a virtual shareholders meeting is convened, the Company shall upload the above materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep them disclosed until the end of the meeting. (II) At the Company's virtual shareholders meeting, when the meeting is called to order, the	

After amendment	Before amendment
<u>total number of shares represented by shareholders present at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever statistical documents about the total number of shares represented by the shareholders present at the meeting and the number of voting rights are compiled during the meeting.</u> <u>(III) If the matters for resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under the regulations of Taipei Exchange, the Company shall upload the content of such matter to the MOPS within the prescribed time period.</u> <u>(IV) At a virtual shareholders' meeting, the Company shall disclose the voting and election results immediately after the end of each voting session and the election on the virtual meeting platform pursuant to the regulations, and this disclosure shall continue at least for 15 minutes after the chair declares the meeting adjourned.</u>	
<u>XX. Implementation and amendment:</u> (The contents are omitted.)	XVIII. Implementation and amendment: (The contents are omitted.)

Appendix I. Article of Incorporation

ADDcn Technology Co., Ltd

Article of Incorporation

Chapter I General Provisions

- Article 1: The Company has been duly incorporated in accordance with the Company Act and titled ADDcn Technology Co., Ltd
- Article 2: The Company's business services are as follows:
1. CC01110 Computer and Peripheral Equipment Manufacturing
 2. CC01120 Data Storage Media Manufacturing and Duplicating
 3. F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
 4. F113020 Wholesale of Electrical Appliances
 5. F113050 Wholesale of Computers and Clerical 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 Culture, Education, Musical Instruments and Educational Entertainment Supplies
 10. F213010 Retail Sale of Electrical Appliances
 11. F213030 Retail Sale of Computers and Clerical Machinery Equipment
 12. F213060 Retail Sale of Telecommunication Apparatus
 13. F218010 Retail Sale of Computer Software
 14. F219010 Retail Sale of Electronic Materials
 15. F399040 Non-store Retail Sale
 16. F601010 Intellectual Property Right Services
 17. G801010 Warehousing Services
 18. I103060 Management Consulting
 19. I301010 Software Design Services
 20. I301020 Data Processing Services
 21. I301030 Electronic Information Services
 22. I401010 General Advertising Services
 23. I401020 Leaflet Distribution
 24. IZ02010 Typing
 25. IZ04010 Translation
 26. IZ12010 Manpower Services
 27. IZ13010 Network Certification Services
 28. IZ15010 Market Research and Public Opinion Polling
 29. J101010 Building Cleaning Services
 30. J302010 Press Release Services
 31. J303010 Magazine (Periodical) Publishing
 32. J304010 Book Publishing
 33. JB01010 Conference and Exhibition Services
 34. H703090 Real Estate Business
 35. H703100 Real Estate 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 Fabric Business
 39. C303010 Non-woven Fabric Business
 40. C306010 Wearing Apparel
 41. C307010 Clothing Accessories

42. C402030 Manufacture of Leather and Fur Products
43. CK01010 Footwear Manufacturing
44. CM01010 Luggage and Bag Manufacturing
45. F104110 Wholesale of Fabric, Clothing, Footwear, Hats, Umbrellas and Clothing Accessories
46. F204110 Retail Sale of Fabric, Clothing, Footwear, Hats, Umbrellas and Clothing Accessories
47. I701011 Employment Service
48. I301040 Third-party Payment Services

Article 3: The Company is headquartered in Taipei City, and branches and representative offices may be established domestically or abroad, if needed, subject to the resolution of the board of directors and the permit of the competent authority.

Article 4: The Company makes announcements according to Article 28 of the Company Act and other related laws and regulations.

Chapter II Shares of Stock

Article 5: The Company has authorized capital of NT\$1 billion in 100 million shares. Each share has a par value of NT\$10. The board of directors is authorized to issue the unissued shares over multiple offerings.

There are 3 million shares in the aforementioned authorized capital reserved for issuing employee stock options.

Article 5-1: Where the Company intends to revoke the public offering of stocks after going public, besides the approval of the board of directors, the matter shall be submitted to the shareholders' meeting for resolution, and an application shall be filed to the competent authority afterwards.

The aforesaid resolution at the meeting of shareholders shall be adopted by a majority vote of the shareholders present at the meeting who represent two-thirds or more of the total number of the issued shares.

In the event the total number of shares represented by the shareholders present at the shareholders' meeting is less than the number prescribed in the preceding paragraph, the resolution may be adopted by two-third of the voting rights exercised by the shareholders present at the meeting who represent a majority of the issued shares.

Article 5-2: The employees of the 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 such requirements shall be established by the board of directors.

The employees of the parents or subsidiaries of the Company meeting certain specific requirements are entitled to receive the employee stock options of the Company, and such requirements shall be established by the board of directors.

The employees of the parents or subsidiaries of the Company meeting certain specific requirements are entitled to purchase new shares issued by the Company, and such requirements shall be established by the board of directors.

The employees of the parents or subsidiaries of the Company meeting certain specific requirements are entitled to receive restricted stock awards issued by the Company.

Article 6: Deleted.

Article 7: Serial numbers shall be assigned to the Company's shares, and the shares shall be registered and affixed with the signatures or 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, provided that such issued shares shall be registered with a centralized securities depository enterprise.

Article 8: The entries in the shareholders' roster shall not be altered within 30 days prior to the convening date of a regular shareholders' meeting, or within 15 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the date fixed by the Company for distribution of dividends, bonuses or other benefits. After the Company goes public, the entries in the shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the date fixed by the Company for distribution of dividends, bonuses or other benefits.

Article 8-1: Unless otherwise specified in the laws or regulations set by the competent authority, the Company shall handle stock administration affairs in accordance with the Company Act and the Regulations Governing the Administration of Shareholder Services of Public Companies.

Chapter III General Meeting of Shareholders

Article 9: The general meeting of shareholders may convene in regular sessions or special sessions. Regular sessions are usually convened by the board of directors once a year within 6 months after the end of a fiscal year. Special sessions may be convened at any time, as needed.

Article 9-1: Shareholders' meetings that are convened by the board of directors shall be chaired by the Chairman. If the Chairman is absent for any reason, the Chairman shall appoint one of the directors to act on his/her behalf. If no one is appointed, the remaining directors shall appoint one among themselves to perform the Chairman's duties on his/her behalf. Where an entitled third party other than the board of directors calls a shareholders' meeting, such party shall preside over the meeting. In case there are two or more entitled parties calling the shareholders' meeting, one of them shall be designated to preside over the meeting.

Article 10: If a shareholder cannot attend the shareholders' meeting in person, such shareholder may provide a proxy form stating the authorization scope to appoint a proxy to attend the meeting. The appointment of proxies for attending shareholders' meetings are subject to Articles 177 to 177-2 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" published by the competent authority.

Article 11: Each shareholder of the Company is entitled to one vote for each share held, except when the voting rights are restricted or the shares are considered non-voting shares under Article 179 of the Company Act.

After the Company goes public, in case the shares pledged by a director exceed half of the shares held thereby at the time the director is elected, the voting right of the excessive portion of the shares shall not be exercised and the excessive portion of the shares shall not be counted toward the number of voting rights represented by shareholders present at the meeting.

At a shareholders' meeting, the shareholders may execute their voting rights by correspondence or electronic means; when the voting rights are to be exercised by correspondence or electronic means, the means of exercising the voting rights shall be expressly provided in the notice of the shareholders' meeting.

Article 12: Resolutions at a shareholders' meeting shall, unless otherwise provided for in relative laws, be adopted by a majority vote of the shareholders present at the meeting who represent more than one-half of the total number of the issued shares.

Article 12-1: Resolutions adopted at a shareholders' meeting shall be recorded in the meeting minutes, which shall be affixed with the signature or seal of the chair of the shareholders' meeting and shall be distributed to all the shareholders of the Company within 20 days after the close of the meeting.
The distribution of the meeting minutes as required in the preceding paragraph may be effected by means of a public notice.
The meeting minutes shall include the date and place of the meeting, the name of the chair, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The meeting minutes, attendance list bearing the signatures of shareholders present at the meeting, and proxy forms shall be kept in the Company throughout the retention period specified in Article 183 of the Company Act.

Article 13: Deleted.

Chapter IV Board of Directors and Committees

Article 14: The Company shall have 9 directors with tenure of three years. The candidate nomination system is adopted as required by the Company Act. The directors are elected by shareholders from among the nominees listed in the roster of director candidates and may be assume a second term of office if reelected.

Article 14-1: After the Company goes public, the director seats as mentioned above shall include at least 3 independent directors, and the number of seats for independent directors shall constitute at least one-fifth of the total seats of directors.

The professional qualification, shareholding, restrictions on concurrent employment, methods of nomination and other matters for compliance for independent directors are subject to the requirements of the competent authority.

Independent directors and directors shall be elected at the same time, and the elected seats shall be counted separately.

When the number of independent directors falls below the required number due to the dismissal of any independent director for any reason, the Company shall hold a re-election of independent directors at the next shareholders' meeting. When all independent directors have been dismissed, the Company shall convene a special shareholders' meeting to hold a re-election of independent directors within 60 days from the date of occurrence.

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 amendment shall be subject to Article 172 of the Company Act, and the major part of the amendment shall be explained in the notice of the shareholders' meeting.

Article 15: The board of directors consists of directors. A chair shall be elected among the board members at a board meeting with the presence of at least two-thirds of the directors and the consent of a majority of the directors present at the meeting. The chair shall externally represent the Company. A vice chair shall be elected in the same manner.

Article 15-1: Unless otherwise specified in the Company Act, the resolutions of the board of directors may be adopted by a majority of directors present at a meeting with the presence of more than half of the total directors. Unless otherwise specified in related laws and regulations, a director that cannot attend a meeting may appoint another director to attend the meeting with a proxy form stating the authorization scope with reference to the subjects to be discussed at the meeting. Each director may be appointed by one director to act as the proxy thereof in the meeting.

- Directors attending a meeting through video conferencing shall be considered as attending the meeting in person.
- Article 15-2: The convention of board meetings shall be in compliance with Article 204 of the Company Act. However, in case of emergency, a board meeting may be convened at any time. The convention of board meetings as mentioned above may be effected with notice in writing or via e-mail or fax.
- Article 15-3: The Company establishes the Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act. The Audit Committee is comprised of all the independent directors.
The authorities required to be exercised by supervisors according to the Company Act, Securities and Exchange Act as well as other laws shall be exercised by the Audit Committee.
- Article 15-4: The Company establishes the Remuneration Committee, and the matters concerning the number of the committee members, term of office, authorities, and rules of the procedure for meetings for the Remuneration Committee shall be set separately in accordance with the Organization Rules of the Remuneration Committee.
- Article 16: In case the Chairman is on leave or unable to perform his/her duties for whatever reason, the substitution shall be duly handled in accordance with 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 directors shall serve for the remaining term of office of the predecessors. After the Company goes public, a 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 travel allowance for all directors based on individual participation in and contribution to the Company's operations and with reference to industry peers.
- Article 17-1: Deleted.
- Article 17-2: The Company shall take out directors liability insurance with respect to the liabilities resulting from exercising their duties during their term of office. The board of directors is authorized to determine the amount insured and insurance matters.

Chapter V Managers

- Article 18: The Company shall employ managers and their appointment, dismissal and remuneration shall be governed by Article 29 of the Company Act.

Chapter VI Accounting Policy

- Article 19: At the end of each fiscal year, the board of directors shall prepare the (1) business report, (2) financial statements, (3) motions for earnings distribution or loss offset, and related documents and submit them to the shareholders' meeting for ratification.
- 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.
The employees' remuneration as mentioned above may be paid in the form of shares or in cash to the employees of the Company's parents or subsidiaries, who meet certain specific requirements. The employees' and directors' remuneration

shall be distributed upon a resolution adopted by the majority of the present directors at a meeting attended by more than two-thirds of all the directors of the board and the distribution shall be reported to the shareholders' meeting.

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 (if any) less the amount of dividends to be distributed shall be added to undistributed earnings at the beginning of period and shall be proposed for distribution by the board of directors. Where the profit is to be distributed in the form of new shares, the motion shall be submitted to the shareholders' meeting for resolution.

The whole or part of the above mentioned profit, statutory reserve and capital reserve shall be distributed in cash upon a resolution made by the majority of the present directors at a meeting attended by more than two-thirds of all the directors of the board. The distribution shall be reported to the shareholders' meeting and needs not be submitted to the meeting for ratification.

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 stock dividends. However, for the type and percentage of the dividends to be distributed, the board of directors may, based on the overall business of the year and the status of the funds, adjust the percentage and adopt a resolution pursuant to the preceding article.

Chapter VII Additional Rules

Article 21: The Company may make direct investment and act as a guarantor for business purposes. Besides, the Company may become a shareholder of limited liability in other companies with the resolution of the board of directors, and the total amount of the Company's investments in such other companies is not subject to the restrictions imposed under Article 13 of the Company Act.

Article 22: Anything not covered by this Articles of Incorporation shall be governed by the Company Act and other applicable laws and regulations.

Article 22-1: The Company's Articles of Incorporation and enforcement rules are stipulated separately by the board of directors.

Article 23: The Articles of Incorporation was established 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 10, 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.
The 19th amendment was on November 4, 2021.

ADDcn Technology Co., Ltd

Chairman: Shih-Fang Liao

Appendix II. Procedures for Acquisition or Disposal of Assets

One. Purpose and Legal Basis:

To protect investors and implement information disclosure, the Operating Procedure is established in accordance with Article 36-1 of the Securities and Exchange Act and the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” developed by the Financial Supervisory Commission (hereinafter referred to as the FSC).

Two. Definitions:

- I. "Assets" as mentioned herein refer to the following:
 - (I) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interests in funds, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
 - (II) Real property (including land, houses and buildings, investment property, and construction inventory) and equipment.
 - (III) Memberships.
 - (IV) Patents, copyrights, trademarks, franchise rights, and other intangible assets.
 - (V) Right-of-use assets.
 - (VI) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
 - (VII) Derivatives.
 - (VIII) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with laws.
 - (IX) Other major assets.
- II. “Derivatives”, as mentioned herein, refer to forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variables; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The said “forward contracts” do not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
- III. “Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with laws”, as mentioned herein, refer to assets acquired or disposed of in connection with mergers, demergers or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act or other acts, or with transfer of shares from another company through issuance of new shares (hereinafter referred to as “transfer of shares”) under Article 156-3 of the Company Act.
- IV. “Related parties or subsidiaries”, as mentioned herein, shall be as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- V. “Professional appraisers”, as mentioned herein, refers to real property appraisers or other persons duly authorized by law to engage in the value appraisal of real property or equipment.
- VI. The “date of occurrence”, as mentioned herein, refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of board of directors’ resolutions, or other dates that can be used to confirm the counterpart and transaction amount (whichever is earlier); provided, for investment for which the approval of the competent authority is required, the earlier of the above-mentioned dates or the date of receipt of the approval by the competent authority shall apply.
- VII. “Investments in Mainland China”, as mentioned herein, refer to investments in Mainland China approved by the Investment Commission, Ministry of Economic Affairs or conducted

in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.

- VIII. The “most recent financial statements”, as mentioned herein, refer to the financial statements certified or reviewed by a certified public accountant (CPA) and disclosed according to the laws prior to the acquisition or disposal of assets of the Company.
- IX. The “10% of total assets”, as mentioned herein, is calculated based on the total assets stated in the most recent individual or separate financial statements prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Three. Assessment and Operating Procedures:

- I. Assessment of assets to be acquired: Before acquiring real property or equipment or the right-of-use assets thereof, the Company's units shall establish capital expenditure plans and perform feasibility assessment, and then the Management Division shall prepare capital expenditure budgets, implement the plans, and carry out control measures; before investments in securities, the implementation unit shall form an investment assessment team for feasibility assessment.
- II. Assessment of assets to be disposed of: Before disposing of real property or equipment or the right-of-use assets thereof, the Company's units shall submit projects for approval, in which the reason and method for the disposal shall be specified; investments in securities may be disposed of only after assessment by the implementation unit.
- III. Investments in securities shall be reasonably evaluated on a regular basis according to the generally accepted accounting principles and provisions for valuation losses on the investments shall be made as appropriate. All securities certificates shall be recorded by the finance unit and kept in safe deposit boxes.
- IV. For equity investments and bonds, the securities that the Company invests in shall be obtained within 30 days from the date the investee may issue shares or bonds pursuant to the Company Act; where the securities are obtained through transfer of the securities, the equity transfer procedure shall be carried out.
- V. The Company acquiring or disposing of securities shall, prior to the date of occurrence, obtain the financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the amount of the transaction reaches 20% or more of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a CPA prior to the date of occurrence 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 the Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (hereinafter referred to as the ARDF). However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by the regulations of the FSC.
- VI. Where the amount of the transaction for acquiring or disposing of intangible assets or their right-of-use assets or memberships reaches 20% or more of the paid-in capital or NT\$300 million or more, except in transactions with a government agency, the Company shall engage a CPA prior to the date of occurrence to render an opinion on the reasonableness of the transaction price. The CPA shall also comply with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF.
- VII. The calculation of the transaction amounts referred to in Paragraphs V and VI shall be made in accordance with Paragraph II of Article Seven, and the “preceding year” herein refers to the year preceding the date of occurrence of the current transaction. Items for which appraisal reports issued by professional appraisers or opinions from CPAs have been obtained need not be counted toward the transaction amount.

VIII. Where the Company acquires or disposes of assets through court auction procedures, the certifying documents issued by the court may be substituted for the appraisal reports or CPA opinions.

Four. Procedures for Determining Transaction Terms:

- I. Except for securities traded through court auction procedures or on centralized exchange markets or over-the-counter markets, the approval of the board of directors is required for the Company's acquisition or disposal of assets that are subject to the criteria for announcement and report under Article Seven hereof; in case of circumstances specified in Article 185 of the Company Act, such acquisition or disposal shall be first reported to the shareholders' meeting for approval.
- II. The Chairman may authorize the implementation units based on the authorities and substitution rules to acquire or dispose of securities traded on centralized exchange markets or over-the-counter markets and assets not subject to the criteria for announcement and report hereunder.
- III. The reference bases for determining the price of the aforesaid assets under different circumstances are shown below:
 - (I) The price of securities traded on centralized exchange markets or over-the-counter markets and to be acquired or disposed of shall be determined based on the current equity or bond prices.
 - (II) The price of securities not traded on centralized exchange markets or over-the-counter markets and to be acquired or disposed of shall be determined based on the book value per share, profitability, growth potential, market interest rates, bond coupon rates and the credit of debtors and with reference to the CPA's letter and the current trading price.
 - (III) The price of real property or equipment or the right-of-use assets thereof to be acquired or disposed of shall be determined based on the publicly announced current value, appraised value, and the final prices for neighboring real property. Where the real property or equipment or the right-of-use assets thereof are subject to the criteria for announcement and report hereunder, they shall be additionally appraised by professional appraisers.

Five. Implementation Units:

The Company's implementation unit for securities investments and real property or equipment or the right-of-use assets thereof is the Finance and Accounting Department and the Asset Management Department and relevant responsible units, respectively.

Six. Exclusion of Related Parties:

- I. Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the requirements of Article 5 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".
- II. If the Company is required to obtain appraisal reports from two or more professional appraisers, the professional appraisers or appraisal officers may not be related parties or de facto related parties to one another.

Seven. Information Disclosure:

- I. Where any of the following circumstances occurs, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence:

- (I) The Company intends to acquire or dispose of real property or its right-of-use assets from or to a related party or to acquire or dispose of assets other than the real property or its right-of-use assets from or to a related party and the transaction amount reaches 20% or more of the paid-in capital, 10% or more of the total assets, or NT\$300 million or more. However, 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.
 - (II) Mergers, demergers, acquisitions, or transfer of shares is conducted.
 - (III) Losses from derivatives trading reach the limit on aggregate losses or losses on individual contracts set out herein.
 - (IV) The amount of the transaction for acquiring or disposing of equipment or its right-of-use assets for business use from or to a non-related party reaches NT\$500 million or more.
 - (V) The Company expects to invest NT\$500 million or more in the transaction for acquiring real property from a non-related party by engaging others to build on its own land or on rented land or by means of joint construction with housing unit allocation, joint construction with profit allocation, or joint construction with ownership allocation.
 - (VI) The amount of an asset transaction other than those referred to in (I)~(V), the disposition of claims by a financial institution or an investment in Mainland China amounts to 20% or more of the paid-in capital or NT\$300 million. However, this does not apply to the following circumstances:
 - 1. Trading of domestic government bonds.
 - 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- II. The amount of the transactions mentioned above shall be calculated as follows:
- (I) The amount of each transaction.
 - (II) The cumulative transaction amount for acquisition and disposal of the same type of underlying assets from or to the same counterparty within the preceding year.
 - (III) The cumulative transaction amount for acquisition and disposal (respectively) of real property or its right-of-use assets in the same development project within the preceding year.
 - (IV) The cumulative transaction amount for acquisition and disposal (respectively) of the same securities within the preceding year.
 - (V) The “preceding year” as used in Subparagraphs II to IV refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Operating Procedure need not be counted toward the transaction amount.
- III. The Company shall enter the information on the engagement of the Company and the subsidiaries thereof that are not domestic public companies in derivative trading up to the end of the preceding month in the prescribed format on the FSC’s designated website by the 10th day of each month.
- IV. Where the Company is required to fix an error or omission (if any) in items that shall be, and have been, publicly announced in accordance with the regulations, all the items shall be publicly announced and reported again within 2 days counting inclusively from the date of being aware of such error or omission.
- V. All the contracts, meeting minutes, log books, appraisal reports, and the opinions of CPAs, attorneys and securities underwriters for the acquisition or disposal of assets shall be kept at the Company and retained at least for 5 years, unless otherwise specified.
- VI. In case of any of the following circumstances with respect to transactions that have been publicly announced and reported by the Company in accordance with the regulations, the relevant information shall be publicly announced and reported on the FSC’s designated website within 2 days counting inclusively from the date of occurrence:

- (I) There is any change in the contract signed for the transaction or the contract is terminated or rescinded.
- (II) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
- (III) There is any change in the originally publicly announced and reported information.

Eight. Related Party Transactions:

- I. When the amount of the transaction for acquiring or disposing of assets from or to a related party reaches 10% or more of the Company's total assets, in addition to adopting relevant resolutions and assessing the reasonableness of the transaction terms in accordance with Paragraphs V to VII of Article Three, Article Twelves, and the Article, the Company shall obtain an appraisal report from a professional appraiser or a CPA's opinion according to Paragraphs V to VII of Article Three and Article Twelves. In addition, when judging whether a counterparty is a related party, in addition to the formality, the substance of the relationship shall also be considered.

The calculation of the transaction amounts shall be made in accordance with Paragraph II of Article Seven herein. Items for which appraisal reports issued by professional appraisers or opinions from CPAs have been obtained need not be counted toward the transaction amount.

- II. When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a related party or to acquire or dispose of assets other than the real property or its right-of-use assets from or to a related party and the transaction amount reaches 20% or more of the paid-in capital, 10% or more of the 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 the transaction contract or make a payment until the following matters are submitted to and approved by the Audit Committee and recognized by the board of directors:

- (I) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
- (II) The reason for choosing the related party as the counterparty.
- (III) With respect to the acquisition of real property or its right-of-use assets from a related party, information regarding the assessment of the reasonableness of the preliminary transaction terms in accordance with Paragraphs III and IV of the Article.
- (IV) The date on which and price at which the related party originally acquired the real property, original counterparty, and the counterparty's relationship with the Company and the related party.
- (V) Monthly cash flow forecasts for the year commencing from the month in which the contract is expected to be signed, and the assessment of the necessity of the transaction and the reasonableness of the funds utilization.
- (VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.
- (VII) Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amounts shall be made in accordance with Paragraph II of Article Seven. Items that have been approved by the Audit Committee and recognized by the board of directors need not be counted toward the transaction amount.

With respect to the following transactions to be conducted between the Company and its subsidiaries or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, the board of directors may authorize the Chairman to make decisions on such transactions when the amount of the transaction is below a certain threshold and have the decisions subsequently submitted to the next board of directors' meeting for ratification:

- (I) Acquisition or disposal of equipment or its right-of-use assets for business use.
- (II) Acquisition or disposal of real property right-of-use assets for business use.

When a matter is submitted to the board of directors for discussion pursuant to Subparagraph I herein, 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.

- III. The reasonableness of the transaction cost for acquiring real property or its right-of-use assets from a related party shall be assessed using the following methods (Where land and structures thereupon are combined as a single property to be purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed below.):
 - (I) The necessary funding interest cost and the cost to be duly borne by the buyer shall be added to the related party's transaction price. The said "necessary funding interest cost" is imputed based on the weighted average interest rate on the loans in the year the Company purchases the property; provided, such interest rate shall not be higher than the maximum lending interest rate for non-financial industries announced by the Ministry of Finance.
 - (II) Where the related party has taken out a mortgage on the property with a financial institution, the total loan value of the property appraised by the financial institution shall be used for the assessment; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the property's total loan value appraised and one year or longer has elapsed from the loan disbursement date. However, this shall not apply where the financial institution is a related party to one of the counterparties.
- IV. For acquiring real property or its right-of-use assets from a related party, in addition to appraising the costs for the real property or its right-of-use assets pursuant to the preceding paragraph, the Company shall engage a CPA to check the appraisal review and render a specific opinion.
- V. In case of any of the following circumstances with respect to the acquisition of real property or its right-of-use assets from a relation party, the requirements in Paragraph II shall apply, and the requirements of Paragraphs III and IV do not apply:
 - (I) The related party received the real property or its right-of-use assets through inheritance or as a gift.
 - (II) More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or its right-of-use assets to the signing date for the current transaction.
 - (III) The real property is acquired by signing a joint construction contract with the related party, or by engaging the related party to build real property, either on the Company's own land or on rented land.
 - (IV) The real property right-of-use assets for business use are acquired by the Company from its subsidiaries or vice versa, or by one of its subsidiaries from another of its subsidiaries or vice versa, in which the Company directly or indirectly holds 100% of the issued shares or authorized capital.
- VI. When the cost for real property or its right-of-use assets to be acquired from a related party, which is appraised in accordance with Paragraph III of the Article, is lower than the transaction price, the requirements in Paragraph VII shall apply. However, in case of the following circumstances, this restriction shall not apply, provided that objective evidence has been submitted and specific opinions on reasonableness from a professional real property appraiser and a CPA have been obtained:
 - (I) The related party acquired undeveloped land or leased land for development, and proof of compliance with one of the following conditions may be submitted:
 - 1. The sum of the cost for the undeveloped land appraised in accordance with the means specified in Paragraph III and the cost for the structures appraised based on the related party's construction cost plus reasonable construction profits are in

excess of the actual transaction price. The said “reasonable construction profit” shall be the lower of the average gross operating profit margin of the related party’s construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance.

2. Completed transactions by unrelated parties involving other floors of the property or properties or land with a similar size in neighboring areas within the preceding year have transaction terms that are considered similar to those for the property based on the reasonable price differences due to different floors or areas in the real estate or leasing practices.

(II) The Company provides evidence that the transaction terms for purchasing real property or obtaining the right-of-use assets of real property through leasing from a related party are similar to those for completed transactions by unrelated parties involving properties with a similar size in neighboring areas within the preceding year.

(III) The completed transactions in neighboring areas referred to in (I) and (II) refer to transactions involving properties in the same or neighboring block and within a 500-meter radius of the property or involving properties having a similar publicly announced current value; “with a similar size” means that the area of the properties in the completed transactions by unrelated parties is not less than 50% of the area of the property; the said “preceding year” refers to the year preceding the date of occurrence of the acquisition of the real property or its right-of-use assets.

VII. Where the cost for the real property or its right-of-use assets to be acquired from a related party, which is appraised in accordance with Paragraphs III to VI of the Article, is lower than the transaction price, the following steps shall be taken:

(I) The Company shall set aside a special reserve for the difference between the transaction price of real property or its right-of-use assets and the appraised cost in accordance with Paragraph 1, Article 41 of the Securities and Exchange Act and shall not distribute or use the special reserve for capital increase or allotment of shares. Where a public company uses the equity method to account for its investment in the Company, a special reserve shall be set aside based on the percentage of shares held by the public company in the Company as required under Paragraph 1, Article 41 of the Securities and Exchange Act. The special reserve set aside pursuant to the preceding requirement may not be used until losses from devaluation or disposal of the assets purchased or leased at a high price have been recognized, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

(II) The Audit Committee shall comply with Article 218 of the Company Act.

(III) Actions taken pursuant to (I) and (II) shall be reported to the shareholders’ meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

Nine. Investment Scope and Limit:

In addition to acquiring assets for business use, the Company may invest in or purchase real property and its right-of-use assets or securities not for business use, and the relevant limits are as follows:

I. For the Company:

(I) The total amount of real property and its right-of-use assets acquired not for business use shall not exceed 30% of the Company’s net worth.

(II) The total amount of investments in securities shall not exceed 100% of the Company’s net worth.

- (III) The amount of investments in individual securities shall not exceed 50% of the Company's net worth.
 - II. For subsidiaries that are investment companies:
 - (I) The total amount of real property and its right-of-use assets acquired not for business use shall not exceed 50% of the subsidiary's net worth.
 - (II) The total amount of investments in securities shall not exceed 200% of the subsidiary's net worth.
 - (III) The amount of investments in individual securities shall not exceed 200% of the subsidiary's net worth.
 - III. For subsidiaries that are not investment companies:
 - (I) The total amount of real property and its right-of-use assets acquired not for business use shall not exceed 60% of the subsidiary's net worth.
 - (II) The total amount of investments in securities shall not exceed 60% of the subsidiary's net worth.
 - (III) The amount of investments in individual securities shall not exceed 20% of the subsidiary's net worth.
- Ten. Engagement in Derivative Trading:
- I. Transaction principles and guidelines:
 - (I) Types of transactions: The Company engages in the trading of derivatives, which refer to transaction contracts, including forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variables; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The said "forward contracts" do not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
 - (II) Management and hedging strategies: The Company engages in derivatives trading for the purpose of hedging, chooses products that can avoid the risk generated from the Company's business, and selects counterparts who are banks having business relationships with the Company, if possible, to avoid the credit risk.
 - (III) Delegation of responsibilities:
 - 1. Finance unit:
 - Collecting opinions about market information from financial advisors, identifying trends and risks, being familiar with financial products, related laws and regulations, and investment techniques, and conducting transactions based on the instructions of the responsible manager and authorized positions, in order to avoid risks generated due to market price volatility.
 - Performing periodic assessments.
 - Making announcements and reports regularly.
 - 2. Accounting unit:
 - Keeping the books and preparing financial statements according to the accepted accounting principles.
 - 3. Audit department:
 According to the regulations, auditors may perform audits for personnel engaging in trading and request a review of relevant documents, are responsible for the measurement, monitoring and control of risks, and may make reports in writing.
 - (IV) Performance evaluation guidelines:
 - 1. Hedging transactions:

- Gains or losses with respect to the exchange rate costs on the Company's books and derivative trading engaged in are used as the basis for performance evaluation.
 - Gains or losses are assessed using the monthly valuation method.
- 2. Specific purpose transactions: Gains or losses actually incurred are used as the basis for performance evaluation.
- (V) Transaction limits:
 1. Total contract amount: The Company's total contract amount for derivative trading shall not exceed 30% of the paid-in capital.
 2. Specific purpose transactions: Based on the forecasts of market changes, the finance unit may, as needed, formulate strategies and shall make reports to the general manager and chairman for approval before conducting such transactions.
- (VI) Loss limits: The Company's total amount of losses from derivative trading shall not exceed 3% of the total amount of the investments; the amount of losses from individual contracts shall also not exceed 50% of the contract amount.
- (VII) Matters related to margin trading shall also be subject to the requirements under the Article.
- II. Risk management measures:
 - (I) Risk management scope:
 1. For credit risk: The counterparts are limited to banks having business relationships with the Company and being able to provide expertise and information.
 2. For market risk: The Company primarily engages in OTC trading through banks and currently takes no account of futures markets.
 3. For liquidity: To ensure the liquidity, the Company's bank counterparts must possess sufficient equipment as well as adequate information processing and trading capacities and have access to any markets for trading.
 4. For operations: The authority limit and operating procedures must be thoroughly followed.
 5. For legal risks: All documents to be signed with banks shall be reviewed by the department of legal affairs in advance to avoid legal risks.
 6. For commodity risk: Internal trading personnel shall be equipped with complete and correct professional knowledge on financial commodities, and shall request banks to disclose risks in order to prevent the risk of misuse of financial commodities.
 - (II) Personnel engaging in derivatives trading shall not concurrently act as the personnel responsible for other operations such as confirmation and settlement.
 - (III) Risk measurement, monitoring and control personnel shall be assigned to a department different from those to which the trading personnel and the personnel responsible for other operations such as confirmation and settlement are assigned and shall report to the board of directors or senior management personnel with no responsibility for trading or position decision-making.
 - (IV) The positions held in the derivatives shall be evaluated at least once a week. However, hedging transactions needed for the business shall be evaluated at least twice a month. The evaluation report shall be submitted to the senior management personnel authorized by the board of directors.
 - (V) Other important risk management measures.
- III. The board of directors shall thoroughly supervise and manage the Company's engagement in derivative trading in accordance with the following principles:
 - (I) Designating senior management personnel to pay continuous attention to the monitoring and control of derivative trading risks.

- (II) Periodically assessing whether the performance of the derivatives is in line with the predefined management strategies and whether the risk borne is within the acceptable range of the Company.
- (III) Imposing penalties on personnel violating the Operating Procedure.
- IV. The senior management personnel authorized by the board of directors shall manage derivative trading in accordance with the following principles:
 - (I) Periodically assessing whether the risk management measures currently adopted are appropriate and properly handling matters according to the procedures for handling derivative trading stipulated by the Company.
 - (II) Supervising trading and the status of profits and losses and, in case of abnormal circumstances, adopting necessary countermeasures and making a report to the board of directors immediately, in which case the independent directors shall be present at the meeting and express their opinions.
- V. The derivative transactions conducted by relevant personnel authorized by the Company pursuant to the derivative trading regulations shall be reported to the most recent board of directors' meeting afterwards.
- VI. The Company shall establish a log book for derivative trading and record in detail the type and amount of the derivative transactions, dates on which the approval of board of directors is obtained, and the matters required to be carefully evaluated under II (IV), III (II), and IV (I) of the Article in the log book for reference.
- VII. Internal audit system: The Company's internal audit personnel shall check the suitability of internal control of derivative transactions periodically and audit monthly the compliance of the trading departments with the procedures for engaging in derivatives trading to make an audit report. If any material violation is found, the Audit Committee shall be notified in writing.

Eleven. Mergers, Demergers, Acquisitions, and Transfer of Shares:

- I. When conducting a merger, demerger, acquisition, or transfer of shares, the Company shall, prior to convening a board of directors' meeting to resolve on the matter, engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors' meeting for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100% of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100% of the respective subsidiaries' issued shares or authorized capital.
- II. The Company shall prepare a public report detailing important contractual content and matters relevant to the merger, demerger, or acquisition to shareholders prior to the shareholders' meeting and include it along with the expert's opinion referred to in the preceding paragraph when sending the shareholders notification of the shareholders' meeting for reference in deciding whether to approve the merger, demerger, or acquisition; provided, where the provisions of another act exempt the Company from convening a shareholders' meeting to resolve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders' meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restrictions, or the motion is rejected by the shareholders' meeting, such companies shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.
- III. When participating in a merger, demerger, or acquisition, the Company shall convene a board of directors' meeting and shareholders' meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise

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

When participating in a merger, demerger, acquisition, or transfer of shares, the Company shall prepare a full written record of the following information and retain it for five years for reference:

- (I) Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of shares prior to disclosure of the information.
 - (II) Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors' meeting.
 - (III) Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors' meetings.
- IV. The Company shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, in the prescribed format and via the Internet-based information system, report the information set out in Items I and II, Subparagraph III of Paragraph III to the competent authority for recordation.
- V. Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is either not listed on an exchange or has its shares traded on an OTC market, the Company shall sign an agreement with such company and abide by the provisions of Paragraph III and Paragraph IV.
- VI. Every person participating in or privy to the plan for a merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and shall not disclose the content of the plan prior to public disclosure of the information and shall also not trade, in their own name or under the name of another person, in any stock or other equity securities of any company related to the plan for the merger, demerger, acquisition, or transfer of shares.
- VII. The share exchange ratio or acquisition price shall not be altered arbitrarily unless there is any of the below-listed circumstances, and the circumstances permitting the alteration shall be stipulated in the contract for the merger, demerger, acquisition, or transfer of shares:
- (I) Cash capital increase, issuance of convertible corporate bonds, issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock options, or other equity securities.
 - (II) An action, such as a disposal of major assets, that affects the Company's financial operations.
 - (III) An event, such as a major disaster or major change in technology, that affects the shareholders' equity or share price.
 - (IV) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares buys back treasury stock.
 - (V) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - (VI) Other terms/conditions stipulated in the contract that permit the alteration and that have been publicly disclosed.
- VIII. The contract for participation in a merger, demerger, acquisition, or of shares shall specify relevant rights and obligations as well as the following particulars:
- (I) Handling of breach of contract.
 - (II) Principles for the handling of equity securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.

- (III) The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 - (IV) The manner of handling changes in the number of participating entities or companies.
 - (V) Preliminary progress schedule for plan execution, and anticipated completion date.
 - (VI) Scheduled date for convening the legally mandated shareholders' meeting if the plan has not been completed after the deadline, and relevant handling procedures.
- IX. After public disclosure of the information about the Company's participation in a merger, demerger, acquisition, or transfer of shares, if the Company intends to further carry out a merger, demerger, acquisition, or share transfer with another company, the Company shall perform again the procedures or legal actions that had been completed for the original merger, demerger, acquisition, or share transfer, unless the number of the participating companies is decreased and the Company's shareholders meeting has adopted a resolution to authorize the board of directors to alter the limits of authority, in which case the Company may be exempted from calling another shareholders meeting for resolution.
- X. Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with such company and abide by the provisions of Paragraphs III to VI and Paragraph IX of the Article.

Twelves. Appraisal Reports of Real Property or Equipment or the Right-of-use Assets Thereof to Be Acquired or Disposed of:

Where the transaction amount for acquiring or disposing of real property or equipment or the right-of-use assets thereof that shall be announced or reported reaches 20% or more of the Company's paid-in capital or NT\$300 million or more, the Company shall obtain an appraisal report prior to the date of occurrence from a professional appraiser and comply with the following provisions, unless the Company trades with a domestic government agency, engages others to build on its own land or on rented land, or acquires or disposes of equipment or its right-of-use assets for business use:

- I. Where it is necessary to use a limited price, specified price, or special price as a reference basis for the transaction price due to special circumstances, the transaction shall be submitted to the board of directors for approval in advance; the same procedure shall also be conducted whenever there is any subsequent change to the transaction terms.
- II. Where the transaction amount reaches NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- III. 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 the Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - (一) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
 - (二) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
- IV. 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.

The calculation of the transaction amounts shall be made in accordance with Paragraph II of Article Seven herein. Items for which appraisal reports issued by professional appraisers or opinions from CPAs have been obtained need not be counted toward the transaction amount.

Thirteen. Other Matters:

- I. When a subsidiary that the Company invests in and that is not a domestic public company acquires or disposes of assets that are subject to the criteria for announcement and report, the subsidiary shall notify the Company in order for the Company to make such announcement and report on behalf thereof. The “paid-in capital or total assets”, as used in the criteria for announcement and report for subsidiaries, shall be the paid-in capital and total assets of the Company.
- II. When a subsidiary that the Company invests in acquires or disposes of assets, the subsidiary shall establish a “procedure for acquisition or disposal of assets” and submit it to the shareholders’ meeting thereof after it is approved by the board of directors. The same shall apply to the amendments of the procedure. The Company shall see to it that its subsidiaries establish and inspect the procedures for acquisition or disposal of assets in compliance with relevant guidelines. The Company’s internal audit department shall review the subsidiaries’ self-inspection reports and follow up improvements in abnormalities.
- III. When acquiring or disposing of assets subject to the criteria for announcement and report in the Operating Procedure from or to a de facto related party, the content announced shall be disclosed in the notes to financial statements and reported to the shareholders’ meeting.
- IV. The Company may give warnings or demerits to relevant personnel violating the Operating Procedure and related laws and regulations, demote them, suspend them, cut their pay or impose other penalties on them depending on the severity of the violation and shall review such violation.
- V. Matters that are not specified in the Operating Procedure shall be handled in accordance with relevant laws and regulations and the Company’s related rules. Where the competent authority amends the letter originally issued thereby for procedures for acquisition or disposal of assets, the Company shall comply with the regulations under the new letter.
- VI. The Company makes a commitment not to give up on capital increases for ADDCN TECHNOLOGY (SAMOA) CO., LTD. in the future and ADDCN TECHNOLOGY (SAMOA) CO., LTD. will also not give up on capital increases for ADDCN Technology (Shenzhen) Co., Ltd. in the future. Where any of such companies needs to give up on capital increases for the aforesaid companies or to dispose of the aforesaid companies due to strategic alliance or other factors as approved by the Taipei Exchange, a special resolution adopted by the board of directors is required.

Fourteen. Implementation and Amendment:

- I. The establishment of the Operating Procedure shall be approved by more than half of all members of the Audit Committee and reported to the shareholders’ meeting for approval after being submitted to and approved by the board of directors. The same shall apply to the amendments of the Operating Procedure. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director’s dissenting opinion to the Audit Committee.
- II. Where the approval of more than one-half of all members of the Audit Committee cannot be obtained, as prescribed in the preceding paragraph, the approval of more than two-thirds of all directors shall be obtained, and the meeting minutes of the board of directors’ meeting shall specify the resolution of the Audit Committee.
- III. “All Audit Committee members” mentioned in the preceding two paragraphs and “all directors” mentioned in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

- IV. When a matter is submitted to the board of directors for discussion pursuant to Paragraph I herein, 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.
- V. Matters that are not specified herein shall be handled in accordance with relevant laws and regulations.

Appendix III. Rules of Procedure for Shareholders' Meetings

I. Purpose:

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

II. Scope of Application:

The rules of procedures for the shareholders' meetings of the Company, unless otherwise provided by laws, regulations, or the Articles of Incorporation, shall be subject to these Rules.

III. Responsibility:

- (I) The board of directors of the Company authorized the President's Office as the unit in charge of shareholders' meeting-related matters.
- (II) The unit for shareholders' meetings is responsible for informing the shareholders of the shareholders' meetings and preparing meeting materials for the shareholders' meetings.

IV. Shareholders' meetings - convening and notices:

- (I) Unless otherwise provided by laws or regulations, the Company's shareholders' meetings shall be convened by the board of directors.
- (II) The Company shall prepare the electronic version of the meeting notice, proxy form, and information on motions to be ratified, discussions, election or dismissal of directors, and other motions and their causes and upload the aforementioned information to the MOPS 30 days before a regular shareholders' meeting or 15 days prior to a special shareholders' meeting.
- (III) In addition, the Company shall prepare the parliamentary procedure handbook and supplementary meeting materials in electronic version and upload them to the MOPS 21 days before a regular shareholders' meeting or 15 days prior to a special shareholders' meeting.
- (IV) The Company shall prepare the hard copies of the parliamentary procedure handbook and supplementary meeting materials and make these materials available at the offices of the Company and the professional share registration agent commissioned by the Company 15 days before a shareholders' meeting, and distribute the materials at the site of the meeting.
- (V) The notice and announcement shall contain information on the cause for convening a shareholders' meeting and may be made in electronic form at the consent of the respondents.
- (VI) Motions on the election or dismissal of directors, alteration of the Articles of Incorporation, capital reduction, application for ceasing the Company's status as a public company, approval for directors to engage in competing operations, surplus profits distributed in the form of new shares, reserves distributed in the form of new shares, the dissolution, merger, demerger of the Company, or anything as stated in Paragraph 1, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be briefly explained in the cause for convening a shareholders' meeting and cannot be proposed as Motions.
- (VII) Where the overall reelection of directors along with the date for assuming office has been specified in the cause for convening a shareholders' meeting, such date shall not be changed by proposing an impromptu motion or through other methods at the same meeting after the reelection at the shareholders' meeting.
- (VIII) The Company shall specify in the notice of a shareholders' meeting the time during which shareholder attendance registrations will be accepted, the place for shareholders to register for attendance and other matters for attention.
- (IX) 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.

- V. Appointment of proxies for attending shareholders' meetings and authorization:
- (I) 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 authorization scope.
 - (II) A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company before 5 days before the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to revoke the proxy appointment.
 - (III) If the shareholder intends to attend the meeting in person or to exercise his/her/its voting right by correspondence or electronic means instead after a proxy form has been delivered to the Company, a written notice of appointment revocation shall be submitted to the Company 2 days before the meeting date. If the revocation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
- VI. Calculation of the number of shares represented by the participating shareholders and the meeting:
- (I) The calculation of the attendance at shareholders' meetings shall be based on the numbers of shares. The number of shares represented by the shareholders present at the meeting shall be calculated based on the number of shares indicated on the attendance book or the submitted sign-in cards, added with the number of shares with voting rights that are exercised by correspondence or electronic means.
 - (II) The chair shall call the meeting to order at the appointed meeting time and announce the number of shares without voting rights and the number of shares represented by shareholders present at the meeting.
 - (III) However, when the attending shareholders do not represent a majority of the total number of the issued shares, the chair may announce a postponement of the commencement of the meeting. The postponements shall be limited to twice and shall not exceed cumulatively an hour. In the event that after two postponements, the number of shares represented by the present shareholders is still less than one-third of the total number of the issued shares, the chair may announce the adjournment of the meeting.
 - (IV) If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all the shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.
 - (V) If the attending shareholders before the end of the meeting represent a majority of the total issued shares, the chair may re-propose the tentative resolution for voting at the meeting in accordance with Article 174 of the Company Act.
- VII. Shareholder attendance registration:
- (I) The Company shall have a place for shareholders to register for attendance and prepare an attendance book.
 - 1. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations.
 - 2. The attendance book is for attending shareholders to sign. The attending shareholders may hand in a sign-in card in lieu of signing in.
 - (II) The Company shall provide the attending shareholders with the parliamentary procedure handbook, annual report, attendance card, speaker's slips, voting slips and other meeting materials, as well as the election ballots if directors are to be elected at the meeting.
 - (III) Shareholders and their proxies (hereinafter collectively referred to as "shareholders") shall attend shareholders' meetings with their attendance cards, sign-in cards, or other certificates of attendance. The Company shall not arbitrarily add requirements for other documents beyond those showing eligibility for attendance by shareholders. Solicitors soliciting proxy forms shall also bring their identification documents for verification.

- (IV) Where the government or a corporate is a shareholder, more than one representative may be assigned to attend the meeting. Where a corporate shareholder is appointed as a proxy to attend a shareholders' meeting, such shareholder may appoint only one representative to the meeting.

VIII. The chair and participants of the meeting:

- (I) If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or unable to perform his/her duties for whatever reason, 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 unable to perform his/her duties for whatever reason, the Chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.
- (II) When a managing director or a director serves as chair, 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 shall be true for a representative of a corporate director that serves as chair.
- (III) It is advisable that shareholders' meetings convened by the board of directors be chaired by the Chairman in person and attended by a majority of the directors (including one independent director), the convener of the Audit Committee and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.
- (IV) If a shareholders' meeting is convened by an entitled party other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
- (V) The Company may appoint the retained attorney(s), certified public accountant(s) or relevant personnel to participate in a shareholders' meeting.

IX. Meeting procedure:

- (I) 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 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.
- (II) The provisions of the preceding paragraph apply mutatis mutandis to shareholders' meetings convened by an entitled party other than the board of directors.
- (III) The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two arranged paragraphs (including Motions). If the chair 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 chair the meeting.
- (IV) The chair shall grant adequate opportunities for clarification and discussion on an amendment or Motions posed by a shareholder. If a motion in discussion is considered ready for balloting, the chair may discontinue the discussion and have the motion put to vote and shall ensure sufficient time for voting.
- (V) Where directors are to be elected at a shareholders' meeting, the election shall be duly conducted in accordance with relevant election regulations of the Company. The result of the election, including the names of elected directors, number of votes with which they were elected, names of directors not elected, and number of votes they received, shall be announced on-the-spot.
- (VI) 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. If, however, a shareholder files a

lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

X. Notices for proceeding the meeting:

- (I) When a meeting is in progress, the chair may announce a break as appropriate. In the event of force majeure, the chair may suspend the meeting and announce a time at which the meeting will resumed depending on the circumstances.
- (II) The Company shall record the audio and video of the attendance registration of the shareholders since the start of the registration, the process of the meeting and the voting and vote counting process uninterruptedly.
- (III) The video and audio recording as mentioned in the preceding paragraph shall be kept at least for one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
- (IV) Vote monitoring and counting personnel for the voting on motions shall be appointed by the chair, provided that the vote monitoring personnel shall be the shareholders of the Company.
- (V) The ballots in the voting or election process at a shareholders' meeting shall be counted in an open manner inside the venue and the voting result shall be announced on-the-spot immediately after the vote counting is completed, including the statistics for the voting rights which shall be converted into written records.
- (VI) According to Article 182 of the Company Act, the shareholders' meeting may resolve to postpone the meeting to the extent of 5 days or to continue the process of the meeting.

XI. Speaking of attending shareholders:

- (I) Before taking the floor, an attending shareholder must specify on a speaker's slip his/her/its shareholder account number (or attendance card number), account name and the subject of his/her/its speech. The order in which shareholders take the floor shall be set by the chair.
- (II) An attending shareholder who has submitted a speaker's slip and has not taken the floor shall be considered as not having done so. When the content of the speech does not correspond to the subject on the speaker's slip, the spoken content shall prevail.
- (III) When an attending shareholder has the floor, all other shareholders shall not interfere without the consent of the chair or the shareholder having the floor. The chair shall terminate the interference.
- (IV) Except with the consent of the chair, an attending shareholder may neither have the floor more than twice on the same motion nor speak for more than 5 minutes each time. Where a shareholder speaks in contravention of the rules or beyond the scope of the subject, the chair may stop the speaker from speaking.
- (V) When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may have the floor on the same motion.
- (VI) After a present shareholder completes his/her/its speech, the chair may respond either in person or through a relevant person designated.
- (VII) Where loudspeakers are equipped at the venue of the shareholders' meeting, the chair shall stop any speech delivered by shareholders not using the equipment installed by the Company.

XII. Shareholders holding one percent (1%) or more of the total number of the issued shares may propose a motion at a regular shareholders' meeting:

Shareholders holding 1% or more of the total number of the issued shares may propose a motion at a regular shareholders' meeting 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.

XIII. Principles for venue and time of shareholders' meetings:

- (I) The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for holding the shareholders' meeting. The meeting shall not begin earlier than 9 a.m. and later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the venue and time of the meeting.

- (II) In the event that the venue for a shareholders' meeting is no longer available for use before all the motions (including Motions) on the meeting agenda have been completed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

XIV. Voting on motions:

- (I) A shareholder shall be entitled to one vote for each share held, except when the shares are restricted or deemed non-voting shares under Paragraph 2, Article 179 of the Company Act.
- (II) The shareholders of the Company may exercise their voting rights by electronic means and correspondence at shareholders' meetings; when the voting rights are to be exercised by correspondence or electronic means, the means of exercising the voting rights shall be expressly provided in the notice of the shareholders' meeting.
- (III) Shareholders who exercises their voting rights at a shareholders' meeting by correspondence or electronic means as set forth in the preceding paragraph shall be considered as having attended the shareholders' meeting in person, and however, they shall be treated as having waived their voting rights in respect of any impromptu motion(s) and/or the amendment(s) to the contents of the original motion(s) at the said shareholders' meeting.
- (IV) In case a shareholder exercise his/her/its voting right by correspondence or electronic means as specified in the preceding two paragraphs, his/her/its declaration of intention shall be served to the Company 2 days prior to 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, unless a declaration is made to revoke the intention.
- (V) In case a shareholder who has exercised his/her/its voting right by correspondence or electronic means intends to attend the shareholders' meeting in person, the shareholder shall, 2 days prior to the meeting date, serve a separate declaration of intention to rescind the previous declaration of intention made in exercising the voting right under the preceding paragraph in the same manner previously used in exercising the voting right. In the absence of a timely rescission of the previous declaration of intention, the voting right exercised by correspondence or electronic means shall prevail. In case a shareholder has exercised his/her/its voting right by correspondence or electronic means and also authorized a proxy to attend the shareholders' meeting on his/her/its behalf, the voting right exercised by the authorized proxy for the said shareholder shall prevail.
- (VI) Unless otherwise provided for in the Company Act and the Articles of Incorporation, the decision of a motion shall be resolved by more than half of the voting rights of the shareholders present at the meeting. At the time of voting on each motion, the chair or the person designated thereby shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each motion, including the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.
- (VII) When there is an amendment or an alternative to a motion, the chair shall present the amended or alternative motion together with the original motion and decide the order in which they will be put to a vote. When any one among them is passed, the other motions will then be deemed rejected, and no further voting shall be required.

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

- (I) For voting at shareholders' meetings, the number of shares shall be used as the calculation basis.
- (II) Shares held by shareholders having no voting right shall not be counted toward the total number of the issued shares while adopting a resolution at a shareholders' meeting.
- (III) A shareholder who has a personal interest in an item under discussion at a meeting, which may impair the interest of the Company, shall neither vote nor exercise the voting right of another shareholder on behalf thereof.
- (IV) The number of non-voting shares mentioned in the preceding paragraph shall not be counted toward the number of the voting rights of the shareholders present at the meeting.

- (V) Except for trust enterprises or share registration agents approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting rights represented thereby shall not exceed 3% of the total number of the voting shares, otherwise, the excessive voting rights shall not be counted.
- XVI. Meeting minutes and particulars to be signed:
 - (I) Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chair of the meeting and distributed to all the shareholders of the Company within 20 days after the close of the meeting. The minutes may be prepared and distributed by electronic means.
 - (II) The distribution of the meeting minutes as required in the preceding paragraph may be effected by means of a public notice.
 - (III) The meeting minutes shall record faithfully the date and place of the meeting, the name of the chair, the method of adopting resolutions, a summary of the essential points of the proceedings, and voting results (including the statistics for the voting rights). Where directors are elected at the shareholders' meeting, the number of votes received by them shall be disclosed. The minutes shall be kept persistently throughout the life of the Company.
- XVII. Maintaining order at the meeting:
 - (I) Staff handling the administrative affairs of shareholders' meetings shall wear ID cards or badges.
 - (II) The chair may instruct the marshals (or security guards) to maintain order of the meeting. When the marshals (or security guards) help maintain order at the meeting, they shall wear armbands bearing marked "Marshal."
 - (III) Shareholders (proxies) shall follow the instructions of the chair and marshals (or security guards) for keeping order. Where any shareholder fails to obey the instructions of the chair and obstructs the progress of the meeting in disregard of dissuasion, the shareholder shall be escorted away from the meeting venue by the marshals or security guards on the instruction of the chair.
- XVIII. Implementation and amendment:
 - (I) Matters that are not covered in these Rules shall be governed by the Company Act and relevant laws and regulations.
 - (II) These Rules, and any amendments hereto, shall be implemented after adoption thereof at the shareholders' meeting.

Appendix IV. Shareholding of All Directors

The paid-in capital of the Company is NT\$507,985,000 and 50,798,500 shares are issued.

- I. Pursuant to the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies,” the minimum shares held by the directors of the Company shall be 4,063,880 shares. The total shares held by the directors of the Company are in compliance with the regulations.
- II. As of April 17, 2022, the last day for share transfer registration for the general shareholders’ meeting, the number of shares held by individual and all directors on the shareholders’ roster is shown as follow:

Title	Name	Number of shares held	Shareholding ratio
Chairman	Shih-Fang Liao	4,184,770	8.24%
Director	Tsung-Hsien Wu	528,526	1.04%
Director	Mei-Hui Lin	228,004	0.45%
Director	Cheng Yu Investment LTD	2,666,721	5.25%
Director	Chung-Ping Wang	0	0.00%
Director	Liang-Cheng Chou	1,653	0.00%
Independent Director	Chi-Jui Lien	0	0.00%
Independent Director	Fu-Mei Chen	0	0.00%
Independent Director	Su-Ting Chen	0	0.00%
Total		7,609,674	14.98%