

Stock code: 6577



PROMATE SOLUTIONS CORPORATION

Handbook for the 2022

Annual Meeting of Shareholders

Time of Shareholders' Meeting: 9:00 a.m. on June 14, 2022

**Place of Shareholders' Meeting: 3rd Floor, No. 32, Section 1, Huanshan Road,
Neihu District, Taipei (Conference Room)**

Table of Contents

| | |
|---|----|
| Meeting Procedure..... | 1 |
| Meeting Agenda..... | 2 |
| Chairman Address..... | 3 |
| Reports..... | 3 |
| Approval..... | 4 |
| Elections..... | 5 |
| Discussions..... | 6 |
| Incidental Motion..... | 7 |
| Adjourn..... | 7 |
| Appendix 1. 2021 Annual Operating Report..... | 8 |
| Appendix 2. Audit Committee Approval and Audit Report..... | 10 |
| Appendix 3. Contents of directors' remuneration..... | 11 |
| Appendix 4. 2021 Annual Accountant Audit Report..... | 12 |
| Appendix 5. 2021 Annual Financial Statements..... | 16 |
| Appendix 6. 2021 Annual Surplus Appropriation Statement..... | 22 |
| Appendix 7. “Articles of Association” Revised Comparison Table..... | 23 |
| Appendix 8. “Rule of Procedure of Shareholders’ Meeting” Revised Comparison Table..... | 25 |
| Appendix 9. Corrected comparison table of “asset acquisition or disposal procedures”..... | 40 |
| Appendix 10. “Articles of Association” (Before Revision)..... | 46 |
| Appendix 11. “Rule of Procedure of Shareholders’ Meeting” (Before Revision)..... | 51 |
| Appendix 12. Shareholdings of All Directors..... | 57 |

PROMATE SOLUTIONS CORPORATION

2022 Regular Shareholders' Meeting Meeting Procedure

- I. Chairman Address
- II. Reports
- III. Approvals
- IV. Elections
- V. Discussions
- VI. Incidental Motion
- VII. Adjournment

PROMATE SOLUTIONS CORPORATION

Ageda of 2022 Regular Shareholders' Meeting

1. Convening method: Entity convening.
2. Time: 9:00 a.m. on June 14, 2022 (Tuesday)
3. Venue: 3rd Floor, No. 32, Section 1, Huanshan Road, Neihu District, Taipei (Conference Room)
4. Attendance
5. Chairman Address
6. Reports
 - (1) 2021 Annual Operating Report
 - (2) 2021 Annual Audit Report of Audit Committee
 - (3) 2021 Annual Report on Remuneration Distribution for Directors and Employees
 - (4) 2021 Annual Report on Directors' Remuneration.
7. Approvals
 - (1) Approval for 2021 Annual Operating Report and Financial Statements
 - (2) Approval for 2021 Annual Surplus Distribution Plan
8. Elections
 - (1) The case of adding one independent director.
9. Discussions
 - (1) Revision of "Articles of Association" of the Company.
 - (2) Revision of "Rule of Procedure of Shareholders' Meeting" of the Company.
 - (3) Amendment of the Company's "Asset Acquisition or Disposal Procedures".
 - (4) Relief of restriction on non-competition prohibition of new director.
10. Incidental Motion
11. Adjournment

I. Chairman Address

II. Reports

A. 2021 Annual Operating Report.

Description: "2021 Annual Operating Report", please refer to Appendix 1.

B. 2021 Annual Audit Report of Audit Committee.

Description: "2021 Annual Audit Committee Approval and Audit Report", please refer to Appendix 2.

C. 2021 Annual Report on Remuneration Distribution for Directors and Employees.

Description:

1. According to the distribution ratio stipulated in the Articles of Association of the Company, the proposed allocation of employee remuneration of NT\$ 16,500,000 and director remuneration of NT\$ 4,000,000, a total of NT\$ 20,500,000.
2. Employee remuneration shall be paid in cash, including the full-time employees of the Company.

D. 2021 Annual Report on Directors' Remuneration.

Description:

1. The remuneration payment policy, system, standard and structure of general directors and independent directors of the Company, and the correlation with the amount of remuneration paid according to the responsibilities, risks, investment time and other factors:
 - a. According to Article 15, Chapter 4 of the Articles of Association of the Company, the remuneration of all directors is authorized to be agreed by the board of directors according to the degree of their participation in the operation of the Company and the value of their contribution, regardless of the profit and loss of the operation.
 - b. The Company regularly evaluates the remuneration of directors in accordance with the Measures for Performance Evaluation of the Board of Directors, and according to Article 18, Chapter 6 of the Articles of Association, if there is any annual remuneration (that is, the profit before the net deduction of employee remuneration and director remuneration before tax), it shall set aside no more than 3% as the remuneration of directors, taking into account the degree of participation in the company's operation, contribution value, whether there are moral hazard events or other risk events that have a negative impact on the company's image and goodwill, improper internal management, personnel abuse, etc., and give reasonable remuneration after taking into account the overall operating conditions of the company and other comprehensive considerations.
2. The details of the Company's directors' remuneration in 2021 are to be submitted to the shareholders' meeting in accordance with Article 10-1 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies. Please refer to Appendix 3 for details.

III. Approvals

Case 1: Proposed by the Board of Directors

Cause: For the approval of 2021 Annual Operating Report and Financial Statements.

Description:

1. "2021 Annual Operating Report", please refer to Appendix 1.
2. Please approve the 2021 Annual Financial Statements and Consolidated Financial Statements, which have been prepared and that the accountant has issued the clean opinion (please refer to Appendix 4) and the financial statements (please refer to Appendix 5).

Resolution:

Case 2: Proposed by the Board of Directors

Cause: For the approval of 2021 Annual Surplus Distribution Plan.

Description:

1. This cash dividend is to be distributed at NT\$ 3.85 per share (rounding off after the decimal point), a total of NT\$ 147,281,250. For the Company's 2021 Annual Surplus Appropriation Statement, please refer to Appendix 6.
2. The amount less than NT\$1 of the cash dividend distribution shall be transferred to the Employee Welfare Committee of Promate Solutions. Upon the approval of the Regular Shareholders' Meeting, the Board of Directors shall be authorized to set another dividend distribution base date, which shall be handled in accordance with the law.
3. Later, if the number of outstanding shares is affected by the change of the company's shares, and the dividend payout ratio of shareholders is changed, it is proposed to request the shareholders' meeting to authorize the chairman of the board to handle matters related to adjusting the dividend payout ratio of shareholders.

Resolution:

IV. Elections

Cause: Reelection of the directors of the Company. (Proposed by the Board of Directors)

Description:

1. In order to meet the company's operational needs and strengthen corporate governance, it is proposed to co-elect an independent director. The newly elected independent director will take office after co-election, and his term of office will be the same as that of the current director, that is, from the date of election to July 21, 2024.
2. The independent directors of the Company adopt the candidate nomination system, and are selected by the shareholders' meeting from the list of independent directors. The list of candidates is as follows.

| Title | Name | Shares held when elected (shares) | Main education background |
|----------------------|--------------|-----------------------------------|---|
| Independent Director | Han-Liang Hu | 0 | Master Degree, Accounting and Management Decision Group, National Taiwan University Passed the Accountant Examination Independent Director, Hermes Microvision, Inc. Partner Accountant, C.J.S CPAS & CO. Director of KYE SYSTEMS CORP Director of GoDEX International Co., Ltd Director of SCIENTECH CORPORATION Supervisor, Orient Pharma Co., Ltd. Director, Jianrui Investment Co., Ltd Director of ACCOMP TECHNOLOGIES CO., LTD. Director of BASECOM TELECOMMUNICATION CO., LTD. Chairman of ALGOLTEK, INC. Independent Director of PROMATE ELECTRONIC CO., LTD. Independent Director of EPISIL-PRECISION INC. |

Election Result:

V. Discussions

Case 1: Proposed by the Board of Directors

Cause: The revision of the Articles of Association of the Company, submitted for discussion.

Description:

1. In order to make the Company's shareholders' meeting more diversified, according to the provisions of Paragraph 1 of Article 172-2 of the Company Law, it is stipulated in the company's articles of association that the shareholders' meeting can be held by video conference or other means announced by the central competent authority, so as to amend Article 9 of the company's articles of association.
2. According to JGZF No.1090150022, the special surplus reserve is set aside in accordance with Article 41 of the Law on Issuing Securities and Exchange, and relevant articles of the Articles of Association are amended.
3. See Appendix 7 for details of the comparison table of amendments to the Articles of Association of the Company.

Resolution:

Case 2: Proposed by the Board of Directors

Cause: The revision of the "Rule of Procedure of the Shareholders' Meeting" of the Company, submitted for discussion.

Description:

1. In accordance with paragraph 2 of Article 182-1 of the Company Law.
2. According to Article 172-2 of the Company Law, open public companies can hold shareholders' meetings by video, and the relevant provisions of the Regulations Governing the Administration of Shareholder Services of Public Companies, which was amended by the Financial Supervisory Commission on March 4, 2022, are amended, and the relevant provisions of video conference of shareholders' meetings are added. In order to meet the needs of the digital age and provide a channel for shareholders to participate in the shareholders' meeting conveniently, the relevant provisions of the rules of procedure of the shareholders' meeting of the Company are amended by referring to the "Reference Example of Rules of Procedure of Shareholders' Meeting" amended by the announcement of the competent authority.
3. Refer to Appendix 8 for details of the revised comparison table of the Rules of Procedure of the Company's Shareholders' Meeting.

Resolution:

Case 3: Proposed by the Board of Directors

Cause: Amendment of the Company's "Asset Acquisition or Disposal Procedures", please submit and discuss.

Description:

1. According to the JGZ No.1110380465 issued by the Financial Supervisory Commission on January 28th, 2022, some provisions were amended.
2. Corrected comparison table of the Company's "Asset Acquisition or Disposal

Procedures", please see Appendix 9 for details.

Resolution:

Case 4: Proposed by the Board of Directors

Cause: The relief of restriction on non-competition prohibition of new director, submitted for discussion.

Description:

1. According to Article 29 of the Company Law, "the director shall explain the important contents of his or her acts and obtain the approval in the shareholders' meeting for his or her acts within the business scope of the Company".
2. This case intends to apply to the shareholders' meeting for approval to relieve the non-competition restrictions on new directors of the Company and their representatives, and to supplement the scope and content on the spot before discussing this case in the shareholders' meeting.

Resolution:

VI. Incidental Motion

VII. Adjournment

PROMATE SOLUTIONS CORPORATION
2021 Annual Business Report

i. 2021 Annual Operating Report

(i) Result of operating plan implementation

Unit: NT\$ 1,000

| Paragraph | 2020 | 2021 | Increase (decrease) amount | Increase (decrease) % |
|----------------------|-----------|-----------|-------------------------------|--------------------------|
| Operating revenue | 1,771,303 | 1,745,768 | (25,535) | (1.44) |
| Operating profit | 265,989 | 201,176 | (64,813) | (24.37) |
| Net profit after tax | 203,075 | 162,274 | (40,801) | (20.09) |

(ii) Budget implementation

The Company has not disclosed its financial forecast in 2021, so there is no budget achievement.

(iii) Financial revenue and expenditure and profitability analysis

| Paragraph | | 2020 | 2021 |
|----------------------------|--|----------|----------|
| Financial structure (%) | Ratio of liability to asset | 26.78 | 39.75 |
| | Ratio of long-term funds to real estate, plant and equipment | 2,280.41 | 2,514.17 |
| Solvency (%) | Liquidity ratio | 386.76 | 235.62 |
| | Quick ratio | 298.66 | 183.40 |
| | Interest coverage ratio | 121.92 | 113.03 |
| Profitability | Return on asset (%) | 13.24 | 10.01 |
| | Return on equity (%) | 18.75 | 14.99 |
| | Ratio of net profit before tax to paid-in capital (%) | 65.31 | 51.19 |
| | Net profit ratio (%) | 11.46 | 9.30 |
| | Earnings per share (NT\$) | 5.31 | 4.24 |

(iv) Research and development

Research and development expenditure in the last three years

Unit: NT\$ 1,000

| | 2019 | 2020 | 2021 |
|------------------------------------|--------|--------|--------|
| Research and development expenses | 82,243 | 67,463 | 68,111 |
| Ratio to net operating revenue (%) | 4.39% | 3.81% | 3.90% |

In order to support the future research and development plan and enhance the competitiveness of the Company in the industry and the market, the investment to research and development is arranged according to the new product development progress of each customer, and the future operation condition will be improved year by year.

ii. Summary of annual operating plan of this year (2022)

According to International Monetary Fund's (IMF) latest reports that published on *World Economic Outlook in 2021/10*, the global economic growth was predicted to reduce from 6.0% in July to 5.9%; and that of 2022 also presented a small drop and maintained at 4.9%. Yes, there has been a budding economic recovery, however, impacts of the COVID-19 pandemic spread across borders disrupting international supply chains, and also weakening the growth momentum. Therefore, IMF has reduced the economic growth among developed countries from 5.6% in July to 5.2%, as the economic conditions in low-income and developing countries continue to deteriorate, which offsets that of emerging markets and developed countries with strong economic outlook through bulk commodities export recently.

Furthermore, "Global Economic Prospects" from Organization for Economic Cooperation and Development (OECD) in early December of last year pointed out that global the inflation rate has been creeping up to beyond expectation, and longer lasting, which may also cause soaring commodity prices risk to families and enterprises. So, it also regulated current year's economic prediction rate, namely 4.5% for the world, 3.7% for America, 4.3% for Eurozone, 5.1% for China, while 2.6% for Japan. Meanwhile, due to risks from the war between Russia and Ukraine, new round of infection and virus variation, global economics still faces "extremely high uncertainty". Therefore, the Company has selected the industrial-index customers for market development, and also actively participated in customers early-stage development, to enhance company's future growth, as below:

- (i) Operating policy and production & marketing policy
 - (1) Accelerate global market development and strengthen technological innovation and exchanges with existing overseas bases.
 - (2) Overseas business development (Business Development) team specializes in developing new markets and new customer groups.
 - (3) From the perspective of the solution service provider, aiming at the needs of the target market, from the perspective of the market and the customer, penetrate the application environment of the vertical market.
 - (4) Strategic alliances with key component suppliers (such as upstream manufacturers of liquid crystal glass/panel, IC, optical materials, etc. or other important electronic and institutional component manufacturers).
 - (5) Continue to strengthen optical, mechanical, electronic, and software capabilities to make products more excellent.
 - (6) The scale of long-term operation is developed towards internationalization and diversification.
- (ii) Expected sales volume and its basis

The Company is mainly engaged in products for embedded control system, medical-use touch display, special application display module and its software and hardware development plan, etc., and provides the highly customized services, according to the different orders demand, to provide the product customization and diversification; thus, it cannot predict the specific sales quantity, considering each industry and related market supply and demand, as well as the customer's projected target and internal business plan; the growth of related product sales in 2022 will be challenging but cautiously optimistic.

PROMATE SOLUTIONS CORPORATION will fix attention on human-computer interface and similar application specific markets in 2022, and provide customized products, enhance overseas channel extension to expand businesses, and improve marketing customers management through Join Design. Moreover, it also actively creates products' high added values, and continuously develop high-quality products to increase company's revenues and profits. So please support, give advice and offer encouragement as always, to maximize the interests of shareholders via increased performance and ongoing growth

Sincerely yours,

Healthy body
Everything goes well

Chairman: Du, Huai-Qi

Manager: Du, Huai-Qi

Accounting Supervisor: Lin, Xiao-Ting

PROMATE SOLUTIONS CORPORATION

Audit Committee Approval and Audit Report

Hereby Approved

The board of directors of the company prepared and submitted the 2021 business report, financial statements, and surplus distribution statement. The financial statements were verified by Qinye Zhongxin Certified Public Accountants CPA Wong, Bo-Ren, CPA Chen, Hwei-Ming. The accountant has communicated with the Audit Committee on the key audit matters in the audit report. The Audit Committee, upon examination, finds no discrepancy in the foregoing lists, and in accordance with the provisions of Article 14 of the Securities and Exchange Act and Article 219 of the Company Act, hereby provides a report for your approval.

2022 Regular Shareholders' Meeting of PROMATE SOLUTIONS CORPORATION

Audit Committee Convener: Zhong, Ying-Min

March 29, 2022

Appendix 3. Contents of directors' remuneration

| Title | Name | Director's remuneration | | | | | | | | Total amounts of A, B, C and D and percentage in profit after tax % (Note 10) | | Pay received as an employee | | | | | | | | Total amounts of A, B, C, D, E, F and G and percentage in profit after tax % (Note 10) | | Remuneration received from invested companies other than subsidiaries or the parent company (Note 11) |
|----------------------|--|---------------------------|-----------------------------------|-------------|-----------------------------------|--|-----------------------------------|-------------------------------|-----------------------------------|---|-----------------------------------|--|-----------------------------------|-----------------|-----------------------------------|------------------------------------|---|-----------------------------------|---|--|-----------------------------------|---|
| | | Remuneration (A) (Note 2) | | Pension (B) | | Remuneration to directors (C) (Note 3) | | Business expense (D) (Note 4) | | | | Salary, bonus and special allowance (E) (Note 5) | | (F) Pension (F) | | Employee compensation (G) (Note 6) | | | | | | |
| | | The Company | All Consolidated Entities (Note7) | The Company | All Consolidated Entities (Note7) | The Company | All Consolidated Entities (Note7) | The Company | All Consolidated Entities (Note7) | The Company | All Consolidated Entities (Note7) | The Company | All Consolidated Entities (Note7) | The Company | All Consolidated Entities (Note7) | The Company | | All Consolidated Entities (Note7) | | The Company | All Consolidated Entities (Note7) | |
| Chairman | Cheer Du | - | - | - | - | 571 | 571 | - | - | 0.36 | 0.36 | 1,656 | 1,656 | - | - | - | - | - | - | 1.40 | 1.40 | - |
| Director | Promate Electronic Co., Ltd. Representative: Eric Chen | - | - | - | - | 571 | 571 | - | - | 0.36 | 0.36 | - | - | - | - | - | - | - | - | 0.36 | 0.36 | - |
| Director | Promate Electronic Co., Ltd. Representative: Ciou-Jiang HU | - | - | - | - | 571 | 571 | - | - | 0.36 | 0.36 | - | - | - | - | - | - | - | - | 0.36 | 0.36 | - |
| Director | Liu-Ping Chen | - | - | - | - | 571 | 571 | - | - | 0.36 | 0.36 | - | - | - | - | - | - | - | - | 0.36 | 0.36 | - |
| Independent Director | Ying-Min Zhong | 240 | 240 | - | - | 571 | 571 | - | - | 0.50 | 0.50 | - | - | - | - | - | - | - | - | 0.50 | 0.50 | - |
| Independent Director | Mau-Shiung Chen | 240 | 240 | - | - | 571 | 571 | - | - | 0.50 | 0.50 | - | - | - | - | - | - | - | - | 0.50 | 0.50 | - |
| Independent Director | Yue-Xiu Liu | 240 | 240 | - | - | 571 | 571 | - | - | 0.50 | 0.50 | - | - | - | - | - | - | - | - | 0.50 | 0.50 | - |

Please describe the policy, system, standard, and structure of remuneration to independent directors, and the correlation between duties, risk, and time input with the amount of remuneration: The Company has made regular assessments on director's remuneration according to "Performance Assessment Methods for Board of Directors". According to Article 17 of Chapter 6 in *Articles of Association*, and in case of having a profit of this year (namely income before tax by deducting staff and director remunerations), shall allocate not more than 3% as directors' remunerations by referring their degree of participation in company operation, contributed values, whether involved in any ethical risk event or others which may cause adverse effects on company image and reputation, such as improper inner management and personnel fraud, etc., as well as company's operating status comprehensively and reasonably.

2. In addition to the above disclosures, directors' remuneration from service provision (e.g. assumed as non-employee consultant of patent company/all companies in financial statements/invested enterprises) of recent years: None

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Promate Solutions Corporation

Opinion

We have audited the accompanying consolidated financial statements of Promate Solution. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters identified in the audit of the Group’s consolidated financial statements for the year ended December 31, 2021 are as follows:

Occurrence of shipment with revenue gained from specific clients

The Group specializes in trading embedded control systems, special application display module and medical touch display module. Based on the materiality and auditing standards, revenue recognition is presumed to be a significant risk. Therefore, we believe that the existence of sales revenue with

specific clients would materially affect the occurrence of the financial statement, which is the reason why we listed the occurrence of shipment with sales revenue from certain clients as the key audit matter of 2021 audit process. Refer to note 4(12) for more details of revenue recognition policy.

Our main audit procedures performed in respect of above matter include the following:

1. We understood the internal control procedures for revenue recognition and the relevant approval process followed by the Group's management.
2. We utilized audit sampling on specific clients' shipments, which we would verify the relevant documents and test the receivable collection to confirm the existence of sales transaction.
3. We ascertained sales returns and discounts that occurred after the balance sheet date, to ensure whether there is a material misstatement on sales revenue from specific clients in the group's financial statement.

Other Matters

We have also audited the parent company only financial statements of Promate Solution Corporation as of and for the year ended December 31, 2021 and 2020 on which we have issued an unmodified 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 the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and 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 operation, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but 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 the auditing standards generally accepted in the Republic of China, we exercise professional judgement 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 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 and we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2021

and are therefore 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 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 audits resulting in this independent auditor's report are Po Jen Weng and Hui-Min.Chen

Deloitte & Touche

Taipei, Taiwan

Republic of China

March 29, 2022

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

PROMATE SOLUTIONS CORPORATION AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEETS****DECEMBER 31, 2021 AND 2020****(In Thousands of New Taiwan Dollars)**

| ASSETS | December 31, 2021 | | December 31, 2020 | |
|---|---------------------|------------|---------------------|------------|
| | Amount | % | Amount | % |
| CURRENT ASSETS | | | | |
| Cash and cash equivalents (Notes 4, 6 and 30) | \$ 726,561 | 41 | \$ 637,464 | 42 |
| Financial assets at fair value through profit or loss - current (Notes 4, 7 and 30) | 10,594 | 1 | 12,354 | 1 |
| Financial assets at amortized cost - current (Notes 4, 9, 10 and 30) | - | - | 85,797 | 6 |
| Notes receivable (Notes 4, 11, 24, 30 and 32) | 76,221 | 4 | - | - |
| Accounts receivable (Notes 4, 11, 24 and 30) | 384,826 | 22 | 270,397 | 18 |
| Accounts receivable from related parties (Notes 4, 11, 24, 30 and 31) | 4,212 | - | 5,167 | - |
| Other receivables (Notes 4, 11 and 30) | 24,521 | 1 | 8,590 | 1 |
| Inventories (Note 4 and 12) | 346,426 | 20 | 298,287 | 20 |
| Prepayments (Notes 17) | 2,887 | - | 2,508 | - |
| Other current assets (Note 17) | 30 | - | 30 | - |
| Total current assets | <u>1,576,278</u> | <u>89</u> | <u>1,320,594</u> | <u>88</u> |
| NON-CURRENT ASSETS | | | | |
| Financial assets at fair value through other comprehensive income - noncurrent (Notes 4, 8 and 30) | 85,519 | 5 | 43,607 | 3 |
| Property, plant and equipment (Notes 4 and 14) | 43,823 | 3 | 48,946 | 3 |
| Right-of-use assets (Notes 4, 15 and 31) | 42,836 | 2 | 65,120 | 5 |
| Other intangible assets (Note 4 and 16) | 5,851 | - | 4,027 | - |
| Deferred tax assets (Note 4 and 26) | 8,983 | 1 | 13,893 | 1 |
| Prepayments for business facilities (Note 17) | 6,834 | - | 3,888 | - |
| Guarantee deposits paid (Notes 17 and 30) | 656 | - | 636 | - |
| Total non-current assets | <u>194,502</u> | <u>11</u> | <u>180,117</u> | <u>12</u> |
| TOTAL | <u>\$ 1,770,780</u> | <u>100</u> | <u>\$ 1,500,711</u> | <u>100</u> |
| LIABILITIES AND EQUITY | | | | |
| CURRENT LIABILITIES | | | | |
| Short-term borrowing (Notes 4, 18 and 32) | \$ 76,221 | 4 | \$ - | - |
| Contract liabilities - current (Notes 4, 20 and 24) | 69,004 | 4 | 30,466 | 2 |
| Notes payable (Notes 19 and 30) | 31 | - | - | - |
| Accounts payable (Notes 19 and 30) | 200,299 | 12 | 123,026 | 8 |
| Accounts payable to related parties (Notes 18, 30 and 31) | 181,574 | 10 | 43,392 | 3 |
| Lease liabilities - current (Notes 4, 15, 28, 30 and 31) | 20,763 | 1 | 21,665 | 2 |
| Other payables (Notes 20 and 30) | 106,590 | 6 | 94,222 | 6 |
| Other payables - related parties (Notes 20, 30 and 31) | 607 | - | 955 | - |
| Current tax liabilities (Note 4 and 26) | 8,813 | 1 | 22,078 | 2 |
| Provisions - current (Note 4 and 21) | 2,938 | - | 3,285 | - |
| Other current liabilities (Note 20) | 2,157 | - | 2,357 | - |
| Total current liabilities | <u>668,997</u> | <u>38</u> | <u>341,446</u> | <u>23</u> |
| NON-CURRENT LIABILITIES | | | | |
| Lease liabilities - noncurrent (Notes 4, 15, 29 and 30) | 22,216 | 1 | 43,072 | 3 |
| Provisions - noncurrent (Note 20) | 1,386 | - | 2,239 | - |
| Deferred tax liabilities (Note 25) | 10,408 | 1 | 15,044 | 1 |
| Net defined benefit liabilities - noncurrent (Note 21) | 924 | - | 55 | - |
| Total non-current liabilities | <u>34,934</u> | <u>2</u> | <u>60,410</u> | <u>4</u> |
| Total liabilities | <u>703,931</u> | <u>40</u> | <u>401,856</u> | <u>27</u> |
| EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 23) | | | | |
| Share capital | | | | |
| Ordinary shares | <u>382,549</u> | <u>22</u> | <u>382,549</u> | <u>25</u> |
| Capital surplus | <u>386,829</u> | <u>22</u> | <u>386,829</u> | <u>26</u> |
| Retained earnings | | | | |
| Legal reserve | 126,158 | 7 | 105,299 | 7 |
| Special reserve | - | - | 2,728 | - |
| Unappropriated earnings | <u>166,518</u> | <u>9</u> | <u>210,207</u> | <u>14</u> |
| Total retained earnings | <u>292,676</u> | <u>16</u> | <u>318,234</u> | <u>21</u> |
| Other equity | | | | |
| Exchange differences on translation of foreign financial statements | (391) | - | (49) | - |
| Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income | <u>5,186</u> | <u>-</u> | <u>11,292</u> | <u>1</u> |
| Total other equity interest | <u>4,795</u> | <u>-</u> | <u>11,243</u> | <u>1</u> |
| Total equity attributable to owners of the Company | <u>1,066,849</u> | <u>60</u> | <u>1,098,855</u> | <u>73</u> |
| Total equity | <u>1,066,849</u> | <u>60</u> | <u>1,098,855</u> | <u>73</u> |
| TOTAL | <u>\$ 1,770,780</u> | <u>100</u> | <u>\$ 1,500,711</u> | <u>100</u> |

The accompanying notes are an integral part of the consolidated financial statements

PROMATE SOLUTIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2021 | | 2020 | |
|--|--------------------|---------------|--------------------|---------------|
| | Amount | % | Amount | % |
| OPERATING REVENUE (Notes 4, 24 and 31) | | | | |
| Sales | \$ 1,745,768 | 100 | \$ 1,771,303 | 100 |
| OPERATING COSTS (Notes 12, 16, 22, 25 and 31) | | | | |
| COST OF GOODS SOLD | (1,320,182) | (76) | (1,278,182) | (72) |
| GROSS PROFIT | <u>425,586</u> | <u>24</u> | <u>493,121</u> | <u>28</u> |
| OPERATING EXPENSES (Notes 11, 16, 21, 25 and 31) | | | | |
| Selling and marketing expenses | (133,171) | (7) | (116,733) | (7) |
| General and administrative expenses | (28,878) | (2) | (36,576) | (2) |
| Research and development expenses | (68,111) | (4) | (67,463) | (4) |
| Expected credit loss | <u>5,750</u> | <u>-</u> | <u>(6,360)</u> | <u>-</u> |
| Total operating expenses | <u>(224,410)</u> | <u>(13)</u> | <u>(227,132)</u> | <u>(13)</u> |
| OPERATING PROFIT | <u>201,176</u> | <u>15</u> | <u>265,989</u> | <u>15</u> |
| NON-OPERATING INCOME (Note 15, 25 and 31) | | | | |
| Interest income | 1,673 | - | 3,821 | - |
| Other income | 4,446 | - | 3,062 | - |
| Other gains and losses | (9,723) | | (20,980) | (1) |
| Finance costs | <u>(1,748)</u> | <u>-</u> | <u>(2,066)</u> | <u>-</u> |
| Total non-operating income and expenses | <u>(5,352)</u> | <u>-</u> | <u>(16,163)</u> | <u>(1)</u> |
| PROFIT BEFORE INCOME TAX | 195,824 | 11 | 249,826 | 14 |
| INCOME TAX EXPENSE (Notes 4 and 26) | <u>(33,550)</u> | <u>(2)</u> | <u>(46,751)</u> | <u>(2)</u> |
| NET PROFIT FOR THE PERIOD | <u>162,274</u> | <u>9</u> | <u>203,075</u> | <u>12</u> |

(Continued)

| | 2021 | | 2020 | |
|--|-------------------|----------|-------------------|-----------|
| | Amount | % | Amount | % |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | |
| Items that will not be reclassified subsequently to profit or loss : | | | | |
| Remeasurement of defined benefit plans (Notes 4 ,and 22) | \$ 4,094 | - | (\$ 340) | - |
| Unrealized gain (loss) on investments in equity instruments as at fair value through other comprehensive income (Notes 4 ,and 23) | (5,940) | - | 19,752 | 1 |
| Income tax relating to items that will not be reclassified (Notes 4 ,and 26) | (<u>818</u>) | <u>-</u> | <u>68</u> | <u>-</u> |
| | (<u>2,664</u>) | <u>-</u> | <u>19,480</u> | <u>1</u> |
| Items that may be reclassified subsequently to profit or loss : | | | | |
| Exchange differences on translating the financial statements of foreign operations (Notes 4 ,and 23) | (428) | - | 2 | - |
| Income tax relating to items that may be reclassified subsequently to profit or loss (Notes 4 ,and 26) | <u>86</u> | <u>-</u> | (<u>1</u>) | <u>-</u> |
| | (<u>342</u>) | <u>-</u> | <u>1</u> | <u>-</u> |
| Other comprehensive loss for the year, net of income tax | (<u>3,006</u>) | <u>-</u> | <u>19,481</u> | <u>1</u> |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD | <u>\$ 159,268</u> | <u>9</u> | <u>\$ 222,556</u> | <u>13</u> |
| EARNINGS PER SHARE (NEW TAIWAN DOLLARS; Note 27) | | | | |
| From continuing operations | | | | |
| Basic | <u>\$ 4.24</u> | | <u>\$ 5.31</u> | |
| Diluted | <u>\$ 4.21</u> | | <u>\$ 5.25</u> | |

The accompanying notes are an integral part of the consolidated financial statements

PROMATE SOLUTIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | Equity Attributable to Owners of the Company | | | | | | Other Equity | | Total Equity |
|--|--|------------|-----------------|-------------------|-----------------|-------------------------|--|--|--------------|
| | Issued Capital | | Capital Surplus | Retained Earnings | | | Exchange Differences on Translating the Financial Statements of Foreign Operations | Unrealized gain on Financial Assets at Fair Value Through Other Comprehensive Income | |
| | Shares (Thousands) | Amount | | Legal Reserve | Special Reserve | Unappropriated Earnings | | | |
| BALANCE AT JANUARY 1, 2020 | 38,255 | \$ 382,549 | \$ 396,393 | \$ 84,663 | \$ 26 | \$ 206,670 | (\$ 50) | (\$ 2,678) | \$ 1,067,573 |
| Appropriation of 2019 earnings | | | | | | | | | |
| Legal reserve | - | - | - | 20,636 | - | (20,636) | - | - | - |
| Special reserve | - | - | - | - | 2,702 | (2,702) | - | - | - |
| Cash dividends | - | - | - | - | - | (181,710) | - | - | (181,710) |
| Changes other Capital Surplus : | | | | | | | | | |
| Capital Surplus issue Cash dividends | - | - | (9,564) | - | - | - | - | - | (9,564) |
| Disposal of investments in equity instruments designated as at fair value through other comprehensive income | - | - | - | - | - | 5,782 | - | (5,782) | - |
| Net profit for the year ended December 31, 2020 | - | - | - | - | - | 203,075 | - | - | 203,075 |
| Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax | - | - | - | - | - | (272) | 1 | 19,752 | 19,481 |
| Total comprehensive income (loss) for the year ended December 31, 2020 | - | - | - | - | - | 202,803 | 1 | 19,752 | 222,556 |
| BALANCE AT DECEMBER 31, 2020 | 38,255 | 382,549 | 386,829 | 105,299 | 2,728 | 210,207 | (49) | 11,292 | 1,098,855 |
| Appropriation of 2020 earnings | | | | | | | | | |
| Legal reserve | - | - | - | 20,859 | - | (20,859) | - | - | - |
| Special reserve | - | - | - | - | (2,728) | 2,728 | - | - | - |
| Cash dividends | - | - | - | - | - | (191,274) | - | - | (191,274) |
| Disposal of investments in equity instruments designated as at fair value through other comprehensive income | - | - | - | - | - | 166 | - | (166) | - |
| Net profit (loss) for the year ended December 31, 2021 | - | - | - | - | - | 162,274 | - | - | 162,274 |
| Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax | - | - | - | - | - | 3,276 | (342) | (5,940) | (3,006) |
| Total comprehensive income (loss) for the year ended December 31, 2021 | - | - | - | - | - | 165,550 | (342) | (5,940) | 159,268 |
| BALANCE AT DECEMBER 31, 2021 | 38,255 | \$ 382,549 | \$ 386,829 | \$ 126,158 | \$ - | \$ 166,518 | (\$ 391) | \$ 5,186 | \$ 1,066,849 |

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

PROMATE SOLUTIONS CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020**

(In Thousands of New Taiwan Dollars)

| | 2021 | 2020 |
|--|-------------|------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Income before income tax | \$ 195,824 | \$ 249,826 |
| Adjustments for | | |
| Expected credit (gain) loss | (5,750) | 6,360 |
| Depreciation expenses | 35,866 | 36,492 |
| Amortization expenses | 1,718 | 3,192 |
| Finance costs | 1,748 | 2,066 |
| Other adjustments to reconcile profit (loss) | 3,010 | (5,590) |
| Interest incomes | (1,673) | (3,821) |
| Dividend income | (4,114) | (2,242) |
| Impairment loss on non-financial assets | (17,000) | 10,000 |
| Inventory write off loss | 322 | 3,069 |
| Gain on Lease Modification | (255) | - |
| Net loss (gain) on financial assets or liabilities at fair value through profit or loss | (1,097) | (3,920) |
| Unrealized foreign exchange loss (gain) | (1,004) | 1,355 |
| Changes in operating assets and liabilities | | |
| Financial assets mandatorily classified as at fair value through profit or loss | 2,857 | (5,398) |
| Decrease (increase) in notes receivable | (76,221) | - |
| Decrease (increase) in accounts receivable | (108,679) | 1,714 |
| Decrease (increase) in accounts receivable due from related parties | 955 | (203) |
| Decrease (increase) in other receivable | (15,931) | 2,533 |
| Decrease (increase) in inventories | (31,461) | (28,872) |
| Decrease (increase) in prepayments | (379) | 3,112 |
| Decrease (increase) in other current assets | - | 23 |
| Increase (decrease) in contract liabilities | 38,538 | (9,301) |
| Increase (decrease) in notes payable | 31 | (11) |
| Increase (decrease) in accounts payable | 77,273 | (42,775) |
| Increase (decrease) in accounts payable to related parties | 138,182 | (23,073) |
| Increase (decrease) in other payable | 12,368 | (8,183) |
| Increase (decrease) in other payable to related parties | (348) | (1,370) |
| Increase (decrease) in provisions | (4,210) | (7,010) |

(Continued)

| | 2021 | 2020 |
|---|-------------|---------------|
| Increase (decrease) in other current liabilities | (\$ 200) | (\$ 23) |
| Increase (decrease) in net defined benefit liability | (542) | (548) |
| Cash generated from operations | 239,828 | 177,448 |
| Interest received | 1,673 | 3,821 |
| Interest paid | (219) | - |
| Income tax paid | (41,768) | (52,159) |
| Net cash generated from operating activities | 199,514 | 129,110 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Acquisition of financial assets at amortized cost | (27,842) | (1,426,652) |
| Acquisition of financial assets at fair value through other comprehensive income | (48,323) | (23,663) |
| Proceeds from disposal of financial assets at amortized cost | 114,643 | 1,339,500 |
| Proceeds from disposal of financial assets at fair value through other comprehensive income | 471 | 14,700 |
| Proceeds from sale of financial assets at fair value dividends received | 4,114 | 2,242 |
| Increase in prepayments for business facilities | (16,397) | (16,890) |
| Acquisition of property, plant and equipment | (200) | (307) |
| Decrease (increase) in refundable deposits | (20) | (500) |
| Net cash used in investing activities | 26,446 | (111,570) |
| CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES | | |
| Short-term borrowing increase | 76,221 | - |
| Payments of lease liabilities | (21,382) | (22,234) |
| Cash dividends | (191,274) | (191,274) |
| Net cash used in financing activities | (136,435) | (213,508) |
| EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES | | |
| | (428) | 2 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | | |
| | 89,097 | (195,966) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | | |
| | 637,464 | 833,430 |
| CASH AND CASH EQUIVALENTS REPORTED IN THE STATEMENT OF FINANCIAL POSITION | | |
| | \$ 726,561 | \$ 637,464 |

The accompanying notes are an integral part of the consolidated financial statements

Appendix 6. 2021 Annual Surplus Appropriation Statement

PROMATE SOLUTIONS CORPORATION
Surplus Appropriation Statement
2021

Unit: NT\$

| Paragraph | Amount | | Remark |
|--|-------------|---------------|-------------------------------------|
| Beginning undistributed surplus | | 802,094 | |
| Net profit after tax in 2021 | 162,274,763 | | EPS NT\$ 4.24 |
| Add: disposal of equity instrument investments measured at fair value through other comprehensive profits and losses | 166,309 | | |
| Add: remeasurement of defined welfare plan recognized as reserved surplus | 3,275,542 | | |
| Amount of net profit after tax for the current period added the paragraphs other than net profit after tax for the current period included in the current year's undistributed surplus | | 165,716,614 | |
| Distribution paragraphs: | | | |
| Withdrawal of legal reserve | | (16,571,661) | Withdrawal of 10% according to laws |
| Small revolving special surplus reserve | | | |
| Cash dividend | | (147,281,250) | NT\$ 3.85 distributed per share |
| Ending undistributed surplus | | 2,665,797 | |

- (1) Dividend per share is calculated based on the number of 38,254,870 shares circulating of the Company on February 28, 2022.
- (2) The cash dividend shall be calculated up to the decimal point and shall be discarded after the decimal point.

Chairman: Du, Huai-Qi

Manager: Du, Huai-Qi

Accounting Supervisor: Lin, Xiao-Ting

Appendix 7. “Articles of Association” Revised Comparison Table

| After revision | Before revision | Remark |
|--|--|---|
| <p>Article 8 There are two types of shareholders' meetings: regular meeting and temporary meeting. The regular meeting will be convened once a year, and the board of directors will convene it according to law within six months after the end of each fiscal year. The temporary meeting will be convened according to law when necessary. The shareholders' meeting shall be convened in accordance with Article 172 of the Company Law. If the notice of convening the shareholders' meeting is approved by the counterpart, it can be done electronically. Shareholders who hold less than 1,000 registered shares may announce the convening notice referred to in the preceding paragraph. <u>When the shareholders' meeting of the Company is held, it can be done by video conference or other means announced by the central competent authority.</u></p> | <p>Article 8 There are two types of shareholders' meetings: regular meeting and temporary meeting. The regular meeting will be convened once a year, and the board of directors will convene it according to law within six months after the end of each fiscal year. The temporary meeting will be convened according to law when necessary. The shareholders' meeting shall be convened in accordance with Article 172 of the Company Law. If the notice of convening the shareholders' meeting is approved by the counterpart, it can be done electronically. Shareholders who hold less than 1,000 registered shares may announce the convening notice referred to in the preceding paragraph.</p> | <p>Article 172-2 of the Company Law was promulgated on December 29, 2021, amending the provisions of video conference of shareholders' meeting applicable to open public companies. According to the first paragraph of this article, it is stipulated in the articles of association that the shareholders' meeting shall be held by video conference or announcement by the central competent authority, namely the Ministry of Economic Affairs. In order to cooperate with the competent authority's policy of promoting the video shareholders' meeting and meet the needs of the digital era, it is stipulated in this regulation that the shareholders' meeting of this company may be held by video conference or other means announced by the Ministry of Economic Affairs, so as to add the second paragraph.</p> |
| <p>Article 8-1 If there is a surplus in the company's annual final accounts, it shall first pay taxes to make up for the losses of previous years, and then set aside 10% of its balance as the statutory surplus reserve. <u>When the special surplus reserve is set aside in accordance with laws and regulations, the insufficient amount of other equity deductions accumulated in the previous period shall be set aside from the undistributed surplus in the previous period before the surplus distribution. If there is still a shortage, Paragraphs other than the current after-tax net profit plus the current after-tax net profit are included in the current undistributed surplus, and if there is a reversal of other net equity deductions, the surplus of the</u></p> | <p>Article 8-1 If there is a surplus in the company's annual final accounts, it shall first pay taxes to make up for the losses in previous years, and then set aside 10% of its balance as the statutory surplus reserve. After the special surplus reserve is set aside and turned around according to the laws and regulations, it will be the distributable surplus together with the accumulated undistributed surplus at the beginning of the period, which will be distributed by the shareholders' meeting.</p> | <p>Amended in accordance with Article 41 of the Securities and Exchange Law.</p> |

| After revision | Before revision | Remark |
|--|---|---|
| <p><u>special surplus reserve of the reversal part can be distributed together with the accumulated undistributed surplus</u> at the beginning of the period, which can be distributed by the shareholders' meeting.</p> <p>Omitted</p> | | |
| <p>Article 20 This Article was established on May 23, 1996. The first amendment was on December 17, 2003. ...Omitted... The ninth amendment was on July 22, 2021. <u>The tenth amendment will be on June 14, 2022.</u></p> | <p>Article 20 This Article was established on May 23, 1996. The first amendment was on December 17, 2003. ...Omitted... The ninth amendment was on July 22, 2021.</p> | <p>Adding the number and date of this revision.</p> |

Appendix 8. “Rule of Procedure of Shareholders’ Meeting” Revised Comparison Table

| After revision | Before revision | Remark |
|---|---|--|
| <p>II. The first paragraph is omitted.</p> <p><u>The change of the way of holding the shareholders' meeting of the Company shall be decided by the board of directors, and it shall be done at the latest before the notice of the shareholders' meeting is sent.</u></p> <p>The Company shall, 30 days before the regular meeting of shareholders or 15 days before the extraordinary meeting of shareholders, prepare the cause of action and explanatory materials of various proposals, such as the notice of shareholders' meeting, paper for power of attorney, relevant recognition case, discussion case, election or dismissal of directors, etc., into electronic files and send them to the MOPS. Before the 21st day of the regular shareholders' meeting or the 15th day of the interim shareholders' meeting, the meeting manual and supplementary information of the shareholders' meeting shall be prepared and sent to the MOPS. <u>However, if the paid-in capital of this company at the end of the latest fiscal year reaches NT\$ 10 billion or more, or the total share of foreign capital and land capital recorded in the shareholders' name book in the latest fiscal year reaches more than 30%, the transmission of the electronic file before the regular shareholders' meeting shall be completed 30 days before.</u> Fifteen days before the meeting of the shareholders' meeting, prepare the minutes manual and supplementary materials of the meeting for shareholders to consult at any time, and display them in the Company and the professional stock affairs agency appointed by the Company.</p> | <p>II.</p> <p>The first paragraph is omitted.</p> <p>The Company shall, 30 days before the regular meeting of shareholders or 15 days before the extraordinary meeting of shareholders, prepare the cause of action and explanatory materials of various proposals, such as the notice of shareholders' meeting, paper for power of attorney, relevant recognition case, discussion case, election or dismissal of directors, etc., into electronic files and send them to the MOPS. Before the 21st day of the regular meeting of shareholders or the 15th day of the extraordinary meeting of shareholders, the meeting handbook and supplementary information of the shareholders' meeting will be made into an electronic file and sent to the MOPS. Fifteen days before the meeting of the shareholders' meeting, prepare the minutes manual and supplementary materials of the meeting for shareholders to consult at any time, display them in the company and the professional stock agency appointed by the company, and distribute them at the meeting of shareholders.</p> | <p>In order to make shareholders aware of the change of the way of holding shareholders' meeting, the change of the way of holding shareholders' meeting should be decided by the board of directors at the latest before the notice of shareholders' meeting is sent, and it should be amended in line with the company's practice.</p> |

| After revision | Before revision | Remark |
|--|---|--------|
| <p><u>On the day of the meeting of the shareholders' meeting, the Company shall provide the meeting manual and meeting supplementary information referred to in the preceding paragraph to shareholders in the following ways:</u></p> <p><u>I. When an entity shareholders' meeting is held, it shall be distributed at the shareholders' meeting.</u></p> <p><u>II. When video shareholders' meeting is held, it shall be distributed at the shareholders' meeting site and transmitted to the video conference platform by electronic files.</u></p> <p><u>III. When the video shareholders' meeting is held, it should be transmitted to the video conference platform by electronic files.</u></p> <p>The fifth paragraph is omitted.</p> <p><u>The appointment or dismissal of directors, change of articles of association, capital reduction, application for suspension of public offering, director's non-competition permission, transfer of surplus to capital, transfer of public reserve to capital, dissolution, merger, division of the company,</u> or the matters in Article 185, paragraph 1 of the Company Law, Articles 26-1 and 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed and explained in the reasons for the convening, and the main contents shall be as follows</p> <p>The reason for the convening of the shareholders' meeting has stated the comprehensive re-election of directors and the appointment date. After the re-election of the shareholders' meeting is completed, the</p> | <p>The third paragraph is omitted.</p> <p>Article 172-Paragraph 5, Article 185-Paragraph 1 of the Company Law, Article 43-6 of the Securities Exchange Act, and Articles 56-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall list and explain the main contents in the reasons for convening the meeting, and shall not be proposed by a temporary motion.</p> <p>The reason for the convening of the shareholders' meeting has stated the comprehensive re-election of directors, supervisor and the appointment date. After the re-election of the shareholders' meeting is completed, the appointment date shall not be changed by temporary motion or other means at the same meeting.</p> <p>Shareholders who hold more than 1% of the total number of issued shares may submit a proposal for the shareholders' general meeting to the Company. However, if there is only one proposal, more than one proposal will not be included in the proposal. <u>However, the shareholders' proposal is a proposal to urge the company to promote public interests or fulfill its social responsibilities, and the board of directors may still include it in the proposal.</u> In addition, the board of directors may not list the proposal proposed by the shareholders as a proposal in any of the situations mentioned in Paragraph 4 of Article 172-1 of the Company Law.</p> | |

| After revision | Before revision | Remark |
|---|---|--|
| <p>appointment date shall not be changed by temporary motion or other means at the same meeting.</p> <p>Shareholders who hold more than 1% of the total number of issued shares may submit a proposal for the shareholders' general meeting to the Company. Only one proposal is allowed, and more than one proposal will not be included in the proposal. In addition, the board of directors may not list the proposal proposed by the shareholders as a proposal in any of the situations mentioned in Paragraph 4 of Article 172-1 of the Company Law. <u>Shareholders may make proposals to urge the company to promote public interests or fulfill its social responsibilities. The procedure shall be limited to one proposal in accordance with the relevant provisions of Article 172-1 of the Company Law. If more than one proposal is made, it shall not be included in the proposal.</u></p> <p>The following is omitted</p> | <p>The following is omitted</p> | |
| <p>III.</p> <p>The number of shares attended is calculated according to the number of shares registered in the signature book or the check-in card submitted and <u>the video conference platform</u>, plus the number of shares exercising voting rights in written or electronic form.</p> | <p>III.</p> <p>The number of shares attended is calculated according to the number of shares registered in the signature book or the check-in card submitted, plus the number of shares exercising voting rights in written or electronic form.</p> | <p>Article 3 is amended to specify that when the shareholders' meeting of the company is held by video conference, the number of shares reported to shareholders by video conference should be added when calculating the total number of shares attended.</p> |
| <p>V.</p> <p>The first paragraph is omitted.</p> <p><u>When the Company holds the video shareholders' meeting, it shall not be restricted by the venue mentioned in the preceding paragraph.</u></p> <p>The Company shall specify the registration time, registration place and other matters needing attention of <u>the accepting shareholders, solicitors and entrusted agents (hereinafter referred to as</u></p> | <p>V.</p> <p>The first paragraph is omitted.</p> <p>The Company shall specify the registration time, registration place and other matters needing attention in the meeting notice.</p> <p>The registration time for accepting shareholders referred to in the preceding paragraph shall be handled at least 30 minutes before</p> | <p>In order to match the change of the way of holding the shareholders' meeting, the second, ninth and tenth paragraphs are added, and the third paragraph to fifth paragraph are revised.</p> |

| After revision | Before revision | Remark |
|--|---|--------|
| <p>shareholders) in the meeting notice. The registration time for accepting shareholders referred to in the preceding paragraph shall be handled at least 30 minutes before the meeting starts; The newspaper should be clearly marked everywhere, and send adequate and competent personnel to handle it; <u>The video conference of shareholders shall be accepted and registered on the video conference platform of shareholders' meeting 30 minutes before the start of the meeting. Shareholders who have completed the registration shall be deemed to attend the shareholders' meeting in person.</u> Shareholders shall attend the shareholders' meeting with attendance card, attendance sign-in card or other attendance documents, and the Company shall not arbitrarily add other supporting documents to the supporting documents on which shareholders attend; It is the requester of the power of attorney and should bring identification documents for verification.</p> <p>The sixth paragraph to eight paragraph are omitted.</p> <p><u>If the shareholders' meeting is held by video conference, shareholders who want to attend by video conference shall register with the Company two days before the shareholders' meeting.</u> <u>If the video conference of the shareholders' meeting is held, the Company shall upload the discussion manual, annual report and other relevant materials to the video conference platform of the shareholders' meeting at least 30 minutes before the meeting starts, and continuously disclose them until the end of the meeting.</u></p> | <p>the meeting starts; The newspaper should be clearly marked everywhere, and send adequate and competent personnel to handle it. <u>The shareholder or the agent entrusted by the shareholder (hereinafter referred to as the shareholder)</u> shall attend the shareholders' meeting with attendance card, attendance sign-in card or other attendance documents, and the Company shall not arbitrarily add other supporting documents to the supporting documents on which shareholders attend; It is the requester of the power of attorney and should bring identification documents for verification.</p> <p>The following is omitted</p> | |

| After revision | Before revision | Remark |
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| <p><u>VI. When the Company holds the video conference of the shareholders' meeting, the following matters shall be stated in the notice of convening the shareholders' meeting:</u></p> <p><u>I. Shareholders' participation in video conferences and methods of exercising their rights.</u></p> <p><u>II. The ways to deal with the obstacles caused by natural disasters, incidents or other force majeure, including at least the following:</u></p> <p><u>(I) The time when the meeting has to be postponed or resumed due to the persistent obstacles, and the date when the meeting needs to be postponed or resumed.</u></p> <p><u>(II) Shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponed or resumed meeting.</u></p> <p><u>(III) If the video shareholders' meeting can't be continued, after deducting the number of shares attending the shareholders' meeting by video, the total number of shares attending the shareholders' meeting reaches the statutory quota, and the shareholders' meeting should be continued. The number of shares attending</u></p> | | <p>Adjust the order of articles, and add Article 6 in line with the change of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
|---|---|---|
| <p><u>the shareholders' meeting by video should be included in the total number of shares attending the shareholders' meeting, and all the resolutions of the shareholders' meeting should be regarded as abstention.</u></p> <p><u>(IV) In case that all the bills have been announced, but no interim motion has been made, the way to deal with it.</u></p> <p><u>III. Hold the video shareholders' meeting, and specify the appropriate alternative measures for shareholders who have difficulty in participating in the shareholders' meeting by video.</u></p> | | |
| <p><u>VII.</u> Omitted</p> | <p><u>VI.</u> Omitted</p> | <p>Adjust order of articles.</p> |
| <p><u>VIII.</u> Omitted</p> | <p><u>VII.</u> Omitted</p> | <p>Adjust order of articles.</p> |
| <p><u>IX.</u> The first paragraph is omitted.</p> <p><u>If the shareholders' meeting is held by video conference, the Company shall record and keep the information of shareholders' registration, registration, questioning, voting and the results of the company's vote counting, and continuously record and video the whole process of the video conference, which shall be properly kept during the company's existence, and the audio and video shall be provided to those entrusted with video conference affairs for preservation.</u></p> | <p><u>VIII.</u> The first paragraph is omitted.</p> | <p>Adjust the order of articles, and add the second and third paragraphs in line with the change of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
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| <p><u>If the shareholders' meeting is held by video conference, this company should record and record the background operation interface of the video conference platform.</u></p> | | |
| <p><u>X.</u> The chairman shall announce the meeting immediately when the meeting starts. However, if there are no shareholders representing more than half of the total number of issued shares present, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to two times, and the total postponement time shall not exceed one hour. If the two postponements are still insufficient and shareholders representing more than one-third of the total number of issued shares attend, the chairman shall announce the current meeting. <u>If the shareholders' meeting is held by video conference, this Corporation shall also announce the streaming meeting on the video conference platform of shareholders' meeting.</u> If the above-mentioned two delays are still insufficient and shareholders representing more than one-third of the total issued shares are present, a false resolution may be made in accordance with the first paragraph of Article 175 of the Company Law, and the false resolution shall be notified to all shareholders to convene the shareholders' meeting again within one month; <u>If the shareholders' meeting is held by video conference, shareholders who wish to attend by video conference shall re-register with the Company in accordance with Article 5.</u> Before the end of the meeting, if the number of shares represented by the present shareholders reaches more than half of the total issued shares, the chairman may make a false resolution and re-submit it to</p> | <p><u>IX.</u> The chairman shall announce the meeting immediately when the meeting starts. However, if there are no shareholders representing more than half of the total number of issued shares present, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to two times, and the total postponement time shall not exceed one hour. If the two postponements are still insufficient and shareholders representing more than one-third of the total number of issued shares attend, the chairman shall announce the current meeting. If the above-mentioned two delays are still insufficient and shareholders representing more than one-third of the total issued shares are present, a false resolution may be made in accordance with the first paragraph of Article 175 of the Company Law, and the false resolution shall be notified to all shareholders to convene the shareholders' meeting again within one month. Before the end of the meeting, if the number of shares represented by the present shareholders reaches more than half of the total issued shares, the chairman may make a false resolution and re-submit it to the general meeting for voting according to Article 174 of the Company Law.</p> | <p>Adjust the order of articles, and coordinate with the change and revision of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
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| the general meeting for voting according to Article 174 of the Company Law. | | |
| <u>XI.</u> Omitted | <u>X.</u> Omitted | Adjust order of articles. |
| <u>XII.</u> Omitted | <u>XI.</u> Omitted | Adjust order of articles. |
| <u>XIII.</u> Omitted | <u>XII.</u> Omitted | Adjust order of articles. |
| <u>XIV.</u> Omitted | <u>XIII.</u> Omitted | Adjust order of articles. |
| <u>XV.</u> Omitted | <u>XIV.</u> Omitted | Adjust order of articles. |
| <u>XVI.</u> <u>If the video conference of the shareholders' meeting is held, the shareholders who participate in the video conference may ask questions in words on the video conference platform of the shareholders' meeting after the meeting is announced by the chairman and before the meeting is announced. The number of questions for each proposal shall not exceed two times, with a limit of 200 words each time. Articles 11 to 14 are not applicable. If the question mentioned in the preceding paragraph does not violate the regulations or exceed</u> | | Adjust the order of articles, and add Article 16 in line with the change of the way of shareholders' meeting. |

| After revision | Before revision | Remark |
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| <p><u>the scope of the proposal, it should be disclosed on the video conference platform of the shareholders' meeting for public knowledge.</u></p> | | |
| <p><u>XVII.</u> Omitted</p> | <p><u>XV.</u> Omitted</p> | <p>Adjust order of articles.</p> |
| <p><u>XVIII</u> The scrutineers and counting personnel for voting on the bill shall be appointed by the chairman, but the scrutineers shall have the status of shareholders. The counting of votes for the shareholders' meeting or election proposal shall be conducted in the public place in the shareholders' meeting, and the voting results, including the statistical weights, shall be announced on the spot and recorded after the counting of votes is completed. <u>The Company holds a video conference of the shareholders' meeting. After the meeting is announced by the chairman, the shareholders who participate by video conference shall vote on various proposals and election proposals through the video conference platform, which shall be completed before the chairman announces the end of voting. If the voting is overdue, it will be deemed as abstention.</u> <u>If the shareholders' meeting is held by video conference, the voting shall be counted once after the chairman announces the end of voting, and the voting and election results shall be announced.</u> <u>When the Company holds the video shareholders' meeting, the shareholders who have registered to attend the shareholders' meeting by video in accordance with Article 5, who want to attend the physical shareholders' meeting in person, shall cancel their registration in the same way as registration two days before the shareholders' meeting; If the cancellation is overdue, the</u></p> | <p><u>XVI</u> The scrutineers and counting personnel for voting on the bill shall be appointed by the chairman, but the scrutineers shall have the status of shareholders. The counting of votes for the shareholders' meeting or election proposal shall be conducted in the public place in the shareholders' meeting, and the voting results, including the statistical weights, shall be announced on the spot and recorded after the counting of votes is completed.</p> | <p>Adjust the order of articles, and add the second and fourth paragraphs in line with the change of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
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| <p><u>shareholders' meeting can only be attended by video.</u> <u>Those who exercise their voting rights in writing or electronically, have not revoked their intention, and participate in the shareholders' meeting by video, except for temporary motions, are not allowed to exercise their voting rights on or propose amendments to the original motion or exercise their voting rights on amendments to the original motion.</u></p> | | |
| <p><u>XIX.</u> Omitted</p> | <p><u>XVII.</u> Omitted</p> | Adjust order of articles. |
| <p><u>XX.</u> Omitted</p> | <p><u>XVIII.</u> Omitted</p> | Adjust order of articles. |
| <p><u>XXI.</u> Omitted</p> | <p><u>XIX.</u> Omitted</p> | Adjust order of articles. |
| <p><u>XXII.</u> The first paragraph and second paragraph are omitted.</p> <p>After the shareholders have exercised their voting rights in writing or electronically, if they want to attend the shareholders' meeting in person or <u>by video</u>, they should cancel the expression of their intention to exercise their voting rights in the preceding paragraph in the same way as they exercise their voting rights two days before the shareholders' meeting. If it is overdue, the voting rights exercised in writing or electronically shall prevail. If the voting rights are exercised by written or electronic means and the proxy is entrusted to attend the shareholders' meeting by power of attorney, the voting rights of the agent shall prevail.</p> <p>The following is omitted</p> | <p><u>XX.</u> 第一、The second paragraph is omitted.</p> <p>After the shareholders have exercised their voting rights in writing or electronically, if they want to attend the shareholders' meeting in person, they should cancel the expression of their intention to exercise their voting rights in the preceding paragraph in the same way as they exercise their voting rights two days before the shareholders' meeting. If it is overdue, the voting rights exercised in writing or electronically shall prevail. If the voting rights are exercised by written or electronic means and the proxy is entrusted to attend the shareholders' meeting by power of attorney, the voting rights of the agent shall prevail.</p> <p>The following is omitted</p> | Adjust the order of articles, and cooperate with the change of the way of shareholders' meeting, and amend the third paragraph. |
| <p><u>XXIII.</u> Omitted</p> | <p><u>XXI.</u> Omitted</p> | Adjust order of articles. |
| <p><u>XXIV.</u> Each shareholder has one voting right, except those who are restricted or have no voting rights listed in <u>Paragraph 2 of Article 179</u> of the Company Law.</p> | <p><u>XXII.</u> Each shareholder has one right to vote, except for restricted shares or shares held by the company itself in accordance with the Company Law, which have no right to vote.</p> | Adjust the order of articles, and make amendments in line with the company's practice. |

| After revision | Before revision | Remark |
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| <p><u>XXV.</u> The first paragraph and second paragraph are omitted.</p> <p><u>After the power of attorney is delivered to the Company, shareholders who wish to attend the shareholders' meeting by video shall give a written notice to the Company to cancel the power of attorney two days before the shareholders' meeting; If the cancellation is overdue, the voting right entrusted by the agent to attend and exercise shall prevail.</u></p> | <p><u>XXIII.</u> The first paragraph and second paragraph are omitted.</p> | <p>Adjust the order of articles, and cooperate with the change of the way of shareholders' meeting, and add the third paragraph.</p> |
| <p><u>XXVI.</u> Omitted</p> | <p><u>XXIV.</u> Omitted</p> | <p>Adjust order of articles.</p> |
| <p><u>XXVII.</u> (Delete)</p> | <p><u>XXV.</u> <u>During the meeting, in case of air raid warning drills, the meeting will be suspended, and everyone will evacuate, and the meeting will continue one hour after the warning is lifted.</u></p> | <p>Adjust order of articles.</p> |
| <p><u>XXVIII.</u> The first paragraph and second paragraph are omitted.</p> <p><u>If the shareholders' meeting is held by video conference, the minutes shall, in addition to the paragraphs required in the preceding paragraph, also record the starting and ending time of the shareholders' meeting, the method of holding the meeting, the names of the chairman and the minutes, and the handling methods and situations when the video conference platform or video participation is hindered due to natural disasters, incidents or other force majeure.</u> <u>When the Company holds the video shareholders' meeting, it shall, in addition to the provisions in the preceding paragraph, state in the minutes the alternative measures provided by shareholders who have difficulties in participating in the shareholders' meeting by video.</u> The number of shares obtained by</p> | <p><u>XXVI.</u> The first paragraph and second paragraph are omitted.</p> <p>On the day of the shareholders' meeting, thE Company shall compile a statistical table in the prescribed format for the number of shares obtained by the solicitors and the number of shares represented by the entrusted agent, and make a clear disclosure in the shareholders' meeting. If there is any important information about the matters resolved at the shareholders' meeting that is stipulated by laws and regulations and stipulated by Taiwan Stock Exchange (Taipei Exchange), the Company shall transmit the</p> | <p>Adjust the order of articles, and add the second to fourth paragraphs, the sixth paragraph and amend the fifth paragraph in line with the change of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
|---|---|--|
| <p>the solicitors, the number of shares represented by the entrusted agent and the number of shares attended by shareholders in written or electronic form shall be made by the Company on the day of the shareholders' meeting in the prescribed format, and clearly disclosed in the shareholders' meeting; <u>If the video conference of the shareholders' meeting is held, the Company shall upload the above information to the video conference platform of the shareholders' meeting at least 30 minutes before the meeting starts, and continuously disclose it until the end of the meeting.</u></p> <p><u>When the Company holds a video conference of shareholders' meeting and announces the meeting, it shall disclose the attendance rights of shareholders on the video conference platform. The same shall apply if there are other statistics of attendance weights in the meeting.</u></p> <p>If there is any important information about the matters resolved at the shareholders' meeting that is stipulated by laws and regulations and stipulated by Taiwan Stock Exchange (Taipei Exchange), the Company shall transmit the information to the MOPS within the specified time.</p> <p>The following is omitted</p> | <p>information to the MOPS within the specified time.</p> <p>The following is omitted</p> | |
| <p><u>XXIX.</u> <u>If a video conference of shareholders' meeting is held, the Company shall immediately disclose the voting results and election results of various proposals on the video conference platform of shareholders' meeting after the voting is over, and shall continue to disclose them for at least 15 minutes after the meeting is announced by the chairman.</u></p> | <p><u>XXVII.</u> <u>(Delete)</u></p> | <p>Adjust the order of articles, and add Article 29 in line with the change of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
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| <p><u>XXX.</u> <u>When the company holds the video shareholders' meeting, the chairman and recorder shall be at the same place in Taiwan, and the chairman shall announce the address of the place at the meeting.</u></p> | | <p>Adjust the order of articles, and add Article 30 in line with the change of the way of shareholders' meeting.</p> |
| <p><u>XXXI.</u> <u>If a video conference of shareholders' meeting is held, the Company may provide a simple connection test for shareholders before the meeting, and provide relevant services immediately before and during the meeting to help deal with the technical problems of communication.</u> <u>When the shareholders' meeting is held by video conference, the chairman shall announce separately when announcing the meeting, except that there is no need to postpone or resume the meeting as stipulated in Paragraph 4, Article 44-20 of Regulations Governing the Administration of Shareholder Services of Public Companies. Before the chairman announces the meeting, if the video conference platform or participation by video conference lasts for more than 30 minutes due to natural disasters, incidents or other force majeure, the date of the meeting shall be postponed or resumed within five days. Article 182 of the Company Law does not apply.</u> <u>Where the meeting referred to in the preceding paragraph should be postponed or resumed, shareholders who have not registered to participate in the original shareholders' meeting by video shall not participate in the postponed or resumed meeting. According to the provisions of Paragraph 2, the meeting should be postponed or resumed. For shareholders who have registered to participate in the original shareholders' meeting by video and completed registration, but have not participated in the postponed</u></p> | | <p>Adjust the order of articles, and add Article 31 in line with the change of the way of shareholders' meeting.</p> |

| After revision | Before revision | Remark |
|--|-----------------|--------|
| <p><u>or resumed meeting, the number of shares attended at the original shareholders' meeting, their exercised voting rights and voting rights shall be included in the total number of shares, voting rights and voting rights of shareholders attending the postponed or resumed meeting.</u></p> <p><u>When the shareholders' meeting is postponed or resumed in accordance with the provisions of Paragraph 2, there is no need to re-discuss and decide the motion that has already been voted and counted, and the voting result or the elected list of directors and supervisors is announced.</u></p> <p><u>When the Company holds a video shareholders' meeting, and the video conference cannot be continued in the second paragraph, if the total number of shares attending the shareholders' meeting still reaches the statutory quota after deducting the number of shares attending the shareholders' meeting by video, the shareholders' meeting shall be continued, and there is no need to postpone or continue the meeting according to the second paragraph.</u></p> <p><u>In the event that the meeting should be continued in the preceding paragraph, the number of shares attended by the shareholders who participated in the shareholders' meeting by video shall be included in the total number of shares of the shareholders present, but all the proposals of the shareholders' meeting shall be deemed as abstention.</u></p> <p><u>If the Company postpones or continues the assembly in accordance with Paragraph 2, it shall, in accordance with the provisions listed in Paragraph 7 of Article 44-20 of Regulations Governing the Administration of Shareholder Services of Public Companies, conduct relevant preparatory work according to the</u></p> | | |

| After revision | Before revision | Remark |
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| <p><u>date of the original shareholders' meeting and the provisions of this Article.</u> <u>During the period specified in the second paragraph of Article 12 and the third paragraph of Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, the second paragraph of Article 45-5, Article 44-15 and Paragraph 1 of Article 44-17 of Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the meeting of shareholders' meeting according to the second paragraph.</u></p> | | |
| <p><u>XXXII.</u> <u>When the Company holds the video shareholders' meeting, it shall provide appropriate alternative measures for shareholders who have difficulty attending the shareholders' meeting by video.</u></p> | | <p>Adjust the order of articles, and add Article 32 in line with the change of the way of shareholders' meeting.</p> |
| <p><u>XXXIII.</u> Omitted</p> | <p><u>XXVIII.</u> Omitted</p> | <p>Adjust order of articles.</p> |
| <p><u>XXXIV.</u> Omitted</p> | <p><u>XXIX.</u> Omitted</p> | <p>Adjust order of articles.</p> |

Appendix 9. Corrected comparison table of “asset acquisition or disposal procedures”

| After revision | Before revision | Remark |
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| <p>Article 6: The professional appraisers and their appraisers, accountants, lawyers or securities underwriters shall meet the following requirements in the appraisal reports or opinions of accountants, lawyers or securities underwriters obtained by the Company:</p> <p>I. Those who have not been sentenced to fixed-term imprisonment of more than one year for violating this Law, the Company Law, the Banking Law, the Insurance Law, the Financial Holding Company Law, the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents or business crimes. However, this is not the case when the execution is completed, the probation period expires or three years have elapsed since the pardon.</p> <p>II. The parties to the transaction shall not be related or have a substantial relationship.</p> <p>III. If the company should obtain appraisal reports from more than two professional appraisers, appraisers or appraisers from different professions may not be related or materially related to each other.</p> <p>When issuing appraisal reports or opinions referred to in the preceding paragraph, the personnel shall comply with <u>the self-discipline norms of their respective trade associations</u> and the following matters:</p> <p>I. Before accepting a case, you should carefully evaluate your professional ability, practical experience and independence.</p> <p>II. The <u>implementation</u> of the case, should properly plan and implement the appropriate operation process, in order to form a conclusion and issue a report or</p> | <p>Article 6: The professional appraisers and their appraisers, accountants, lawyers or securities underwriters shall meet the following requirements in the appraisal reports or opinions of accountants, lawyers or securities underwriters obtained by the Company:</p> <p>(I). Those who have not been sentenced to fixed-term imprisonment of more than one year for violating this Law, the Company Law, the Banking Law, the Insurance Law, the Financial Holding Company Law, the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents or business crimes. However, this is not the case when the execution is completed, the probation period expires or three years have elapsed since the pardon.</p> <p>(II). The parties to the transaction shall not be related or have a substantial relationship.</p> <p>(III). If the company should obtain appraisal reports from more than two professional appraisers, appraisers or appraisers from different professions may not be related or materially related to each other.</p> <p>The personnel referred to in the preceding paragraph shall handle the following matters when issuing appraisal reports or opinions:</p> <p>I. Before accepting a case, you should carefully evaluate your professional ability, practical experience and independence.</p> <p>II. The review of the case, should properly plan and implement the appropriate operation process, in order to form a conclusion and issue a report or opinion; The procedures, collected data and conclusions will be published in detail in the working papers of the</p> | <p>Cooperating with the JGZ No.1110380465 issued by the Financial Supervisory Commission on January 28th, 2022, provisions were amended.</p> <p>To clarify the procedures and responsibilities to be followed by external experts, specify that professional appraisers and their appraisers, accountants, lawyers or securities underwriters should issue appraisal reports or opinions, and they should follow the self-discipline norms of their respective trade associations in addition to the relevant operational matters that should be handled when accepting and executing cases at present.</p> <p>In view of the fact that the previous external experts' undertaking and execution of the case of issuing valuation report or rationality opinion according to the provisions of these Standards does not refer to the audit of financial report, the text of "audit" case is amended as "execution" case.</p> <p>Consider external experts' actual evaluation of the data sources, parameters and information used, and revise the appropriate and reasonable words to conform to the reality.</p> |

| After revision | Before revision | Remark |
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| <p>opinion; The procedures, collected data and conclusions will be published in detail in the working papers of the case.</p> <p>III. For the data sources, parameters and information used, the appropriateness and rationality should be evaluated paragraph by paragraph as the basis for issuing appraisal reports or opinions.</p> <p>IV. The matters to be declared shall include that the relevant personnel are professional and independent, that the information used has been assessed as appropriate and reasonable, and that the relevant laws and regulations have been followed.</p> | <p>case.</p> <p>III. For the data sources, parameters and information used, the completeness, correctness and rationality should be evaluated paragraph by paragraph as the basis for issuing appraisal reports or opinions.</p> <p>IV. The matters to be declared shall include that the relevant personnel are professional and independent, the information used has been assessed as reasonable and correct, and the relevant laws and regulations have been followed.</p> | |
| <p>Article 7: Procedures for acquiring or disposing of property, equipment or assets of its right to use.</p> <p>IV. Appraisal Report of Property or Equipment</p> <p>The Company's acquisition or disposal of equipment or its right-to-use assets, in addition to transactions with domestic government agencies, self-construction or lease of land, or acquisition or disposal of equipment or its right-to-use assets for business use, if the transaction amount reaches 20% of the paid-in capital of the Company or NT\$ 300 million or more, shall obtain an appraisal report issued by a professional appraiser before the occurrence of the fact, and meet the following requirements:</p> <p>(III) The professional appraiser's appraisal results are under any of the following circumstances, except that the appraisal results of the acquired assets are all higher than the transaction amount, or the appraisal results of the disposed assets are all lower than the transaction amount, and the accountant should be consulted to express specific opinions on the reasons for the difference and the appropriateness of the transaction</p> | <p>Article 7: Procedures for acquiring or disposing of property, equipment or assets of its right to use.</p> <p>IV. Appraisal Report of Property or Equipment</p> <p>The Company's acquisition or disposal of equipment or its right-to-use assets, in addition to transactions with domestic government agencies, self-construction or lease of land, or acquisition or disposal of equipment or its right-to-use assets for business use, if the transaction amount reaches 20% of the paid-in capital of the Company or NT\$ 300 million or more, shall obtain an appraisal report issued by a professional appraiser before the occurrence of the fact, and meet the following requirements:</p> <p>(III) The professional appraiser's appraisal results are in any of the following circumstances, except that the appraisal results of the acquired assets are all higher than the transaction amount or the appraisal results of the disposed assets are all lower than the transaction amount, <u>the accountant should be consulted to handle them in accordance with the provisions of the Statement of Auditing Standard</u></p> | <p>In line with the regulations, according to the actual evaluation situation, the relevant words in the bulletin of auditing standards that accountants should follow are deleted.</p> |

| After revision | Before revision | Remark |
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| <p>price:</p> <p>1. The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.</p> <p>2. The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.</p> | <p><u>No.20 issued by the Accounting Research and Development Foundation (hereinafter referred to as the Accounting Research and Development Foundation),</u> and give specific opinions on the reasons for the differences and the appropriateness of the transaction price:</p> <p>1. The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.</p> <p>2. The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.</p> | |
| <p>Article 8: Procedures for obtaining or disposing of investment in non-derivative financial commodities</p> <p>IV. Obtaining expert opinions</p> <p>(I) If the Company acquires or disposes of non-derivative financial products under any of the following circumstances, and the transaction amount reaches 20% of the paid-in capital of the Company or more than NT\$ 300 million, it shall consult an accountant to express its opinion on the rationality of the transaction price before the fact occurs. However, this restriction shall not apply unless the securities are publicly quoted in an active market or otherwise stipulated by the Financial Supervisory Commission.</p> <p>(II) If the Company acquired or disposed of non-derivative financial products through court auction, the certification document issued by the court may replace the appraisal report or the accountant's opinion.</p> | <p>Article 8: Procedures for obtaining or disposing of investment in non-derivative financial commodities</p> <p>IV. Obtaining expert opinions</p> <p>(I) If the Company acquires or disposes of non-derivative financial products under any of the following circumstances, and the transaction amount reaches 20% of the paid-in capital of the Company or more than NT\$ 300 million, it shall consult an accountant to express its opinion on the rationality of the transaction price before the fact occurs. <u>If accountants need to use expert reports, they shall do so in accordance with the provisions of the Statement of Auditing Standards No.20 issued by the Accounting Research and Development Foundation.</u> However, this restriction shall not apply unless the securities are publicly quoted in an active market or otherwise stipulated by the Financial Supervisory Commission.</p> <p>(II) If the Company acquired or disposed of non-derivative financial products through court auction, the certification document issued by the court may replace the appraisal report or the accountant's opinion.</p> | Same as above |

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| <p>Article 10: Procedures for Dealing with Related Party Transactions</p> <p>II. Evaluation and Operating Procedures</p> <p>(VII) Restrictions and other important agreements of this transaction.</p> <p>The Company engages in the following transactions with its parent company, subsidiaries, or its subsidiaries which directly or indirectly hold 100% of the issued shares or total capital, the board of directors may authorize the chairman of the board of directors to make a decision within a certain amount in accordance with Article 7, paragraph 2, and then submit it to the latest board of directors for ratification:</p> <p>1. Acquisition or disposal of equipment for business use or its right to use assets.</p> <p>1. Acquisition or disposal of equipment for business use or its right to use assets.</p> <p>When it is submitted to the board of directors for discussion, the opinions of independent directors should be fully considered. If the independent directors have objections or reservations, they should be stated in the minutes of the board of directors. This transaction is approved by more than half of all members of the Audit Committee and submitted to the Board of Directors for resolution.</p> <p><u>If the Company or its subsidiaries, which are not domestic public companies, have the first transaction, and the transaction amount is more than 10% of the Company's total assets, the Company shall submit the information listed in the first paragraph to the shareholders'</u></p> | <p>Article 10: Procedures for Dealing with Related Party Transactions</p> <p>II. Evaluation and Operating Procedures</p> <p>(VII) Restrictions and other important agreements of this transaction.</p> <p>When a company acquires or disposes of equipment or its right-to-use assets for business use with its parent company, subsidiaries, or its subsidiaries that directly or indirectly hold 100% of the issued shares or total capital, the board of directors may authorize the chairman of the board of directors to make a decision within a certain amount in accordance with paragraph 2 of Article 7, and then report it to the latest board of directors for ratification.</p> <p>1. Acquisition or disposal of equipment for business use or its right to use assets.</p> <p>1. Acquisition or disposal of equipment for business use or its right to use assets.</p> <p>When it is submitted to the board of directors for discussion, the opinions of independent directors should be fully considered. If the independent directors have objections or reservations, they should be stated in the minutes of the board of directors. This transaction is approved by more than half of all members of the Audit Committee and submitted to the Board of Directors for resolution.</p> | <p>Strengthen the management of related party transactions: Taking into account the major international capital market norms, if a public company or its subsidiaries which are not domestic public companies acquire or dispose of assets from related parties, and the transaction amount reaches more than 10% of the total assets of the public company, the public company shall submit the relevant information to the shareholders' meeting for approval, so as to protect shareholders' rights and interests. However, the transaction between the public company and its parent company, subsidiaries or its subsidiaries is exempted from the resolution of the shareholders' meeting.</p> |

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| <p><u>meeting for approval before signing the transaction contract and making payment. However, this restriction does not apply to transactions between the Company and its parent company, subsidiaries, or its subsidiaries.</u></p> <p><u>The calculation of the transaction amount referred to in the first paragraph and the preceding paragraph shall be handled in accordance with the provisions of Article 14, paragraph 2, and the term "one year" is based on the date of occurrence of this transaction, and it is retroactively calculated for one year. It has been submitted to the shareholders' meeting and the board of directors in accordance with the provisions of these Standards, and part of it is exempted from being included.</u></p> | | |
| <p>Article 11: Procedures for acquiring or disposing of intangible assets or their right to use assets or membership cards. (IV) Expert evaluation report on intangible assets or their right to use assets or intangible assets with membership cards</p> <p>If the transaction amount of the Company's acquisition or disposal of membership card or intangible assets reaches 20% of the paid-in capital of the company or more than NT\$ 300 million, in addition to transactions with domestic government agencies, before the occurrence of the fact, an accountant should be asked to express opinion on the rationality of the transaction price.</p> | <p>Article 11: Procedures for acquiring or disposing of intangible assets or their right to use assets or membership cards. (IV) Expert evaluation report on intangible assets or their right to use assets or intangible assets with membership cards</p> <p>If the transaction amount of the Company's membership card or intangible assets acquired or disposed of reaches 20% of the company's paid-in capital or NT\$ 300 million or more, in addition to the transaction with domestic government agencies, the company shall consult an accountant to express his opinion on the rationality of the transaction price before the occurrence of the fact, and <u>the accountant shall handle it in accordance with the provisions of the Statement of Auditing Standards No.20 issued by the Accounting Research and Development Foundation.</u></p> | <p>In line with the regulations, according to the actual evaluation situation, the relevant words in the bulletin of auditing standards that accountants should follow are deleted.</p> |
| <p>Article 14: Information disclosure procedure</p> | <p>Article 14: Information disclosure procedure</p> | <p>Considering that the current public companies are exempted from</p> |

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| <p>(VII) The calculation method of the transaction amount mentioned in Paragraph 6 above is as follows: the financial institution disposes of creditor's rights or invests in mainland China, and the transaction amount reaches 20% of the paid-in capital of the company or more than NT\$ 300 million. However, the following circumstances shall not apply:</p> <p>(1) Buying and selling domestic public bonds <u>or foreign public bonds with credit rating not lower than Taiwan's sovereign rating.</u></p> <p>(2) Those who specialize in investment, buy and sell securities on the stock exchange or over-the-counter of securities firms, or subscribe for <u>foreign government bonds or</u> common corporate bonds and general financial bonds (excluding subordinated bonds) issued in the primary market, or purchase or buy back securities investment trust funds or futures trust funds, <u>or purchase or sell back index investment securities,</u> or securities firms act as consultants and recommenders of emerging companies for underwriting business, and subscribe for securities according to the regulations of the Taipei Exchange.</p> <p>(3) Buy and sell bonds with buy-back and sell-back conditions, purchase or buy back money market funds issued by domestic securities investment trust enterprises.</p> | <p>(VII) The calculation method of the transaction amount mentioned in Paragraph 6 above is as follows: the financial institution disposes of creditor's rights or invests in mainland China, and the transaction amount reaches 20% of the paid-in capital of the company or more than NT\$ 300 million. However, the following circumstances shall not apply:</p> <p>(1) Buy and sell domestic public bonds.</p> <p>(2) Those who specialize in investment, buy and sell securities on the stock exchange or over-the-counter of securities firms, or subscribe for common corporate bonds and general financial bonds (excluding subordinated bonds) issued in the domestic primary market, or purchase or buy back securities investment trust funds or futures trust funds, or securities firms act as consultants and recommenders of emerging companies for underwriting business, and subscribe for securities according to the regulations of the Taipei Exchange.</p> <p>(3) Buy and sell bonds with buy-back and sell-back conditions, purchase or buy back money market funds issued by domestic securities investment trust enterprises.</p> | <p>public announcement and reporting when buying and selling domestic bonds, the first clause of paragraph 7, paragraph 1, is amended to relax the foreign bonds whose bond issuance rating is not lower than Taiwan's sovereign rating, and they may also be exempted from public announcement and reporting. Considering that the nature of foreign public bonds is simple, and the credit rating is usually better than that of foreign common corporate bonds; In addition, the commodity nature of index investment securities is similar to that of index stock funds. Therefore, Clause 2, Paragraph 7, Paragraph 1, is amended to relax the requirement that investors who specialize in investment subscribe for foreign bonds in the primary market, purchase or sell back index investment securities, and may also be exempted from public announcement and reporting.</p> |

PROMATE SOLUTIONS CORPORATION

Articles of Association

Chapter 1 General provisions

Article 1: The Company is organized in accordance with the provisions of the Company Law and named as Promate Solutions Corporation in English.

Article 2: The business of the Company includes:

1. CB01010 Machinery Equipment Manufacturing
2. CB01020 Affairs Machine Manufacturing
3. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
4. CC01080 Electronics Components Manufacturing
5. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
6. CC01090 Manufacture of Batteries and Accumulators
7. CC01110 Computer and Peripheral Equipment Manufacturing
8. CE01030 Optical Instruments Manufacturing
9. F113110 Wholesale of Batteries
10. F114010 Wholesale of Motor Vehicles
11. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
12. F118010 Wholesale of Computer Software
13. F119010 Wholesale of Electronic Materials
14. F214010 Retail Sale of Motor Vehicles
15. F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories
16. F218010 Retail Sale of Computer Software
17. F219010 Retail Sale of Electronic Materials
18. I301010 Information Software Services
19. I301020 Data Processing Services
20. I301030 Electronic Information Supply Services
21. I401010 General Advertisement Service
22. IG03010 Energy Technical Services
23. JA01010 Automobile Repair
24. ZZ99999 All business paragraphs that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company may, for the purpose of its business needs, guarantee and invest in other businesses; if the total amount of transfer of investment exceeds 40% of the paid-up share capital of the Company, it is not subject to the limitation stipulated in Article 13 of the Company Law. Any transfer of investment shall be subject to the resolution of the Board of Directors.

Article 3: The Company has its head office in Taipei, and may establish, cancel, or relocate the branches at home and abroad upon the resolution of the Board of Directors when necessary.

Article 4: The Company shall make the public announcement in accordance with Article 28 of the Company Law.

Article 4-1: The Company may guarantee for the needs of its business (as decided by the Board of Directors).

Chapter 2 Shares

Article 5: The registered capital of the Company is NT\$1 billion, divided into 100 million shares with an amount of NT\$10 per share, which shall be issued in installments. The Board of Directors is authorized to issue the shares according to actual needs. The total amount of capital mentioned above shall be reserved for the amount of NT\$40 million, namely 4 million shares, for the Company issuing the employee stock option certificates, and the Board of Directors shall be authorized to issue the shares in installments according to actual needs.

After the public stock offering of the Company, according to Article 56 of Rules for Handling the Issue of Securities by the Issuer, the Company shall be approved by the shareholders' meeting representing the shareholders with more than half of the total number of shares issued and more than two-thirds of the attended voting rights, and the issuance of stock price shall not be restricted by the employee stock options in Article 53.

Article 6: The shares of the Company shall be registered, signed or sealed by more than three directors, and issued upon the legal approval. The Company may not print the shares after the public offering, but it shall be registered in the securities centralized depository institution.

Article 7: The change of name and transfer of shares shall be ceased within 30 days prior to the Regular Shareholders' Meeting, within 15 days prior to the interim meeting of shareholders, or within 5 days prior to the base date of the Company's decision to distribute the dividends and bonuses or other interests. After the public offering of shares of the Company, the change of name of the shares shall be ceased within 60 days prior to the Regular Shareholders' Meeting, 30 days prior to the interim meeting of shareholders, or 5 days prior to the base day of the Company's decision to distribute the dividends and bonuses or other interests.

Article 7-1: The Company's stock affairs shall be handled in accordance with the Company Law and the "Guidelines for Stock Affairs Handling of Public Offering Company" issued by the competent authority.

Chapter 3 Shareholders' meetings

Article 8: There are two types of shareholders' meetings: regular meeting and interim meeting. The regular meeting shall be convened once a year and shall be convened by the Board of Directors in accordance with the law within six months after the end of each fiscal year, and the interim meeting shall be convened in accordance with the law when necessary. The convening of shareholders' meeting shall be convened in accordance with Article 172 of the Company Law. The notice of the convening of the shareholders' meeting may be made by electronic way with the consent of the relevant party. The notice of the convening to the shareholders holding less than one thousand registered shares may be in the form of public announcement as referred above.

Article 9: If a shareholder is unable to attend the shareholders' meeting for some reason, he/she may entrust an agent to attend the meeting with his/her signature or seal in the power of attorney issued by the Company, stating the scope of authorization. The use of power of attorney shall be governed by the "Rules on Use of Power of Attorney to Attend Shareholders' Meetings of Public Offering Company" issued by the competent authority.

Article 10: Each shareholder of the Company shall have one voting right for each share, except for those who are not entitled to vote under the provisions of Article 179 of Company Law.

Article 11: Unless otherwise provided for in the Company Law, the resolution of the shareholders' meeting shall be executed with the consent more than half of the voting rights of the shareholders present in the meeting with more than half of the shareholders attended of the total number of shares issued.

Article 11-1: Unless otherwise provided for in the Company Law, the meeting of shareholders shall be convened by the Board of Directors, and the Chairman shall act as the chairperson of the meeting. If the Chairman is on leave or unable to exercise his functions and powers for some reason, his/her agent shall act in accordance with the provisions of Article 208 of the Company Law. When the convening authority is a person other than the Board of Directors, the chairperson shall be the convening authority; if there are more than two convening authorities, one shall be elected to be the chairperson of the meeting.

Article 11-2: Matters resolved by the shareholders' meeting shall be made into the minutes of discussion, signed or sealed by the chairperson, and distributed to all shareholders within 20 days after the meeting. After the public offering of shares of the Company, the distribution of the minutes of the shareholders' meeting may be made by way of public announcement.

Article 11-3: After the public offering of the shares of the Company, if the Company wishes to cancel the public offering, it may do so only upon the approval of the Board of Directors and by a special resolution of the shareholders' meeting (and this Article will not change during the period of the IPO and the period of listed in the stock market).

Article 11-4: Shareholders of the Company shall exercise their voting rights by electronic way. Shareholders who exercise their voting rights by electronic way shall be deemed to be present in person, and relevant matters shall be handled in accordance with relevant laws and regulations.

Chapter 4 Directors

Article 12: The Company shall have five to seven directors. The directors shall be elected by the shareholders' meeting based on the list of candidates. The term of office shall be three years and the directors could be re-elected. According to Article 14-4 of Securities Exchange Act, it shall set up the Audit Committee, to perform the Company Law, Securities Exchange Act and other laws prescribed functions and powers of supervisors. The Audit Committee consists of all the independent directors. The number, term, function and power of Audit Committee, rules of procedure, and resources the Company shall provide, shall be prescribed separately in the Rules of Organization of the Audit Committee. The total shareholding ratio of all directors after the public offering of shares of the Company shall be governed by relevant regulations of the securities authority.

The number of independent directors of the Company shall not be less than three, and the number of seats of directors shall not be less than one fifth. The election of independent directors shall adopt the candidate nomination system, and the shareholders' meeting shall select them from the list of independent directors. The professional qualifications, shareholding, part-time restrictions, nomination and selection methods and other matters to be observed of independent directors shall be handled in accordance with relevant laws and regulations.

Article 12-1: If the term of office of a director expires before the date of re-election, the term of office of the director shall be extended until the date when the new director assumes office. Directors of the Company shall be elected by the cumulative single-name election method. Each share shall have the same right to vote as the number of directors to be elected. One person may be elected collectively or several persons may be distributed. Those whose votes represent a larger number of voting rights shall be elected as the directors.

Article 13: The Board of Directors shall be organized by the directors, with the presence of more than two-thirds of the directors and the consent of more than half of the directors present, one Chairman shall be elected, and the Chairman shall represent the Company externally.

Unless otherwise provided for in the Company Law, the resolution of the Board of Directors shall be carried out with the consent of more than half of the directors present in the meeting with more than half of the directors attended. If a meeting of the Board of Directors is held by video conference, the directors shall be deemed to have attended the meeting in person if they attend the meeting via video conference.

A meeting of the Board of Directors shall be convened with the cause clearly stated and the directors shall be notified seven days in advance, but in case of emergency, the meeting may be convened at any time. The convening notice of the Board of Directors may be made in writing, by fax or E-mail, etc.

Article 14: If the Chairman of the Board of Directors takes a leave of absence or is unable to exercise his/her functions and powers for some reason, his/her agent shall be handled in accordance with Article 208 of the Company Law.

Article 14-1: The proceedings of the Board of Directors shall be made and signed or sealed by the chairperson and distributed to the directors within twenty days after the meeting. The proceedings shall be kept in the Company together with the sign-in sheet of the directors present and the power of attorney for agent attendance.

Article 15: The remuneration of all directors shall be authorized to be determined by the Board of Directors in accordance with the degree of their participation in the operation of the Company and the value of their contributions to the Company, irrespective of the usual operating profit and loss levels in the same industry.

The Company may purchase the liability insurance for all directors in respect of their liability for compensation in the scope of business in accordance with the law, so as to protect the rights and interests of all shareholders and reduce the business risks of the Company.

Article 15-1: The travel fee of the directors shall be agreed upon by the Board of Directors.

Chapter 5 Managers

Article 16: The Company shall have the managers whose appointment, dismissal and remuneration shall be governed by Article 29 of the Company Law.

Chapter 6 Accounting

Article 17: At the end of each fiscal year, the Board of Directors shall prepare (I) Business Report, (II) Financial Statements, (III) Proposals on Surplus Distribution or Loss Allocation and Compensation, and submit to the Audit Committee for examination and approval in accordance with the law, and then send to the Regular Shareholders' Meeting for recognition.

Article 18: If the Company makes profits in the year, it shall set aside 7.5%~10% for the remuneration of employees, and the remuneration of directors shall not be higher than 3%. However, if the Company has accumulated losses, it shall reserve the amount to make up for them in advance.

Employee remuneration may be in stock or cash, and the recipients may include the employees of affiliated companies who meet certain conditions. The distribution of remuneration to the employees and directors shall be determined by special resolution of the Board of Directors and reported to the shareholders' meeting.

Article 18-1: If the total final accounts of the Company have surplus, it should firstly withdraw the tax, make

up the losses of the previous years, and then allocate ten percent for the statutory surplus reserves, and list or return the special surplus reserve according to the laws or regulations; together with the beginning accumulated undistributed surplus, the balance shall be the surplus for distribution, according to the resolution of shareholders' meeting.

The Company shall allocate no less than 50% of distributable earnings per year for the distribution of dividends to shareholders, taking into account the environment and growth stage of the Company, considering the future capital needs and long-term financial plans, and meeting the shareholders' demand for cash inflow. However, no distribution may be made if the accumulated distributable earnings are less than 20% of paid-up share capital; the dividends and bonuses of shareholders may be distributed in cash or shares, in which the proportion of cash dividends shall not be less than 10% of the total dividends.

Chapter 7 Supplementary provisions

Article 19: Matters not stipulated in the Articles of Association shall be dealt with in accordance with the Company Law.

Article 20: The Articles of Association was made on May 23, 2000.

The first revision was made on December 17, 2003.

The second revision was made on March 22, 2013.

The third revision was made on June 10, 2013.

The fourth revision was made on June 12, 2014.

The fifth revision was made on December 16, 2015.

The sixth revision was made on May 9, 2016.

The seventh revision was made on June 13, 2017.

The eighth revision was made on June 9, 2020.

The ninth revision was made on July 22, 2021.

PROMATE SOLUTIONS CORPORATION

Chairman: Du, Huai-Qi

PROMATE SOLUTIONS CORPORATION
Rule of Procedure of Shareholders' Meeting

First formulation date of this Rule: 2013.06.10

Second revision date of this Rule: 2016.05.09

Third revision date of this Rule: 2020.06.09

Fourth revision date of this Rule: 2021.07.22

1. Shareholders' Meeting of the Company shall be held in accordance with this Rule.
2. For the purpose of the Rule, the term "shareholder" means the shareholder himself/herself and the agent appointed by the shareholder to attend the meeting. The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided for by law.

The Company shall, 30 days prior to the Regular Shareholders' Meeting or 15 days prior to the interim meeting of shareholders, make the electronic notice of shareholders' meeting, the format of proxy, the causes and explanations of the proposals such as the approval cases, the discussion cases, and the election or dismissal of directors, and send them to the Open Information Observatory. In addition, 21 days prior to the Regular Shareholders' Meeting or 15 days prior to the interim meeting of shareholders, the Discussion Manual of Shareholders Meeting and the supplementary data of the meeting shall be sent to the Open Information Observatory by electronic files. 15 days prior to the meeting of shareholders, the Discussion Manual for the meeting of shareholders and the supplementary information for the meeting shall be prepared for the shareholders to consult at any time, and shall be displayed by the Company and the professional stock agent appointed by the Company, and distributed on the spot of the meeting of shareholders.

Notices and announcements shall state the reasons for convening; where a notice is given with the consent of the relevant party, it may be given by electronic way.

The selection or dismissal of directors, change of Articles of Association, reduction of capital, application for suspension of public offering, directors' competition license, conversion of surplus to capital increase, conversion of reserve to capital increase, dissolution, merger, division of the company, or paragraphs of Paragraph 1 of Article 185 of the Company Law, shall be listed and stated in the cause of convening and shall not be proposed by incidental motion; its main contents may be posted on the website designated by the securities authority or the Company, and its website shall be stated in the notice. Its main contents may be posted on the website designated by the competent securities authority or the company, and its website address shall be stated in the notice.

If the reason for convening the shareholders' meeting has stated the general election of directors and supervisors, and the date of appointment, the shareholders' meeting shall not change the date of appointment by incidental motion or other means at the same meeting after the election is completed.

Shareholders holding at least one percent of the total number of shares issued may submit proposals to the Company in the Regular Shareholders' Meeting. However, if there is more than one proposal, it shall not be included in the discussion. But, if the shareholder's proposal is to urge the Company to promote the public interest or fulfill its social responsibility, the Board of Directors may still include the proposal. In addition, the Board of Directors may not list a proposal submitted by a shareholder in the discussion under any of the circumstances stipulated in Article 172 (1) to (4) of the Company Law.

The Company shall announce the proposal acceptance, written or electronic acceptance methods,

acceptance place and acceptance period, before the Regular Shareholders' Meeting hold, and before stopping the transfer of stocks. The period of acceptance shall not be less than ten days. A proposal submitted by a shareholder shall be limited to 300 words. If the number exceeds 300 words, the proposal shall not be included in the discussion. Proposing shareholders shall attend the Regular Shareholders' Meeting in person or appoint others to participate in the discussion of the proposal.

The Company shall, prior to the notice of the convening of the shareholders' meeting, notify the proposing shareholders of the result of the handling, and list the proposals in accordance with the provisions of this Article in the notice of the meeting. For any shareholder proposal not included in the discussion, the Board of Directors shall explain in the shareholders' meeting for the unlisted reasons.

3. The number of shares present shall be calculated according to the sign-in sheet or the sign-in card submitted, plus the number of shares exercising their voting rights in written or electronic form.
4. Attendance and voting at Shareholders' Meeting shall be calculated on the basis of shares.
5. The meeting of shareholders shall be held at the place where the Company is located or at such place as is convenient for shareholders to attend and suitable for the meeting of shareholders. The meeting shall commence no earlier than 9:00 a.m. or later than 3:00 p.m. The place and time of the meeting shall take full account of the opinions of the independent directors.

In the notice of meeting, the Company shall state the sign-in time, place and other matters needing attention of the shareholders.

The sign-in time for shareholders referred to in the preceding paragraph shall be handled at least 30 minutes before the commencement of the meeting; the sign-in desk should be clearly marked, and adequate personnel should be assigned to handle it. The shareholder himself/herself or the agent entrusted by the shareholder (hereinafter referred to as the shareholder) shall present with the attendance certificate, attendance sign-in card or other attendance documents to attend the shareholders' meeting. The Company shall not arbitrarily add other certification documents to the certification documents required for the shareholder's attendance. The solicitor for power of attorney shall bring the proof of identity for verification purposes.

The Company shall have the sign-in sheet for the attending shareholders to sign in, or the attending shareholders shall hand in the sign-in card to sign in on their behalf. The Company shall deliver the Discussion Manual, Annual Report, Attendance Pass, Speech Note, Votes, and other meeting data to the shareholders attending the meeting. If there is the election of directors, a separate ballot shall be attached. When the government or legal person is a shareholder, the representative attending the shareholders' meeting shall not be limited to one person. When a legal person is entrusted to attend a shareholders' meeting, he/she may appoint only one representative to attend the meeting.

6. If the meeting of shareholders is convened by the Board of Directors, the chairperson of the meeting shall be the Chairman of the Board of Directors. If the Chairman takes a leave of absence or is unable to exercise his or her functions and powers for some reason, the Deputy Chairman shall act as the chairperson. If there is no Deputy Chairman or the Deputy Chairman is also on leave or unable to exercise his or her functions and powers for some reason, the Chairman shall appoint a managing director. If the Company does not have a managing director, it shall appoint one director to act as managing director. If the Chairman does not appoint an agent, the managing director or the directors shall appoint one director to act as the agent. The chairperson referred to in the preceding paragraph shall be a managing director or a director agent, who has served for at least six months and knows the financial and business conditions of the Company. The same applies if the chairperson is a representative of a corporate director. The Chairman of the Board of Directors shall preside over the shareholders' meeting called by the Board of Directors in person, and more than half of the directors of the Board of Directors shall attend in person, and at least one representative of each functional

committee member shall attend the meeting; the attendance shall be recorded in the proceedings of the shareholders' meeting. If the shareholders' meeting is convened by a person other than the Board of Directors who has the convening authority, the chairperson of the meeting shall be the convening authority, and if there are more than two convening authorities, one shall be elected as the chairperson.

7. The Company may appoint the entrusted lawyers, accountants or other relevant personnel to attend the shareholders' meeting as non-voting delegates.
8. The Company shall, upon the receipt of the sign-in of shareholders, continuously record or videotape the whole process of the sign-in of shareholders, the process of the meeting and the process of voting and counting, and the record shall be kept for at least one year. Provided, however, that a lawsuit brought by the shareholder in accordance with Article 189 of the Company Law, the record shall be retained until the conclusion of the lawsuit.
9. When it is the the time of the meeting, the chairperson shall declare the meeting starting, but if there are attended shareholders representing no more than half of the total shares issued, the chairperson shall announce to delay the meeting; the number of delay is limited to two, and the delayed time shall not exceed one hour in total; after the twice delay, if the shareholders attended are still insufficient for one-third of the total shares issued, the meeting shall be disbanded by the chairperson. If after the twice delay, it is still insufficient and more than one third of the shareholders of the total number of issued shares are present, the shareholders may make a false resolution in accordance with Paragraph 1 of Article 175 of the Company Law, and notify all the shareholders of the false resolution and convene the shareholders' meeting again within one month. Before the end of the meeting, if the shareholders present represent more than half of the shares issued, the chairperson may submit the false resolution to the meeting for a new vote in accordance with Article 174 of the Company Law.
10. If the meeting of shareholders is convened by the Board of Directors and the agenda is determined by the Board of Directors or the Chairman of the Board of Directors, the relevant discussions shall be decided by vote. The meeting shall proceed in accordance with the scheduled agenda and no changes shall be made without a resolution of the Board of Directors.

If the shareholders' meeting is convened by a person other than the Board of Directors who has the convening power, the provisions in the preceding paragraph shall apply *mutatis mutandis*.

Prior to the conclusion of the agenda set out in the preceding two paragraphs (including incidental motions), the chairperson shall not announce the adjournment of the meeting without a resolution. If the chairperson announces the adjournment of the meeting in violation of these rules, the meeting shall continue with the approval of more than half of the shareholders' voting rights to elect one person to be the chairperson.

11. Before attending the shareholder's speech, a speech note shall be filled out stating the purpose of the speech, the shareholder's account number (or the number of the attendance card), and the name of the account. The chairperson shall decide the order of the speech. A shareholder presenting only a note without a speech shall be deemed to have not made a speech. In case of any discrepancy between the content of the speech and the note, the content of the speech shall prevail. When the attending shareholder is making speech, other shareholders shall not interfere with the speech except with the consent of the chairperson and the speaking shareholder, and the chairperson shall stop the violator.
12. Without the consent of the chairperson, no shareholder shall make more than two speeches on the same motion, each of which shall not exceed five minutes. Where a shareholder's speech violates the provisions above or goes beyond the scope of the agenda, the chairperson may stop the shareholder's speech.
13. When a legal person appoints two or more representatives to attend the shareholders' meeting, only one person may be elected to speak on the same motion.

14. After the attending shareholder makes a speech, the chairperson may respond in person or appoint a relevant person to respond.
15. The chairperson shall give full opportunity for explanation and discussion of a motion and any amendment or incidental motion proposed by a shareholder. If the chairperson considers that it has reached the time for voting, he/she may discontinue the discussion and arrange an adequate time for voting.
16. The supervisors and counting personnel for the voting of motions shall be appointed by the chairperson, provided that the supervisors shall be shareholders. The counting of votes at the shareholders' meeting or election proposals shall be conducted in an open place in the shareholders' meeting hall, and the result of the voting, including the statistical weight, shall be announced on the spot, and recorded after the counting of votes is completed.
17. The chairperson may declare a break while the meeting is in progress at such time as may be appropriate. In the event of any force majeure, the chairperson may make an order to suspend the meeting and, as the case may be, announce the time for the resumption of the meeting. If the meeting of shareholders fails to use the venue for the meeting before the conclusion of the agenda (including incidental motions), the meeting of shareholders may decide to find another venue for the meeting to continue. The shareholders' meeting shall, in accordance with Article 182 of the Company Law, decide to postpone or renew the meeting within five days.
18. The handling personnel of the shareholders' meeting shall wear the identification cards or armbands. The chairperson may direct the picket (or security personnel) to assist in maintaining order at the venue. When the picket (or security personnel) is present to assist in maintaining order, he or she shall wear an armband with the word "Picket". If the meeting place is equipped with loudspeaker equipment, the chairperson may stop the shareholder from making a speech other than through the equipment provided by the Company. If a shareholder violates the rules of procedure and does not obey the correction of the chairperson, and obstructs the proceeding of the meeting, the chairperson may instruct the picket or the security personnel to ask him/her to leave the meeting venue.
19. Unless otherwise provided for in the Company Law and the Articles of Association, the voting on a motion shall be approved by more than half of the shareholders present.
20. The Company shall hold a meeting of shareholders electronically and may exercise its voting rights in writing; when a shareholder exercises his or her right to vote in writing or electronically, the method of such exercise shall be set forth in the convening notice of the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, the incidental motion and amendment of the original motion at the shareholders' meeting shall be regarded as abstention, and the Company shall therefore avoid making the incidental motion and amendment of the original motion.

Where the voting rights are exercised in writing or electronically as referred to in the preceding paragraph, the expression of intention shall be delivered to the Company two days before the shareholders' meeting. In case of duplication in the expression of intention, the one delivered first shall prevail. However, this restriction shall not apply if the intention is expressed to revoke the former declaration.

If a shareholder wishes to attend the shareholders' meeting in person after exercising his/her voting rights in writing or electronically, he/she shall revoke the intention of exercising his/her voting rights in the same way as that of exercising his/her voting rights two days before the shareholders' meeting. In case of cancellation within the time limit, the voting right shall be exercised by written or electronically. In the event that the voting rights are exercised in writing or electronically and the proxy is authorized to attend the shareholders' meeting, the voting rights exercised by the proxy shall prevail.

At the time of voting, the shareholders shall vote, and after the meeting of shareholders, the results of

the approval, opposition and abstention of the shareholders shall be input into the Open Information Observatory. When there are amendments or substitutions to a motion, the chairperson shall decide the order of voting along with the original motion. If one of the motions has been passed, the other motions shall be deemed to be rejected and no further votes shall be taken.

21. The number of shares of non-voting shareholders shall not be counted into the total number of shares issued for the resolution of the shareholders' meeting. Except for the trust enterprises or stock agency approved by the securities authorities, if one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total voting rights of the shares issued, and the excess voting rights of the proxy shall not be counted.
22. Shareholders shall have one voting right for each share, except those shares held by the Company itself in accordance with the Company Law which are not entitled to vote.
23. If a shareholder entrusts a proxy to attend the shareholders' meeting, the proxy letter issued by the Company shall be used and it shall be handled in accordance with the "Rules on Use of Proxy Letter to Attend the Shareholders' Meeting of Public Offering Company". At each shareholders' meeting, the shareholder may sign one power of attorney issued by the Company, stating the scope of authorization, and entrusting one agent to attend the shareholders' meeting. One shareholder may issue one power of attorney, and in the case of one person only, the power of attorney shall be delivered to the Company five days before the meeting of the shareholders. In case of duplication, the power of attorney delivered first shall prevail. However, this restriction shall not apply to those declaring to revoke the previous entrusting.

If a shareholder wishes to attend the shareholders' meeting in person or to exercise his or her voting rights in writing or electronically after the power of attorney is delivered to the Company, he or she shall give a written notice to the Company to revoke the power of attorney two days prior to the shareholders' meeting. In case of cancellation overdue, the voting right shall be subject to the appointed proxy.

24. Shareholders shall not participate in voting or exercise their right to vote on behalf of other shareholders in relation to the matters at the meeting which may be harmful to the interests of the Company due to their own interests.

The number of shares without the right to vote mentioned in the preceding paragraph shall not be counted as the voting rights of present shareholders.

25. In the event of an air-raid warning drill while the meeting is in progress, the meeting will be suspended and people evacuated until the meeting resumes one hour after the warning is cleared.
26. Matters resolved by the shareholders' meeting shall be made into the Minutes of Meeting, which shall be signed and sealed by the chairperson and distributed to all shareholders within 20 days after the meeting. The preparation and distribution of the proceedings may be conducted electronically. For the distribution of the proceedings referred above, the Company may input the announcement form on the Public Information Observatory. The year, month, day, place, name of the chairperson and method of resolution shall be recorded in the minutes, and the main points of the proceedings and their results shall be recorded. In the event of an election of directors, the number of votes received by each elected person shall be disclosed. The minutes of meeting shall be kept for the duration of the existence of the Company together with the sign-in sheet or card of the present shareholder and the power of attorney for attendance.

The number of shares solicited by the solicitor and the number of shares represented by the entrusted agent shall be clearly disclosed in the place of the meeting of shareholders in a statistical table prepared according to the prescribed format on the day of the meeting of shareholders. The Company shall, within the prescribed time, transmit to the Public Information Observatory for the matters decided by

the shareholders' meeting which are stipulated to be the significant matters by laws and regulations and stipulated by the Taiwan Stock Exchange Co., Ltd. (OTC trading center).

When the shareholders' meeting elects the directors, it shall proceed in accordance with the relevant selection and appointment standards set by the Company, and shall announce the results of the election on the spot, including the name list of the directors elected and the vote number of the directors elected. The ballot for the election mentioned above shall be sealed and signed by the vote supervisor, and shall be properly kept for at least one year. Provided, however, that a lawsuit is brought by the shareholder in accordance with Article 189 of the Company Law, it shall be retained until the conclusion of the lawsuit.

27. (Deleted)
28. Matters not specified in this Plan shall be handled in accordance with the Company Law, the Securities Exchange Act, the Articles of Association of the Company, and other relevant decrees.
29. This Rule shall come into force upon the adoption of a resolution of the Board of Directors and upon the adoption of the shareholders' meeting, and so does the revision.

PROMATE SOLUTIONS CORPORATION
Shareholdings of All Directors

1. As of this Regular Shareholders' Meeting, the paid-up capital of the Company is NT\$382,548,700, and the number of shares issued is 38,254,870.
2. In accordance with Paragraph 2 of Article 26 of the Securities Exchange Act, the minimum number of shares held by all directors shall be 3,600,000.
3. As of the book closure day (April 16, 2022) of this Regular Shareholders' Meeting, the number of shares held by directors recorded in the shareholder register is as follows:

| Title | Name | Election date | Shareholdings recorded in shareholder register at the date of suspension of ownership transfer | |
|--------------------------------------|---|---------------|--|---------|
| | | | Shares | Ratio % |
| Chairman | Cheer Du | 2021/07/22 | 403,981 | 1.06% |
| Director | Promate Electronic Co., Ltd. Representative: Eric Chen | 2021/07/22 | 25,327,500 | 66.21% |
| Director | Promate Electronic Co., Ltd. Representative: Hu, Qiu-Jiang | 2021/07/22 | 25,327,500 | 66.21% |
| Director | Liu-Ping Chen | 2021/07/22 | - | - |
| Independent Director | Ying-Min Zhong | 2021/07/22 | - | - |
| Independent Director | Mau-Shiung Chen | 2021/07/22 | - | - |
| Independent Director | Yue-Xiu Liu | 2021/07/22 | - | - |
| Total shareholdings of all directors | | | 25,731,481 | 67.26% |