

Year 2022

Meeting Minutes of Annual General Shareholders' Meeting of

Elite Material Co., Ltd. (EMC)

Date: May 26, 2022

Time: 9:00 a.m., Taipei Time

Place: No. 18, Datong 1st Road,
Guanyin District, Taoyuan City
32849 Taiwan

Date: Thursday, May 26, 2022

Time: 9:00 a.m. Taipei Time

Place: Meeting Room #1, EMC headquarters

No. 18, Datong 1st Road, Guanyin District, Taoyuan City 32849 Taiwan

Shareholders present:

Total number of issued shares: 332,918,299

Total number of issued and outstanding shares: 332,918,299

Total shares represented by shareholders present in person or by proxy: 286,773,446 (via electronic transmission: 207,855,471)

Percentage of shares held by shareholders present in person or by proxy: 86.14%

Directors present:

Mr. Wen-Shiung Lee (Director)

Mr. Mon-Chong Hsieh (Director)

Mr. Duen-Chian Cheng (Independent Director, commissioner of audit committee)

Mr. Rong-Dong Tsai (Independent Director)

The number of directors presented exceeding 50% of the total number of directors.

Chairman: Mr. Ding-Yu ,Dong (Chairman of the Board of Directors)

In attendance:

Certified Public Accountant: Ms. Yi-Chun Chen (video virtual conference)

Recorder: Ms. Vicky Chiang

The aggregate shares of shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

Chairman's Address (omitted)

Report Items

- 1. Reported the business of 2021**
- 2. Audit Committee's review report (see Attachment I)**
- 3. Reported 2021 employees' bonus and the Directors' compensation**

Resolutions

1. **To accept the 2021 Business Report and Financial Statements.** (Proposed by the Board of Directors)

Explanatory Notes:

EMC's 2021 Business Report and Financial Statements, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statement of Cash Flows, have been resolved to accept by the 17th Board Meeting of the 11th Term, and have been audited by the Audit Committee of EMC and deemed correct and accurate. We thereby submit this report.

Voting Results:

Shares represented at the time of voting: 286,773,446 (including votes casted via electronic transmission; hereinafter referred as "e-voting")

Voting Results	Shares	% of Shares Present
Votes in favor:	256,279,293 (including e-voting: 177,371,318)	89.37%
Votes against:	3,530 (including e-voting: 3,530)	0.00%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	30,490,623 (including e-voting: 30,480,623)	10.63%

RESOLVED, that the 2021 Business Report and Financial Statements be and hereby were accepted as submitted.

2. **To approve the proposal of 2021 earnings distribution** (Proposed by the Board of Directors)

Explanatory Notes:

- I. 2021 Net Income audited by independent auditor: NT\$ 5,493,217,905 Cash dividends to common shareholders: NT\$ 3,329,182,990 Holders of common share will be entitled to receive a cash dividend of NT\$10 per share. The fractional dollar amount which is less than one New Taiwan Dollar, if there is any, will not be distributed and will be recognized as Other Income by the Company. (see Attachment III)
- II. After being approved at the Annual General Shareholders' Meeting, it is proposed that the Chairman of EMC be authorized to determine the record date and the payment date for the cash dividends to be distributed to common shareholders.
- III. Should EMC subsequently repurchase its common shares or issue new common shares according to Article 28-2 of the Security Act and other relevant regulations, the total number of common shares outstanding may change, and the cash to be distributed to each common share may need to

be adjusted accordingly. It is proposed that the Chairman of EMC be authorized to make the adjustment in accordance with the Company Act or related laws and regulations going forward.

Voting Results:

Shares represented at the time of voting: 286,773,446

Voting Results	Shares	% of Shares Present
Votes in favor:	257,620,293 (Including e-voting: 178,712,318)	89.83%
Votes against:	29,531 (including e-voting: 29,531)	0.01%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	29,123,622 (including e-voting: 29,113,622)	10.16%

RESOLVED, that the proposal of 2021 earnings distribution be and hereby was approved as submitted.

Discussion and Election Items

1. **To approve the amendment of “Articles of Incorporation of Elite Material Co., Ltd.”** (Proposed by the Board of Directors)

Explanatory Notes:

- I. In response to the revision of corporate laws, it is proposed to amend some of the provisions of the Company's Articles of Incorporation.
- II. The list of provisions before and after the revision of the "Articles of Incorporation" of this amendment is shown in the appendices. (see Attachment IV)

Voting Results:

Shares represented at the time of voting: 286,773,446

Voting Results	Shares	% of Shares Present
Votes in favor:	180,755,227 (Including e-voting: 101,848,252)	63.03%
Votes against:	75,103,931 (including e-voting: 75,103,931)	26.19%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	30,914,288 (including e-voting: 30,903,288)	10.78%

RESOLVED, that the amendment of “Articles of Incorporation of Elite Material Co., Ltd.” be and hereby was approved as submitted.

2. **To approve the amendment of “Procedures of Acquisition and Disposition of Assets of Elite Material Co., Ltd.”** (Proposed by the Board of Directors)

Explanatory Notes:

- I. In accordance with order No. 1110380465 issued by the FSC and comply with the adjustment of the organizational departments, needs of operational and investment transactions, it is proposed to amend the provisions of the Company's "Procedures for Handling The Acquisition or Disposal of Assets".
- II. The list of provisions before and after the revision of the " Procedures of Acquisition and Disposition of Assets " is shown in the Appendices. (see Attachment V)

Voting Results:

Shares represented at the time of voting: 286,773,446

Voting Results	Shares	% of Shares Present
Votes in favor:	145,810,360 (Including e-voting: 66,903,385)	50.85%
Votes against:	110,048,795 (including e-voting: 110,048,795)	38.37%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	30,914,291 (including e-voting: 30,903,291)	10.78%

RESOLVED, that the amendment of “Procedures of Acquisition and Disposition of Assets of Elite Material Co., Ltd.” be and hereby was approved as submitted.

3. **To approve the amendment of “ Meeting rules of stockholders of Elite Material Co., Ltd.”**
(Proposed by the Board of Directors)

Explanatory Notes:

- I. In response to the amendment to Article 172-2 of the Company Law to allow public offering companies to hold shareholders' meetings by video, the Financial Supervision and Administration Commission amended and promulgated some provisions of the Guidelines for the Handling of Shares of Publicly Issued Stock Companies on March 4, 2022, and updated the relevant provisions of the video meetings of shareholders' meetings, it is proposed to amend some provisions of " Overview of meeting rules of stockholders of Elite Material Co., Ltd."
- II. The list of provisions before and after the revision of the " Overview of meeting rules of stockholders of Elite Material Co., Ltd. " is shown in the appendices. (see Attachment VI)

Voting Results:

Shares represented at the time of voting: 286,773,446

Voting Results	Shares	% of Shares Present
Votes in favor:	256,103,634 (Including e-voting: 177,196,659)	89.30%
Votes against:	1,088,358 (including e-voting: 1,088,358)	0.37%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	29,581,454 (including e-voting: 29,570,454)	10.33%

RESOLVED, that the amendment of “ Meeting rules of stockholders of Elite Material Co., Ltd.” be and hereby was approved as submitted.

4. **To approve the Election of the 12th Directors of the Company** (Proposed by the Board of Directors)

Explanatory Notes:

- I. The term of the 11th Directors of the Company expires on June 9, 2022, and it is proposed to be re-elected at the 2022 Annual General Meeting of Shareholders.
- II. In accordance with the provisions of the Articles of Association of the Company, the proposed directors shall be elected for 7 seats (including 3 seats of independent directors) and the term of the new directors shall be 3 years, counting from the date of election.
- III. The election of directors and independent directors of the Company shall be based on a candidate nomination system, and candidates may be nominated by the board of directors or shareholders holding more than 1% of the shares. The nomination period for directors and independent directors is from March 28, 2022 to April 6, 2022, during which the Company received the list of 4 directors and 3 independent director candidates nominated by the shareholder Yu-Chang Investment Co., Ltd., which was submitted to the 18th meeting of the 11th term Board of Directors of the Company on April 15, 2022 and announced in accordance with the regulations.

Voting Results:

Shareholders present voted to elect 7 directors (including 3 independent directors). The term of the 12th Director elected shall be three years from May 26, 2022 to May 25, 2025. The former Directors shall be dismissed with immediate effect.

The list of directors elected and the number of rights to be elected are as follows:

Type	Name	Number of rights
Director	Dong, Ding-Yu	235,087,268
Director	Yu Chang Investment Co., Ltd. Representative: Tsai, Fei Liang	224,330,003
Director	Yu Chang Investment Co., Ltd. Representative: Lee, Wen Shiung	223,264,578
Director	Hsieh, Mon Chong	201,447,307
Independent director	Shen, Bing	195,215,309
Independent director	Cheng, Duen-Chian	189,458,957
Independent director	Chen, Xi-Chia	189,190,874

5. **To approve the exempt of a non-compete case against directors of the Company** (Proposed by the Board of Directors)

Explanatory Notes:

- I. In accordance with Article 209, Paragraph 1 of the Companies Act stipulates that "a director shall explain the important contents of his or her conduct to the shareholders' meeting and obtain his permission for acts that fall within the scope of the company's business".
- II. As a result of the new directors of the Company investing in or operating other companies with the same or similar business scope as the Company and acting as directors or managers, it is proposed to request the shareholders' meeting to grant permission to lift the restrictions on the non-compete of the new directors and their representatives of the Company in accordance with Article 209 of the Company Law.
- III. The circumstances in which a new director of the Company and his or her legal representative concurrently hold a position in a company with the same or similar business scope are as follows:

Name	Name of the company	Position
Dong, Ding-Yu	EMC (Kuanshan)	Director
Yu Chang Investment Co., Ltd. Representative: Tsai, Fei Liang		

Voting Results:

Shares represented at the time of voting: 286,773,446

Voting Results	Shares	% of Shares Present
Votes in favor:	226,067,627 (Including e-voting: 147,160,652)	78.83%
Votes against:	61,964 (including e-voting: 61,964)	0.02%
Votes invalid:	0 (including e-voting: 0)	0.00%
Votes abstained:	60,643,855 (including e-voting: 60,632,855)	21.15%

Extemporary Motion:

None

Meeting Adjourned

Chairman: Ding-Yu Dong

Recorder: Vicky Chiang

ATTACHMENTS

Attachment I

Review report by the Audit Committee

To the 2022 General Shareholders' Meeting of Elite Material Co., Ltd.,

In accordance with Article 219 of the Company Act, we have examined the Business Report, the Resolution for Allocation of Surplus Profit, the Financial Statements submitted by the Board of Directors for the year ending 2021 which had been audited by independent auditors, Ms. Chen, Yi-Chun and Mr. Calvin C. Y. Chiang of KPMG, and the auditing report signed by the said independent auditors, and found them in order. We thereby submit the report.



Cheng, Duen-Chian

Convener of the Audit Committee of Elite Material Co., Ltd.

23 Feb 2022

**In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*

Attachment II

Elite Material Co., Ltd. Profit Allocation Proposal of Year 2021

Net income of 2021	5,493,217,905
Less:	
10% legal reserve	549,166,188
Special reserve of earnings	147,017,621
Plus:	
Unappropriated retained earnings of previous years	6,806,390,419
Other comprehensive loss (actuarial adjustment of defined benefit)	(1,556,026)
Earnings available for distribution as of 31 December 2021	11,601,868,489
Distribution items:	
Cash dividends to common share holders (NT\$10 per share)	3,329,182,990
Stock dividends to common share holders (Cash dividend per common share is calculated based on a total number of shares outstanding of 332,918,299)	0
Total distribution	3,329,182,990
Unappropriated earnings	8,272,685,499

Note: Pursuant to the Article 36 of Elite Material Co., Ltd. Articles of Incorporation, the distribution order of Year 2021 net income is prior to other distributable items.

Chairman: Ding-Yu Dong

President: En-Xiang Guang

Director of Accounting Department: Sara Yen

*In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.

Attachment III

Article	Revised	Current	Illustration
Article 14	<p>The company's shareholders' meeting is divided into two types: ordinary and extraordinary meetings. The ordinary meeting is convened at least once every year in compliance with the regulation within six months after the end of every fiscal year. The extraordinary meeting shall be convened when necessary.</p> <p><u>While the company holds the shareholders' meeting, it may be carried out by video conference or other ways announced by the central authority.</u></p>	<p>The company's shareholders' meeting is divided into two types: ordinary and extraordinary meetings. The ordinary meeting is convened at least once every year in compliance with the regulation within six months after the end of every fiscal year. The extraordinary meeting shall be convened when necessary.</p>	<p>In conjunction with the revision of the Company Law, publicly issued companies may hold video meetings of shareholders' meetings.</p>
Article 36	<p>The distribution of dividends shall take into consideration the changes in the outlook for the company's businesses, the financial situation and the return on shareholders' equity that have an impact on future capital needs and taxation. Dividends shall be distributed at the ratio as set forth in these Articles of Incorporation aimed at maintaining the stability of dividend distributions. Save for the purposes of improving the financial structure, reinvestments, production expansion or other capital expenditures in which capital is required, when distributing dividends, the cash dividends shall not be less than twenty per cent (20%) of the aggregate sum of dividends distributed in the same year. During the year losses occur, the company may choose not to pay dividends.</p> <p>Apart from paying all its income taxes in the case where there are profits at the end of the year, the company shall make up for accumulated losses in past years. Where there is still balance, ten per cent (10%) of which shall be set aside by the Company as legal reserve. The company shall also set aside certain portion of the profits as special reserve as required by Article 41 of the Securities and Stock Exchange Act, or by resolutions of Shareholders' Meetings.</p> <p>While the company distributes earnings to the shareholders, the paid-out amount shall be more than ten per cent (10%) but less than seventy per cent (70%) of the distributable earnings, which equals to earnings realized after deducting legal, special and all other</p>	<p>The distribution of dividends shall take into consideration the changes in the outlook for the company's businesses, the financial situation and the return on shareholders' equity that have an impact on future capital needs and taxation. Dividends shall be distributed at the ratio as set forth in these Articles of Incorporation aimed at maintaining the stability of dividend distributions. Save for the purposes of improving the financial structure, reinvestments, production expansion or other capital expenditures in which capital is required, when distributing dividends, the cash dividends shall not be less than twenty per cent (20%) of the aggregate sum of dividends distributed in the same year. During the year losses occur, the company may choose not to pay dividends.</p> <p>Apart from paying all its income taxes in the case where there are profits at the end of the year, the company shall make up for accumulated losses in past years. Where there is still balance, ten per cent (10%) of which shall be set aside by the Company as legal reserve. The company shall also set aside certain portion of the profits as special reserve as required by Article 41 of the Securities and Stock Exchange Act, or by resolutions of shareholders' meetings.</p> <p>While the company distributes earnings to the shareholders, the paid-out amount shall be more than ten per cent (10%) but less than seventy per cent (70%) of the distributable earnings, which equals to earnings realized after deducting legal, special and all other</p>	<p>1. Item 3 of this Article shall be amended at the request of the Competent Authority, the FSC Securities Bureau, to specify a specific dividend policy in the Articles of Association.</p> <p>2. Paragraph 5 of this Article is updated in accordance with Article 240, Paragraph 5 of the Company Law, which simplifies the procedures for the company to pay dividends and dividends in cash.</p>

Article	Revised	Current	Illustration
	<p>required reserves, but together with undistributed profits from previous years. Depending on the business operating results, the earnings to be distributed to shareholders shall be proposed by the board of directors, and submitted to the shareholders' meeting and decided by the resolution from in the shareholder's meeting.</p> <p><u>Dividends distributed by the company, if paid in cash, are authorized by the board of directors to do so in the presence of more than two-thirds of the directors and with the consent of a majority of the directors, and to report at the shareholders' meeting.</u></p>	<p>required reserves, but together with undistributed profits from previous years. Depending on the business operating results, the earnings to be distributed to shareholders shall be proposed by the board of directors, and submitted to the shareholders' meeting and decided by the resolution from in the shareholder's meeting. Judging from the actual business circumstances, the board of directors may propose to adjust the amount of earnings to be distributed to shareholders, and submit to the shareholders' meetings for the resolution to distribute.</p>	
Article 38	<p>This charter was amended with the existing provisions (slightly) on February 25, 1992 by unanimous agreement of all the promoters. The 1st to 23rd amendments as current clause (Omitted), <u>the 25th amendment was made on May 26th, 2022</u></p>	<p>This charter was amended with the existing provisions (slightly) on February 25th, 1992 by unanimous agreement of all the promoters. The 1st to 24th amendments as current clause (Omitted)</p>	Add the date and number of revisions.

Attachment IV

Article	Revised	Current	Illustration
Article 5	<p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>1) May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if three years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>2) May not be a related party or de facto related party of any party to the transaction.</p> <p>3) If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, <u>the person referred to in the preceding paragraph shall handle the following matters in accordance with the self-discipline norms</u> of each trade association to which he belongs:</p> <p>1) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2) When <u>executing</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3) They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and</p>	<p>Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>1) May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if three years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>2) May not be a related party or de facto related party of any party to the transaction.</p> <p>3) If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</p> <p>1) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2) When <u>examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</p> <p>3) They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the</p>	Cooperate with the amendment of the decree.

Article	Revised	Current	Illustration
	<p>reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and <u>appropriate</u>, and that they have complied with applicable laws and regulations.</p>	<p>information, as the basis for issuance of the appraisal report or the opinion.</p> <p>4) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and <u>accurate</u>, and that they have complied with applicable laws and regulations.</p>	
Article 7	<p>1) The acquisition of real estate, equipment or its right-to-use assets shall be handled by <u>group procurement, group finance and accounting</u> and other related units in accordance with Article 24 of the Articles of Association and the provisions of the internal authorization after assessing the reasons for the proposed acquisition of the assets, the underlying objects, the relatives of the transaction, the transfer price, the terms of payment, the reference basis for the price, etc.</p> <p>2) The disposition of real estate, equipment or its right-to-use assets shall be handled by <u>group finance and accounting</u> or other related units in accordance with Article 24 of the Articles of Association and the provisions of the internal authorization after the administrative department or other relevant units have assessed the subject matter, the relative of the transaction, the transfer price, the terms of payment, the reference basis for the price, etc.</p> <p>3) The procedure for acquiring or disposing of non-operational property, equipment or assets of their right to use which is not for business purposes shall be the same as those provided for in paragraphs 1 and 2 of this Article, provided that transactions are made within the amount specified in paragraph 1 of Article 28 of these Procedures</p> <p>4) In the case of acquiring or disposing securities held for long-term purpose, the <u>group finance and accounting</u> or other responsible units shall undertake the relevant financial analysis and projection of potential returns as well as evaluation of potential investment risks in relation to the said investment. In addition, prior to the date of transaction occurred, the finance/accounting units or other responsible units shall obtain financial statements of the target</p>	<p>1) The acquisition of real estate, equipment or its right-to-use assets shall be handled by <u>procurement division, finance and accounting division</u> and other related units in accordance with Article 24 of the Articles of Association and the provisions of the internal authorization after assessing the reasons for the proposed acquisition of the assets, the underlying objects, the relatives of the transaction, the transfer price, the terms of payment, the reference basis for the price, etc.</p> <p>2) The disposition of real estate, equipment or its right-to-use assets shall be handled by <u>finance and accounting division</u> or other related units in accordance with Article 24 of the Articles of Association and the provisions of the internal authorization after the administrative department or other relevant units have assessed the subject matter, the relative of the transaction, the transfer price, the terms of payment, the reference basis for the price, etc.</p> <p>3) The procedure for acquiring or disposing of non-operational property, equipment or assets of their right to use which is not for business purposes shall be the same as those provided for in paragraphs 1 and 2 of this Article, provided that transactions are made within the amount specified in paragraph 1 of Article 28 of these Procedures</p> <p>4) In the case of acquiring or disposing securities held for long-term purpose, the <u>finance/Accounting Department</u> or other responsible units shall undertake the relevant financial analysis and projection of potential returns as well as evaluation of potential investment risks in relation to the said investment. In addition, prior to the date of transaction occurred, the finance/accounting units or other responsible units shall obtain</p>	Align with departmental adjustment

Article	Revised	Current	Illustration
	<p>company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and submit all relevant information to the Board of Directors for approval.</p> <p>5) The procedure for obtaining or disposing of short-term marketable securities shall be handled in accordance with the provisions of paragraph 4 of this Article, however, the board of directors may authorize the subject of the investment and the amount of investment in accordance with the provisions of the internal authorization within the limits set out in Article 28, paragraphs 2 to 5, of this Procedure</p>	<p>financial statements of the target company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and submit all relevant information to the Board of Directors for approval.</p> <p>5) The procedure for obtaining or disposing of short-term marketable securities shall be handled in accordance with the provisions of paragraph 4 of this Article, however, the board of directors may authorize the subject of the investment and the amount of investment in accordance with the provisions of the internal authorization within the limits set out in Article 28, paragraphs 2 to 5, of this Procedure</p>	
Article 9	<p>In the case of real property, equipment, or right-of-use assets acquired or disposed by the Company other than as a result of transactions with the domestic government, government agencies, entrusted construction on the Company's own property, entrusted construction on land leased by the Company, or acquisition or disposition of equipment or right-of-use assets for business operation purposes, where their transaction value is the amount equivalent to twenty per cent (20%) of the Company's paid-in capital or NT\$ 300 million or above, the Company shall, prior to the date of the transaction occurred, require professional appraiser to furnish their valuation report; furthermore, the following provisions shall be complied with:</p> <p>1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.</p> <p>2) Where the transaction amount is NT\$ 1 billion or more, two (2) or more professional appraisers shall be engaged to provide their appraisals.</p> <p>3) Where the appraisal prices from professional appraiser come under one of the following, unless the appraisal prices of acquired assets are higher than the transaction price, or the appraisal</p>	<p>In the case of real property, equipment, or right-of-use assets acquired or disposed by the Company other than as a result of transactions with the domestic government, government agencies, entrusted construction on the Company's own property, entrusted construction on land leased by the Company, or acquisition or disposition of equipment or right-of-use assets for business operation purposes, where their transaction value is the amount equivalent to twenty per cent (20%) of the Company's paid-in capital or NT\$ 300 million or above, the Company shall, prior to the date of the transaction occurred, require professional appraiser to furnish their valuation report; furthermore, the following provisions shall be complied with:</p> <p>1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.</p> <p>2) Where the transaction amount is NT\$ 1 billion or more, two (2) or more professional appraisers shall be engaged to provide their appraisals.</p> <p>3) Where the appraisal prices from professional appraiser come under one of the following, unless the appraisal prices of acquired assets are higher than the transaction price, or the appraisal</p>	Align with departmental adjustment

Article	Revised	Current	Illustration
	<p>prices of assets being disposed are lower than the transaction price, certified public accountants shall be required to provide their opinions in respect of the reasons for such discrepancy and the fairness of the transaction price:</p> <p>i) The appraisal results differ from the transaction amount by twenty per cent (20%) or greater;</p> <p>ii) The difference between the appraisal result provided by two or more professional appraisers and the transaction price is ten per cent (10%) or greater.</p> <p>4) Report made by the professional appraiser shall not be dated beyond three (3) months prior to the date of the contract; however where an appropriate value published during the same period but not exceeding six (6) months, the original professional appraiser may issue its opinion in respect of the said value.</p>	<p>prices of assets being disposed are lower than the transaction price, accountants shall be <u>engaged to handle the matter pursuant to the provisions of Auditing Standards No. 20 promulgated by R.O.C. Accounting Research and Development Foundation (hereinafter as ARDF); furthermore the said accountants shall be</u> required to provide their opinions in respect of the reasons for such discrepancy and the fairness of the transaction price:</p> <p>i) The appraisal results differ from the transaction amount by twenty per cent (20%) or greater;</p> <p>ii) The difference between the appraisal result provided by two or more professional appraisers and the transaction price is ten per cent (10%) or greater.</p> <p>4) Report made by the professional appraiser shall not be dated beyond three (3) months prior to the date of the contract; however where an appropriate value published during the same period but not exceeding six (6) months, the original professional appraiser may issue its opinion in respect of the said value.</p>	
Article 10	<p>The Company acquiring or disposing of securities shall, prior to the date of the transaction occurred, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is twenty per cent (20%) of the Company's paid-in capital or NT\$300 million or more, the Company shall, prior to the date of the transaction occurred, also engage a certified public accountant to provide an opinion regarding the reasonableness of the transaction price. Should the aforesaid accountant needs to refer to experts' opinions. However, it is no limit to publicly quoted price of securities that have an active market, or where otherwise provided by regulations of the FSC.</p> <p>Where a public company acquires or disposes of intangible assets or its right of use assets or membership card transaction amount of 20% of the company's paid-in capital or more than NT\$300 million, in addition to</p>	<p>The Company acquiring or disposing of securities shall, prior to the date of the transaction occurred, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is twenty per cent (20%) of the Company's paid-in capital or NT\$300 million or more, the Company shall, prior to the date of the transaction occurred, also engage a certified public accountant to provide an opinion regarding the reasonableness of the transaction price. Should the aforesaid accountant needs to refer to experts' opinions, <u>Auditing Standards No. 20 published by the ARDF shall be abided by. This requirement does not apply,</u> however, to publicly quoted price of securities that have an active market, or where otherwise provided by regulations of the FSC.</p> <p>"Within one (1) year" as used in Paragraph 2 of Article 26 refers to the year preceding the date of occurrence of the current transaction. Items that the</p>	Cooperate with the amendment of the decree.

Article	Revised	Current	Illustration
	<p>transactions with government agencies on the island, it shall consult with an accountant on the reasonableness of the transaction price before the occurrence of the facts.</p> <p>"Within one (1) year" as used in Paragraph 2 of Article 26 refers to the year preceding the date of occurrence of the current transaction. Items that the Company has obtained the appraisal reports of professional appraisers or accountants' opinions in accordance with the Procedures need not be counted toward the transaction amount.</p>	<p>Company has obtained the appraisal reports of professional appraisers or accountants' opinions in accordance with the Procedures need not be counted toward the transaction amount.</p>	
Article 13	<p>The Company shall, if it acquires or disposes real property or right-of-use assets from or to related parties, or if it acquires or disposes other assets except real property or right-of-use assets from or to related parties and the said transaction amount is twenty per cent (20%) of the paid-in capital of the Company, or ten per cent (10%) of the total assets of the Company, 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 offered by domestic investment trust companies, submit to the Audit Committee and the Board of Directors for approval of the following information prior to the signing of the transaction contract and making payments:</p> <ol style="list-style-type: none"> 1 · Purpose of acquiring or disposing the said assets, its necessity and projected benefits; 2 · Reasons for transacting with related parties; 3 · Information relating to the appraisal of the fairness of the proposed transaction conditions pursuant to Article 14 and Article 15 herein, when acquiring real property or right-of-use assets from related parties; 4 · Date and price of acquisition by the related party, party to the transaction and relationship between the said party and the Company and related party; 5 · Forecast of monthly cash income within one year from the date of the contract; furthermore evaluation shall be conducted in respect of the necessity of the transaction and the fairness of the use of fund; 6 · Valuation report issued by a 	<p>The Company shall, if it acquires or disposes real property or right-of-use assets from or to related parties, or if it acquires or disposes other assets except real property or right-of-use assets from or to related parties and the said transaction amount is twenty per cent (20%) of the paid-in capital of the Company, or ten per cent (10%) of the total assets of the Company, 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 offered by domestic investment trust companies, submit to the Audit Committee and the Board of Directors for approval of the following information prior to the signing of the transaction contract and making payments:</p> <ol style="list-style-type: none"> 1.Purpose of acquiring or disposing the said assets, its necessity and projected benefits; 2.Reasons for transacting with related parties; 3.Information relating to the appraisal of the fairness of the proposed transaction conditions pursuant to Article 14 and Article 15 herein, when acquiring real property or right-of-use assets from related parties; 4.Date and price of acquisition by the related party, party to the transaction and relationship between the said party and the Company and related party; 5.Forecast of monthly cash income within one year from the date of the contract; furthermore evaluation shall be conducted in respect of the necessity of the transaction and the fairness of the use of fund; 6.Valuation report issued by a 	Cooperate with the amendment of the decree.

Article	Revised	Current	Illustration
	<p>professional appraiser obtained in accordance with the preceding provisions, or the opinion of an accountant.</p> <p>7 · Restrictions and other important contractual matters of the transaction</p> <p>The calculation of the transaction amount in the preceding paragraph shall be handled in accordance with the provisions of Item 2 of Article 26, and the so-called one year shall be calculated retroactively within one year based on the date of occurrence of the transaction facts, and shall be submitted to the Audit Committee for approval in accordance with the provisions of this Standard, and then partially exempted from re-counting by the Board of Directors</p> <p>In the case that real property, equipment, or right-of-use assets for operational purpose is acquired or disposed between the Company or Subsidiaries, or between subsidiaries in which it directly or indirectly holds 100 per cent (100%) of the issued shares or authorized capital, the Board of Directors may authorize the Chairman to approve or disapprove the transaction with a total amount not exceeding Three Hundred Million New Taiwan Dollars (NT\$300 million), comply with the internal authorization regulations.</p> <p>If a public offering company or its subsidiaries that are not domestic public offering companies have the first transaction, and the transaction amount reaches more than 10% of the assets of the public offering company, the public offering company shall submit the information listed in the first paragraph to the shareholders' meeting for approval before signing the transaction contract and making payments. However, this does not apply to transactions between a publicly issued company and its parent company, subsidiaries, or its subsidiaries.</p> <p>The calculation of the transaction amount in item 1 and the preceding paragraph shall be handled in accordance with the provisions of Item 2 of Article 26, and the so-called one year shall be calculated retroactively within one year on the basis of the date of occurrence of the transaction, and shall</p>	<p>professional appraiser obtained in accordance with the preceding provisions, or the opinion of an accountant.</p> <p>7.Restrictions and other important contractual matters of the transaction</p> <p><u>The calculation of the transaction amount in the preceding paragraph shall be handled in accordance with the provisions of Item 2 of Article 26, and the so-called one year shall be calculated retroactively within one year based on the date of occurrence of the transaction facts, and shall be submitted to the Audit Committee for approval in accordance with the provisions of this Standard, and then partially exempted from re-counting by the Board of Directors</u></p> <p>In the case that real property, equipment, or right-of-use assets for operational purpose is acquired or disposed between the Company or Subsidiaries, or between subsidiaries in which it directly or indirectly holds 100 per cent (100%) of the issued shares or authorized capital, the Board of Directors may authorize the Chairman to approve or disapprove the transaction with a total amount not exceeding Three Hundred Million New Taiwan Dollars (NT\$300 million). The said transactions shall be submitted to latest upcoming meeting of the Board of Directors for ratification.</p>	

Article	Revised	Current	Illustration
	<p>be submitted to the shareholders' meeting for approval in accordance with the provisions of this standard, approved by the audit committee, and then partially exempted from re-crediting by the board of directors.</p>		
Article 26	<p>Under any of the following circumstances, the Company when acquiring or disposing of assets shall publicly announce and report the relevant information on the website designated by FSC designated in the appropriate format (in the prescribed format and via the Internet-based information system) within two days commencing immediately from the date of occurrence of the event:</p> <p>一~五、unchanged (Omission)</p> <p>六、Except for the preceding five paragraphs, the transaction amount of asset transactions, the disposal of creditor's rights by financial institutions, or the investment in mainland China shall reach 20% of the company's paid-up capital or more than NT\$300 million. However, this does not apply in the following cases:</p> <p>1 · Purchase of domestic government bond <u>or the foreign government bond which credit rating is not lower than the ROC sovereign rating.</u></p> <p>2. Buying and selling bonds with buy-back and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trusts.</p> <p>Below is unchanged. (Omission)</p>	<p>Under any of the following circumstances, the Company when acquiring or disposing of assets shall publicly announce and report the relevant information on the website designated by FSC designated in the appropriate format (in the prescribed format and via the Internet-based information system) within two days commencing immediately from the date of occurrence of the event:</p> <p>一~五、unchanged (Omission)</p> <p>六、Except for the preceding five paragraphs, the transaction amount of asset transactions, the disposal of creditor's rights by financial institutions, or the investment in mainland China shall reach 20% of the company's paid-up capital or more than NT\$300 million. However, this does not apply in the following cases:</p> <p>1 · Purchase of domestic government bond.</p> <p>2. Buying and selling bonds with buy-back and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trusts.</p> <p>Below is unchanged. (Omission)</p>	Cooperate with the amendment of the decree.
Article 28	<p>The limits of the company's acquisition of real estate, other fixed assets, other assets and marketable securities for business use are as follows:</p> <p>1) The total amount of real estate, other fixed assets and other assets not for business use shall not exceed 50% of the equity attributable to the owners of parent company in the company's recent financial statements.</p> <p>2) The total amount of investment in marketable securities shall not exceed <u>300%</u> of the equity attributable to the owners of parent company in the company's recent financial statements. The total amount of short-term investment in marketable securities shall not exceed 10% of the equity attributable to the owners of parent company in the</p>	<p>The limits of the company's acquisition of real estate, other fixed assets, other assets and marketable securities for business use are as follows:</p> <p>1) The total amount of real estate, other fixed assets and other assets not for business use shall not exceed 50% of the equity attributable to the owners of parent company in the company's recent financial statements.</p> <p>2) The total amount of investment in marketable securities shall not exceed <u>200%</u> of the equity attributable to the owners of parent company in the company's recent financial statements. The total amount of short-term investment in marketable securities shall not exceed 10% of the equity attributable to the owners of parent company in the</p>	In response to investment needs, increase the total amount of investment in securities and the total amount of individual securities.

Article	Revised	Current	Illustration
	<p>company's recent financial statements.</p> <p>3) The total amount invested in individual marketable securities shall not exceed 250% of the equity attributable to the owners of parent company in the company's recent financial statements. The total amount invested in short-term individual marketable securities shall not exceed 5% of the equity attributable to the owners of parent company in the company's recent financial statements.</p> <p>4) The total amount of securities invested by the company and its subsidiaries shall not exceed 300% of the equity attributable to the owners of the parent company in the company's most recent financial statements. The total amount of short-term securities invested by the company and its subsidiaries shall not exceed 10% of the equity attributable to the owners of the parent company in the Company's most recent financial statements.</p> <p>5) The individual total amount of securities invested by the company's subsidiaries shall not exceed 250% of the equity attributable to the owners of the parent company in the company's most recent financial statements. The short-term individual total amount of securities invested by the company's subsidiaries shall not exceed 5% of the equity attributable to the owners of the parent company in the Company's most recent financial statements.</p>	<p>company's recent financial statements.</p> <p>3) The total amount invested in individual marketable securities shall not exceed 100% of the equity attributable to the owners of parent company in the company's recent financial statements. The total amount invested in short-term individual marketable securities shall not exceed 5% of the equity attributable to the owners of parent company in the company's recent financial statements.</p> <p>4) The total amount of securities invested by the company and its subsidiaries shall not exceed 200% of the equity attributable to the owners of the parent company in the company's most recent financial statements. The total amount of short-term securities invested by the company and its subsidiaries shall not exceed 10% of the equity attributable to the owners of the parent company in the company's most recent financial statements.</p> <p>5) The individual total amount of securities invested by the Company's subsidiaries shall not exceed 100% of the equity attributable to the owners of the parent company in the company's most recent financial statements. The short-term individual total amount of securities invested by the company's subsidiaries shall not exceed 5% of the equity attributable to the owners of the parent company in the company's most recent financial statements.</p>	
Article 31	<p>The amendment of these procedures shall be approved by the audit committee and the board of directors, and shall furthermore be submitted for approval at the shareholders' meeting. The company shall also forward the directors' dissents recorded in the meeting minutes or written statements to the audit committee.</p> <p>The subsidiaries shall also formulate their respective "Procedures for Acquisition and Disposition of Assets" in accordance with the provisions of "Regulations Governing Acquisition and Disposition of Assets by Public Companies" and submit to their respective board of directors meeting for approval, and shall thereafter submit their respective procedures to the group finance and accounting of the Company for review. The aforesaid shall also apply to amendments to the said Procedures.</p>	<p>The amendment of these procedures shall be approved by the audit committee and the board of directors, and shall furthermore be submitted for approval at the shareholders' meeting. The company shall also forward the directors' dissents recorded in the meeting minutes or written statements to the audit committee.</p> <p>The subsidiaries shall also formulate their respective "Procedures for Acquisition and Disposition of Assets" in accordance with the provisions of "Regulations Governing Acquisition and Disposition of Assets by Public Companies" and submit to their respective board of directors meeting for approval, and shall thereafter submit their respective procedures to the finance department of the company for review. The aforesaid shall also apply to amendments to the said Procedures.</p>	Align with department adjustment

Article	Revised	Current	Illustration
Procedure to Engage in the Transactions of Financial Derivative Products			
Article 7	<p>Responsibilities</p> <p><u>Group finance and accounting</u> personnel shall, on a monthly basis, submit future operational strategies according to the foreign currency location statistics table and credit certificate to the single schedule, and act according to the strategy after submitting the approval of the competent authority and responsibility in accordance with the internal authorization provisions. If there is a foreign exchange operation different from the predetermined strategy, the <u>group finance and accounting</u> personnel shall again submit to the head of authority and responsibility for approval in accordance with the internal authorization provisions, and then proceed with the relevant transactions.</p>	<p>Responsibilities</p> <p><u>Finance</u> personnel shall, on a monthly basis, submit future operational strategies according to the foreign currency location statistics table and credit certificate to the single schedule, and act according to the strategy after submitting the approval of the competent authority and responsibility in accordance with the internal authorization provisions. If there is a foreign exchange operation different from the predetermined strategy, the <u>finance</u> personnel shall again submit to the head of authority and responsibility for approval in accordance with the internal authorization provisions, and then proceed with the relevant transactions.</p>	Align with department adjustment
Article 9	<p>Performance evaluation</p> <p>1) Hedging transaction: <u>Group finance and accounting</u> personnel should assess and review operational performance at market prices on a weekly basis, and assess the two times a month to regularly report operational performance to the head of authority and responsibility, in order to review and improve the operation strategy of hedging strategy.</p> <p>2) Other specific purpose transactions: The area held should be evaluated at least once a week, and its assessment report shall be submitted to the Head of Authority and Responsibility.</p>	<p>Performance evaluation</p> <p>1) Hedging transaction: <u>Finance</u> personnel should assess and review operational performance at market prices on a weekly basis, and assess the two times a month to regularly report operational performance to the head of authority and responsibility, in order to review and improve the operation strategy of hedging strategy.</p> <p>2) Other specific purpose transactions: The area held should be evaluated at least once a week, and its assessment report shall be submitted to the Head of Authority and Responsibility.</p>	
Article 21	<p><u>The head of group finance and accounting</u> shall pay attention to the supervision and control of the risks of derivative commodity transactions at all times, and shall regularly assess whether the performance of engaging in derivative commodity transactions is in accordance with established business strategies, whether the risks assumed are within the limits of the Company's tolerance, and shall regularly assess the appropriateness of the risk management procedures currently in use and indeed in accordance with the relevant provisions of this procedure.</p>	<p>The <u>Treasurer</u> shall pay attention to the supervision and control of the risks of derivative commodity transactions at all times, and shall regularly assess whether the performance of engaging in derivative commodity transactions is in accordance with established business strategies, whether the risks assumed are within the limits of the Company's tolerance, and shall regularly assess the appropriateness of the risk management procedures currently in use and indeed in accordance with the relevant provisions of this procedure.</p>	Align with department adjustment
Article 26	<p>Internal auditors shall regularly understand the perverse nature of internal controls in derivative commodity transactions and check the compliance of <u>group finance and accounting</u></p>	<p>Internal auditors shall regularly understand the perverse nature of internal controls in derivative commodity transactions and check the compliance of <u>finance</u> personnel with the 'handling</p>	

Article	Revised	Current	Illustration
	personnel with the 'handling procedures for dealing with derivative commodities' on a monthly basis and analyze the transaction cycle, which shall be submitted to the Board of Directors as an audit report. If a material violation is found, the Audit Committee shall be notified in writing.	procedures for dealing with derivative commodities' on a monthly basis and analyze the transaction cycle, which shall be submitted to the Board of Directors as an audit report. If a material violation is found, the Audit Committee shall be notified in writing.	

**In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*

Attachment V

Article	Revised	Current	Illustration
Article 1	<p>The company's shareholders' meeting shall follow these "Rules" unless it is otherwise regulated by law and regulations.</p> <p><u>Changes to the ways of shareholders' meeting of the company shall be resolved by the Board of Directors and no later than the submit of shareholder's notice.</u></p>	<p>The company's shareholders' meeting shall follow these "Rules" unless it is otherwise regulated by law and regulations.</p>	<p>In order to cooperate with the Company Law and the Guidelines for the Handling of Shares of Publicly Issued Stock Companies to amend the</p>
Article 2	<p>Shareholders' who attend the shareholders meeting shall hand in signed attendance cards in replacement of the signature. The number of attending shares shall be calculated the attendance cards. When Shareholders' Meeting is convened, the voting power of a shareholder may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the voting power shall be described in the shareholders' meeting notice to be given to the shareholders if the voting power will be exercised in writing or by way of electronic transmission.</p> <p><u>Attendance and voting at shareholders' meetings shall be based on shares. The number of shares is calculated based on the number of shares showed in the sign-in card and the number of shares registered on the video conferencing platform, plus the number of shares that exercise their voting rights electronically or in writing.</u></p>	<p><u>A signature book shall be provided for the shareholders who attend the</u> shareholders' meeting for signature, or the shareholders who attend the Shareholders Meeting shall hand in signed attendance cards in replacement of the signature. The number of attending shares shall be calculated <u>with the signature book or</u> the attendance cards. When Shareholders' Meeting is convened, the voting power of a shareholder may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the voting power shall be described in the shareholders' meeting notice to be given to the shareholders if the voting power will be exercised in writing or by way of electronic transmission.</p>	<p>Companies to amend the Company Law to allow public offering companies to hold shareholders' meetings by video, the Company amended the relevant provisions with reference to the "Rules of Procedure for the Shareholders' Meeting of ○○ Co., Ltd." promulgated by the Taiwan Stock Exchange on March 8, 2011.</p>
Article 3	<p><u>The company shall convene a video meeting of the shareholders' meeting and shall specify the following matters in the Notice of Convocation of the Shareholders' Meeting:</u></p> <p><u>1. Methods for shareholders to participate in video meetings and exercise their rights.</u></p> <p><u>2. The handling of obstacles arising from the video conference platform or the participation of video parties due to natural disasters, incidents or other force majeure circumstances includes at least the following matters:</u></p> <p><u>(a) The continuation of the aforementioned obstacle does not preclude the time of postponement or renewal of the meeting, and the date on</u></p>	<p><u>The shareholder's presence and voting shall be calculated with the number of shares. The total number of attending shares shall be calculated with the number of shares represented by attendance cards together with the number of shares of which shareholders exercising voting power via the electronic transmission.</u></p>	

	<p><u>which the assembly is postponed or renewed if it is necessary.</u></p> <p><u>(2) Shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponement or renewal of the meeting.</u></p> <p><u>(3) If the video-assisted shareholders' meeting cannot be renewed, after deducting the number of shares participating in the shareholders' meeting by video, and the total number of shares present at the shareholders' meeting reaches the statutory quota of the shareholders' meeting, the shareholders' meeting shall continue, and the shareholders participating in the shareholders by video shall be included in the total number of shareholders' shares present, and all the proposals of the shareholders' meeting shall be regarded as abstention.</u></p> <p><u>(4) In the event that the results of all motions have been announced, but no provisional motions have been made, the manner of handling them shall be handled.</u></p> <p><u>3. A video shareholders' meeting shall be convened and shall specify the appropriate alternative measures provided to shareholders who may have difficulties participating in the shareholders by video.</u></p>		
Article 3-1	<p><u>Shareholders who wish to participate in the meeting by video should register with the company two days before the meeting of shareholders.</u></p> <p><u>If the shareholders' meeting is convened by video conference, the company shall upload the meeting manual, annual report and other relevant materials to the video meeting platform of the shareholders' meeting at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.</u></p> <p><u>Shareholders, solicitors and entrusted agents (hereinafter referred to as shareholders) who wish to attend by video shall accept the registration on the video meeting platform of the shareholders' meeting 30 minutes before the start of the meeting, and the shareholders who have completed the registration shall be deemed to have attended the shareholders' meeting in person.</u></p>	New addition	
Article 4	The location for Stockholders' Meeting	The location for stockholders' meeting	

	<p>shall be the Company's place of business or a place convenient for attendance by stockholders (or by proxies) that is suitable to holding of this meeting. The meeting shall be held between 9:00AM and 3:00PM.</p> <p><u>When the company convenes a video shareholders' meeting, it shall not be restricted by the place mentioned in the preceding paragraph.</u></p> <p>For a shareholders' meeting convened by the board of directors, the chairman of the board of directors shall preside at the meeting. If the chairman of the board of directors is on leave or unable to exert the rights, the vice chairman of the board of directors shall preside instead. If the position of vice chairman is vacant or the vice chairman is on leave or unable to exert the rights, the chairman of the board of directors shall designate a managing director to preside at the meeting. If the position of managing director is vacant, the chairman shall designate a director to preside at the meeting. If no director is so designated, the chairman of the meeting shall be elected by the board of directors from among themselves.</p>	<p>shall be the company's place of business or a place convenient for attendance by stockholders (or by proxies) that is suitable to holding of this meeting. The meeting shall be held between 9:00AM and 3:00PM.</p> <p>For a shareholders' meeting convened by the board of directors, the chairman of the board of directors shall preside at the meeting. If the chairman of the board of directors is on leave or unable to exert the rights, the vice chairman of the board of directors shall preside instead. If the position of vice chairman is vacant or the vice chairman is on leave or unable to exert the rights, the chairman of the board of directors shall designate a managing director to preside at the meeting. If the position of managing director is vacant, the chairman shall designate a director to preside at the meeting. If no director is so designated, the chairman of the meeting shall be elected by the board of directors from among themselves.</p>	
Article 6	<p>The complete processes of the meeting shall be recorded by voice and video recorders and all the records shall be kept by the Company for a minimum period of at least one year.</p> <p><u>If the shareholders' meeting is convened by video conference, the company shall record and keep the shareholders' registration, questioning, voting and the results of the company's vote count, and the video conference continuously and uninterruptedly.</u></p> <p><u>The information and audio and video recordings mentioned in the preceding paragraph shall be properly preserved by the company during the period of existence, and the audio and video recordings shall be provided to the person entrusted with the affairs of the video conference for preservation.</u></p>	<p>The complete processes of the meeting shall be recorded by voice and video recorders and all the records shall be kept by the Company for a minimum period of at least one year.</p>	
Article 7	<p>The chairperson shall announce starting of the meeting when the attending stockholders (or proxies) represent more than half of the total shares issued in public. The chairperson may announce postponement of meeting if the legal quorum is not present after the</p>	<p>The chairperson shall announce starting of the meeting when the attending stockholders (or proxies) represent more than half of the total shares issued in public. The chairperson may announce postponement of meeting if the legal</p>	

	<p>designated meeting time. Such postponement is limited to two times and the aggregated postponed time shall not exceed one hour. If quorum is still not present after two postponements but the attending stockholders (or proxies) represent more than one third of the total shares issued in public, <u>the Chairman shall announce the meeting is failed to convene; if the shareholders' meeting is convened by video meeting, the company shall also announce the meeting is failed to convened on the video meeting platform of the shareholders' meeting. When there is a shareholder representing more than one-third of the total number of issued shares in the preceding paragraph, a false resolution may be made in accordance with the provisions of Article 175, Paragraph 1 of the Company Law, and the false resolution shall be notified to the shareholders to convene another shareholders' meeting within one month; if the shareholders' meeting is convened by video meeting, the shareholders who wish to attend by video shall re-register with the company in accordance with Article 3-1.</u></p> <p>Before the conclusion of <u>the meeting</u>, if the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the Chairman may re-submit the false resolution to the general meeting for voting in accordance with article 174 of the Company Law.</p>	<p>quorum is not present after the designated meeting time. Such postponement is limited to two times and the aggregated postponed time shall not exceed one hour. If quorum is still not present after two postponements but the attending stockholders (or proxies) represent more than one third of the total shares issued in public, tentative resolution/s may be passed with respect to ordinary resolution/s by a majority of those present, according to Paragraph 1 of Article 175 of the Company Act. According to Article 174 of the Company Act, after proceeding with the aforesaid tentative resolutions, the chairperson may put the tentative resolutions for re-voting over the meeting if and when the shares represented by the attending stockholders (or proxies) reached the legal quorum. Before the conclusion of the <u>ordinary meeting</u>, if the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may re-submit the false resolution to the general meeting for voting in accordance with Article 174 of the Company Law.</p>	
Article 10	<p>For the same proposal, each person shall not speak more than two (2) times. The lasting period for the said person to speak each time shall be limited to 5 minutes. The chairperson may restrain stockholders (or proxies) from speaking if that stockholders (or proxies) speak overtime, speak beyond the allowed frequency or content of the speech is beyond the scope of the proposal.</p> <p><u>When a person who is entrusted with attending a meeting of shareholders, the person may appoint only one person to represent him. When a corporate shareholder appoints two or more representatives to attend the shareholders' meeting, only one person may speak on the same proposal.</u></p> <p><u>Shareholders who convene a video conference at a meeting of shareholders and who participate by video may ask</u></p>	<p>For the same proposal, each person shall not speak more than two (2) times. The lasting period for the said person to speak each time shall be limited to 5 minutes. The chairperson may restrain stockholders (or proxies) from speaking if that stockholders (or proxies) speak overtime, speak beyond the allowed frequency or content of the speech is beyond the scope of the proposal.</p>	<p>1.Consolidated in Article 11. 2. Revise the relevant provisions in accordance with the "Rules of Procedure of the Shareholders' Meeting of ○○ Co., Ltd."</p>

	<p><u>questions in writing on the video meeting platform of the shareholders' meeting after the chairman announces the meeting and before the announcement of the adjournment of the meeting, and the number of questions asked on each proposal shall not exceed twice, limited to 200 words at a time.</u></p> <p><u>If the questions asked in the preceding paragraph do not violate the provisions or do not exceed the scope of the proposal, it is advisable to disclose the questions on the video meeting platform of the shareholders' meeting for the sake of understanding.</u></p>		
Article 11	Article 11	Article 12	Article modifications.
Article 12	Article 12	Article 13	
Article 13	<p>The personnel responsible for overseeing and counting of the votes for resolutions shall be appointed by the chairperson. The person responsible for vote overseeing shall be of the stockholder status. The results of voting shall be reported on the spot and kept for records.</p> <p><u>Shareholders who participate in the video meeting of the company shall vote on various proposals and election proposals through the video meeting platform after the chairman announces the meeting, and shall complete the voting on the proposals and election proposals before the chairman announces the end of the voting, and shall be deemed to abstain if the meeting is overdue.</u></p> <p><u>The shareholders' meeting shall be held by video meeting, and the voting and election results shall be counted in one lump sum after the chairman announces the end of the voting.</u></p> <p><u>When the Company convenes a video-assisted shareholders' meeting, a shareholder who has registered to attend the shareholders' meeting by video in accordance with Article 3 shall deregister the shareholders' meeting in person in the same manner as the registration two days before the meeting of the shareholders' meeting;</u></p> <p><u>A person who exercises the right to vote in writing or electronically, without revoking his expression of intent, and participates in the shareholders' meeting by video, shall not exercise the right to vote on the original proposal or propose amendments to the original proposal or to</u></p>	Article 14: The personnel responsible for overseeing and counting of the votes for resolutions shall be appointed by the chairperson. The person responsible for vote overseeing shall be of the stockholder status. The results of voting shall be reported on the spot and kept for records.	

	<u>exercise the right to exercise the right to vote on the original proposal, except for provisional motions.</u>		
Article 14 Article 15 Article 16 Article 17	Article 14 Article 15 Article 16 Article 17	Article 15 Article 16 Article 17 Article 18	Article modifications.
Article 18	<u>If the shareholders' meeting is convened by video meeting, the company shall immediately disclose the voting results of each proposal and the election results on the video meeting platform of the shareholders' meeting in accordance with the regulations after the voting is completed, and shall continue to disclose them for at least 15 minutes after the chairman announces the adjournment of the meeting.</u>	New addition	1. Article modifications. 2. Revise the relevant provisions in accordance with the "Rules of Procedure of the Shareholders' Meeting of ○○ Co., Ltd."
Article 19	<u>When the company convenes a video shareholders' meeting, the chairman and the record-keeper shall be at the same place, and the chairman shall announce the address of that place at the time of the meeting.</u>	New addition	Revise the relevant provisions in accordance with the "Rules of Procedure of the Shareholders' Meeting of ○○ Co., Ltd."
Article 20	<u>If the shareholders' meeting is convened by video meeting, the chairman shall, at the time of announcing the meeting, separately announce that, except for the matter stipulated in Article 44-24(4) of the Standard for the Handling of Shares of Publicly Issued Companies, which does not require an extension or renewal of the meeting, the provisions of Article 182 of the Company Law shall not apply to the date of postponement or renewal of the meeting within five days before the chairman announces the adjournment of the meeting due to natural disasters, events or other force majeure circumstances.</u> <u>The meeting shall be postponed or renewed in the event of the preceding paragraph, and shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponement or renewal of the meeting.</u> <u>The number of shares, exercised voting rights and voting rights of shareholders who have registered to participate in the original shareholders' meeting by video and completed their registration in</u>	New addition	Revise the relevant provisions in accordance with the "Rules of Procedure of the Shareholders' Meeting of ○○ Co., Ltd."

<p><u>accordance with the provisions of paragraph 1 shall be included in the total number of shares, voting rights and voting rights of the shareholders present at the original shareholders' meeting.</u></p> <p><u>When postponing or renewing the meeting of shareholders in accordance with the provisions of paragraph 1, there is no need to re-discuss and resolve the proposal that has completed the voting and counting, and announces the voting results or the list of directors and supervisors elected.</u></p> <p><u>If the Company convenes a video-assisted shareholders' meeting and the first video meeting cannot be renewed, if the total number of shares present at the shareholders' meeting by video is deducted, and the total number of shares present at the shareholders' meeting still reaches the statutory quota for the shareholders' meeting, the shareholders' meeting shall continue without the need to postpone or continue the meeting in accordance with the provisions of paragraph 1.</u></p> <p><u>In the event of the continuation of the meeting in the preceding paragraph, the number of shares present at the shareholders' meeting shall be included in the total number of shares of the shareholders present, but shall be deemed to be abstaining from all the proposals of the shareholders' meeting. The Company shall postpone or renew the assembly in accordance with the provisions of item 1, and shall handle the relevant pre-operations in accordance with the provisions of Item 7 of Article 44-20 of the Standard for the Handling of Shares of Publicly Issued Stock Companies, in accordance with the date of the original shareholders' meeting and the provisions of each of these Articles. The period specified in the second paragraph of Article 12 and The third paragraph of Article 13 of the Rules for the Use of Power of Attorney by a Publicly Issued Company Attending a Shareholders' Meeting, and Item 2 of Article 44-5, Article 44-15 and Article 44-17, Item 1 of the Guidelines for the Handling of Shares of Publicly Issued Stock Companies shall be postponed or renewed in accordance with the date of the shareholders' meeting stipulated in Paragraph 1.</u></p>		
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Article 21	Article 21: The Rules herein take effect after approval at the Shareholders' Meeting, the same applies for any amendments.	Article 19: The Rules herein take effect after approval at the Shareholders' Meeting, the same applies for any amendments.	Article modifications.
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**In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*