

Stock Code: 4566

GLOBALTEK

**GLOBAL TEK FABRICATION CO.,
LTD.**

**2022 General
Shareholders'
Meeting Handbook**

Format: Physical Meeting

Date: June 23, 2022 (Thursday)

Location: No. 8, Shuzi Road, Zhongli District, Taoyuan City
(Southern Garden Hotel and Resorts, Avignon-B Hall)

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Global Tek Fabrication Co., Ltd.

Meeting's Procedure of the Regular Shareholders' Meeting 2022

- I. Call the Meeting to Order
- II. Chairperson's Remarks
- III. Report Items
- IV. Matters to be Ratified
- V. Discussion Items
- VI. Election Matters
- VII. Other Matters
- VIII. Extempore Motions
- IX. Adjournment

Global Tek Fabrication Co., Ltd.

Agenda of the Regular Shareholders' Meeting 2022

Time: June 23, 2022 (Thursday) 9:00am

Location: No. 8, Shuzi Road, Zhongli District, Taoyuan City

(Southern Garden Hotel and Resorts, Avignon-B Hall)

Format: Physical Meeting

- I. Call the Meeting to Order
- II. Chairperson's Remarks
- III. Report Items
 - (I) 2021 Annual Operating Report
 - (II) 2021 Audit Committee Review Report
 - (III) Report on the Distribution of Remuneration for Directors of 2021
 - (IV) Report on the Disposition of Cash Dividends of 2021
 - (V) Report on Endorsements and Guarantees of 2021
 - (VI) Report on the Issuance of Second Series Domestic Unsecured Convertible Company Bonds
 - (VII) Amendment of the Corporate Social Responsibility Best Practice Principles
- IV. Matters to be Ratified:
 - (I) 2021 Annual Operating Report and Financial Statements
 - (II) 2021 Earnings Distribution Proposal
- V. Discussion Items
 - (I) Amendment of the Company's Articles of Association
 - (II) Amendment of the Company's "Procedures for Acquisition or Disposal of Assets"
 - (III) Reformulation of the Company's "Rules of Procedure for Shareholders' Meetings"; abolition of the original "Rules of Procedure for Shareholders' Meetings"
- VI. Election Matters
 - (I) Reelection of Directors (including Independent Directors)
- VII. Other Matters
 - (I) Removal of Restrictions on Competition for New Directors (including Independent Directors) and their Representatives.
- VIII. Extempore Motions
- IX. Adjournment

Report Items

Proposal 1

Proposal: 2021 Annual Operating Report

Explanation: Please refer to pages 10-12 of the Handbook (Attachment I) for the 2021 Annual Operating Report.

Proposal 2

Proposal: 2021 Audit Committee Review Report

Explanation: Please refer to page 13 of the Handbook (Attachment II) for the 2021 Audit Committee Review Report.

Proposal 3

Proposal: Report on the Distribution of Remuneration for Directors of 2021

Explanation:

- I. According to Article 18 of the Articles of Association of the Company, if the Company has earnings after the close of the fiscal year (referring to earnings before the deduction of employee remuneration and directors' remuneration), it shall set aside 1% ~ 10% as employee remuneration, which shall be distributed by the Board of Directors by way of stock or cash to controlling or subordinate companies who meet certain requirements. The Company is permitted to set aside up to 2% of earnings as directors' remuneration, the specific amount of which shall be determined by the Board of Directors and distributed in the following manner:
 - (I) Employee remuneration: Appropriation of 2%, NT \$3,721,727, fully paid in cash.
 - (II) Directors' remuneration: Appropriation of 1%, NT \$1,860,863, fully paid in cash.
- II. The amount distributed is the same as the amount of estimated annual recognized expenses.

Proposal 4

Proposal: Report on the Disposition of Cash Dividends of 2021

Explanation:

- I. In accordance with the provisions of the Company Act and the Articles of Association of the Company, distribution shall begin with earnings in the 2021 fiscal year. The total cash dividend of shareholders to be distributed is NT \$85,000,000, or \$1.18476304 per share based on the number of shares held by shareholders on the dividend base date (the number of shares is 71,744,304, the actual number of outstanding shares as of March 11, 2022). The dividends shall be distributed up to NT \$. Amounts less than NT \$1 shall be discarded

and recorded as other income of the Company. This proposal was passed by the resolution of the Board of Directors on March 25, 2022; the Chairman of the Board of Directors was also authorized to determine the dividend base date and distribution date.

- II. In cases where the actual distribution is modified by the competent authority, of cash capital increases, or the repurchasing of company shares or the conversion of convertible company bonds, resulting in the transfer, conversion and cancellation of treasury shares or the exercise of employee options to convert the shares and subsequently causing changes in the shareholders' dividend, the Board of Directors passed a resolution on March 25, 2022 that authorizes the Chairman of the Board of Directors to act in his discretion.

Proposal 5

Proposal: Report on Endorsements and Guarantees of 2021

Explanation: Please refer to page 14 of the Handbook (Attachment III) for information on endorsements and guarantees.

Proposal 6

Proposal: Report on the Issuance of Second Series Domestic Unsecured Convertible Company Bonds

Explanation:

- I. The Company's Report on the Issuance of Second Series Domestic Unsecured Convertible Company Bonds was declared effective by the Financial Supervisory Commission via Letter No. 1100348105 dated July 8, 2021 and approved and archived for future reference via Letter No. 1100145178 dated September 22, 2021.
- II. As of April 25, 2022, the issuance and conversion of bonds has been carried out as follows:

Name of Bonds	The second series domestic unsecured convertible company bonds of Global Tek Fabrication Co., Ltd.
Reason for Issuance	Replenishment of working capital and repayment of bank loans
Total Denomination Issued	NTD \$630,000,000
Denomination Per Share	NTD \$100,000
Nominal Annual Interest Rate	0%
Issuance period	3 years, from issuance on January 3, 2022 to expiry on January 3, 2025
Conversion Price	\$47
Conversion Status	Conversion has not been applied for as of April 25, 2022.

Proposal 7

Proposal: Amendment of the Corporate Social Responsibility Best Practice Principles

Explanation: In accordance with the name revision of "Corporate Social Responsibility Best Practice Principles of Listed Companies" to "Corporate Sustainable Development Best Practice Principles of Listed Companies" and the amendment of a portion of articles via Taiwan-Stock-Governance-1100024173 of the Taiwan Stock Exchange Corporation on December 7, 2021, the Company revised the name of its "Corporate Social Responsibility Best Practice Principles" to "Corporate Sustainable Development Best Practice Principles" and amended a portion of articles. For the comparison table of articles before and after the amendment, please refer to Pages 15-22 of the Handbook (Attachment IV).

Matters to be Ratified

Proposal 1 (proposed by the Board of Directors)

Proposal: 2021 Annual Operating Report and Financial Statements.

Explanation:

- I. The Company has finished preparing its parent company only financial statement and consolidated financial statement for the year 2021. Accountants Li Lihong and Chi Rui Chuan of "Deloitte & Touche" have been entrusted to complete the audit. The audit report, along with the business report, has been passed by the Board of Directors and submitted to the Audit Committee for review.
- II. Please refer to pages 10-12 (Attachment I) and 23-42 (Attachments V and VI) of the Handbook for the aforementioned business report and financial statements.

Resolution:

Proposal 2 (proposed by the Board of Directors)

Proposal: 2021 Earnings Distribution Proposal.

Explanation:

- I. The Earnings Distribution Table for the year 2021, which has been prepared in accordance with the provisions of the Company Act and the Articles of Association, is presented below:

Global Tek Fabrication Co., Ltd. 2021 Annual Earnings Distribution Table		Unit: NTD
Items		
Unappropriated retained earnings of prior years		\$221,291,645
Net profit after tax in 2021		166,765,840
Recognize the remeasurements of defined benefit plans in retained earnings		(51,423)
Legal reserve appropriated		(16,671,442)
Reversal of special reserve		15,532,921
Earnings available for distribution for the period		386,867,541
Distribution item		
Dividends to shareholders (approximately 1.18476304 per share)		(85,000,000)
Unappropriated retained earnings		301,867,541

Note: The number of shares, calculated as shareholders' dividend, was the 71,744,304 shares actually in circulation as of March 11, 2022.

Chairman: Huang Yaxing Manager: Huang Yaxing Accounting Manager: Liu Xuexi

- II. The Earnings Distribution Table is presented for ratification.

Resolution:

Discussion Items

Proposal 1 (proposed by the Board of Directors)

Proposal: Amendment of the Company's "Articles of Association"

Explanation: To respond to the amendment made to Article 172-2 of the Company Act, it is proposed that at the time of the shareholders' meeting, a portion of the Articles of Association of the Company be amended via video conference or other means announced by the central competent authority. For the comparison table of the articles before and after the amendment, please refer to Pages 43 to 44 (Attachment VII) of the Handbook.

Resolution:

Proposal 2 (proposed by the Board of Directors)

Proposal: Amendment of the Company's "Procedures for Acquisition or Disposal of Assets"

Explanation: In accordance with the amendment of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", pursuant to Financial Supervisory Commission Letter No. 1110380465 dated January 28, 2022, the Company intends to amend a portion of the articles of the "Procedures for the Acquisition or Disposal of Assets". Please refer to pages 45 to 70 of the Handbook (Attachment VIII) for the comparison table of articles before and after amendment.

Resolution:

Proposal 3 (proposed by the Board of Directors)

Proposal: Reformulation of the Company's "Rules of Procedure for Shareholders' Meetings"; abolition of the original "Rules of Procedure for Shareholders' Meetings"

Explanation: In order to improve corporate governance, the amended "Rules of Procedure for the Shareholders Meetings of Joint-stock Companies" published by the competent authority should be referenced. In addition, the Company's "Rules of Procedure for Shareholders' Meetings" shall be reformulated and the original "Rules of Procedure for Shareholders' Meetings" abolished while taking into account that the extent of amendments needed to the "Rules of Procedure for Shareholders' Meetings" currently in force is rather large and that the articles before and after amendment are not easily compared. Please refer to pages 71 to 81 of the Handbook (Attachment IX).

Resolution:

Election Matters

Proposal 1 (proposed by the Board of Directors)

Proposal: Reelection of directors (including Independent Directors)

Explanation:

- I. The term of the fifth-term directors (including independent directors) of the Company expires on June 27, 2022. To coincide with the convening of the 2022 General Shareholders' meeting, it is proposed that the reelections be held in advance and that the fifth-term directors and independent directors be dismissed promptly following the election of the sixth-term directors and independent directors at the 2022 General Shareholders' Meeting.
- II. In accordance with the articles of the Articles of Association of the Company, seven sixth-term directors (including four independent directors) shall be appointed for a term of three years, which shall commence on June 23, 2022 and expire on June 22, 2025. In addition, the Audit Committee and the Remuneration Committee shall be established by four independent directors.
- III. The election of directors (including independent directors) shall be conducted in accordance with the candidate nomination system in accordance with relevant laws and regulations and the Articles of Association of the Company. Please refer to pages 82-83 (Attachment X) of the Handbook for the list of candidates for directors (including independent directors).

Election Results:

Other Matters

Proposal 1 (proposed by the Board of Directors)

Proposal: Removal of restrictions on competition for new directors (including independent directors) and their representatives.

Explanation:

- I. According to the provisions of Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain the essential contents of such action in the shareholders' meeting and obtain the shareholders' meeting's approval.
- II. The actions of new directors (including independent directors) of the Company, their representatives, or persons involved in the investment or operation of companies with a similar business scope as the Company and who act as directors or managers, shall be submitted to the shareholders' meeting for approval for release from competition restrictions.

III. Please refer to page 84 of the Handbook (Attachment XI) for information on the concurrent appointment of directors (including independent directors) and their representatives.

Resolution:

Extempore Motions

Adjournment

Global Tek Fabrication Co., Ltd. 2021 Annual Operating Report

Global Tek Fabrication Co., Ltd. specializes in the manufacture and sale of precision machining parts and sub-assembly components targeting customers primarily in Europe, United States and Asia. Global Tek Fabrication Co., Ltd. is able to quickly grasp opportunities for growth by way of deep research and cultivation, forming alliances, and integrating its own capacity with that of its production chains. Through a foundation laid on diverse niche markets, besides making continuous advancements in fuel vehicle safety and transmission system components, Global Tek has developed diverse applications within the hybrid and electric vehicle ecosystem. Industrial applications include the fields of semiconductors, oil and gas exploration, maintaining and increasing bicycle kinetic energy, and the active development of new product applications. On the other hand, the market conditions for aerospace application depend on the resurrection of the industry as a whole; through client authentication, medical products are already contributors to revenue and are expected to show imminent growth. As a result, in spite of the impact of the global epidemic on Taiwan in 2021, a high revenue-growth of 22% was attained through the diversification of end product applications and customer globalization mitigating the losses resulting from the recession of a single product application or industry.

I. 2021 Results of Operation

The operating income of Global Tek during the year 2021 was NT \$4,305,940 thousand, an increase of NT \$790,714 thousand, or 22%, from the operating income of NT \$3,515,226 thousand in 2020; the gross operating profit margin for 2021 was 20.5%, a slight decrease from 21.1% in the previous year. The operating profit was NT \$237,618 thousand, showing an growth of 54% from the figure of NT \$153,809 thousand in the previous year. The net profit after tax for the year 2021 was NT \$166,766 thousand, an increase of NT \$66,885 thousand, or an annual growth of 67%, compared with the net profit after tax of NT \$99,881 thousand in the year 2020; the earnings per share after tax for the year was NT \$2.35.

Unit: Thousand NT\$

Items	2020	2021	% Change
Operating Revenue	3,515,226	4,305,940	22%
Gross profit	743,295	884,776	19%
Operating profit	153,809	237,618	54%
Net income before tax	116,634	214,324	84%
Net profit for this period	99,881	166,766	67%
Basic earnings per share (NT\$)	1.49	2.35	58%

II. Revenue Forecast and Realization

In accordance with current laws and regulations, the Company did not disclose its 2021 financial forecast to the public. The Company's 2021 actual business performance exceeded its internal expectations. The Company not only increased its revenue by 22% from 2020 in spite of challenges from the pandemic and port overcrowding, but also increased its net profit after tax by more than 60% from 2020.

III. Financial Income and Expenses and Profitability Analysis

Item		Year	
		2020	2021
Financial Structure	Liabilities to Assets Ratio	58.04%	63.59%
	Long-term Capital to Fixed Assets Ratio (%)	294.30%	269.50%
Debt Service Ability	Current Ratio (%)	213.34%	141.78%
	Quick Ratio (%)	161.26%	98.57%
Profitability	Return on Total Assets (%)	2.24%	2.97%
	Return on Equity	4.57%	7.13%
	Profit Margin	2.84%	3.87%
	Earnings Per Share (NT\$)	1.49	2.35

IV. Research and Development

1. Develop key components for EPS steering systems.
2. Develop key components for braking and steering systems.
3. Develop key components for new energy vehicles and autonomous driving.
4. Develop deep drawing cans for stamping products.
5. Develop key components for car pressure sensors.
6. Develop and mass-produce and introduce motor shaft products.
7. Develop and mass-produce and introduce laser radar products.
8. Establish a medical surgical stapler product line.
9. Introduce factory automation and smart technologies and streamline production capacity; maintain rapid response capabilities.
10. Establish new production methods (laser welding, automatic cleaning/deburring, surface treatment, testing, assembly).
11. Develop new production and inspection technologies, including those related to fluid control-related precision casting, the processing of engineering plastics, pipe manufacturing and processing, and automated inspection technologies.
12. The continuous optimization of processes helps to remove production bottlenecks, and through integrating methods to reduce labor costs and hours, achieves balancing of processing.

V. Business strategies and implementation

To respond to increasingly high global environmental requirements and the various factory sites facing labor shortages, the management team will continue to invest in automated production equipment, accumulate product core technologies with competitive value, and optimize internal management systems and improve management thinking, with aim to have Global Tek become the first choice for international customers and a key partner that assists customers in pioneering new products.

Alongside the introduction of second-generation MES and Barcode, establish a virtual warehouse system for suppliers in the factory, simplify factory material management process and reduce the overall inventory, and enhance factory management efficiency. Through the screening of on-site internal partners, off-site existing suppliers, and newly developed off-site suppliers, establish a machine-processed product outsourcing procedure and mechanism to improve the gross profit margin.

In terms of automotive industry customer portfolios, the original European and American continental systems have been retained and the supply chains for Korean and Japanese automobile manufacturers have been added. In the future, we will take advantage of the business opportunities brought about by changes in sales quality, focus on the steering and braking systems of new energy electric vehicles, and actively develop the businesses for new land-based automobile factories as well as traditional Japanese automobile factories. The aerospace market expects domestic and international flights to gradually return to normal levels. Flights for the two major airlines Airbus and Boeing are expected to return to pre-COVID-19 levels in 2-3 years. Industrial product applications have benefited from the recovery in oil demand since the start of the COVID-19 pandemic, with regional conflicts further pushing up oil prices. Combined with the withdrawal of competitors for oil and gas exploration-related parts in the previous year, such products are expected to see fruitful results this year. Under the frenzy in demand for automotive chips, cryptocurrencies, and remote working, etc., semiconductors underwent strong growth in 2021. In 2022, it is expected that the global demand gap for wafers will still not be fully satisfied, and thus the market demand for equipment will maintain the status quo. High-end bicycles will benefit from the change in commuting and leisure ways of living during the COVID-19 pandemic. In 2021, the global bicycle industry chain experienced difficulties in its supply situation, and thus extended the delivery period for key components, frames, transmissions and seats. Since the spring of 2022, the demand has remained intense, maintaining the magnitude of sales. In addition to the existing end-use products mentioned above, this year marks the first full year of medical device component sales, which has provided momentum for the Company's future growth.

Trade disputes between powerful countries, ravages brought about by the epidemic, turbulent international political and military situations, and the interference brought about by the overall environment have become the new normal for businesses. External pressure has thus become a driving force for the management team. Global Tek is a global supply chain of consolidated precision metal products. Since 2020, Wuxi Factory has initiated a series of new factory construction projects. In 2021, the Company looked for a long-term development base for the Taiwan region; the Xi 'an District was subsequently approved by the Board of Directors, with the Company set to implement the plan for the construction of a new wax casting foundry. At the same time, sales offices located in Europe and North America have been closely following the local market trends and international customer demands. Facing the uncertainty of the global situation, Global Tek is committed to taking a forward-looking approach and pledges to establish core competitiveness and expand economic scale through vertical integration and horizontal cooperation. As a key partner that assists in the long-term development of key customers in niche markets across the globe, the Company aspires to take on challenges head-on together with partners, thereby truly becoming a conglomerate organization for sustainable metal products. Thank you for your long-term support. We hope that all shareholders will continue to give their encouragement and guidance to the Company's management team!

Responsible person: Huang Yaxing Manager: Huang Yaxing Host Accountant: Liu Xuexi

**Global Tek Fabrication Co., Ltd.
Audit Committee's Review Report**

The Board of Directors has prepared and submitted to us the Company's 2021 annual business report, financial statements (including the parent company only financial statement) and earnings distribution proposal. Deloitte & Touche, the accounting firm appointed by the Board of Directors, has finished auditing the financial statements (including the parent company only financial statement) and has prepared an audit report.

The Audit Committee has reviewed the aforementioned business report, financial statements (including the parent company only financial statement), and earnings distribution proposal and believes that there is no discrepancy. Therefore, in accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, the above report is submitted for your verification.

To

2022 Annual Shareholders' Meeting of the Company

Global Tek Fabrication Co., Ltd.

Convener of the Audit Committee: Li Xianyuan

March 25, 2022

Global Tek Fabrication Co., Ltd. and Subsidiaries
Endorsements/Guarantees Provided for Others
January 1 to December 31, 2021

Unit: NTD stands for the unit of thousand unless otherwise stated

No. (Note 1)	Endorser/Guarantor	Endorsee/Guarantee		Limit on Endorsements/Guarantees Provided for Single Entity (Note 3)	Maximum Endorsement/Guarantee Balance (Note 4)	Endorsement and Guarantee Closing Balance (Note 5)	Actual Amount Drawn (Note 6)	Amount of Endorsements/ Guarantees Collateralized by Property	Ratio of Accumulated Endorsement/ Guarantee to Net Equity per Latest Financial Statements (%)	Endorsement /Guarantee Ceiling (Note 3)	Endorsements/ Guarantees Provided by Parent for Subsidiary (Note 7)	Endorsements/ Guarantees Provided by Subsidiary for Parent (Note 7)	Endorsements/ Guarantees Provided for Subsidiary in Mainland China (Note 7)	Remarks
		Name of Company	Relations (Note 2)											
0	Global Tek Fabrication Co., Ltd.	Global Tek (Xi'an) Co., Ltd.	2	\$496,381	\$55,360 USD2,000	\$55,360 USD2,000	\$55,360 USD2,000	\$-2.23%	\$1,240,953	\$496,381	Y	N	Y	
0	Global Tek Fabrication Co., Ltd.	Global Tek (Wuxi) Co., Ltd.	2	496,381	359,840 USD13,000	359,840 USD13,000	221,400 USD8,000	-	14.50%	1,240,953	Y	N	Y	

Note 1: The remarks for the serial number column is as follows:

- (1) For the issuer, fill in 0.
- (2) The investee company is numbered sequentially starting from Arabic number 1 according to the company type.

Note 2: There are 7 types of relationships between the endorsement guarantor and the endorsee, which are shown below and for which indicating the type is sufficient:

- (1) A company that has business transactions with Global Tek.
- (2) Companies in which the Cleanaway directly and indirectly holds more than 50 percent of the voting shares.
- (3) Companies that directly or indirectly hold more than 50% of the voting shares of the Company.
- (4) Intercompanies where the Company directly or indirectly holds more than 90% of the voting shares.
- (5) Companies that are mutually guaranteed by the contract between peers or co-contractors based on the needs of the underwriting project.
- (6) Companies to which all investing shareholders endorse a guarantee based on its shareholding ratio as a result of the joint investment relationship.
- (7) Joint and several guarantees of performance bonds for pre-sale housing sales contracts with peers in the same industry in accordance with the regulations of the Consumer Protection Act.

Note 3: Based on the Company's procedures for endorsement guarantees for others, the limits are calculated as follows:

Endorsement guarantee limit for a single entity: 20% of the Company's net worth: $\$2,481,906 \times 20\% = 496,381$

Total amount of endorsement guarantees provided for other companies: 50% of the Company's net worth: $\$2,481,906 \times 50\% = 1,240,953$

Note 4: The maximum balance of endorsement guarantees for others for the current year.

Note 5: Amounts approved by the Board of Directors should be stated. Provided that the Board of Directors shall authorize the Chairman of the Board of Directors to make a determination in accordance with Article 12, Paragraph 8 of the Rules for the Treatment of Fund Loans and Endorsement Guarantees of Public Offering Companies, which refers to the amount determined by the Chairman of the Board of Directors.

Note 6: The actual amount of disbursements within the balance of the endorsement guarantee should be entered into by the endorsement guarantee company.

Note 7: Fill in Y if a listed parent company provides endorsements/guarantees for its subsidiary or if a subsidiary provides endorsements/guarantees for its listed parent company or if endorsements/guarantees involve mainland China.

Global Tek Fabrication Co., Ltd.
Comparison Table of Articles before and after the Amendment of
the "Corporate Social Responsibility Best Practice Principles"

Name after Revision	Name before Revision	Description
<u>Sustainable Development</u> Best Practice Principles	Corporate Social Responsibility Best Practice Principles	Cooperated with the competent authority to revise the name "Corporate Social Responsibility Best Practice Principles of Listed Companies" to "Corporate Sustainable Development Best Practice Principles of Listed Companies".

Articles after amendments	Articles before amendments	Description
<p>Article 1</p> <p>In order to fulfill corporate social responsibility and contribute to economic, environmental and social progress, thereby achieving the goal of sustainable development, the Company has formulated these Principles in accordance with the "<u>Sustainable Development</u> Best Practice Principles of Listed Companies" jointly formulated promulgated by Taiwan Stock Exchange Corporation (hereinafter, "Stock Exchange") and the Taipei Exchange for compliance.</p>	<p>Article 1</p> <p>In order to fulfill corporate social responsibility and contribute to economic, environmental and social progress, thereby achieving the goal of sustainable development, the Company has formulated these Principles in accordance with the "Corporate Social Responsibility Best Practice Principles of Listed Companies" jointly formulated promulgated by Taiwan Stock Exchange Corporation (hereinafter, "Stock Exchange") and the Taipei Exchange for compliance.</p>	<p>This article was amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 2</p> <p>The Principles applies to the entire operations of the Company and its group companies.</p> <p>The Principles encourages the Company to actively fulfill sustainable development in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by</p>	<p>Article 2</p> <p>The Principles applies to the entire operations of the Company and its group companies.</p> <p>The Principles encourages the Company to actively fulfill its corporate social responsibility in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting</p>	<p>The second paragraph of this article was amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>

Articles after amendments	Articles before amendments	Description
acting as responsible corporate citizens, and to enhance competitive edges built on <u>sustainable development</u> .	as responsible corporate citizens, and to enhance competitive edges built on corporate social responsibility.	
<p>Article 3</p> <p>The Company promotes <u>sustainable development</u> and pays attention to the rights and interests of stakeholders. While pursuing sustainable development and profit, the Company values topics pertaining to the environment, society, and corporate governance and incorporates them into its management approaches and operating activities.</p> <p>(The following is omitted)</p>	<p>Article 3</p> <p>The Company fulfills its corporate social responsibility and pays attention to the rights and interests of stakeholders. While pursuing sustainable development and profit, the Company values topics pertaining to the environment, society, and corporate governance and incorporates them into its management approaches and operating activities.</p> <p>(The following is omitted)</p>	<p>The first paragraph of this article was amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 4</p> <p>For the implementation of sustainable development, the Company should follow the following principles:</p> <p>(I) Implementation of Corporate Governance</p> <p>(II) Develop a sustainable environment.</p> <p>(III) Maintain social welfare.</p> <p>(IV) Enhance <u>sustainable development</u> information disclosure.</p>	<p>Article 4</p> <p>The company's practice of corporate social responsibility should be based on the following principles:</p> <p>(I) Implementation of Corporate Governance</p> <p>(II) Develop a sustainable environment.</p> <p>(III) Maintain social welfare.</p> <p>(IV) Strengthen the disclosure of corporate social responsibility information.</p>	<p>The preface to this article and the fourth paragraph of the same article was amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 5</p> <p>The Company shall determine the sustainable development policies, systems or related management policies and specific promotion plans, taking into account the development trends of domestic and foreign sustainable issues, the relevance of the core business of the Company, the impact of the Company's own and its group's corporate operations activities on the stakeholders, etc., and submit the report to the shareholders' meeting after being adopted by the Board of</p>	<p>Article 5</p> <p>The Company shall determine the corporate social responsibility policies, systems or related management policies and specific promotion plans, taking into account the development trends of domestic and foreign sustainable issues, the relevance of the core business of the Company, the impact of the Company's own and its group's corporate operations activities on the stakeholders, etc., and submit the report to the shareholders' meeting after being adopted by the Board of Directors.</p>	<p>The first and second paragraphs of this article were amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>

Articles after amendments	Articles before amendments	Description
<p>Directors. When a shareholder proposes a motion involving sustainable development, the Company's Board of Directors is advised to review and consider including it in the shareholders' meeting agenda.</p>	<p>When a shareholder proposes a motion involving corporate social responsibility, the Company's Board of Directors is advised to review and consider including it in the shareholders' meeting agenda.</p>	
<p>Article 7 The directors of the Company shall exercise the due care of good administrators to urge the Company to realize <u>sustainable development</u>, and shall examine the results of performance and make constant improvement, so as to ensure the thorough implementation of its corporate social responsibility policies. The Board of Directors of the Company shall take full account of the interests of the stakeholders when <u>promoting the company's goals for sustainable development</u> and include the following matters: (I) Propose a mission or vision for <u>sustainable development</u> and formulate sustainable development policies, systems or related management policies. (II) Incorporate sustainable development into the Company's operational activities and development direction and approve the concrete promotion plan for sustainable development. (III) Ensure the timeliness and correctness of information disclosure related to sustainable development. (The following is omitted)</p>	<p>Article 7 The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its corporate social responsibility, and shall examine the results of performance and make constant improvement, so as to ensure the thorough implementation of its corporate social responsibility policies. The Board of Directors shall, during the Company's implementation of the corporate social responsibility, fully take into account the interests of stakeholders as follows: (I) Propose a corporate social responsibility mission or vision, and develop corporate social responsibility policies, systems, or related management policies. (II) Incorporate corporate social responsibility into the Company's operational activities and development direction and approve the concrete promotion plan for sustainable development. (III) Enhancing the timeliness and accuracy of the disclosure of corporate social responsibility information. (The following is omitted)</p>	<p>The first and second paragraphs of this article were amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 8 It is desirable for the Company to organize education and</p>	<p>Article 8 It is desirable for the Company to organize education and</p>	<p>This article was amended in accordance with the name revision of these Principles</p>

Articles after amendments	Articles before amendments	Description
training to promote sustainable development on a regular basis, including such matters as the promotion of paragraph 2 of article 7.	training to fulfill its corporate social responsibility on a regular basis, including such matters as the promotion of paragraph 2 of article 7.	and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.
<p>Article 9</p> <p>For the purpose of sound sustainable development management, it is desirable for the Company to establish a governance structure that promotes sustainable development, and to establish a dedicated (part-time) job unit that promotes sustainable development and is responsible for proposing and implementing sustainable development policies, systems or related management policies and specific promotion plans, and to report regularly to the Board of Directors.</p> <p>The Company shall formulate reasonable remuneration policies, to ensure that remuneration planning can be in line with the organizational strategic goals and stakeholders' interests.</p> <p>Employee performance appraisal systems should be combined with sustainable development policies, and clear and effective reward and disciplinary systems should be established.</p>	<p>Article 9</p> <p>In order to improve the management of corporate social responsibility, the Company shall establish a full-time (part-time) unit to promote corporate social responsibility, which shall be responsible for proposing and implementing corporate social responsibility policies, systems or related management policies and specific promotion plans, and report to the Board of Directors regularly.</p> <p>The Company shall formulate reasonable remuneration policies, to ensure that remuneration planning can be in line with the organizational strategic goals and stakeholders' interests.</p> <p>Employee performance appraisal systems should be combined with corporate social responsibility policies, and clear and effective reward and disciplinary systems should be established.</p>	<p>I. The first paragraph of this article was amended in order to establish a governance structure and strengthen the promotion of sustainable development goals, thereby improving the Company's management of sustainable development.</p> <p>II. The first and third paragraphs of this article were amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 10</p> <p>The Company respects the rights and interests of stakeholders. Besides identifying its stakeholders, the Company uses suitable communication methods, which combined with stakeholder participation, allows the Company to understand the fair expectations and needs of shareholders and provide</p>	<p>Article 10</p> <p>The Company respects the rights and interests of stakeholders. Besides identifying its stakeholders, the Company uses suitable communication methods, which combined with stakeholder participation, allows the Company to understand the fair expectations and needs of shareholders and provide suitable responses in regards to major corporate social</p>	<p>This article was amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>

Articles after amendments	Articles before amendments	Description
suitable responses in regards to major <u>sustainable development</u> topics of concern.	responsibility topics of concern.	
Article 12 The Company should strive to improve the utilization efficiency of various energy sources, and use renewable materials with low impact on the environment, so that the earth's resources can be used continuously.	Article 12 The Company should strive to improve the utilization efficiency of various resources, and use renewable materials with low impact on the environment, so that the earth's resources can be used continuously.	This Article was amended in order to focus on the Company's management of energy usage, thereby reducing greenhouse gases emissions.
Article 17 It is desirable for the Company to assess the current and future potential risks and opportunities of climate change for enterprises and to take relevant response measures. It is advisable for the Company to conduct and disclose corporate greenhouse gas inventories using standards or guidelines applicable locally and abroad, including: include : (I) Direct greenhouse gas emissions: The sources of greenhouse gas emissions are owned or controlled by the Company. (II) Indirect greenhouse gas emissions: those generated by the use of energy such as electricity, heat or steam. (III) <u>Other indirect emissions: Emissions from the Company's activities are not indirect emissions from energy sources, but are from sources owned or controlled by other companies.</u> (The following is omitted)	Article 17 It is advisable for the Company to evaluate the potential risks and opportunities caused by climate change to the Company now and in the future, as well as take corresponding measures to issues regarding the climate. It is advisable for the Company to conduct and disclose corporate greenhouse gas inventories using standards or guidelines applicable locally and abroad, including: Include : I. Direct greenhouse gas emissions: The sources of greenhouse gas emissions are owned or controlled by the Company. II. Indirect greenhouse gas emissions: those generated by the use of externally purchased energy such as electricity, heat or steam. (The following is omitted)	I. Paragraph 1 of this Article was amended in accordance with the fact that the assessment of climate change-related risks and opportunities and measures taken in response to climate change by listed companies includes, but is not limited to, climate-related topics. II. indirect greenhouse gas emissions related to electricity B include but are not limited to outsourced electricity. Paragraph 2 (2) of this Article was amended in accordance with the fact that III. Paragraph 2 (3) of this Article was added in order to achieve the goal of reducing greenhouse gas emissions and encourage enterprises to disclose other indirect scope 3 greenhouse gas emissions.
Chapter Title before Revision	Chapter Title after Revision	Description
Chapter V. Enhancing Information Disclosure for Sustainable Enterprise Development	Chapter V. Strengthen the Disclosure of Corporate Social Responsibility Information	The title of Chapter V was revised in accordance with the amendment of Paragraph 4, Article 4.

Amended Articles	Existing Articles	Description
<p>Article 28 This Company shall follow relevant regulations and Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies in handling information disclosure, and shall adequately disclose important and reliable information related to <u>sustainable development</u> to increase information transparency.</p> <p>The Company discloses the relevant information on sustainable development as follows:</p> <p>(I) Any sustainable development policy, system, guideline and action plan approved by the Board of Directors.</p> <p>(II) The risks and the impact on the corporate operations and financial conditions arising from implementing corporate governance, fostering a sustainable environment, and preserving social public welfare.</p> <p>(III) The Company's objectives, measures and performance for sustainable development.</p> <p>(IV) The main stakeholders and their concerns.</p> <p>(V) Main suppliers are required to disclose information on the management and performance of major environmental and social issues.</p> <p>(VI) Other relevant information on sustainable development.</p>	<p>Article 28 The Company shall follow relevant regulations and Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies in handling information disclosure, and shall adequately disclose important and reliable CSR related information to increase information transparency.</p> <p>This Company shall disclose the following CSR related information:</p> <p>(I) Any CSR policy, system, guideline and action plan approved by the Board of Directors.</p> <p>(II) The risks and the impact on the corporate operations and financial conditions arising from implementing corporate governance, fostering a sustainable environment, and preserving social public welfare.</p> <p>(III) The Company's goals, actions and performance toward corporate social responsibility.</p> <p>(IV) The main stakeholders and their concerns.</p> <p>(V) Main suppliers are required to disclose information on the management and performance of major environmental and social issues.</p> <p>(VI) Other corporate social responsibility related information.</p>	<p>The first and second paragraphs of this article were amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 29 The Company shall adopt</p>	<p>Article 29 The Company shall adopt</p>	<p>The preface to this article and the first paragraph of the</p>

Amended Articles	Existing Articles	Description
<p>widely recognized international standards or guidelines when producing a <u>sustainable development</u> report to disclose the status of its implementation of <u>sustainable development</u> policies. It shall also obtain a third-party assurance or verification of the report to enhance the reliability of the information in the report, the contents of which shall include the following items:</p> <p>(I) Implement sustainable development policies, systems or related management policies and specific promotion plans.</p> <p>(II) The main stakeholders and their concerns.</p> <p>(III) Review of the Company's progress with respect to corporate governance and contributions to environmental sustainability, public welfare and the economy.</p> <p>(IV) Directions and goals for future improvements.</p>	<p>widely recognized international standards or guidelines when producing a CSR report to disclose the status of its implementation of the CSR policy. It shall also obtain a third-party assurance or verification of the report to enhance the reliability of the information in the report, the contents of which shall include the following items:</p> <p>(I) The Company's CSR policies, systems, guidelines and action plans.</p> <p>(II) The main stakeholders and their concerns.</p> <p>(III) Review of the Company's progress with respect to corporate governance and contributions to environmental sustainability, public welfare and the economy.</p> <p>(IV) Directions and goals for future improvements.</p>	<p>same article were amended in accordance with the specific promotional measures for the "Corporate Governance 3.0—Sustainable Development Roadmap", the name revision of the "Corporate Social Responsibility Report" of listed companies to "Sustainability Report", the name revision of these Principles, and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 30 The Company shall pay attention to the development of relevant standards for sustainable development locally and abroad and the changes in the business environment to review and improve the sustainable development system established by the Company to enhance the promotion of sustainable development results.</p>	<p>Article 30 The company shall keep notice of the development of domestic and foreign CSR standards and changes in the corporate environment at all times to facilitate review and improvement of the company's established CSR system and improve CSR results.</p>	<p>This article was amended in accordance with the name revision of these Principles and the enlargement of the Company's focus on the corporate social responsibility concept to a focus on sustainable development.</p>
<p>Article 31 After obtaining the consent of the Audit Committee, these Principles shall be implemented after having been approved by the Board of Directors and reported to the</p>	<p>Article 31 After obtaining the consent of the Audit Committee, these Principles shall be implemented after having been approved by the Board of Directors and reported to the Board of</p>	<p>Number and dates of amendments</p>

Amended Articles	Existing Articles	Description
<p>Board of Shareholders. Subsequent amendments thereto shall be affected in the same manner. These Principles was established on April 7, 2017 The first amendment was made on March 24, 2020. <u>The second amendment was made on March 25, 2022.</u></p>	<p>Shareholders. Subsequent amendments thereto shall be affected in the same manner. These Principles was established on April 7, 2017 The first amendment was made on March 24, 2020.</p>	

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Global Tek Fabrication Co., Ltd.

Opinion

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

In our opinion, basic on our audits and the reports of other auditors (please refer to the other matter section) the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Report by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations 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 Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter for the Company's financial statements for the year ended December 31, 2021 is stated as follows:

The Authenticity of Sales Revenue Transactions Shipment from Specific Customers

The Company are mainly engaged in the design, development and manufacture of automotive, industrial and aviation. Due to changes in major sales customer transactions have a significant impact on the financial statements, based on materiality and Statements on Auditing Standards are recognition of revenue are assumed to be a significant risk, therefore the authenticity of the sales revenue transaction shipment from such specific customers is taken of the key points in audit. Please refer to Notes 4 and 25 of the financial statements for the accounting policies and disclosure on sales revenue recognition.

Our key audit procedures for authenticity of the sales revenue transaction shipment from such specific customers included the following:

1. Understood and tested the design and implementation of the internal controls over revenue recognition from specific sales customers.
2. Sampled and inspected the sale records of the specific sales customers aforementioned to select appropriate samples to examine the related supporting source documents and to test the receiving situation in order to verify whether the sales transaction actually occurred.

Other Matter

We did not audit the financial statements of certain investment accounted for under the equity method which was audited by other auditors, Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these subsidiaries and associates, is based solely on the reports of the other auditors.

The total investment accounted for using the equity method constituted \$95,247 thousand and the total assets of constituted 1.76% of total assets as of December 31, 2021, and total share of loss of associates \$23,841 thousand and the total share of loss of associates of constituted 13.21% of total profit before income tax as of 2021.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements 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 a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Li Huang Lee and Jui Chuan Chih.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 25, 2022

Notice to Readers

The accompanying financial statements are intended only to present the 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 financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying 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 financial statements shall prevail.

GLOBAL TEK FABRICATION CO., LTD.

BALANCE SHEETS

DECEMBER 31, 2021 AND 2020

(In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 32)	\$ 882,751	16	\$ 654,356	17
Financial assets at fair value through profit or loss - current (Notes 4, 7 and 32)	775	-	4,203	-
Financial assets at amortized cost - current (Notes 4, 9, 10, 32 and 34)	110,720	2	-	-
Notes receivable (Notes 4, 11 and 32)	6,635	-	4,128	-
Trade receivables (Notes 4, 11, 25 and 32)	411,653	8	321,459	8
Financial lease receivables (Notes 4, 12 and 32)	22,653	-	20,425	1
Other receivables (Notes 4, 11 and 32)	36,683	1	17,914	1
Other receivables from related parties (Notes 4, 11, 32 and 33)	14,095	-	11,418	-
Current tax assets (Notes 4 and 27)	324	-	14	-
Inventories (Notes 4 and 13)	574,277	11	426,983	11
Prepayments (Notes 18 and 33)	23,504	1	28,668	1
Other current assets (Note 18)	91	-	2	-
Total current assets	<u>2,084,161</u>	<u>39</u>	<u>1,489,570</u>	<u>39</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Notes 4, 8 and 32)	75,789	1	74,240	2
Investments accounted for using the equity method (Notes 4 and 14)	1,984,213	37	1,683,088	44
Property, plant and equipment (Notes 4, 15 and 34)	419,109	8	430,979	11
Right-of-use assets (Notes 4 and 16)	53,260	1	56,904	1
Other intangible assets (Notes 4 and 17)	7,635	-	9,213	-
Deferred tax assets (Notes 4 and 27)	52,445	1	50,786	1
Prepayments for property, plant and equipment (Note 18)	674,541	12	19,931	1
Finance lease receivables - non-current (Notes 4, 12 and 32)	37,455	1	29,897	1
Other non-current assets (Notes 4, 9, 10, 18, 32 and 34)	10,036	-	4,116	-
Total non-current assets	<u>3,314,483</u>	<u>61</u>	<u>2,359,154</u>	<u>61</u>
TOTAL	<u>\$ 5,398,644</u>	<u>100</u>	<u>\$ 3,848,724</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4, 19 and 32)	\$ 370,000	7	\$ -	-
Contract liabilities (Note 25)	19,716	-	14,800	-
Notes payable (Notes 21 and 32)	243	-	5,506	-
Trade payables (Notes 21 and 32)	482,547	9	254,449	7
Trade payables to related parties (Notes 21, 32 and 33)	38,020	1	58,112	2
Other payables (Notes 22 and 33)	337,965	6	216,911	6
Other payables to related parties (Notes 22, 32 and 33)	3,466	-	4,436	-
Current tax liabilities (Note 27)	11,293	-	-	-
Lease liabilities - current (Notes 4, 16, 30 and 32)	13,035	-	13,143	-
Current portion of long-term borrowings and bonds payable (Notes 4, 19, 20, 32 and 34)	411,151	8	39,100	1
Other current liabilities	1,907	-	1,779	-
Total current liabilities	<u>1,689,343</u>	<u>31</u>	<u>608,236</u>	<u>16</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4, 20, 30 and 32)	-	-	579,577	15
Long-term borrowings (Notes 4, 19, 32 and 34)	426,649	8	371,082	10
Deferred tax liabilities (Notes 4 and 27)	51,477	1	47,709	1
Lease liabilities - non-current (Notes 4, 16, 30 and 32)	42,434	1	47,743	1
Other non-current liabilities (Notes 22, 23, 30 and 32)	706,835	13	2,547	-
Total non-current liabilities	<u>1,227,395</u>	<u>23</u>	<u>1,048,658</u>	<u>27</u>
Total liabilities	<u>2,916,738</u>	<u>54</u>	<u>1,656,894</u>	<u>43</u>
EQUITY (Notes 4, 23, 24 and 29)				
Ordinary shares	718,953	13	675,330	18
Capital surplus	1,272,704	24	1,118,900	29
Retained earnings				
Legal reserve	97,260	2	87,235	2
Special reserve	104,819	2	109,023	3
Unappropriated earnings	388,006	7	312,112	8
Total retained earnings	590,085	11	508,370	13
Other equity	(89,285)	(2)	(100,219)	(3)
Treasury shares	(10,551)	-	(10,551)	-
Total equity	<u>2,481,906</u>	<u>46</u>	<u>2,191,830</u>	<u>57</u>
TOTAL	<u>\$ 5,398,644</u>	<u>100</u>	<u>\$ 3,848,724</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

GLOBAL TEK FABRICATION CO., LTD.

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 and 25)	\$ 1,927,630	100	\$ 1,460,124	100
OPERATING COSTS (Notes 13, 26 and 33)	<u>(1,599,306)</u>	<u>(83)</u>	<u>(1,251,288)</u>	<u>(86)</u>
GROSS PROFIT	<u>328,324</u>	<u>17</u>	<u>208,836</u>	<u>14</u>
OPERATING EXPENSES (Notes 23, 26, 29 and 33)				
Selling and marketing expenses	(168,079)	(8)	(131,111)	(9)
General and administrative expenses	(113,438)	(6)	(91,072)	(6)
Research and development expenses	<u>(36,349)</u>	<u>(2)</u>	<u>(35,388)</u>	<u>(2)</u>
Total operating expenses	<u>(317,866)</u>	<u>(16)</u>	<u>(257,571)</u>	<u>(17)</u>
PROFIT FROM OPERATIONS	<u>10,458</u>	<u>1</u>	<u>(48,735)</u>	<u>(3)</u>
NON-OPERATING INCOME AND EXPENSES (Notes 14, 26 and 33)				
Interest income	2,814	-	4,329	-
Other income	49,279	3	41,513	3
Other gains and losses	(20,497)	(1)	(49,449)	(3)
Finance costs	(11,236)	(1)	(10,382)	(1)
Share of profit or loss of associates	<u>149,686</u>	<u>8</u>	<u>150,647</u>	<u>10</u>
Total non-operating income and expenses	<u>170,046</u>	<u>9</u>	<u>136,658</u>	<u>9</u>
PROFIT BEFORE INCOME TAX	180,504	10	87,923	6
INCOME TAX (EXPENSE) BENEFIT (Notes 4 and 27)	<u>(13,738)</u>	<u>(1)</u>	<u>11,958</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>166,766</u>	<u>9</u>	<u>99,881</u>	<u>7</u>

(Continued)

GLOBAL TEK FABRICATION CO., LTD.

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	%
OTHER COMPREHENSIVE INCOME (LOSS)				
(Notes 4, 23, 24 and 27)				
Items that will not be reclassified				
subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ (177)	-	\$ (5)	-
Unrealized gain on investments in equity				
instruments at fair value through other				
comprehensive income	3,536	-	4,600	-
Share of the other comprehensive income				
of associates for using the equity method	126	-	366	-
Items that may be reclassified subsequently to				
profit or loss:				
Exchange differences on translation of the				
financial statements of foreign operations	<u>7,398</u>	<u>-</u>	<u>4,205</u>	<u>-</u>
Other comprehensive income for the				
year, net of income tax	<u>10,883</u>	<u>-</u>	<u>9,166</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR				
THE YEAR	<u>\$ 177,649</u>	<u>9</u>	<u>\$ 109,047</u>	<u>7</u>
EARNINGS PER SHARE (Note 28)				
From continuing operations				
Basic	<u>\$ 2.35</u>		<u>\$ 1.49</u>	
Diluted	<u>\$ 2.11</u>		<u>\$ 1.30</u>	

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

GLOBAL TEK FABRICATION CO., LTD.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to the Owners of the Company								Other Equity		Treasury Shares	Total Equity
	Share Capital		Capital Surplus			Retained Earnings			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
	Shares (In Thousands)	Ordinary Shares	Issuance of Ordinary Shares	Employee Share Options	Conversion Bonds	Legal Reserve	Special Reserve	Unappropriated Earnings				
BALANCE AT JANUARY 1, 2020	66,817	\$ 668,170	\$ 1,066,142	\$ 16,247	\$ 27,551	\$ 65,393	\$ 67,873	\$ 385,264	\$ (109,024)	\$ -	\$ (10,551)	\$ 2,177,065
Appropriation of 2019 earnings												
Legal reserve	-	-	-	-	-	21,842	-	(21,842)	-	-	-	-
Special reserve	-	-	-	-	-	-	41,150	(41,150)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	-	(110,402)	-	-	-	(110,402)
Share-based payment arrangement (Note 29)	716	7,160	20,453	(11,493)	-	-	-	-	-	-	-	16,120
Net profit for the year ended December 31, 2020	-	-	-	-	-	-	-	99,881	-	-	-	99,881
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	-	-	-	361	4,205	4,600	-	9,166
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	-	-	100,242	4,205	4,600	-	109,047
BALANCE AT DECEMBER 31, 2020	67,533	675,330	1,086,595	4,754	27,551	87,235	109,023	312,112	(104,819)	4,600	(10,551)	2,191,830
Appropriation of 2020 earnings												
Legal reserve	-	-	-	-	-	10,025	-	(10,025)	-	-	-	-
Special reserve	-	-	-	-	-	-	(4,204)	4,204	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	-	(85,000)	-	-	-	(85,000)
Share-based payment arrangement (Note 29)	187	1,870	5,491	(3,432)	-	-	-	-	-	-	-	3,929
Convertible bonds converted to ordinary shares	4,175	41,753	160,504	-	(8,759)	-	-	-	-	-	-	193,498
Net profit for the year ended December 31, 2021	-	-	-	-	-	-	-	166,766	-	-	-	166,766
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	-	-	-	(51)	7,398	3,536	-	10,883
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	-	-	166,715	7,398	3,536	-	177,649
BALANCE AT DECEMBER 31, 2021	71,895	\$ 718,953	\$ 1,252,590	\$ 1,322	\$ 18,792	\$ 97,260	\$ 104,819	\$ 388,006	\$ (97,421)	\$ 8,136	\$ (10,551)	\$ 2,481,906

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

GLOBAL TEK FABRICATION CO., LTD.

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	\$ 180,504	\$ 87,923
Adjustments for:		
Depreciation expenses	54,973	52,897
Amortization expenses	5,533	6,240
Expected credit loss recognized (reversed) on trade receivables	3,941	(194)
Net loss (gain) on fair value changes of financial assets at fair value through profit or loss	3,428	(2,160)
Finance costs	11,236	10,382
Interest income	(2,814)	(4,329)
Compensation cost of employee share options	-	272
Share of profits of associates	(149,686)	(150,647)
Loss on disposal of property, plant and equipment	285	39
Loss on disposal of associates	-	4,831
Write-down of inventories	40,617	14,906
(Gain) loss on lease modifications	(31)	26
Changes in operating assets and liabilities		
Notes receivable	(2,507)	637
Trade receivables	(94,135)	(24,843)
Other receivables	(18,755)	3,389
Other receivables from related parties	(8,688)	14,122
Inventories	(187,911)	(16,688)
Prepayments	5,164	(6,484)
Other current assets	(89)	3
Contract liabilities	4,916	(7,395)
Notes payable	(5,263)	3,837
Trade payables	228,098	73,700
Trade payables to related parties	(20,092)	20,159
Other payables	114,747	(22,717)
Other payable to related parties	(970)	1,692
Other current liabilities	128	69
Net defined benefit liability - non-current	(254)	(254)
Cash generated from operations	162,375	59,413
Interest received	2,800	4,498
Interest paid	(6,369)	(4,169)
Income tax (paid) received	(470)	438
Net cash generated from operating activities	<u>158,336</u>	<u>60,180</u>

(Continued)

GLOBAL TEK FABRICATION CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (30,000)
Purchase of financial assets at amortized cost	(110,722)	-
Acquisition of associates	(136,048)	-
Payments for property, plant and equipment	(5,445)	(23,450)
Proceeds from disposal of property, plant and equipment	100	50
Increase in refundable deposits	(5,918)	(12)
Payments for intangible assets	(3,955)	(2,785)
Increase in finance lease receivable	(9,786)	-
Decrease in finance lease receivable	-	9,633
Increase in other financial assets	-	(2)
Increase in prepayments for equipment	(32,883)	(1,035)
Cash dividends from subsidiaries	-	51,594
Increase in prepayments for land	(641,116)	-
Net cash (used in) generated from investing activities	<u>(945,773)</u>	<u>3,993</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	370,000	-
Repayments of short-term borrowings	-	(200,000)
Proceeds from long-term borrowings	400,000	550,000
Repayments of long-term borrowings	(362,433)	(225,767)
Proceeds from guarantee deposits received	6	-
Refund of guarantee deposits received	-	(95)
Repayment of the principal portion of lease liabilities	(14,984)	(13,733)
Increase in other non-current liabilities	704,314	-
Dividends paid to owners of the Company	(85,000)	(110,402)
Employee share options	3,929	15,700
Net cash generated from financing activities	<u>1,015,832</u>	<u>15,703</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	228,395	79,876
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>654,356</u>	<u>574,480</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 882,751</u>	<u>\$ 654,356</u>

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Global Tek Fabrication Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Global Tek Fabrication Co., Ltd. (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 notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements").

In our opinion, based on our audits and the reports of other auditors (please refer to the other matter section) 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 Report by Securities Issuers, 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 Regulations 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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key audit matter for the Company's consolidated financial statements for the year ended December 31, 2021 is stated as follows:

The Authenticity Of Sales Revenue Transactions Shipment From Specific Customers

The Group are mainly engaged in the design, development and manufacture of automotive, industrial and aviation. Due to changes in major sales customer transactions have a significant impact on the financial statements, based on materiality and Statements on Auditing Standards are recognition of revenue are assumed to be a significant risk, therefore the authenticity of the sales revenue transaction shipment from such specific customers is taken of the key points in audit. Please refer to Note 4 and 27 of the consolidated financial statements for the accounting policies and disclosure on sales revenue recognition.

Our key audit procedures for authenticity of the sales revenue transaction shipment from such specific customers included the following:

1. Understood and tested the design and implementation of the internal controls over revenue recognition from specific sales customers.
2. Sampled and inspected the sale records of the specific sales customers aforementioned to select appropriate samples to examine the related supporting source documents and to test the receiving situation in order to verify whether the sales transaction actually occurred.

Other Matter

We did not audit the financial statements of certain investment accounted for under the equity method which was audited by other auditors, Therefore, our opinion expressed herein, insofar as it relates to the amounts included in respect of these subsidiaries and associates, is based solely on the reports of the other auditors.

The total investment accounted for using the equity method constituted 95,247 thousand dollars and the total assets of constituted 1.40% of consolidated total assets as of December 31, 2021, and total share of loss of associates 23,841 thousand dollars and the total share of loss of associates of constituted 11.12% of consolidated total profit before income tax as of 2021.

We have also audited the parent company only financial statements of Global Tek Fabrication Co., Ltd. as of and for the years ended December 31, 2021 and 2020, on which we have issued an unqualified opinion.

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

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

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

Those charged with governance, including 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 judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 that we identify during our audit.

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

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

The engagement partners on the audits resulting in this independent auditors' report are Li Huang Lee and Jui Chuan Chih.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 25, 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 financial statements shall prevail.

GLOBAL TEK FABRICATION CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 34)	\$ 1,364,074	20	\$ 1,478,501	28
Financial assets at fair value through profit or loss - current (Notes 4, 7 and 34)	1,432	-	4,941	-
Financial assets at amortized cost - current (Notes 4, 9, 10, 34 and 36)	110,720	2	-	-
Notes receivable (Notes 4, 11 and 34)	65,462	1	52,283	1
Trade receivables (Notes 4, 11, 27, 34 and 35)	1,147,848	17	1,010,479	19
Financial lease receivables (Notes 4, 12 and 34)	56,462	1	45,762	1
Other receivables (Notes 4, 11 and 34)	89,048	1	95,667	2
Other receivables from related parties (Notes 4, 11, 34 and 35)	26,076	-	-	-
Current tax assets (Notes 4 and 29)	627	-	8,657	-
Inventories (Notes 4 and 13)	1,145,848	17	789,313	15
Prepayments (Note 19)	108,697	1	81,468	2
Other current assets (Note 19)	198	-	259	-
Total current assets	4,116,492	60	3,567,330	68
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Notes 4, 8 and 34)	91,449	2	74,240	2
Investments accounted for using the equity method (Notes 4 and 15)	105,803	2	12,015	-
Property, plant and equipment (Notes 4, 16 and 36)	1,452,052	21	1,206,818	23
Right-of-use assets (Notes 4 and 17)	137,858	2	149,792	3
Other intangible assets (Notes 4 and 18)	7,635	-	9,213	-
Deferred tax assets (Notes 4 and 29)	85,756	1	89,761	2
Prepayments for property, plant and equipment (Note 19)	715,645	11	55,240	1
Finance lease receivables - non-current (Notes 4, 12 and 34)	87,681	1	49,294	1
Other non-current assets (Notes 4, 9, 10, 19, 25, 34 and 36)	16,434	-	10,110	-
Total non-current assets	2,700,313	40	1,656,483	32
TOTAL	\$ 6,816,805	100	\$ 5,223,813	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 4, 20, 34 and 36)	\$ 730,008	11	\$ 228,257	4
Contract liabilities (Note 27)	21,158	-	16,263	-
Notes payable (Notes 22 and 34)	40,023	1	5,506	-
Notes payable to related parties (Notes 22, 34 and 35)	-	-	45,193	1
Trade payables (Notes 22, 34 and 35)	947,075	14	746,772	14
Other payables (Notes 22, 34 and 35)	624,051	9	492,612	10
Current tax liabilities (Notes 4 and 29)	14,325	-	-	-
Provisions - current (Notes 4 and 24)	9,235	-	9,726	-
Lease liabilities - current (Notes 4 and 17)	23,896	1	26,720	1
Current portion of long-term borrowings and bonds payable (Notes 4, 20, 21, 34 and 36)	491,151	7	99,100	2
Other current liabilities	2,503	-	1,950	-
Total current liabilities	2,903,425	43	1,672,099	32
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4, 21 and 34)	-	-	579,577	11
Long-term borrowings (Notes 4, 20, 34 and 36)	426,649	6	481,082	9
Provisions - non-current (Notes 4 and 24)	-	-	8,889	-
Deferred tax liabilities (Notes 4 and 29)	217,283	3	201,735	4
Lease liabilities - non-current (Notes 4 and 17)	50,477	1	55,858	1
Other non-current liabilities (Notes 23 and 25)	737,065	11	32,743	1
Total non-current liabilities	1,431,474	21	1,359,884	26
Total liabilities	4,334,899	64	3,031,983	58
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 25, 26 and 31)				
Ordinary shares	718,953	10	675,330	13
Capital surplus	1,272,704	19	1,118,900	21
Retained earnings				
Legal reserve	97,260	1	87,235	2
Special reserve	104,819	1	109,023	2
Unappropriated earnings	388,006	6	312,112	6
Total retained earnings	590,085	8	508,370	10
Other equity	(89,285)	(1)	(100,219)	(2)
Treasury shares	(10,551)	-	(10,551)	-
Total equity attributable to owners of the Company	2,481,906	36	2,191,830	42
Total equity	2,481,906	36	2,191,830	42
TOTAL	\$ 6,816,805	100	\$ 5,223,813	100

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

GLOBAL TEK FABRICATION CO., LTD. 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 and 27)	\$ 4,305,940	100	\$ 3,515,226	100
OPERATING COSTS (Notes 13, 28 and 35)	<u>(3,421,164)</u>	<u>(79)</u>	<u>(2,771,931)</u>	<u>(79)</u>
GROSS PROFIT	<u>884,776</u>	<u>21</u>	<u>743,295</u>	<u>21</u>
OPERATING EXPENSES (Notes 24 and 28)				
Selling and marketing expenses	(267,617)	(6)	(214,292)	(6)
General and administrative expenses	(237,244)	(6)	(182,545)	(5)
Research and development expenses	<u>(142,297)</u>	<u>(3)</u>	<u>(192,649)</u>	<u>(6)</u>
Total operating expenses	<u>(647,158)</u>	<u>(15)</u>	<u>(589,486)</u>	<u>(17)</u>
PROFIT FROM OPERATIONS	<u>237,618</u>	<u>6</u>	<u>153,809</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES (Note 28)				
Interest income	6,975	-	10,280	-
Other income	68,166	1	58,253	2
Other gains and losses	(57,413)	(1)	(86,341)	(3)
Finance costs	(15,650)	-	(15,980)	-
Share of profit or loss of associates	<u>(25,372)</u>	<u>(1)</u>	<u>(3,387)</u>	<u>-</u>
Total non-operating income and expenses	<u>(23,294)</u>	<u>(1)</u>	<u>(37,175)</u>	<u>(1)</u>
PROFIT BEFORE INCOME TAX	214,324	5	116,634	3
INCOME TAX EXPENSE (Notes 4 and 29)	<u>(47,558)</u>	<u>(1)</u>	<u>(16,753)</u>	<u>-</u>
NET PROFIT FOR THE YEAR	<u>166,766</u>	<u>4</u>	<u>99,881</u>	<u>3</u>

(Continued)

GLOBAL TEK FABRICATION CO., LTD. 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	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Notes 4, 25 and 29)	\$ (51)	-	\$ 361	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	3,536	-	4,600	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Notes 26 and 29)	<u>7,398</u>	<u>-</u>	<u>4,205</u>	<u>-</u>
Other comprehensive income for the year, net of income tax	<u>10,883</u>	<u>-</u>	<u>9,166</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 177,649</u>	<u>4</u>	<u>\$ 109,047</u>	<u>3</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 166,766	4	\$ 99,881	3
Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 166,766</u>	<u>4</u>	<u>\$ 99,881</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 177,649	4	\$ 109,047	3
Non-controlling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 177,649</u>	<u>4</u>	<u>\$ 109,047</u>	<u>3</u>
EARNINGS PER SHARE (Note 30)				
From continuing operations				
Basic	<u>\$ 2.35</u>		<u>\$ 1.49</u>	
Diluted	<u>\$ 2.11</u>		<u>\$ 1.30</u>	

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

GLOBAL TEK FABRICATION CO., LTD. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to the Owners of the Company								Other Equity			Total Equity
	Share Capital		Capital Surplus			Retained Earnings			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Treasury Shares	
	Shares (In Thousands)	Ordinary Shares	Issuance of Ordinary Shares	Employee Share Options	Conversion Bonds	Legal Reserve	Special Reserve	Unappropriated Earnings				
BALANCE AT JANUARY 1, 2020	66,817	\$ 668,170	\$ 1,066,142	\$ 16,247	\$ 27,551	\$ 65,393	\$ 67,873	\$ 385,264	\$ (109,024)	\$ -	\$ (10,551)	\$ 2,177,065
Appropriation of 2019 earnings												
Legal reserve	-	-	-	-	-	21,842	-	(21,842)	-	-	-	-
Special reserve	-	-	-	-	-	-	41,150	(41,150)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	-	(110,402)	-	-	-	(110,402)
Share-based payment arrangement (Note 31)	716	7,160	20,453	(11,493)	-	-	-	-	-	-	-	16,120
Net profit for the year ended December 31, 2020	-	-	-	-	-	-	-	99,881	-	-	-	99,881
Other comprehensive income (loss) for the year ended December 31, 2020, net of income tax	-	-	-	-	-	-	-	361	4,205	4,600	-	9,166
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	-	-	100,242	4,205	4,600	-	109,047
BALANCE AT DECEMBER 31, 2020	67,533	675,330	1,086,595	4,754	27,551	87,235	109,023	312,112	(104,819)	4,600	(10,551)	2,191,830
Appropriation of 2020 earnings												
Legal reserve	-	-	-	-	-	10,025	-	(10,025)	-	-	-	-
Special reserve	-	-	-	-	-	-	(4,204)	4,204	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	-	(85,000)	-	-	-	(85,000)
Share-based payment arrangement (Note 31)	187	1,870	5,491	(3,432)	-	-	-	-	-	-	-	3,929
Convertible bonds converted to ordinary shares	4,175	41,753	160,504	-	(8,759)	-	-	-	-	-	-	193,498
Net profit for the year ended December 31, 2021	-	-	-	-	-	-	-	166,766	-	-	-	166,766
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	-	-	-	(51)	7,398	3,536	-	10,883
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	-	-	166,715	7,398	3,536	-	177,649
BALANCE AT DECEMBER 31, 2021	<u>71,895</u>	<u>\$ 718,953</u>	<u>\$ 1,252,590</u>	<u>\$ 1,322</u>	<u>\$ 18,792</u>	<u>\$ 97,260</u>	<u>\$ 104,819</u>	<u>\$ 388,006</u>	<u>\$ (97,421)</u>	<u>\$ 8,136</u>	<u>\$ (10,551)</u>	<u>\$ 2,481,906</u>

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

GLOBAL TEK FABRICATION CO., LTD. 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	\$ 214,324	\$ 116,634
Adjustments for:		
Depreciation expenses	174,209	163,555
Amortization expenses	5,533	6,240
Expected credit loss recognized on trade receivables	4,380	4,550
Net loss (gain) on fair value changes of financial assets at fair value through profit or loss	3,509	(2,143)
Finance costs	15,650	15,980
Interest income	(6,975)	(10,280)
Compensation cost of employee share options	-	420
Share of profits of associates	25,372	3,387
Loss (gain) on disposal of property, plant and equipment	2,921	(651)
Loss on disposal of associates	-	4,831
Write-down of inventories	41,873	9,549
Impairment loss	2,674	-
Net gain on foreign currency exchange	-	(162)
Gain on lease modifications	(31)	(60)
Recognition of provisions	607	2,456
Changes in operating assets and liabilities		
Notes receivable	(13,179)	(10,002)
Trade receivables	(141,733)	(79,702)
Trade receivables from related parties	(35)	-
Other receivables	6,736	(6,823)
Inventories	(398,551)	64,511
Prepayments	(27,229)	(15,435)
Other current assets	61	217
Contract liabilities	4,895	(5,652)
Notes payable	(23,044)	3,837
Notes payable to related parties	12,368	3,691
Trade payables	189,321	124,130
Trade payables to related parties	10,982	(17,897)
Other payables	116,764	(52,952)
Other payable to related parties	-	(150)
Provisions	(9,967)	(9,858)
Other current liabilities	553	(174)
Net defined benefit liability - non-current	(522)	(565)
Deferred revenue	(249)	1,373
Cash generated from operations	211,217	312,855
Interest received	6,972	10,568
Interest paid	(10,280)	(8,636)
Income tax paid	(5,500)	(992)
Net cash generated from operating activities	<u>202,409</u>	<u>313,795</u>

(Continued)

GLOBAL TEK FABRICATION CO., LTD. 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 INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ (16,960)	\$ (30,000)
Purchase of financial assets at amortized cost	(110,722)	-
Proceeds from sale of financial assets at amortized cost	-	4,307
Acquisition of associates	(119,088)	-
Payments for property, plant and equipment	(318,970)	(156,968)
Proceeds from disposal of property, plant and equipment	2,996	11,150
Increase in refundable deposits	(5,896)	-
Decrease in refundable deposits	-	76
Increase in other receivables from related parties	(26,052)	-
Payments for intangible assets	(3,955)	(2,785)
Decrease in finance lease receivable	2,145	23,852
Increase in prepayments for equipment	(126,470)	(113,406)
Increase in prepayments for land	(641,116)	-
Net cash generated from investing activities	<u>(1,364,088)</u>	<u>(263,774)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	501,751	-
Repayments of short-term borrowings	-	(145,415)
Proceeds from long-term borrowings	400,000	605,000
Repayments of long-term borrowings	(452,433)	(240,767)
Proceeds from guarantee deposits received	289	-
Refund of guarantee deposits received	-	(91)
Repayment of the principal portion of lease liabilities	(29,758)	(31,646)
Increase in other non-current liabilities	704,314	-
Dividends paid to owners of the Company	(85,000)	(110,402)
Employee share options	3,929	15,700
Net cash generated from financing activities	<u>1,043,092</u>	<u>92,379</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>4,160</u>	<u>1,980</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(114,427)	144,380
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,478,501</u>	<u>1,334,121</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,364,074</u>	<u>\$ 1,478,501</u>

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

(With Deloitte & Touche auditors' report dated March 25, 2022)

(Concluded)

Global Tek Fabrication Co., Ltd.
Comparison Table of Articles before and after the Amendment of
the “Articles of Association”

Articles after amendments	Articles before amendments	Description
<p>Article 8</p> <p>The shareholders' meeting is divided into two types: ordinary meeting and extraordinary meeting. The ordinary meeting is held once a year and is convened by the Board of Directors in accordance with the law within six months after the end of each fiscal year. The extraordinary meeting may be convened according to laws when necessary.</p> <p><u>The meeting of the shareholders of the Company may be held by videoconference or other means announced by the central competent authority.</u></p> <p><u>If a meeting of the shareholders is conducted by means of video conferencing, shareholders who participate in the meeting by such means shall be deemed to have attended the meeting in person.</u></p>	<p>Article 8</p> <p>The shareholders' meeting is divided into two types: ordinary meeting and extraordinary meeting. The ordinary meeting is held once a year and is convened by the Board of Directors in accordance with the law within six months after the end of each fiscal year. The extraordinary meeting may be convened according to laws when necessary.</p>	<p>In accordance with the amendment to Article 172-2 of the Company Act, the meeting of the shareholders of the Company may be held by videoconference or other means announced by the central competent authority,</p>
<p>Article 20</p> <p>These Articles of Association were established on October 31, 2008</p> <p>The first amendment was made on December 1, 2009</p> <p>The second amendment was made on September 29, 2011</p>	<p>Article 20</p> <p>These Articles of Association were established on October 31, 2008</p> <p>The first amendment was made on December 1, 2009</p> <p>The second amendment was made on September 29, 2011</p>	<p>Number and dates of amendments</p>

Articles after amendments	Articles before amendments	Description
The third amendment was made on January 2, 2012	The third amendment was made on January 2, 2012	
The fourth amendment was made on January 23, 2015	The fourth amendment was made on January 23, 2015	
The fifth amendment was made on February 13, 2015	The fifth amendment was made on February 13, 2015	
The sixth amendment was made on June 30, 2015	The sixth amendment was made on June 30, 2015	
The seventh amendment was made on June 13, 2016	The seventh amendment was made on June 13, 2016	
The eighth amendment was made on December 19, 2016	The eighth amendment was made on December 19, 2016	
The ninth amendment was made on January 23, 2017	The ninth amendment was made on January 23, 2017	
The tenth amendment was made on June 28, 2019	The tenth amendment was made on June 28, 2019	
The eleventh amendment was made on June 30, 2020	The eleventh amendment was made on June 30, 2020	
The twelfth amendment was made on August 4, 2021	The twelfth amendment was made on August 4, 2021	
<u>The thirteenth amendment was made on June 23, 2022</u>		

Global Tek Fabrication Co., Ltd.
Comparison Table of Articles before and after the Amendment of
the “Procedures for Acquiring or Disposing of Assets”

Articles after amendments	Articles before amendments	Description
<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with valuation reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I. Have not previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. May not be a related party or de facto related party of any party to the transaction.</p> <p>III. If TUC is required to obtain valuation reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</p>	<p>Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with valuation reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>I. Have not previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>II. Not a related party or de facto related party of the transaction counterpart.</p> <p>III. If the Company is required to obtain valuation reports from two or more professional appraisers, the professional appraisers or appraisers may not be related parties or de facto related parties of each other.</p>	<p>To reflect actual circumstances, textual revisions may be made in accordance with the amendment to the “Guidelines for the Treatment of Assets Acquired or Disposed of by Public Offering Companies”.</p>

Articles after amendments	Articles before amendments	Description
<p>When issuing a valuation report or opinion, the aforementioned person shall act in accordance with the <u>self-regulatory regulations of the industry associations to which he belongs</u> and the following matters:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>executing</u> a case, appropriate operational procedures should be properly planned and implemented to formulate conclusions and issue a report or opinion; and the procedures, aggregated information and conclusions to be executed should be detailed in the work sheet.</p> <p>III. They shall conduct an item-by-item evaluation on the <u>appropriateness</u> and reasonableness of the sources, parameters and information of the data used, as the basis for issuing the valuation report or opinion.</p> <p>IV. The statement shall include matters such as the professionalism and independence of the relevant personnel, the <u>appropriateness</u> and reasonableness of the information used in the assessment and compliance with the relevant laws and regulations.</p>	<p>When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall comply with the following requirements:</p> <p>I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When reviewing audit assignments, they shall plan and implement appropriate operating procedures to draw a conclusion as the basis of producing a report or expressing an opinion; and maintain a full record of the implementation procedures, gathered data, and conclusions in the worksheet.</p> <p>III. They shall conduct an item-by-item evaluation on the comprehensiveness, accuracy and reasonableness of the sources, parameters and information of the data used, as the basis for issuing the valuation report or opinions.</p> <p>IV. The statement should include matters such as the competence and independence of the relevant personnel, the reasonableness and accuracy of the information used in the assessment, and compliance with the relevant laws and regulations.</p>	
<p>Article 6 Procedures for the Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets</p> <p>I. Evaluation and Operating Procedures The acquisition or disposal of real estate, equipment or right-of-use assets by the Company shall be processed in accordance with the Company's internal control system</p>	<p>Article 6 Procedures for the Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets</p> <p>I. Evaluation and Operating Procedures The acquisition or disposal of real estate, equipment or right-of-use assets by the Company shall be processed in accordance with the Company's internal control system</p>	<p>To reflect actual circumstances, textual revisions may be made in accordance with the amendment to the “Guidelines for the Treatment of Assets Acquired or Disposed of by Public Offering Companies”.</p>

Articles after amendments	Articles before amendments	Description
<p>for the cyclic process for real estate, plants and equipment.</p> <p>II. Procedure for the Determination of Transaction Conditions and Authorization Limits</p> <p>(I) The acquisition or disposal of real estate or right-of-use assets shall reference the announced present value, assessed value, the actual transaction prices of neighboring real estate, etc., and the supervisors of the relevant units shall be responsible for handling the transactions in the relevant hierarchy according to the provisions of the Company's verification authority.</p> <p>(II) The acquisition or disposal of equipment or its right-of-use assets shall be selected either by means of inquiry, comparison, negotiation or bidding. In addition to the supervisors of the relevant units being responsible for handling the transactions in the relevant hierarchy according to the provisions of the Company's verification authority, transaction amounts exceeding 20% of the Company's paid-in capital shall be reported to the Board of Directors for approval.</p> <p>(III) Investment Scope and Amount: In addition to the assets for business use acquired by the Company and its subsidiaries, the Company may invest in the purchase of real estate and right-of-use assets thereof not for business use. The total amount of investment purchases shall not exceed 20% of the shareholders' equity in the latest financial statements of the Company.</p> <p>(IV) The Company shall acquire or dispose of assets subject to the</p>	<p>for the cyclic process for real estate, plants and equipment.</p> <p>II. Procedure for the Determination of Transaction Conditions and Authorization Limits</p> <p>(I) The acquisition or disposal of real estate or right-of-use assets shall reference the announced present value, assessed value, the actual transaction prices of neighboring real estate, etc., and the supervisors of the relevant units shall be responsible for handling the transactions in the relevant hierarchy according to the provisions of the Company's verification authority.</p> <p>(II) The acquisition or disposal of equipment or its right-of-use assets shall be selected either by means of inquiry, comparison, negotiation or bidding. In addition to the supervisors of the relevant units being responsible for handling the transactions in the relevant hierarchy according to the provisions of the Company's verification authority, transaction amounts exceeding 20% of the Company's paid-in capital shall be reported to the Board of Directors for approval.</p> <p>(III) Investment Scope and Amount: In addition to the assets for business use acquired by the Company and its subsidiaries, the Company may invest in the purchase of real estate and right-of-use assets thereof not for business use. The total amount of investment purchases shall not exceed 20% of the shareholders' equity in the latest financial statements of the Company.</p> <p>(IV) The Company shall acquire or dispose of assets subject to the</p>	

Articles after amendments	Articles before amendments	Description
<p>procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.</p> <p>(V) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. Implementation unit When the Company acquires or disposes of real estate, equipment or its right-of-use assets, the Company shall submit its approval in accordance with the Company's approval authority, and then the user department or the administrative department shall be responsible for the execution.</p> <p>IV. Valuation Report on Real Estate, Equipment or Right-of-Use Assets In acquiring or disposing of real estate or other equipment or right-of-use assets thereof where the</p>	<p>procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.</p> <p>(V) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. Implementation unit When the Company acquires or disposes of real estate, equipment or its right-of-use assets, the Company shall submit its approval in accordance with the Company's approval authority, and then the user department or the administrative department shall be responsible for the execution.</p> <p>IV. Valuation Report on Real Estate, Equipment or Right-of-Use Assets In acquiring or disposing of real estate or other equipment or right-of-use assets thereof where the</p>	

Articles after amendments	Articles before amendments	Description
<p>transaction amount reaches 20% of the Company's paid-in-capital or exceeds NT\$300 million, the Company, unless transacting with a government agency, engaging others to build on the Company's own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof for business use, shall obtain an valuation report from professional appraisers prior to the date of event and shall further comply with the following provisions:</p> <p>(I) If the transaction price is determined by referring to an attributive price, a specific price, or a special price for a good cause, the transaction should be presented to the board of directors for resolution. Any changes in trading conditions thereafter should be handled in the same manner.</p> <p>(II) Where the transaction amount is NT\$ 1,000,000,000 or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	<p>transaction amount reaches 20% of the Company's paid-in-capital or exceeds NT\$300 million, the Company, unless transacting with a government agency, engaging others to build on the Company's own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof for business use, shall obtain an valuation report from professional appraisers prior to the date of event and shall further comply with the following provisions:</p> <p>(I) If the transaction price is determined by referring to an attributive price, a specific price, or a special price for a good cause, the transaction should be presented to the board of directors for resolution. Any changes in trading conditions thereafter should be handled in the same manner.</p> <p>(II) Where the transaction amount is NT\$ 1,000,000,000 or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and</p>	

Articles after amendments	Articles before amendments	Description
<p>1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(IV) No more than three months may elapse between the date of the valuation report issued by a professional appraiser and the contract execution date. Provided, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(V) Where the Company acquires or disposes of assets through court auction procedures, the certificate issued by the court may be substituted for the valuation report or the Certified Public Accountant opinion.</p>	<p>Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(IV) No more than three months may elapse between the date of the valuation report issued by a professional appraiser and the contract execution date. Provided, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>(V) Where the Company acquires or disposes of assets through court auction procedures, the certificate issued by the court may be substituted for the valuation report or the Certified Public Accountant opinion.</p>	
<p>Article 7 Procedure for Processing of Acquisition or Disposal of Marketable Securities</p> <p>I. Evaluation and Operating Procedures The purchase and sale of the Company's marketable securities shall be administered in accordance with the procedures on investment cycle of the Company's internal control system.</p>	<p>Article VII Procedure for Processing of Acquisition or Disposal of Marketable Securities</p> <p>I. Evaluation and Operating Procedures The purchase and sale of the Company's marketable securities shall be administered in accordance with the procedures on investment cycle of the Company's internal control system.</p>	<p>To reflect actual circumstances, textual revisions may be made in accordance with the amendment to the "Guidelines for the Treatment of Assets Acquired or Disposed of by Public Offering Companies".</p>

Articles after amendments	Articles before amendments	Description
<p>II. Procedure for the Determination of Transaction Conditions and Authorization Limits</p> <p>(I) The trading of marketable securities in a centralized trading market or a securities dealer's place of business shall be decided by the responsible unit in accordance with market conditions. According to the provisions of the company's hierarchical responsibility for reviewing and determining authority, the relevant unit's supervisors shall be responsible for handling the transaction. If the amount of each transaction exceeds 10% of the paid-in capital of the company, it shall be reported to the Board of Directors for approval before trading.</p> <p>(II) With respect to the trading of securities that are not traded on the centralized trading market or by securities dealers, the latest financial statements of the target company shall be checked by a CPA before the occurrence date for verification or review as a reference for evaluating the transaction price, and the net worth, profitability and future development potential of each share shall be considered. According to the provisions of the Company's verification authority, the supervisors of the relevant units shall be responsible for handling the transactions in the relevant hierarchy. If the amount of each transaction exceeds 10% of the paid-in capital of the Company, it shall be reported to the Board of Directors for approval. However, if it is related to financial regulation (trading of</p>	<p>II. Procedure for the Determination of Transaction Conditions and Authorization Limits</p> <p>(I) The trading of marketable securities in a centralized trading market or a securities dealer's place of business shall be decided by the responsible unit in accordance with market conditions. According to the provisions of the company's hierarchical responsibility for reviewing and determining authority, the relevant unit's supervisors shall be responsible for handling the transaction. If the amount of each transaction exceeds 10% of the paid-in capital of the company, it shall be reported to the Board of Directors for approval before trading.</p> <p>(II) With respect to the trading of securities that are not traded on the centralized trading market or by securities dealers, the latest financial statements of the target company shall be checked by a CPA before the occurrence date for verification or review as a reference for evaluating the transaction price, and the net worth, profitability and future development potential of each share shall be considered. According to the provisions of the Company's verification authority, the supervisors of the relevant units shall be responsible for handling the transactions in the relevant hierarchy. If the amount of each transaction exceeds 10% of the paid-in capital of the Company, it shall be reported to the Board of Directors for approval. However, if it is related to financial regulation (trading of</p>	

Articles after amendments	Articles before amendments	Description
<p>bonds, bond funds and currency-like instruments with buyback and sellback conditions), it is subject to the provisions of the approval authority and is not subject to the preceding clause.</p> <p>(III) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes. .</p> <p>(IV) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. Implementation unit The Company's investments or disposals of marketable securities shall be submitted for approval in accordance with the Company's approval authority and shall be</p>	<p>bonds, bond funds and currency-like instruments with buyback and sellback conditions), it is subject to the provisions of the approval authority and is not subject to the preceding clause.</p> <p>(III) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes. .</p> <p>(IV) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. Implementation unit The Company's investments or disposals of marketable securities shall be submitted for approval in accordance with the Company's approval authority and shall be</p>	

Articles after amendments	Articles before amendments	Description
<p>carried out by the finance and investment-related departments.</p> <p>IV. Get the feedback from experts</p> <p>(I) Where the Company acquires or disposes of marketable securities, and the transaction amount is 20% of the Company's paid-in capital or NT \$300 million or more, it shall, prior to the date of occurrence, contact a CPA or securities expert to express opinions on the reasonableness of the transaction price. This requirement shall not apply to publicly quoted prices of an active market or is otherwise regulated by the relevant laws and regulations.</p> <p>(II) For assets acquired or disposed of by the Company through court auction, documents of evidence from court shall replace valuation report or CPA's opinion.</p>	<p>carried out by the finance and investment-related departments.</p> <p>IV. Get the feedback from experts</p> <p>(I) Where the Company acquires or disposes of marketable securities, and the transaction amount is 20% of the Company's paid-in capital or NT \$300 million or more, it shall, prior to the date of occurrence, contact a CPA or securities expert to express opinions on the reasonableness of the transaction price. If the CPA is required to employ an expert reporter, it shall comply with the provisions of the Auditing Standards No.20 issued by the Accounting Research and Development Foundation. This requirement shall not apply to publicly quoted prices of an active market or is otherwise regulated by the relevant laws and regulations.</p> <p>(II) For assets acquired or disposed of by the Company through court auction, documents of evidence from court shall replace valuation report or CPA's opinion.</p>	
<p>Article 8</p> <p>Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof or membership</p> <p>I. Evaluation and Operating Procedures</p> <p>The acquisition or disposal of intangible assets or the right-of-use assets or membership of the Company shall be evaluated and executed by a responsible person or a project team established by the General Manager.</p> <p>II. Procedure for the Determination of Transaction Conditions and Authorization Limits</p>	<p>Article 8</p> <p>Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof or membership</p> <p>I. Evaluation and Operating Procedures</p> <p>The acquisition or disposal of intangible assets or the right-of-use assets or membership of the Company shall be evaluated and executed by a responsible person or a project team established by the General Manager.</p> <p>II. Procedure for the Determination of Transaction Conditions and Authorization Limits</p>	<p>To reflect actual circumstances, textual revisions may be made in accordance with the amendment to the “Guidelines for the Treatment of Assets Acquired or Disposed of by Public Offering Companies”.</p>

Articles after amendments	Articles before amendments	Description
<p>(I) To obtain or dispose of membership, an analytical report shall be prepared and submitted to the General Manager and Chairman by reference to the fair market price, the trading conditions and the transaction price. If the amount is less than 1% of the paid-in capital or NT \$3,000,000, it shall be submitted to the Chairman for approval; if the amount exceeds NT \$3,000,000, it shall be submitted to the Board of Directors for approval.</p> <p>(II) The acquisition or disposal of intangible assets or their right-of-use assets shall be reported to the chairman of the board of directors in the form of an analytical report by reference to the expert appraisal report or the fair market price, the resolution of the transaction conditions and the transaction price. If the amount is less than 10% of the paid-in capital or NT\$ 100 million, the report shall be submitted to the chairman of the board of directors for approval; if the amount exceeds NT\$ 100 million, it shall be submitted to the Board of Directors for approval.</p> <p>(III) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration</p>	<p>(I) To obtain or dispose of membership, an analytical report shall be prepared and submitted to the General Manager and Chairman by reference to the fair market price, the trading conditions and the transaction price. If the amount is less than 1% of the paid-in capital or NT \$3,000,000, it shall be submitted to the Chairman for approval; if the amount exceeds NT \$3,000,000, it shall be submitted to the Board of Directors for approval.</p> <p>(II) The acquisition or disposal of intangible assets or their right-of-use assets shall be reported to the chairman of the board of directors in the form of an analytical report by reference to the expert appraisal report or the fair market price, the resolution of the transaction conditions and the transaction price. If the amount is less than 10% of the paid-in capital or NT\$ 100 million, the report shall be submitted to the chairman of the board of directors for approval; if the amount exceeds NT\$ 100 million, it shall be submitted to the Board of Directors for approval.</p> <p>(III) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration</p>	

Articles after amendments	Articles before amendments	Description
<p>should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.</p> <p>(IV) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. Implementation unit When the Company acquires or disposes of intangible assets or its right-of-use assets or membership, the user department or administrative department shall be responsible for the execution after the approval in accordance with the preceding paragraph.</p> <p>IV. Expert appraisal report on intangible assets or their right-to-use assets or memberships</p> <p>(I) The Company shall request expert appraisal reports for acquisition or disposal of memberships for which the transaction amount exceeds 1% of the paid-in capital or NT\$ 3 million.</p> <p>(II) The Company shall request expert appraisal reports for acquisition or disposal of intangible assets or their right-of-use assets for which the transaction amount exceeds 10% of the paid-in capital or NT\$ 100 million.</p>	<p>should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.</p> <p>(IV) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. Implementation unit When the Company acquires or disposes of intangible assets or its right-of-use assets or membership, the user department or administrative department shall be responsible for the execution after the approval in accordance with the preceding paragraph.</p> <p>IV. Expert appraisal report on intangible assets or their right-to-use assets or memberships</p> <p>(I) The Company shall request expert appraisal reports for acquisition or disposal of memberships for which the transaction amount exceeds 1% of the paid-in capital or NT\$ 3 million.</p> <p>(II) The Company shall request expert appraisal reports for acquisition or disposal of intangible assets or their right-of-use assets for which the transaction amount exceeds 10% of the paid-in capital or NT\$ 100 million.</p>	

Articles after amendments	Articles before amendments	Description
<p>(III) If the transaction amount of the Company's intangible assets or its right-of-use assets or membership certificates obtained or disposed of reaches 20% of the paid-in capital of the Company or NT\$300 million or more, except for transactions with domestic government agencies, the Company shall contact an accountant to express its opinion on the reasonableness of the transaction price before the date of occurrence.</p>	<p>(III) When the Company's acquisition or disposal of intangible assets or the right-of-use thereof, or membership exceeds 20% of the Company's paid-in-capital or NT\$3 billion, unless the transaction is conducted with domestic government bodies, the Company shall engage a certified public accountant to render an opinion on the reasonableness of the transaction price prior to the date of event. The certified public accountant shall handle relevant matters in accordance with the Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation.</p>	
<p>Article 10 Processing procedures for related party transactions When acquiring or disposing assets, the Company shall abide by Articles 6, 7, and 8 of these Procedures, and handle related resolution procedures and assess the reasonableness of transaction conditions in accordance with <u>this Article</u>. If the transaction amount exceeds 10% of the total assets of the Company, the valuation report or the Certified Public Accountant opinion issued by the professional appraiser shall be obtained in accordance with the foregoing provisions, and the calculation of the transaction amount shall be handled in accordance with Article 9. In addition, when judging whether the trading counterpart is a related party, legal form shall be taken into account and material relationship taken into consideration.</p> <p>I. Evaluation and Operating Procedures If the Company acquires or disposes of real estate or its right-</p>	<p>Article 10 Processing procedures for related party transactions When TUC engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with provisions as specified in Articles 6, 7 and 8 of this procedure, if the transaction amount reaches 10 percent or more of TUC's total assets, TUC shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the aforementioned provisions. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 9 herein. When judging whether a transaction counterpart is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p>	<p>In accordance with the amendment to the "Guidelines for the Treatment of Assets Acquired or Disposed of by Public Offering Companies", when the first transaction involving the acquisition or disposal of assets between the Company/subsidiary that is not a domestic public company and a related party is made and amounts to over ten percent of the total assets of the Company, the transaction shall only become effective after the Company submits the relevant information to the Board of Shareholders for approval; otherwise, textual</p>

Articles after amendments	Articles before amendments	Description
<p>of-use assets from related parties, or acquires or disposes of other assets other than real estate or its right-of-use assets with related parties, and the transaction amount is 20% of the company's paid-up capital, 10% of the total assets, or NT \$300 million or more, in addition to buying and selling domestic bonds, bonds subject to repurchase and reverse repurchase, conditions, and currency market funds issued by the domestic subscription or buyback securities investment trust enterprise, the Company shall submit the following information to the Board of Directors for approval and the Audit Committee able to sign a contract and make payment:</p> <p>(I) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.</p> <p>(II) The reasons for selecting the related party as the trading counterpart.</p> <p>(III) In order to obtain the real estate or the right-of-use assets from the related parties, the relevant information for evaluating the reasonableness of the intended transaction conditions in accordance with the provisions of subsection 1, 2, 3, 4 and 6 of the Paragraph 5 in this Article.</p> <p>(IV) The date and price at which the related party originally acquired the real property, the original transaction counterpart, and that transaction counterpart's relationship to the Company and the related party.</p> <p>(V) The monthly cash income and expense forecast within the year from the month of the contract</p>	<p>I. Evaluation and Operating Procedures</p> <p>If the Company acquires or disposes of real estate or its right-of-use assets from related parties, or acquires or disposes of other assets other than real estate or its right-of-use assets with related parties, and the transaction amount is 20% of the company's paid-up capital, 10% of the total assets, or NT \$300 million or more, in addition to buying and selling domestic bonds, bonds subject to repurchase and reverse repurchase, conditions, and currency market funds issued by the domestic subscription or buyback securities investment trust enterprise, the Company shall submit the following information to the Board of Directors for approval and the Audit Committee able to sign a contract and make payment:</p> <p>(I) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.</p> <p>(II) The reasons for selecting the related party as the trading counterpart.</p> <p>(III) In order to obtain the real estate or the right-of-use assets from the related parties, the relevant information for evaluating the reasonableness of the intended transaction conditions in accordance with the provisions of subsection 1, 2, 3, 4 and 6 of the Paragraph 5 in this Article.</p> <p>(IV) The date and price at which the related party originally acquired the real property, the original transaction counterpart, and that transaction counterpart's relationship to the Company and</p>	<p>amendments shall be made.</p>

Articles after amendments	Articles before amendments	Description
<p>signed; also, the assessment of the necessity of the trade and the reasonableness of the use of funds.</p> <p>(VI) Appraisal reports from the professional appraisers or opinions of the CPAs acquired in accordance with Paragraph 1 in this Article.</p> <p>(VII) The restrictions and other important stipulations of the transaction.</p> <p>II. When conducting the following transactions between the Company and its parent or subsidiaries, or between its subsidiaries in which it holds directly 100% of the issued shares or total capital, the Board of Directors may, depending on the authorization level, hierarchy, execution unit, and transaction process, authorize the Chairman to decide such matters and subsequently report to the most recent Board of Directors for ratification if the transaction is within a certain amount:</p> <p>(I) Acquisition or disposal of equipment for business use or right-of-use assets thereto.</p> <p>(II) Acquisition or disposal of real estate for business use or right-of-use assets thereto.</p> <p>When the transactions of acquisition or disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p>	<p>the related party.</p> <p>(V) The monthly cash income and expense forecast within the year from the month of the contract signed; also, the assessment of the necessity of the trade and the reasonableness of the use of funds.</p> <p>(VI) Appraisal reports from the professional appraisers or opinions of the CPAs acquired in accordance with Paragraph 1 in this Article.</p> <p>(VII) The restrictions and other important stipulations of the transaction.</p> <p>II. The calculation of the transaction amount in the preceding paragraph shall be done in compliance with Article 14 Paragraphs 2 and the “within a year” mentioned refers to a period of one year calculated retroactively from the date of event of the transaction. Items that have been submitted to and approved by the Board of Directors and acknowledged by the Audit Committee in accordance with the Procedures are exempted from inclusion in the calculation.</p> <p>III. When conducting the following transactions between the Company and its parent or subsidiaries, or between its subsidiaries in which it holds directly 100% of the issued shares or total capital, the Board of Directors may, depending on the authorization level, hierarchy, execution unit, and transaction process, authorize the Chairman to decide such matters and subsequently report to the most recent Board of Directors for ratification if the transaction is within a certain amount:</p>	

Articles after amendments	Articles before amendments	Description
<p>The provisions of this clause shall be approved by the Audit Committee and shall be subject to the prior approval of more than one half of all the members of the Audit Committee and a resolution of the Board of Directors. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>III. <u>If the Company or the subsidiary of its non-domestic of public listed companies has a first transaction involving more than ten per cent of the total assets of the Company, the Company shall sign a contract for the transaction and make the payment only after submitting the information listed in the Paragraph 1 to the Board of Shareholders for approval. However, this shall not apply to transactions between the Company and its parent company, subsidiaries, or its subsidiaries.</u></p> <p>IV. The calculation of the transaction amount in the first paragraph and preceding paragraph shall be done in compliance with Article 14 Paragraphs 2 and the “within a year” mentioned refers to a period of one year calculated retroactively from the date of event of the transaction. Items that have been submitted to and approved by the <u>shareholders' meeting</u> and Board of Directors and acknowledged by the Audit Committee in accordance with the</p>	<p>(I) Acquisition or disposal of equipment for business use or right-of-use assets thereto.</p> <p>(II) Acquisition or disposal of real estate for business use or right-of-use assets thereto.</p> <p>When the transactions of acquisition or disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</p> <p>The provisions of this clause shall be approved by the Audit Committee and shall be subject to the prior approval of more than one half of all the members of the Audit Committee and a resolution of the Board of Directors. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.</p> <p>IV. Reasonableness assessment of transaction costs</p> <p>(I) When acquiring real property or right-of-use assets thereof from a related party, the Company shall evaluate the reasonableness of the transaction costs by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding 	

Articles after amendments	Articles before amendments	Description
<p>Procedures are exempted from inclusion in the calculation.</p> <p>V. Reasonableness assessment of transaction costs</p> <p>(I) When acquiring real property or right-of-use assets thereof from a related party, the Company shall evaluate the reasonableness of the transaction costs by the following means:</p> <ol style="list-style-type: none"> 1. Based upon the related party's transaction price plus necessary interest on funding and buyer's cost by law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have exceeded 70% of the financial institution's appraised total value of the property and the period of the loan shall have exceeded 1 year. However, it is not applicable if the financial institution and the counterparty are related to one another. <p>(II) Where land and structures thereupon are combined as a</p>	<p>and buyer's cost by law.</p> <p>"Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <ol style="list-style-type: none"> 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have exceeded 70% of the financial institution's appraised total value of the property and the period of the loan shall have exceeded 1 year. However, it is not applicable if the financial institution and the counterparty are related to one another. <p>(II) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in Subparagraph 1 of this Paragraph.</p> <p>(III) The Company that acquires the real estate or right-of-use assets thereof from a related party, and appraises the cost of the real estate or right-of-use assets thereof in accordance with the provisions of</p>	

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<p>single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in Subparagraph 1 of this Paragraph.</p> <p>(III) The Company that acquires the real estate or right-of-use assets thereof from a related party, and appraises the cost of the real estate or right-of-use assets thereof in accordance with the provisions of Subparagraphs (1) and (2) of this Paragraph shall also engage a Certified Public Accountant for review and render specific opinions.</p> <p>(IV) When the results of the Company's appraisal conducted in accordance with the provisions of Subparagraphs (1) and (2) of this Paragraph in relation to the acquisition of real estate or right-of-use assets thereof from a related party are uniformly lower than the transaction price, the matter shall be handled in accordance with the provisions of Subparagraph (5) of this Paragraph. However, as a result of the following circumstances and with the objective evidence presented and an appraisal report collected from the professional real estate appraiser and a reasonable opinion issued by the CPAs, it is not subject to the limitations:</p> <ol style="list-style-type: none"> 1. Related party that has obtained prime land or rental land for construction may submit the proof of compliance with any one of the following conditions: <ol style="list-style-type: none"> (1) Where the undeveloped land 	<p>Subparagraphs (1) and (2) of this Paragraph shall also engage a Certified Public Accountant for review and render specific opinions.</p> <p>(IV) When the results of the Company's appraisal conducted in accordance with the provisions of Subparagraphs (1) and (2) of this Paragraph in relation to the acquisition of real estate or right-of-use assets thereof from a related party are uniformly lower than the transaction price, the matter shall be handled in accordance with the provisions of Subparagraph (5) of this Paragraph. However, as a result of the following circumstances and with the objective evidence presented and an appraisal report collected from the professional real estate appraiser and a reasonable opinion issued by the CPAs, it is not subject to the limitations:</p> <ol style="list-style-type: none"> 1. Related party that has obtained prime land or rental land for construction may submit the proof of compliance with any one of the following conditions: <ol style="list-style-type: none"> (1) Where the undeveloped land is evaluate in accordance with the method specified in the preceding Article, its development is evaluate according to the related party's construction cost plus reasonable construction profits, which the combined value excess the actual transaction price. The “reasonable 	

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<p>is evaluate in accordance with the method specified in the preceding Article, its development is evaluate according to the related party's construction cost plus reasonable construction profits, which the combined value excess the actual transaction price. The "reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) Completed transactions by unrelated parties within a year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar to the reasonable price discrepancies in floor area or land prices in accordance with standard property market sale or leasing practices.</p> <p>2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely</p>	<p>construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) Completed transactions by unrelated parties within a year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar to the reasonable price discrepancies in floor area or land prices in accordance with standard property market sale or leasing practices.</p> <p>2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions</p>	

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<p>valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighbouring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year in the preceding paragraph refers to the year preceding the date of occurrence of the acquisition of the real estate or obtainment of the right-of-use assets thereof.</p> <p>(V) Where the Company acquires the real estate or right-of-use assets thereof from a related party, and the results of the appraisal conducted in accordance with the provisions of Paragraph 5 (1), (2), (3) and (4) of this Article are uniformly lower than the transaction price , the following matters shall be handled. The Company and a public company that uses the equity method to account for its investment in the Company which have set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in</p>	<p>involving neighbouring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year in the preceding paragraph refers to the year preceding the date of occurrence of the acquisition of the real estate or obtainment of the right-of-use assets thereof.</p> <p>(V) Where the Company acquires the real estate or right-of-use assets thereof from a related party, and the results of the appraisal conducted in accordance with the provisions of Paragraph 4 (1), (2), (3) and (4) of this Article are uniformly lower than the transaction price , the following matters shall be handled. The Company and a public company that uses the equity method to account for its investment in the Company which have set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been</p>	

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<p>market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.</p> <ol style="list-style-type: none"> 1. The Company shall set aside a special reserve in accordance with the Company's Articles of Incorporation and relevant laws and regulations against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the investors who evaluate the investment in the Company with equity method are public listed company, they shall also recognize special surplus reserve based on shares holding ratio in accordance with relevant laws and regulations. 2. The independent directors of the Company's audit Committee shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to Paragraph 5 (5) of this Article shall be reported to a Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and any 	<p>terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.</p> <ol style="list-style-type: none"> 1. The Company shall set aside a special reserve in accordance with the Company's Articles of Incorporation and relevant laws and regulations against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the investors who evaluate the investment in the Company with equity method are public listed company, they shall also recognize special surplus reserve based on shares holding ratio in accordance with relevant laws and regulations. 2. The independent directors of the Company's audit Committee shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to Paragraph 4 (5) of this Article shall be reported to a Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus. <p>(VI) Where the Company acquires the real estate or right-of-use assets thereof from a related party under</p>	

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<p>investment prospectus.</p> <p>(VI) Where the Company acquires the real estate or right-of-use assets thereof from a related party under any of the following circumstances, the acquisition shall be conducted in accordance with the relevant appraisal and operating procedures stipulated in Paragraphs 1 and 2 of this Article, and the appraisal provisions of Paragraph 5 (1), (2) and (3) of this Article regarding the reasonableness of transaction costs shall not apply:</p> <ol style="list-style-type: none"> 1. The related party acquired the real estate or the right-of-use thereof through inheritance or as a gift. 2. More than five years have elapsed from the time the related party signed the contract to obtain the real estate or the right-of-use assets thereto to the signing date of the transaction. 3. The real estate is acquired through signing a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land. 4. The real estate right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital. <p>(VII) In the event where there is evidence indicating that the acquisition of property or right-of-</p>	<p>any of the following circumstances, the acquisition shall be conducted in accordance with the relevant appraisal and operating procedures stipulated in Paragraphs 1 and 2 of this Article, and the appraisal provisions of Paragraph 5 (1), (2) and (3) of this Article regarding the reasonableness of transaction costs shall not apply:</p> <ol style="list-style-type: none"> 1. The related party acquired the real estate or the right-of-use thereof through inheritance or as a gift. 2. More than five years have elapsed from the time the related party signed the contract to obtain the real estate or the right-of-use assets thereto to the signing date of the transaction. 3. The real estate is acquired through signing a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land. 4. The real estate right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital. <p>(VII) In the event where there is evidence indicating that the acquisition of property or right-of-use asset thereof from a related party was not in accordance with the usual business practices, it shall be handled in accordance</p>	

Articles after amendments	Articles before amendments	Description
<p>use asset thereof from a related party was not in accordance with the usual business practices, it shall be handled in accordance with Paragraph 5 (5) of this Article.</p>	<p>with Paragraph 5 (5) of this Article.</p>	
<p>Article 14 Information Disclosure Procedure</p> <p>I. Items subject to public announcement and regulatory filing and threshold requiring public announcement and regulatory filing</p> <p>(I) Acquisition or disposal of real estate or the right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or the right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the total assets, or NT\$300,000,000 or more, but not subject to the trading of domestic government bonds or RP/RS bonds, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(IV) Acquisition or disposal of equipment or right-of-use assets thereof for business use, and the transaction counterpart is not a related party, and the transaction amount exceeds NT\$500 million.</p> <p>(V) When real estate is acquired under an arrangement on engaging</p>	<p>Article 14 Information Disclosure Procedure</p> <p>I. Items subject to public announcement and regulatory filing and threshold requiring public announcement and regulatory filing</p> <p>(I) Acquisition or disposal of real estate or the right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or the right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the total assets, or NT\$300,000,000 or more, but not subject to the trading of domestic government bonds or RP/RS bonds, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(IV) Acquisition or disposal of equipment or right-of-use assets thereof for business use, and the transaction counterpart is not a related party, and the transaction amount exceeds NT\$500 million.</p> <p>(V) When real estate is acquired under an arrangement on engaging</p>	<p>In accordance with the amendment to the "Guidelines for the Treatment of Assets Acquired or Disposed by Public Offering Companies", foreign bonds for which the issue rating of traded bonds is no lower than Taiwan's sovereign credit ratings shall also be exempt from public announcement.</p>

Articles after amendments	Articles before amendments	Description
<p>others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparts are not related parties, and the proposed amount of the Company's investment exceeds NT\$500 million.</p> <p>(VI) Where the transaction amount reaches up to 20% of the Company's paid-up capital or NT\$300 million or more. save for assets transactions, disposal of creditors rights by financial institutions or investment in Mainland China as stated in the preceding five paragraphs. However, the following circumstances are not subject to the restrictions:</p> <ol style="list-style-type: none"> 1. Trading of government bonds <u>or foreign bonds with credit ratings no lower than Taiwan's sovereign credit ratings.</u> 2. Trading of RP/RS bonds or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>II. The foregoing transaction amount shall be calculated as follows, and within the preceding year as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been announced in accordance with the regulations need not be counted toward the transaction amount.</p> <p>(I) Amount of each transaction (II) The cumulative transaction</p>	<p>others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparts are not related parties, and the proposed amount of the Company's investment exceeds NT\$500 million.</p> <p>(VI) Where the transaction amount reaches up to 20% of the Company's paid-up capital or NT\$300 million or more. save for assets transactions, disposal of creditors rights by financial institutions or investment in Mainland China as stated in the preceding five paragraphs. However, the following circumstances are not subject to the restrictions:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds. 2. Trading of RP/RS bonds or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. <p>II. The foregoing transaction amount shall be calculated as follows, and within the preceding year as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been announced in accordance with the regulations need not be counted toward the transaction amount.</p> <p>(I) Amount of each transaction (II) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same</p>	

Articles after amendments	Articles before amendments	Description
<p>amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterpart within a year.</p> <p>(III) Amount of real estate under the same development plan or its right-of-use assets cumulatively acquired or disposed of (respectively acquired or disposed of) within one year duration.</p> <p>(IV) Cumulative amount of acquisition or disposal (separate cumulation) of the same negotiable securities within one year.</p> <p>III. Timeframe for Public Announcement and Regulatory Filing Assets acquired or disposed of by the Company, which have items to be announced in accordance with this Article and the transaction amount of which reaches the standard for reporting in accordance with this Article, shall be reported to the website designated by the competent authority in accordance with the prescribed format within two days from the date of occurrence. All announcements shall be handled in accordance with the provisions of the relevant laws and regulations.</p> <p>IV. Announcement and reporting procedures</p> <p>(I) The Company shall declare the relevant information on the website designated by the competent authority in accordance with the relevant laws and regulations.</p> <p>(II) The Company shall, in accordance with the relevant laws and regulations, enter the situation of the Company and its non-affiliated</p>	<p>transaction counterpart within a year.</p> <p>(III) Amount of real estate under the same development plan or its right-of-use assets cumulatively acquired or disposed of (respectively acquired or disposed of) within one year duration.</p> <p>(IV) Cumulative amount of acquisition or disposal (separate cumulation) of the same negotiable securities within one year.</p> <p>III. Timeframe for Public Announcement and Regulatory Filing Assets acquired or disposed of by the Company, which have items to be announced in accordance with this Article and the transaction amount of which reaches the standard for reporting in accordance with this Article, shall be reported to the website designated by the competent authority in accordance with the prescribed format within two days from the date of occurrence. All announcements shall be handled in accordance with the provisions of the relevant laws and regulations.</p> <p>IV. Announcement and reporting procedures</p> <p>(I) The Company shall declare the relevant information on the website designated by the competent authority in accordance with the relevant laws and regulations.</p> <p>(II) The Company shall, in accordance with the relevant laws and regulations, enter the situation of the Company and its non-affiliated subsidiaries engaged in derivative transactions as of the end of the previous month into the</p>	

Articles after amendments	Articles before amendments	Description
<p>subsidiaries engaged in derivative transactions as of the end of the previous month into the information declaration website designated by the competent authority before the tenth day of each month in the prescribed format.</p> <p>(III) In the event that the Company is required to make corrections due to errors or omissions in the public announcement, the Company shall re-do the announcement in its entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>(IV) For assets acquired or disposed by the Company, all relevant contracts, meeting minutes, log books, valuation reports and opinions provided by Certified Public Accountants, attorneys or securities underwriters shall be kept in the Company for a period of at least five years, unless as otherwise provided by law.</p> <p>(V) Where any of the following circumstances occurs in respect to a transaction that the Company has already publicly announced and reported in accordance with this Article, a public announcement of relevant information shall be made on the information reporting website designated by the competent authority within two days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. The originally signed trade contract is modified, terminated, or revoked. 2. Merger, demerger, acquisition, or transfer of shares is not completed by 	<p>information declaration website designated by the competent authority before the tenth day of each month in the prescribed format.</p> <p>(III) In the event that the Company is required to make corrections due to errors or omissions in the public announcement, the Company shall re-do the announcement in its entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>(IV) For assets acquired or disposed by the Company, all relevant contracts, meeting minutes, log books, valuation reports and opinions provided by Certified Public Accountants, attorneys or securities underwriters shall be kept in the Company for a period of at least five years, unless as otherwise provided by law.</p> <p>(V) Where any of the following circumstances occurs in respect to a transaction that the Company has already publicly announced and reported in accordance with this Article, a public announcement of relevant information shall be made on the information reporting website designated by the competent authority within two days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. The originally signed trade contract is modified, terminated, or revoked. 2. Merger, demerger, acquisition, or transfer of shares is not completed by the deadline set forth in the contract. 3. Changes are made to the 	

Articles after amendments	Articles before amendments	Description
<p>the deadline set forth in the contract.</p> <p>3. Changes are made to the content of the original public announcement and regulatory filing.</p>	<p>content of the original public announcement and regulatory filing.</p>	
<p>Article 20 These Regulations were established on June 13, 2016 The first amendment was made on June 28, 2017 The second amendment was made on June 28, 2019 <u>The third amendment was made on June 23, 2022</u></p>	<p>Article 20 These Regulations were established on June 13, 2016 The first amendment was made on June 28, 2017 The second amendment was made on June 28, 2019</p>	<p>Number and dates of amendments Date</p>

Global Tek Fabrication Co., Ltd.
“Rules of Procedure for Shareholders’ Meetings” (Revised)

Article I

The rules are formulated in accordance with article 5 of the governance practice rules of listed and over-the-counter companies for compliance, to establish sound shareholders' meeting governance system, perfect supervision function and enhance management mechanism.

Article II

The rules of procedure for shareholders' meeting of the Company shall follow these rules, unless otherwise stipulated by law or Articles of Association.

Article III

Unless otherwise stated by regulations, the shareholders' meeting is convened by the Board. Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

Thirty days before the Company convenes a general shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors, and other matters on the shareholders' meeting agenda and upload them to the Market Observation Post System (MOPS). And it shall prepare the meeting handbook and supplemental data of shareholders' meeting in electronic files and send to open information observation station 21 days before regular shareholders' meeting or 15 days before interim shareholders' meeting. Fifteen days before the Company convenes a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplementary materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its stock affairs agency.

The Company shall provide said handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the shareholders' meeting in the following methods:

- I. When a physical shareholders' meeting is convened, such materials shall be distributed on-site at the shareholders' meeting.
- II. When a physical shareholders' meeting is convened, along with a video conference held at the same time, such materials shall be distributed on-site at the shareholders' meeting, and an electronic file of such materials shall be uploaded to the video conference platform.
- III. When a shareholders' meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Matters pertaining to election or dismissal of directors, change of the Charter, reduction of capital, application for cessation of public offering, lifting of the non-compete clause for the Company' directors, capital increase from earnings, capitalization of capital surplus, dissolution,

merger, spin-off, or any matters as set forth in Paragraph 1 of Article 185, Articles 26-1 and Article 43-6 of the Securities and Exchange Act, as well as 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 convening the meeting and cannot be proposed through an extempore motion.

When general re-elections of directors and the terms of their appointment have been specified on the meeting notice, the terms of directors' appointment may not be altered through raising an extraordinary motion or other methods after the elections have been held at the Shareholders' Meeting.

Shareholders holding more than one percent of the total number of issued shares may propose one motion to the Company. If more than one motions are proposed, such proposal will not be accepted. The proposal submitted by another shareholder which falls under any of the circumstances specified in Article 172-1, Item 4 of the Company Act shall not be included in the agenda by the Board of Directors.

A shareholder may submit a suggestive proposal which urge Aurora to promote the public interest or fulfill its social responsibilities. The said proposal shall be limited to one proposal in terms of the procedure in accordance with the Article 172-1 of the Company Act. Any proposal in excess shall be excluded from the agenda.

The Company shall announce the acceptance of shareholders' proposals, the written or electronic means of acceptance, the place of acceptance and the period of acceptance no less than ten days prior to the date of cessation of stock transfer prior to the regular shareholders' meeting; the period of acceptance shall not be less than ten days.

Proposed motions by shareholders are limited to 300 words. If the proposal exceeds 300 words, the proposal will not be included in the agenda; the proposing shareholder should attend the regular shareholders' meeting in person or by proxy and participate in the discussion of the proposed motion.

The Company shall notify the proposing shareholder of the results of processing prior to the date of the notice of the shareholders' meeting and list the motion that complies with the requirements of this Article in the notice of the meeting. For shareholder proposals that are not included in the motion, the Board of Directors shall state the reasons for non-inclusion at the shareholders' meeting.

Article IV

A shareholder may appoint a proxy to attend a shareholders' meeting on his/her behalf by presenting a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.

A shareholder shall issue one power of attorney, limited to one person, which shall be delivered to the Company five days prior to the shareholders' meeting, and in the event of duplicate proxies, the first to be delivered shall prevail. However, this restriction does not apply to the withdrawal of prior proxy engagements.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy revocation shall be submitted to the Company 2 business days before the meeting date. If the revocation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After the service of the power of attorney of a proxy to the Company, in case the Shareholder issuing the said proxy intends to attend the Shareholders' Meeting by means of visual communication, a proxy rescission notice shall be filed with the Company two days prior to the date of the Shareholders' Meeting as scheduled in the notice of convening the Shareholders' Meeting so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article V

The Shareholders' Meeting shall be convened at the place where the Company is located or a venue that facilitates the attendance of shareholders and is suitable for the convening of the Shareholders' Meeting. The time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m., and the opinions of Independent Directors shall be fully taken into consideration.

When the Company convenes a video shareholders' meeting, it is not subject to the aforementioned place of convening.

Article VI

The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted.

The aforementioned Shareholder shall register at least 30 minutes prior to the commencement of the meeting; the registration place shall be clearly marked and appropriate and competent personnel shall be dispatched to handle the registration; for the Shareholders' Meeting by means of visual communication, registration shall be accepted on the video conferencing platform of the Shareholders' Meeting 30 minutes prior to the commencement of the meeting. Shareholders who have completed the registration shall be deemed to have attended the Shareholders' Meeting in person.

Shareholders shall attend the Shareholders' Meeting by presenting their attendance cards, attendance sign-in cards or other attendance certificates, and the Company shall not arbitrarily add any requirements for presenting other supporting documents to the certification documents of shareholders in attendance; solicitors who solicit the power of attorney shall carry their identification documents for verification purposes.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall deliver the manual for Shareholders' Meeting proceedings, annual report, attendance cards, speaker's slip, votes and other meeting information to Shareholders present at the Shareholders' Meeting. If there is an election of Director, a separate election ballot shall be attached.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a Shareholders' Meeting. When a juristic person attends a shareholders' meeting as proxy, it may designate only one person to represent it in the meeting.

If the Shareholders' Meeting is held by means of visual communication, Shareholders who wish to attend the meeting by means of visual communication shall register with the Company two days prior to the convening of the Shareholders' Meeting.

If the shareholders' meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference

platform at least 30 minutes prior to the start of the meeting and continue to disclose them till the end of the meeting.

Article VII

When the Company convenes the shareholders' meeting by video conference, the information below shall be stated in the meeting notice.

- I. Shareholders' methods of participating in the video conference and exercising their rights.
- II. The response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:
 - (I) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.
 - (II) Shareholders who did not register to participate in the original shareholders' meeting by video conference shall not participate in the meeting to be postponed or resumed.
 - (III) When a physical shareholders' meeting is convened, along with a video conference held at the same time, if the video conference cannot continue, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance, and they shall be deemed to abstain for all motions resolved at the shareholders' meeting.
 - (IV) The handling method in the event that the resolution results of all motions have been announced, while extempore motions have not been resolved.
- III. When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

Article VIII

If the Shareholders' Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the Chairman of the meeting. If the Chairman requests leave or is unable to exercise his powers for any reason, the Vice-chairman shall serve on his behalf. If there is no Vice-chairman or the Vice-chairman also requests leave or is unable to exercise his powers for any reason, the Chairman shall appoint an Executive Director to serve on his behalf. If there is no Executive Director, a Director shall be appointed to serve on his behalf. If there is no Executive Director, a Director shall be appointed to serve on his behalf. If the Chairman does not appoint any person to serve on his behalf, each of the Executive Director or Director shall appoint a person to serve on his behalf.

The Executive Director or Director who serves as the Chairman of the meeting as stipulated in the preceding paragraph shall be the one who has been in office for more than six months and is an expertise in the financial and business conditions of the Company. The same shall apply to the representative of a Director of a corporation who serves as the Chairman of the meeting.

The shareholders' meeting convened by board of directors is better to be chaired by the chairman himself and attended by more than half of all directors and one representative from various functional committees, and the attendance has to be recorded in the minute book.

If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons to attend a Shareholders' Meeting with a non-voting capacity.

Article IX

The Company shall make continuous and uninterrupted audio and video recordings of the shareholders' debriefing process, the proceedings of the meeting and the entire polling and counting processes from the commencement of the shareholders' debriefing.

The aforementioned audio-visual data shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

If the Shareholders' Meeting is held by means of visual communication, the Company shall record and keep the information on registration, registration, registration, questioning, voting and voting results of the Shareholders, and make continuous and uninterrupted audio and video recordings of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.

If a shareholders' meeting is convened by video conference, the Company is advised to make an audio and video recording of the back-end interface of the video conference platform.

Article X

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in and the sign-in record on the video conferencing platform plus the number of shares whose voting rights are exercised in writing or by electronic means.

When the time of a meeting has arrived, the Chairman shall announce the commencement of the meeting and at the same time the number of non-voting rights and the number of shares in attendance.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If there are still not enough Shareholders representing more than one-third of the total number of issued shares present after two rounds of postponement, the Chairman shall announce adjournment of the meeting; if the Shareholders' Meeting is held by means of visual communication, the Company shall also announce the adjournment of the meeting on the video conferencing platform of the Shareholders' Meeting.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, they may make a false resolution in accordance with the provisions of Article 175, paragraph 1 of the Company Law, and notify each shareholder to convene a shareholders' meeting within one month. The shareholders' meeting shall be convened by video conference, and the shareholders

who wish to attend by video conference shall re-register with the Company in accordance with Article 6.

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

Article XI

If a shareholders' meeting is convened by the Board of Directors, the agenda shall be determined by the Board of Directors and the relevant motions (including provisional motions and amendments to original motions) shall be voted on a case-by-case basis, and the meeting shall proceed in accordance with the scheduled agenda, which shall not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

Before closing the proceedings (including extempore motion) on the scheduled agenda of the above two items, the chairperson shall not announce adjournment at his own discretion; If the chairman announces adjournment by violating the proceedings rules, other members in the board shall quickly assist the attending shareholders in recommending one person as chairperson through permission of more than half of voting shareholders according to legal procedures and proceed with the meeting.

The chairperson shall give the opportunity to fully explain and discuss the proposals, as well as the amendments or motions proposed by the shareholders. When the chairperson is of the opinion that a proposal has been sufficiently discussed to a degree of putting to a vote, the chairperson may announce the discussion closed and bring the proposal to vote. The chairperson shall also allocate sufficient time for voting.

Article XII

Before the attending shareholders make any speech, they need to firstly fill in the speech tenet, shareholder account (attendance certificate S/N) and account name, and the speech order will be determined by the chairperson.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. If the contents of speech are inconsistent with the contents of speaker's slip, the contents of speech shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the chairman and the said shareholder, and the chairman shall prevent others from interrupting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After a shareholder has given a speech, the chairman may personally or designate relevant person to respond.

If the Shareholders' Meeting is by means of visual communication, the Shareholders participating by means of visual communication may, after the Chairman announces the

commencement of the meeting and before the adjournment of the meeting, ask questions by text on the video conferencing platform of the Shareholders' Meeting. The number of questions for each proposal shall not exceed two times, each time being limited to 200 words, and the provisions of Items 1 to 5 shall not apply.

If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video conference platform.

Article XIII

Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article XIV

Shareholders have one voting power for every share; however, those limited or without voting power according to paragraph 2 of Article 179 of the Company Act are not subject to the provision.

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be regarded as having personally attended the meeting. But will be deemed to have waived his/her rights with respect

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. However, this restriction does not apply when a declaration is made to cancel the earlier declaration of intent.

If, after exercising the right to vote in writing or electronically, the Shareholders wish to attend the Meeting in person or via video conferencing, they shall revoke their intention to exercise the right to vote in writing or electronically in the same manner as they have exercised the right to vote in writing or electronically two days before the meeting of the Shareholders; in the event of such revocation, the right to vote in writing or electronically shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a

proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

The decision by vote upon motion shall only be approved by the consent of more than half of the voting power of the shareholders present, unless otherwise stipulated by the Company Act or the Articles of Association of the Company. At the time of a vote, for each proposal, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Scrutineers and vote counting personnel for the voting on a proposal shall be appointed by the chair, provided that all scrutineers shall be shareholders of the Company.

Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record is made for the vote.

When the Company convenes a shareholders' meeting via video conferencing, the shareholders participating via video conferencing shall vote on each proposal resolution and election proposals through the video conference platform after the chairman announces the start of the meeting, and shall complete the voting before the chairman announces the conclusion of the voting, and any delay shall be deemed as abstention.

The convener of the shareholders' meeting via video conferencing shall, after the Chairman announces the conclusion of the voting, count the votes in one go and announce the results of the voting and election.

When the Company convenes a video conference to assist the shareholders' meeting, shareholders who have registered to attend the shareholders' meeting via video conferencing in accordance with the provisions of Article 6 and who wish to attend the physical shareholders' meeting in person shall cancel the registration in the same manner as the registration two days before the shareholders' meeting; those who have cancelled after the expiration of the time limit may only attend the shareholders' meeting via video conferencing.

A person who has exercised his voting rights in writing or electronically, has not withdrawn his/her expression of intention and has participated in the shareholders' meeting via video conferencing shall not exercise his/her voting rights in respect of the original proposal or propose amendments to the original proposal or exercise his/her voting rights in respect of the amendment to the original proposal except in the case of a temporary motion.

Article XV

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of those not elected as directors and the number of voting rights thereof.

The election ballots for the aforementioned election shall be sealed and signed by the scrutineers and kept in a safe place for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article XVI

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the termination of the meeting. The meeting minutes may be produced and distributed in electronic form.

The distribution of the meeting minutes as described in the preceding paragraph can be done through a public announcement on the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, methods by which resolutions were adopted (and the weighted number of votes), and a summary of the deliberations and their results. In case elections were held, the weighted number of votes received by each nominee shall be disclosed. The minutes shall be retained for the duration of the existence of this Corporation.

The minutes of the shareholders' meeting shall, in addition to the matters to be recorded in accordance with the foregoing, contain the starting and ending time of the meeting, the manner in which the meeting was held, the names of the chairman and the minutes-taker, and the handling methods and outcomes of malfunctioning of the video conference platform or the participation via video conferencing due to natural disasters, change of circumstances or other force majeure events.

If the Company convenes the shareholders' meeting via video conferencing, in addition to complying with the provisions of the preceding paragraph, it shall also specify in the minutes of the meeting the alternative measures provided to the shareholders who have difficulty participating in the meeting via video conferencing.

Article XVII

The number of shares solicited by the requester, the number of shares represented by the Entrusted Agent and the number of shares presented by shareholders in writing or electronically shall be clearly disclosed in the meeting venue by the Company on the day of the meeting in a statistical form prepared in accordance with the prescribed format; if the shareholders' meeting is held via video conferencing, the Company shall upload the aforesaid information to the video conference platform of the meeting at least thirty minutes before the meeting and continue to disclose it until the end of the meeting.

If the Company convenes the shareholders' meeting via video conferencing, when announcing the commencement of the meeting, it shall disclose the total number of shares of the shareholders present on the video conference platform. The same shall apply if the total number of shares and voting rights of the shareholders present at the meeting are counted separately.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under the regulations of Taiwan Stock Exchange Corporation, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article XVIII

Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the microphones and loudspeakers set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article XIX

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

Before closing proceedings (including extempore motion) on the scheduled agenda at shareholders' meeting, the meeting shall make resolution to seek another venue for meeting if the current venue does not allow for continuous use.

A resolution may be adopted at a Shareholders' Meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article XX

If the shareholders' meeting is held via video conferencing, the Company shall disclose the voting results and election results of each proposal to the conveners of the shareholders' meeting on the video conference platform as required immediately after the voting, and shall disclose them continuously for at least fifteen minutes after the Chairman announces the adjournment of the meeting.

Article XXI

When the Company convenes the shareholders' meeting via video conferencing, the chairman and the minutes-taker shall be at the same place in the country and the chairman shall announce the address of such place at the time of the meeting.

Article XXII

If the shareholders' meeting is held via video conferencing, the Company may provide a simple connection test for shareholders before the meeting, and provide relevant services immediately before and during the meeting to assist in handling technical communication problems.

If the shareholders' meeting is convened via video conferencing, the chairman shall, at the time of announcing the commencement of the meeting, separately declare that, except for the circumstances specified in Rule 44 (24) of the Rules Governing the Treatment of Shareholders in Companies Publicly Offering Shares that require no adjournment or continuation of the meeting, prior to announcing the closing of the meeting by the chairman, due to natural disasters, change of events or other force majeure circumstances that have caused the video conference platform or video participation to fail for more than thirty minutes, the date of the meeting shall be adjourned or resumed within five days, and the provisions of Article 182 of the Company Act shall not apply.

In the event of an adjournment or resumption of the meeting as specified in the preceding paragraph, shareholders who have not registered to participate in the original shareholders' meeting via video conferencing shall not participate in the adjourned or resumed meeting.

For the adjourned or resumed meeting as specified in Paragraph 2, the number of shares, voting rights and election rights exercised at the original shareholders' meeting shall be included in the total number of shares, voting rights and election rights of shareholders present at the adjourned or resumed meeting for those shareholders who have registered to attend the original shareholders' meeting via video conferencing and have completed sign-in for the meeting, but have not attended the adjourned or resumed meeting.

When adjourning or resuming the Shareholders' Meeting in accordance with the second paragraph, proposals that have completed voting and counting and have announced the results of voting or the list of directors shall not be subject to re-discussion and resolution.

When the Company holds the shareholders' meeting with assistance of video conferencing and the video conference fail to continue as specified in Paragraph 2, if the total number of shares present still reaches the legal quorum for the shareholders' meeting after deducting the number of shares represented by shareholders attending via video conferencing, the shareholders' meeting shall continue without any adjournment or resumption of the meeting in accordance with the Paragraph 2.

In the event that the meeting shall be resumed as specified in the preceding paragraph, the number of shares represented by shareholders participating in the shareholders' meeting via video shall be included in the total number of shares of shareholders present, but they shall be deemed to be abstained for all proposals at that meeting.

The Company's adjournment or resumption of the meeting in accordance with Paragraph 2 shall be subject to the provisions set out in Article 44 (27) of the Rules for the Treatment of Shareholders of Companies Publicly Offering Stock, and the relevant advance operations shall be conducted in accordance with the original date of the shareholders' meeting and the provisions of each such article.

During the period when the publicly offering company attending the shareholders' meeting uses the latter paragraph of Article 12 and Item 3 of Article 13 of the Entrustment Letter Rules, Article 44-5 (2), Article 44-15 and Article 44-17 (1) of the Rules for the Treatment of Shares of Companies Publicly Offering Shares, the Company shall adjourn or resume the meeting in accordance with the provisions of Item 2.

Article XXIII

When the Company convenes the shareholders' meeting via video conferencing, it shall provide appropriate alternative measures for shareholders who have difficulty attending the shareholders' meeting via video conferencing.

Article XXIV

The Rules shall be implemented after having been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Article XXV

These Rules were established on June 23, 2022.

Candidate List of Directors

Type	Name	Academic qualifications	Experience	Current position	Name of the government or legal entity represented	Served as an Independent Director for Three Consecutive Terms	Shares Held
Directors	Huang Yaxing	EMBA Masters in National Enterprises, National Taiwan University Taipei Business University (formerly Taipei Business School) Tax Accounting Department	Business Assistant Vice President→ Director of Primax Electronics Ltd. Vice President of Primax Electronics Ltd. Procurement Supervisor, Taiwan International Standard Electronics Co., Ltd.	General Manager of Global Tek Co., Ltd. Director of Global Tek Co., Ltd. Director of Global Tek Co., Ltd. (Xi 'an) Director of Global Tek Co., Ltd. (Wuxi) Director of Xi'an Global Teck Fabrication Co., Ltd. GLOBAL TEK CO., LTD. (Samoa) Director Director of Global TEK Fabrication Co., Ltd. (HK) GP TECH INC. Directors Director of Global Tek GmbH Representative of the Legal Person Director of AvioCast Inc. Director of TOPYES (Suzhou) Precision Metal Products CO., Ltd	None	Not applicable	6,226,695
Directors	Liu Zuying	Supplementary Open Junior College For Public Administration National Chengchi University	Land Bank of Taiwan Clerk	Chairman of Global Tek Co., Ltd. Director and legal representative of Global Tek Co., Ltd. (Wuxi) Director and legal representative of Global Tek Co., Ltd. (Xi 'an) Director and legal representative of Xi 'an Global Tek Fabrication Co., Ltd. Director of Global TEK Fabrication Co., Ltd. (Samoa)	Xingying Investment Co., Ltd.	Not applicable	7,854,000
Director	Ding Lingquan	Information Department of Xinbeishisiliyuzhangga ojigongshang Vocational High School	Chairman of Juyuan Industrial Co., Ltd.	Chairman of Juyuan Industrial Co., Ltd.	None	Not applicable	11,397,000
Independent Director	Huang Mingzhan	Doctor of Law, Faculty of Law, Tunghai University	Adjunct Professor, Faculty of Business Administration, National Chiayi University Judge, Chiayi District Court, Taiwan Lectures at Judges Academy of the Judicial Yuan	Practicing attorney at Hua-Hong Law Firm Member of the Law and Regulations Committee of the Ministry of Science and Technology, Executive Yuan Representative of the legal person director of Trade-van Info Services Vice Chairman of Formosa Television Co., Ltd.	None	No	0

Type	Name	Academic qualifications	Experience	Current position	Name of the government or legal entity represented	Served as an Independent Director for Three Consecutive Terms	Shares Held
Independent Director	Cai Rongteng	Bachelor of Business Administration, Wisconsin State University, USA	President of Taiwan Listed Companies Association Representative Director, Delta Corporation, Japan Advisory Committee Member of National Central University Joint Research Center	Vice President of Delta Electronics Group Independent Director of Sin Trend Video Co., Ltd. Honorary President of the Taiwan Listed Companies Association	None	No	0
Independent Director	Zhang Shijia	Ph.D., Graduate School of Business, National Taiwan University Master of Science in Industrial Engineering, University of Texas, Arlington, USA Bachelor of Industrial Management, National Taiwan University of Science and Technology	Professor and Dean of the School of Management, National Taipei University of Business	Professor, Business Management Department, National Taipei University of Business	None	No	0
Independent Director	Chen Xiangru	EMBA, National Taiwan University MBA, California State University, USA Bachelor of Business Administration, California State University, USA	General Manager of First Securities Director of First Financial Holdings / First Securities / First Securities Asia Limited / First Worldsec Securities Limited Senior Vice President, Chief Executive and Director of Hong Kong Branch of China Trust Securities Investment Banking Department Vice President and Senior Director of Investment Banking Department of China Trust Bank Director of Investment Banking Department and Vice President of Equity Capital Market Department (ECM), Nomura Securities Co., Ltd., Vice General Manager of Research Department/Fixed Income Department/Investment Banking Department/Overseas Department, Capital Securities Corp.		None	No	0

Removal of Restrictions on Competition for Directors

Name	Name of the business engaged in competitive activity and position
Huang Yaxing	Representative of the Legal Person Director of AvioCast Inc. Director of TOPYES (Suzhou) Precision Metal Products CO., Ltd

Global Tek Fabrication Co., Ltd.
Rules of Procedure for Shareholders' Meetings (Original)

- I. The Company's shareholders' meetings shall be conducted in accordance with these Rules unless otherwise provided by law or the Articles of Incorporation.
- II. The Company shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- III. The quorum required for the Shareholders' Meeting and the votes cast by the shareholders shall be calculated in accordance with the number of shares representing by shareholders attending the Meeting.
The attending shares shall be calculated with the number of shares through execution of voting power in written or electronic form according to the submitted sign-in card.
- IV. The venue for the Company's shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9:00 a.m. and no later than 3:00 p.m.
- V. If the shareholder's meeting is convened by the board of directors, then the chairperson shall be acted upon by the chairman. If the chairman asks for leave or cannot execute his duty, vice chairman comes for replacement. If there is no vice chairman or the vice chairman asks for leave or cannot execute his duty, the chairman can designate one Managing Director as replacement; if there is no executive director, the chairman can designate one director as replacement; if the chairman does not designate, the executive director or director will recommend one as replacement.
If the shareholders' meeting is convened by the person who is not the Director, the convener shall be the meeting chair.
- VI. The Company may appoint an attorney, Certified Public Accountant or related person to attend the shareholders' meeting and answer questions during the proceedings.
- VII. The process of the Meeting shall be tape-recorded or videotaped and these tapes or videos shall be preserved for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

- VIII. The chairman shall call the meeting to order at the appointed meeting time together with such information as the number of non-voting rights and the number of shares present.
- However, if no shareholder representing more than one-half of the total number of issued shares is present, the chairman may declare a adjournment of the meeting to a later date, with the number of adjournments limited to two and the total time of the adjournments not exceeding one hour. If the number of shareholders is not sufficient while more than one-third of the total number of issued shares is present after two adjournments, the meeting shall be deemed to be a false resolution in accordance with the provisions of Article 175 (1) of the Companies Act.
- Before closing the meeting, if the meeting is attended by shareholders holding more than half of all issued shares, the chairperson will take it as false resolution and re-apply to the shareholders' meeting for resolution according to provisions of Article 174 of the Company Act.
- IX. The agenda of the shareholders' meeting shall be set by the Board of Directors, and the agenda of the meeting shall take precedence over the content of the Board of Directors' proposals.
- During the discussion of the aforementioned proposal, the chairman may rule whether the speech of the shareholders at the meeting is related to the aforementioned proposal, and if the speech or advice are not related to the aforementioned proposal, another temporary motion shall be made for discussion. The meeting shall be held in accordance with the scheduled proceedings, which shall not be changed without the resolution of the shareholders' meeting.
- The chairman shall not adjourn a meeting without resolution adopted by shareholders if the motions (including extempore motions) covered in the scheduled proceedings have not been resolved.
- After the adjournment of the meeting, the shareholders may not elect another chairman to resume the meeting at the original venue or another venue, but if the chairman violates the rules of procedure and adjourns the meeting, a majority of the shareholders present may vote to elect a chairman to resume the meeting.
- X. During the proceedings of the meeting, the chairman may consider the schedule and announce for a break.
- XI. Before the attending shareholders make any speech, they need to firstly fill in the speech tenet, shareholder account (attendance certificate No.) and account name, and the speech order will be determined by the chairperson.
- A shareholder who has not spoken, but has merely mentioned a speaker's slip, shall be deemed not to have spoken, and if the content of the speech does not correspond to the recorded content of the speaker's slip, the content of the speech shall prevail.
- When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the chairman and the said shareholder, and the chairman shall prevent others from interrupting.
- The chair may direct the proctors or security personnel to help maintain order at the meeting place.

- XII. A shareholder's inquiry into a matter on the agenda for which a report is to be made shall not be made until all matters have been read out or completed by the chairman or his or her designee. Each speaker may make no more than two statements of no more than five minutes each, which may be extended by five minutes, up to a maximum of one time, with the permission of the Chairman.
- The provisions of the preceding paragraph shall apply to the speaking time and the number of times a shareholder speaks on each of the admitted matters on the agenda, each of the motions for discussion and each of the motions raised in the extempore motions procedure.
- The time and number of speeches made by shareholders in response to each non-motion on the extempore motions agenda shall be subject to the provisions of the Paragraph 1. If a shareholder speaks in violation of the preceding paragraph or beyond the scope of the agenda, the chairman may stop his/her remarks.
- XIII. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a Shareholders' Meeting.
- A corporate shareholder being entrusted to attend a shareholders' meeting may designate only one representative to represent it in the meeting.
- If government or legal person shareholder designates more than two representatives to attend the shareholders' meeting, for the same motion only one person shall be recommended to speak.
- XIV. After a shareholder has given a speech, the chairman may personally or designate relevant person to respond.
- XV. When the chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for a resolution.
- XVI. The decision by vote upon motion shall only be approved by the consent of more than half of the voting power of the shareholders present, except for special resolutions as specified in the Company Act and the Articles of Incorporation of the Company which shall be subject to their provisions. At the time of a vote, the resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the chair. In case of a dissent, a vote by casting ballots shall be taken in accordance with the relevant laws and regulations.
- When a shareholder appoints a proxy to attend the shareholders; meeting, if one person is entrusted by more than two shareholders at the same time, the voting power shall not exceed 3% of the total voting power of issued shares except for agencies approved by authorities in trust business or securities; otherwise the voting power over the limit will not be calculated.
- When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company,

that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares with no voting power shall not be included into the number of voting power of attending shareholders.

- XVII. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required. The supervising and counting personnel for decision by vote shall be designated by the chairperson, but the supervising personnel cannot be shareholders. The voting results shall be announced on site at the meeting, and a record made of the vote.
- XVIII. During the meeting, in the case of any events of force majeure, the chairperson can decide to suspend the meeting temporarily and announce the time for continuing with meeting depending on the circumstances.
Before closing proceedings (including extempore motion) on the scheduled agenda at shareholders' meeting, the meeting shall make resolution to seek another venue for meeting if the current venue does not allow for continuous use. A resolution may be adopted at a Shareholders' Meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.
- XIX. In regard to all matters not provided for in this Rule, the Company Act or other laws and regulations shall govern.
- XX. The Rules and Procedures shall become effective from the date on which the Rules and Procedures are approved by the Meeting. The same shall apply to amendments to the Rules and Procedures.
- XXI. These Rules were established on June 23, 2016.
The first amendment was made on August 4, 2021.

Global Tek Fabrication Co., Ltd.
Articles of Association (Before Amendments)

Chapter I General Provisions

- Article I The Company is organized in accordance with the provisions of the Company Act, and is named "Global Tek Fabrication Co., Ltd." in English.
- Article II The business to be operated by the Company is as follows:
1. C805050 Industrial Plastic Products Manufacturing
 2. CA01030 Iron and steel
 3. CA01050 Steel secondary processing
 4. CA01090 Aluminum casting
 5. CA01100 Aluminium rolling, drawing and extruding
 6. CA01120 Copper casting
 7. CA01990 Other non-ferrous metal basic industries
 8. CA02010 Metal Structure and Construction Component Manufacturing
 9. CA02030 Manufacturing of screws, nuts, screws, nails and other products
 10. CA02040 Spring Manufacturing
 11. CA02050 Valve Manufacturing
 12. CA02070 Lock industry
 13. CA02080 Metal forging
 14. CC01010 Power generation, transmission and distribution machinery manufacturing
 15. CC01020 wire and cable manufacturing
 16. CC01030 Electrical Appliances and Audiovisual Electronics Manufacturing
 17. CC01040 Lighting equipment manufacturing
 18. CC01060 Wired Communication Equipment and Apparatus Manufacturing
 19. CC01070 Telecommunication Equipment and Apparatus Manufacturing
 20. CC01080 Manufacturing of Electronic Component
 21. CC01090 Cell manufacturing
 22. CC01110 Manufacturing of Computers and its Peripherals
 23. CC01120 Data Storage Media Manufacturing and Duplicating
 24. CD01020 Tramway cars and components manufacturing
 25. CD01030 Automobiles and Parts Manufacturing
 26. CE01010 General Instrument Manufacturing
 27. CP01010 Hand Tool Manufacturing
 28. CQ01010 Mold Manufacturing
 29. CR01010 Gas Equipment and Parts Manufacturing
 30. F106010 Wholesale of Ironware
 31. F106020 Wholesale of daily necessities
 32. F106030 Mold wholesale

33. F107200 Chemical raw materials wholesale
34. F113010 Wholesale of Machinery
35. F113020 Wholesale of Household Appliance
36. F113030 Wholesale of Precision Instruments
37. F113050 Wholesale of Computing and Business Machinery Equipment
38. F113070 Wholesale of Telecommunications Equipment
39. F113110 Wholesale of Batteries
40. F114030 Wholesale of Motor Vehicle Parts and Supplies
41. F114080 Wholesale of Tramway Cars and Parts
42. F115020 Ore Wholesale
43. F117010 Wholesale of Fire Safety Equipment
44. F118010 Wholesale of Computer Software
45. F119010 Wholesale of Electronic Materials
46. F206010 Retail Sale of Ironware
47. F206020 Retail Sale of Articles for Daily Use
48. F206030 Mold retail
49. F207200 Chemical raw materials retail
50. F213010 Retail Sale of Household Appliance
51. F213030 Retail sale of Computing and Business Machinery Equipment
52. F213040 Retail Sale of Precision Instruments
53. F213060 Retail of Telecommunications Equipment
54. F213110 Battery Retail
55. F214030 Retail Sale of Motor Vehicle Parts and Supplies
56. F214080 Retail Sale of Tramway Cars and Parts
57. F215020 Ore Retail
58. F217010 Fire Safety Equipment Retail
59. F218010 Retail Sale of Computer Software
60. F219010 Retail of Electronic Materials
61. F401010 International Trade
62. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article II-1 The Company may make external endorsements, provided that all such endorsements shall be approved by the Board of Directors and entered into the minutes of the Board of Directors.

Article III The Company establishes its head office in New Taipei City, and may establish branches at home and abroad if necessary by resolution of the Board of Directors.

Article IV The Company shall make public announcements in accordance with Article 28 of the Company Act.

Article IV-1 The Company may, upon the resolution of the Board of Directors, make outward investment as necessary for its business, and shall be a limited liability shareholder of other companies. The total amount of such outward investment shall not be subject to the limit of 40% of the paid-up share capital of the Company as stipulated in Article 13 of the Company Act.

Chapter II Shareholding

- Article V The total capital of the Company was set at NT\$1.5 billion, divided into 150 million shares with a par value of NT\$10 per share, and the Board of Directors is authorized to resolve to issue the shares in several tranches.
- A total of 6 million of the shares referred to in the preceding paragraph are reserved for issuance of employee stock option certificates at NT\$10 per share, which shall be issued by the authorized board of directors in one or several tranches as may be practically required.
- In accordance with the provisions of Article 56-1 of the Rules for the Handling of Offering and Issuing of Marketable Securities by Issuers, the Company may issue employee stock options whose price is not subject to the provisions of Article 53 of the same Rules with the approval of two-thirds or more of the shareholders present at the shareholders' meeting representing more than half of the total number of issued shares.
- Article VI Shares issued by the Company are exempt from printing, provided that they are registered with the centralized securities depository institution; the same applies to the issuance of other securities.
- Article VI-1 If the company intends to withdraw its shares from public offering, it shall be done only after the resolution of the shareholders' meeting is passed, and this provision shall not be changed during the period of emerging and listing.
- Article VI-2 The shareholders of the Company shall handle the share-related affairs in accordance with the provisions of the Company Act and the "Regulations Governing the Administration of Shareholder Services of Public Companies".
- Article VII Changes in the register of shareholders shall cease during the period as stipulated in Article 165 of the Company Act.

Chapter III Shareholders' Meeting

- Article VIII The shareholders' meeting is divided into two types: ordinary meeting and extraordinary meeting. The ordinary meeting is held once a year and is convened by the Board of Directors in accordance with the law within six months after the end of each fiscal year. The extraordinary meeting may be convened according to laws when necessary.
- Article VIII-1 The shareholders shall be notified of the date and place of the meeting and the reason for the meeting no later than 30 days prior to the convening of the annual shareholders' meeting and no later than 15 days prior to the convening of the extraordinary shareholders' meeting, and a handbook on the proceedings of the shareholders' meeting shall be prepared prior to the meeting.
- For shareholders holding less than one thousand registered shares, the notice of the shareholders' meeting may be sent via public announcements.
- Article IX Should a shareholder be unable to attend the shareholders' meeting, he/she may appoint a proxy to attend the shareholders' meeting on his/her behalf, by completing the prescribed proxy form printed by the Company that is duly signed and sealed, stating the scope of authorization.

- Except as otherwise provided in the Company Act, the use of a proxy for attending the shareholders' meeting shall be administered in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the Supervisory Authority.
- Article X Except in the circumstances otherwise provided for in this Act, the Company's shareholder shall have one voting power in respect of each share in his/her/its possession.
- When the Company convenes a shareholders' meeting, the electronic method is one of the channels for the exercise of voting rights, and all matters related to the exercise of voting rights shall be handled in accordance with the provisions of the current laws and regulations.
- Article X-1 If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the agency of his/her powers shall be handled in accordance with the provisions of Article 208 of the Company Act. If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
- Article XI Unless otherwise provided in applicable law and regulations, a resolution shall be adopted at a shareholders' meeting attended by the shareholders in person or by proxy holding and representing a majority of the total issued and outstanding shares and at which meeting a majority of the attending shareholders shall vote in favor of the resolution.
- Article XI-1 The resolutions at the shareholders' meeting shall be recorded in minutes, signed or sealed by the Chairman and distributed to the shareholders within twenty days after the meeting, and shall be permanently kept for the duration of the Company. The production and distribution of the minutes referred to in the preceding paragraph shall be governed by the provisions of Article 183 of the Company Act.

Chapter IV Directors

- Article XII The Company shall have seven to nine directors. The term of office of a director is three years. The candidate nomination system shall be adopted for the directors' election, and directors shall be elected by the shareholders' meeting from the list of candidates. Re-elected directors may serve consecutive terms. Within the directors' terms of office, TUC may purchase liability insurance for the directors' liability which shall be taken within the scope of their business according to laws.
- The number of independent directors of the aforementioned directors of the Company shall be no fewer than two and one fifth of the seats in the board. They shall be elected by the shareholders from the list of candidates for independent directors. The professional qualifications, shareholding, concurrent posts restrictions, nomination and election methods and other

matters to be complied with, shall be handled in accordance with the regulations of the competent authority. The election of directors of the Company shall be conducted in accordance with the method for the election of directors of the Company.

The aggregate amount and shareholding ratio of registered shares held by directors as a whole shall be in accordance with the regulations of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" by the competent authority.

The board of directors of the Company may establish the Compensation Committee or other functional committees for the purpose of business operations.

Article XII-1 In accordance with Article 14-4 of the Securities and Exchange Act, the Company has an Audit Committee consisting of all independent directors, no fewer than three, of whom one shall be the convener and at least one shall have accounting or financial expertise.

The duties, organisational rules, exercise of powers and other matters to be complied with by the aforementioned Audit Committee shall be in accordance with the relevant regulations of the Securities Authority and the Company.

Article XIII The Board of Directors shall be formed by the Directors. The Chairman of the Board of the Directors shall be elected among the Directors in the presence of more than two-thirds of the Directors and more than half of the Directors present voted for that election. One of the Directors may be elected as Vice-Chairman of the Board of Directors in the same manner. The chairman of the Board shall externally represent the Company.◦

Article XIV Unless otherwise provided by the Company Act, the Board of Directors shall be convened and chaired by the chairman. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the agency of his/her powers shall be handled in accordance with the provisions of Article 208 of the Company Act.

In convening a meeting of the Board of Directors, the reason for convening the meeting shall set forth in the notice and the notice shall be given to each director within the limit specified by securities competent authority. In the case of emergency, a meeting of the Board of Directors may be convened at any time.

The convening of the Board of Directors of the Company may be conducted in writing, by fax or by e-mail.

If a director is unable to attend the meeting of the board of directors for any reason, s/he may appoint another director to act as his/her proxy, but only with the presence of a proxy form that lists the scope of the authorization; provided, however, that when a director attends the meeting of the board of directors as a proxy, s/he may only be a proxy for one director.

If a board meeting is conducted by means of video conferencing, directors who participate in the meeting by such means shall be deemed to have attended the meeting in person.

Article XV All the directors may receive travel expenses, the amount of which shall be

determined by the board of directors. The compensation of all directors may be agreed upon by the authorized board of directors in accordance with the usual standards of the industry. If a director of the Company holds other positions in the Company, his or her salary for such positions shall be paid in accordance with the Company's personnel management regulations.

Chapter V Managerial Personnel

Article XVI The Company may establish a manager's position, whose appointment, dismissal and Compensation shall be in accordance with the provisions of the Company Act.

Chapter VI Accounting

Article XVII At the end of each fiscal year, the Company shall be represented by the Board of Directors with the following forms submitted to the Annual Shareholders' Meeting for recognition: (i) business report; (ii) financial statement; and (iii) Proposals for distribution of earnings or reversal of losses.

Article XVIII If the Company has profits for the year (referring to the profit before the deduction of the employee remuneration and the directors' remuneration), the Company shall allocate 1% ~ 10% to the employee remuneration, which shall be distributed by the Board of Directors by way of shares or cash; the Company shall be able to raise the amount of profits, and the Board of Directors shall allocate no more than 2% to the directors' remuneration. The distribution proposal of employee and director compensation shall be submitted to the Shareholder's Meeting. However, if the Company still has accumulated losses, it shall reserve the amount to make up for the losses first, then allocate employee and director compensation in proportion to the preceding paragraph. TUC's employee treasury stocks, employee stock options, new shares subscription by employees, new restricted employee shares, and employee compensation, etc., may include qualification requirements of employees, including the employees of subsidiaries of TUC meeting certain specific requirements.

Article XVIII-1 If there is any surplus in the Company's annual accounts, the Company shall pay tax and make up for the accumulated deficit, and then set aside 10% as the legal reserve, provided that if the reserve has reached the Company's paid-in capital, no further provision shall be made, and the remainder shall be set aside or reversed to a special reserve as required by law. If there is still any unappropriated earnings, the Board of Directors shall prepare a proposal for distribution of earnings and submit it to the shareholders' meeting for resolution.

Where any surplus, legal reserve and additional paid-in capital specified in the preceding Paragraph shall be distributed in cash, TUC may authorize to distribute after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be

submitted to the shareholders' meeting.

The Company's corporate life cycle is at a stage of maturity and development. The dividend policy is based on factors such as the Company's financial structure, operating conditions and capital budget, taking into account the interests of shareholders, and allocating no less than 10% of the dividends to shareholders every year. However, if the cumulative profit available for distribution is less than 1% of the paid-in capital, the dividends will not be distributed. The dividends may be distributed in the form of shares or cash, where the cash dividend is no less than 10% of the total dividend, but may be adjusted according to the actual situation of the Company.

Chapter VII Supplementary Provisions

- Article XIX In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.
- Article XIX-1 The Company's organizational regulations and administrative rules shall be stipulated separately.
- Article XX These Articles of Association were established on October 31, 2008
The first amendment was made on December 1, 2009
The second amendment was made on September 29, 2011
The third amendment was made on January 2, 2012
The fourth amendment was made on January 23, 2015
The fifth amendment was made on February 13, 2015
The sixth amendment was made on June 30, 2015
The seventh amendment was made on June 13, 2016
The eighth amendment was made on December 19, 2016
The ninth amendment was made on January 23, 2017
The tenth amendment was made on June 28, 2019
The eleventh amendment was made on June 30, 2020
The twelfth amendment was made on August 4, 2021
Global Tek Fabrication Co., Ltd.

Chairman: Huang Yaxing

Global Tek Fabrication Co., Ltd.
Corporate Social Responsibility Best Practice Principles (Before
Amendments)

Chapter 1 General Provisions

- Article 1 In order to fulfill corporate social responsibility and contribute to economic, environmental and social progress, thereby achieving the goal of sustainable development, the Company has formulated these Principles in accordance with the “Corporate Social Responsibility Best Practice Principles of Listed Companies” jointly formulated promulgated by Taiwan Stock Exchange Corporation (hereinafter, “Stock Exchange”) and the Taipei Exchange for compliance.
- Article 2 The Principles applies to the entire operations of the Company and its group companies. The Principles encourages the Company to actively fulfill its corporate social responsibility in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on corporate social responsibility.
- Article 3 The Company fulfills its corporate social responsibility and pays attention to the rights and interests of stakeholders. While pursuing sustainable development and profit, the Company values topics pertaining to the environment, society, and corporate governance and incorporates them into its management approaches and operating activities.
- The Company shall, in accordance with the principle of materiality, conduct risk assessments on environmental, social and corporate governance issues related to company operations and formulate relevant risk management policies or strategies.
- Article 4 The company's practice of corporate social responsibility should be based on the following principles:
- (I) Implementation of Corporate Governance
 - (II) Develop a sustainable environment.
 - (III) Maintain social welfare.
 - (IV) Strengthen the disclosure of corporate social responsibility information.
- Article 5 The Company shall determine the corporate social responsibility policies, systems or related management policies and specific promotion plans, taking into account the development trends of domestic and foreign sustainable issues, the relevance of the core business of the Company, the impact of the Company's

own and its group's corporate operations activities on the stakeholders, etc., and submit the report to the shareholders' meeting after being adopted by the Board of Directors.

When a shareholder proposes a motion involving corporate social responsibility, the Company's Board of Directors is advised to review and consider including it in the shareholders' meeting agenda.

Chapter 2 Implement and promote corporate governance

Article 6 The Company shall follow the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies, the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies, and the Code of Ethical Conduct for TWSE/GTSM Listed Companies to establish effective corporate governance frameworks and related ethical standards, so as to enhance corporate governance.

Article 7 The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its corporate social responsibility, and shall examine the results of performance and make constant improvement, so as to ensure the thorough implementation of its corporate social responsibility policies.

The Board of Directors shall, during the Company's implementation of the corporate social responsibility, fully take into account the interests of stakeholders as follows:

- (I) Propose a corporate social responsibility mission or vision, and develop corporate social responsibility policies, systems, or related management policies.
- (II) Incorporate corporate social responsibility into the Company's operational activities and development direction and approve the concrete promotion plan for sustainable development.
- (III) Enhancing the timeliness and accuracy of the disclosure of corporate social responsibility information.

The Board of Directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the Company, and to report the status of the handling to the Board of Directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8 It is desirable for the Company to organize education and training to fulfill its corporate social responsibility on a regular basis, including such matters as the promotion of paragraph 2 of article 7.

Article 9 In order to improve the management of corporate social responsibility, the

Company shall establish a full-time (part-time) unit to promote corporate social responsibility, which shall be responsible for proposing and implementing corporate social responsibility policies, systems or related management policies and specific promotion plans, and report to the Board of Directors regularly.

The Company shall formulate reasonable remuneration policies, to ensure that remuneration planning can be in line with the organizational strategic goals and stakeholders' interests.

Employee performance appraisal systems should be combined with corporate social responsibility policies, and clear and effective reward and disciplinary systems should be established.

Article 10 The Company respects the rights and interests of stakeholders. Besides identifying its stakeholders, the Company uses suitable communication methods, which combined with stakeholder participation, allows the Company to understand the fair expectations and needs of shareholders and provide suitable responses in regards to major corporate social responsibility topics of concern.

Chapter 3 Sustainable Environment Development

Article 11 The Company shall abide by environmental regulations and international standards and engage in environmental protection activities in an appropriate manner. It will also strive to implement the corporate mission of "environmental protection, energy saving, and love for the earth".

Article 12 The Company should strive to improve the utilization efficiency of various resources, and use renewable materials with low impact on the environment, so that the earth's resources can be used continuously.

Article 13 The Company shall establish an appropriate environmental management system in accordance with the following items:

(I) Collect and evaluate sufficient and immediate data on the effects of operating activities on the natural environment.

(II) Establish measurable goals for environmental sustainability and regularly review the continuity and relevance of these goals.

(III) Adopting enforcement measures, such as concrete plans or action plans, and examining the results of performance on a regular basis.

Article 14 The Company may develop, promote and maintain relevant environmental management systems and specific action plans, and may from time to time conduct environmental education courses for management and employees.

Article 15 The Company shall consider the impact of operations on ecological benefits, enhance and promote the concept of sustainable consumption, and engage in operational activities such as research and development, procurement,

production, operations and services in accordance with the following principles to reduce the impact of the Company's operations on the natural environment and human beings:

- (I) Reduce the resource and energy consumption of products and services.
- (II) Reducing emission of pollutants, toxins and waste, and disposing of waste properly.
- (III) Improving recyclability and reusability of raw materials or products.
- (IV) maximizing the sustainable use of renewable resources;
- (V) Enhancing the durability of products.
- (VI) Improving the efficiency of products and services.

Article 16

In order to improve the efficiency of the use of water resources, the Company shall make appropriate and sustainable use of water resources and, as far as possible, construct and strengthen relevant environmental protection treatment facilities to avoid pollution of water, air and land; and make best efforts to reduce adverse effects on human health and the environment, adopt the best feasible pollution prevention and control technologies, and properly deal with waste water, gas and waste generated in the course of operating activities.

Article 17

It is advisable for the Company to evaluate the potential risks and opportunities caused by climate change to the Company now and in the future, as well as take corresponding measures to issues regarding the climate.

It is advisable for the Company to conduct and disclose corporate greenhouse gas inventories using standards or guidelines applicable locally and abroad, including:

- (I) Direct greenhouse gas emissions: The sources of greenhouse gas emissions are owned or controlled by the Company.
- (II) Indirect greenhouse gas emissions: those generated by the use of externally purchased energy such as electricity, heat or steam.

It is desirable for the Company to calculate the total weight of greenhouse gas emissions, water usage and waste, formulate policies for energy saving, greenhouse gas reduction, water use reduction or other waste management, and incorporate the acquisition of carbon rights into the Company's carbon abatement strategy planning, and promote them to reduce the impact of the Company's operating activities on climate change and transition.

Chapter 4 Preserving Public Welfare

Article 18

The Company shall comply with the relevant labor laws and regulations and the International Covenants on Human Rights, such as gender equality, the right to work and the prohibition of discrimination.

In order to fulfill the responsibility to safeguard human rights, the Company shall,

to the extent possible, establish relevant management policies and procedures, including:

- (I) Present the human rights policy or statement of the enterprise.
- (II) Evaluate the impact of the Company's operating activities and internal management on human rights, and determine the corresponding handling procedures.
- (III) Regularly review the effectiveness of corporate human rights policies or statements.
- (IV) When human rights violations are involved, the procedures for handling the relevant stakeholders shall be disclosed.

The Company shall, to the extent possible, abide by internationally recognized labor rights such as freedom of association, collective bargaining rights, caring for vulnerable groups, prohibition of child labor, elimination of all forms of forced labor, elimination of discrimination in employment, etc., and confirm the non-differential treatment of gender, race, socioeconomic class, age, marital and family status in the human resource utilization policies to achieve equality and fairness in employment, employment conditions, remuneration, benefits, training, assessment and promotion opportunities.

In the event of an infringement of labor rights, the Company shall, to the extent possible, provide an effective and adequate report mechanism and ensure impartiality and transparency throughout the processing of such reports. The report system should be simple and clear, convenient, and smooth. All employees' complaints should be responded in a timely and appropriate manner.

Article 19 The Company may furnish employees with the relevant information as regards their rights and entitlements under local labor laws.

Article 20 The Company maintains a work environment that is safe and healthy, provide essential health related and first aid equipment, and strive to reduce elements that may jeopardize the health and safety of employees. The Company shall, to the extent possible, provide workplace safety and healthcare training programs to employees on a regular basis.

Article 21 The Company shall create a good environment for the career development of employees and establish effective career development training programs. The Company shall establish and implement reasonable employee benefits (including remuneration, vacation and other benefits) and appropriately reflect operating performance or results in employee remuneration to ensure recruitment, retention and encouragement of human resources to achieve the goal of sustainable operation. Article 22 This company shall establish a regular employee communication channel so employees can receive information and express opinions on the company's operation and management activities.

The Company will respect employees' right to negotiate working conditions, and provide the necessary information and instruments to facilitate negotiations and collaboration with employees and their representatives.

The Company will, in a reasonable manner, inform employees of any material changes to operations.

Article 22-1 The Company shall treat its customers or consumers facing its products or services in a fair and reasonable manner, including by contracting the principles of fairness, good faith, duty of care and fidelity, truthfulness of advertising solicitation, suitability of goods or services, notification and disclosure, remuneration and performance equity, protection of claims, professionalism of business personnel, etc., and by defining relevant execution strategies and specific measures.

Article 23 The Company is responsible for its products and services and attach great importance to marketing ethics. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall, to the extent possible, establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

Article 24 The Company shall ensure product and service quality based on government regulations and industry related specifications.

The Company shall comply with the relevant laws, regulations and international standards regarding customer health and safety, customer privacy, marketing and labeling of products and services, and shall not engage in deception, misdirection, fraud or any other act that undermines consumer trust and damages consumer rights and interests.

Article 25 It is desirable for the Company, to the extent possible, to assess and manage the various risks that may cause disruption of operations and reduce their impact on consumers and society. The Company provides, in a timely and equitable manner, transparent and effective procedures in processing consumers' complaints about products and services. It will also abide by the Personal Information Protection Act and related regulations to ensure the integrity of consumers' privacy and protect the personal information of consumers.

Article 26 The Company is advised to assess the impact its procurement has on society as well as the environment of the community that it is purchasing from, and shall cooperate with suppliers to jointly implement the corporate social responsibility. The Company shall formulate a supplier management policy that requires suppliers to follow relevant regulations on issues, including environmental

protection, occupational safety and health, or human rights of labor. Prior to business dealings, the Company shall assess whether suppliers have a record of causing an impact on the environment and society and shall avoid transactions with enterprises whose CSR policies are in conflict with its ones.

The Company is advised to include in its contracts with major suppliers a statement indicating that both parties agree to carry out their respective corporate social responsibility, as well as a provision to suspend or terminate such contracts if the suppliers are found violating such a statement and are causing substantive damage to the environment and community from which such supplies are provided.

Article 27

It is advisable for the Company to assess the impact of the Company's operations on the community and employ the personnel of the place where the Company operates, as appropriate, to enhance community identity.

The Company may invest resources in organizations that solve social or environmental problems through the business model through equity investment, business activities, donations, corporate volunteer services or other public welfare professional services, or participate in the relevant activities of civil organizations, charitable charities and government agencies involved in community development and community education to promote community development.

Chapter 5
Article 28

Enhancing Information Disclosure Pertaining to Corporate Social Responsibility

The Company shall follow relevant regulations and Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies in handling information disclosure, and shall adequately disclose important and reliable CSR related information to increase information transparency.

This Company shall disclose the following CSR related information:

- (I) Any CSR policy, system, guideline and action plan approved by the Board of Directors.
- (II) The risks and the impact on the corporate operations and financial conditions arising from implementing corporate governance, fostering a sustainable environment, and preserving social public welfare.
- (III) The Company's goals, actions and performance toward corporate social responsibility.
- (IV) The main stakeholders and their concerns.
- (V) Main suppliers are required to disclose information on the management and performance of major environmental and social issues.
- (VI) Other corporate social responsibility related information.

Article 29

The Company shall adopt widely recognized international standards or

guidelines when producing a CSR report to disclose the status of its implementation of the CSR policy. It shall also obtain a third-party assurance or verification of the report to enhance the reliability of the information in the report, the contents of which shall include the following items:

- (I) The Company's CSR policies, systems, guidelines and action plans.
- (II) The main stakeholders and their concerns.
- (III) Review of the Company's progress with respect to corporate governance and contributions to environmental sustainability, public welfare and the economy.
- (IV) Directions and goals for future improvements.

Chapter 6 Supplementary Provisions

Article 30 The company shall keep notice of the development of domestic and foreign CSR standards and changes in the corporate environment at all times to facilitate review and improvement of the company's established CSR system and improve CSR results.

Article 31 After obtaining the consent of the Audit Committee, these Principles shall be implemented after having been approved by the Board of Directors and reported to the Board of Shareholders.
Subsequent amendments thereto shall be affected in the same manner. These Principles was established on April 7, 2017 The first amendment was made on March 24, 2020.

Global Tek Fabrication Co., Ltd.
**Procedures for Acquiring or Disposing of Assets (Before
Amendments)**

- Article 1 Purpose
This Procedure is specifically made in order to safeguard the assets and implement public disclosure of information.
- Article 2 Regulatory Basis
This procedure is determined by reference to the relevant provisions of the “Guidelines for the Treatment of Assets Acquired or Disposed of by Public Offering Companies” of the Republic of China.
- Article 3 Range of assets
- I. Marketable securities:
Include investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
 - II. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
 - III. Membership.
 - IV. Intangible assets: including patents, copyrights, trademarks, franchise rights, and other intangible assets.
 - V. Right-of-use assets.
 - VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
 - VII. Derivatives.
 - VIII. Assets acquired or disposed of by legal merger, division, acquisition or transfer of shares.
 - IX. Other important assets.
- Article 4 Terminology
- I. Derivative products:
Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
 - II. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law:
Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act,

Financial Holding Company Act, Financial Institution Merger Act and other acts of the Republic of China, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act of the Republic of China.

- III. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional valuator:
It refers to property valuator or those engaged in property and equipment assets valuation according to law.
- V. Date of Occurrence:
It refers to the dates like transaction agreement signing date, payment date, commissioned deal conclusion date, ownership transfer date, resolution date of board meeting or other date for transaction subject and amount, whichever is earlier. For investments that are subject to the approval of the competent authorities, one of the dates of event referred to above or the date of approval by the competent authorities whichever is earlier or sooner shall prevail.
- VI. The term "within one year":
means that, based on the date of acquisition or disposal of assets in the current period, it is calculated retroactively for one year, and the portion already announced is exempted from recalculation.
- VII. Investment in Mainland China:
Refers to investment in Mainland China in accordance with investment or technological cooperation permit methods by the Investment Deliberation Committee, Ministry of Economy.
- VIII. The term "latest financial statements":
means the financial statements of the Company that are publicly available and have been audited, verified or reviewed by a certified public accountant prior to the acquisition or disposal of assets in accordance with the law.
- IX. The terms "all Audit Committee members" and "all directors" as stated herein shall be counted as the actual number of persons currently holding those positions.
- X. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
- XI. Securities Exchange: Domestic securities exchange, refers to the Taiwan Stock Exchange Corporation; "Foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
- XII. Securities exchange: "Domestic securities exchange" refers to the location where

securities establish trading counters and engage in transaction pursuant to the definition stated in Regulations Governing Securities Trading on the Taipei Exchange; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.

Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with valuation reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

- I. Have not previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of the Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence, or since a pardon was received.
- II. Not a related party or de facto related party of the transaction counterpart.
- III. If the Company is required to obtain valuation reports from two or more professional appraisers, the professional appraisers or appraisers may not be related parties or de facto related parties of each other.

When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall comply with the following requirements:

- I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- II. When reviewing audit assignments, they shall plan and implement appropriate operating procedures to draw a conclusion as the basis of producing a report or expressing an opinion; and maintain a full record of the implementation procedures, gathered data, and conclusions in the worksheet.
- III. They shall assess the integrity, correctness and reasonableness of the data sources, parameters and information used on a case-by-case basis as the basis for issuing appraisal reports or written opinions.
- IV. The declaration shall include the professionalism and independence of the relevant personnel, the assessment of the reasonableness and correctness of the information used and the compliance with the relevant laws and regulations.

Article 6 Procedures for the Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets

I. Evaluation and Operating Procedures

The acquisition or disposal of real estate, equipment or right-of-use assets by the Company shall be processed in accordance with the Company's internal control system for the cyclic process for real estate, plants and equipment.

II. Procedure for the Determination of Transaction Conditions and Authorization Limits

(I) The acquisition or disposal of real estate or right-of-use assets shall

reference the announced present value, assessed value, the actual transaction prices of neighboring real estate, etc., and the supervisors of the relevant units shall be responsible for handling the transactions in the relevant hierarchy according to the provisions of the Company's verification authority.

- (II) The acquisition or disposal of equipment or its right-of-use assets shall be selected either by means of inquiry, comparison, negotiation or bidding. In addition to the supervisors of the relevant units being responsible for handling the transactions in the relevant hierarchy according to the provisions of the Company's verification authority, transaction amounts exceeding 20% of the Company's paid-in capital shall be reported to the Board of Directors for approval.
- (III) Investment Scope and Amount:
Assets acquired by the Company and its subsidiaries for business use In addition, the total amount of investment purchases required to purchase non-operating real estate and its right-of-use assets shall not exceed 20% of the shareholders' equity in the latest financial statements of the Company.
- (IV) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. In addition, when asset transactions are acquired or disposed of and reported to Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes of the meeting.
- (V) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.

III. Implementation unit

When the Company acquires or disposes of real estate, equipment or its right-of-use assets, the Company shall submit its approval in accordance with the Company's approval authority, and then the user department or the administrative department shall be responsible for the execution.

IV. Valuation Report on Real Estate, Equipment or Right-of-Use Assets

In acquiring or disposing of real estate or other equipment or right-of-use assets thereof where the transaction amount reaches 20% of the Company's paid-in-capital or exceeds NT\$300 million, the Company, unless transacting with a government agency, engaging others to build on the Company's own land,

engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof for business use, shall obtain an valuation report from professional appraisers prior to the date of event and shall further comply with the following provisions:

- (I) If the transaction price is determined by referring to an attributive price, a specific price, or a special price for a good cause, the transaction should be presented to the board of directors for resolution. Any changes in trading conditions thereafter should be handled in the same manner.
- (II) Where the transaction amount is NT\$ 1,000,000,000 or more, appraisals from two or more professional appraisers shall be obtained.
- (III) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged pursuant to Statement of Auditing Standards No. 20 published by the ARDF to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - 1. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - 2. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- (IV) No more than three months may elapse between the date of the valuation report issued by a professional appraiser and the contract execution date. Provided, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.
- (V) Where the Company acquires or disposes of assets through court auction procedures, the certificate issued by the court may be substituted for the valuation report or the Certified Public Accountant opinion.

Article 7 Procedure for Processing of Acquisition or Disposal of Marketable Securities

I. Evaluation and Operating Procedures

The purchase and sale of the Company's marketable securities shall be administered in accordance with the procedures on investment cycle of the Company's internal control system.

II. Procedure for the Determination of Transaction Conditions and Authorization Limits

- (I) The trading of marketable securities in a centralized trading market or a securities dealer's place of business shall be decided by the responsible unit in accordance with market conditions. According to the provisions of the company's hierarchical responsibility for reviewing and determining authority, the relevant unit's supervisors shall be responsible for handling the transaction. If the amount of each transaction exceeds 10% of the paid-in capital of the company, it shall be reported to the Board of Directors for

approval before trading.

(II) With respect to the trading of securities that are not traded on the centralized trading market or by securities dealers, the latest financial statements of the target company shall be checked by a CPA before the occurrence date for verification or review as a reference for evaluating the transaction price, and the net worth, profitability and future development potential of each share shall be considered. According to the provisions of the Company's verification authority, the supervisors of the relevant units shall be responsible for handling the transactions in the relevant hierarchy. If the amount of each transaction exceeds 10% of the paid-in capital of the Company, it shall be reported to the Board of Directors for approval. However, if it is related to financial regulation (trading of bonds, bond funds and currency-like instruments with buyback and sellback conditions), it is subject to the provisions of the approval authority and is not subject to the preceding clause.

(III) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.

At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.

III. Implementation unit

The Company's investments or disposals of marketable securities shall be submitted for approval in accordance with the Company's approval authority and shall be carried out by the finance and investment-related departments.

IV. Get the feedback from experts

(I) Where the Company acquires or disposes of marketable securities, and the transaction amount is 20% of the Company's paid-in capital or NT \$300 million or more, it shall, prior to the date of occurrence, contact a CPA or securities expert to express opinions on the reasonableness of the transaction price. If the CPA is required to employ an expert reporter, it shall comply with the provisions of the Auditing Standards No.20 issued by the Accounting Research and Development Foundation. This requirement shall not apply to publicly quoted prices of an active market or is otherwise regulated by the relevant laws and regulations.

- (II) For assets acquired or disposed of by the Company through court auction, documents of evidence from court shall replace valuation report or CPA's opinion.

Article 8 Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof or membership

I. Evaluation and Operating Procedures

The acquisition or disposal of intangible assets or the right-of-use assets or membership of the Company shall be evaluated and executed by a responsible person or a project team established by the General Manager.

II. Procedure for the Determination of Transaction Conditions and Authorization Limits

(I) To obtain or dispose of membership, an analytical report shall be prepared and submitted to the General Manager and Chairman by reference to the fair market price, the trading conditions and the transaction price. If the amount is less than 1% of the paid-in capital or NT \$3,000,000, it shall be submitted to the Chairman for approval; if the amount exceeds NT \$3,000,000, it shall be submitted to the Board of Directors for approval.

(II) The acquisition or disposal of intangible assets or their right-of-use assets shall be reported to the chairman of the board of directors in the form of an analytical report by reference to the expert appraisal report or the fair market price, the resolution of the transaction conditions and the transaction price. If the amount is less than 10% of the paid-in capital or NT\$ 100 million, the report shall be submitted to the chairman of the board of directors for approval; if the amount exceeds NT\$ 100 million, it shall be submitted to the Board of Directors for approval.

(III) The Company shall acquire or dispose of assets subject to the procedures or other legal requirements specified by the Board of Directors. If any director objects and there is a record or written statement, the Company shall send the director's objection information to the respective supervisors. When a transaction to acquire or dispose of assets is reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.

(IV) At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and a resolution of the Board of Directors shall be submitted. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.

III. Implementation unit

When the Company acquires or disposes of intangible assets or its right-of-use assets or membership, the user department or administrative department shall be responsible for the execution after the approval in accordance with the preceding

paragraph.

IV. Expert appraisal report on intangible assets or their right-to-use assets or memberships

- (I) The Company shall request expert appraisal reports for acquisition or disposal of memberships for which the transaction amount exceeds 1% of the paid-in capital or NT\$ 3 million.
- (II) The Company shall request expert appraisal reports for acquisition or disposal of intangible assets or their right-of-use assets for which the transaction amount exceeds 10% of the paid-in capital or NT\$ 100 million.
- (III) In addition to transactions with domestic government agencies, the Company shall, prior to the date of occurrence, contact an accountant to express its opinion on the reasonableness of the transaction price, and the accountant shall handle the transaction amount of the intangible assets or the right-of-use assets or the membership card which is 20% of the paid-in capital of the Company or more than NT \$300 million in accordance with the provisions of the Audit Standards No. 20 issued by the Accounting Research and Development Foundation.

Article 9 The calculation of the transaction amounts referred to in the preceding four Articles shall be calculated in accordance with the provisions of Article 14-2, and within the preceding year as used herein refers to the year preceding to the date of occurrence of the actual transaction. Items for which valuation report from a professional valuer or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 10 Processing procedures for related party transactions

When TUC engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with provisions as specified in Articles 6, 7 and 8 of this procedure, if the transaction amount reaches 10 percent or more of TUC's total assets, TUC shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the aforementioned provisions.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 9 herein. When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

I. Evaluation and Operating Procedures

If the Company acquires or disposes of real estate or its right-of-use assets from related parties, or acquires or disposes of other assets other than real estate or its right-of-use assets with related parties, and the transaction amount is 20% of the company's paid-up capital, 10% of the total assets, or NT \$300 million or more, in addition to buying and selling domestic bonds, bonds subject to repurchase and reverse repurchase, conditions, and currency market funds issued by the domestic subscription or buyback securities investment trust enterprise, the Company shall submit the following information to the Board of Directors for approval and the Audit Committee able to sign a contract and make payment:

- (I) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.
 - (II) The reasons for selecting the related party as the trading counterpart.
 - (III) In order to obtain the real estate or the right-of-use assets from the related parties, the relevant information for evaluating the reasonableness of the intended transaction conditions in accordance with the provisions of subsection 1, 2, 3, 4 and 6 of the Paragraph 5 in this Article.
 - (IV) The date and price at which the related party originally acquired the real property, the original transaction counterpart, and that transaction counterpart's relationship to the Company and the related party.
 - (V) The monthly cash income and expense forecast within the year from the month of the contract signed; also, the assessment of the necessity of the trade and the reasonableness of the use of funds.
 - (VI) Appraisal reports from the professional appraisers or opinions of the CPAs acquired in accordance with Paragraph 1 in this Article.
 - (VII) The restrictions and other important stipulations of the transaction.
- II. The calculation of the transaction amount in the preceding paragraph shall be done in compliance with Article 14 Paragraphs 2 and the “within a year” mentioned refers to a period of one year calculated retroactively from the date of event of the transaction. Items that have been submitted to and approved by the Board of Directors and acknowledged by the Audit Committee in accordance with the Procedures are exempted from inclusion in the calculation.
- III. When conducting the following transactions between the Company and its parent or subsidiaries, or between its subsidiaries in which it holds directly 100% of the issued shares or total capital, the Board of Directors may, depending on the authorization level, hierarchy, execution unit, and transaction process, authorize the Chairman to decide such matters and subsequently report to the most recent Board of Directors for ratification if the transaction is within a certain amount:
- (I) Acquisition or disposal of equipment for business use or right-of-use assets thereto.
 - (II) Acquisition or disposal of real estate for business use or right-of-use assets thereto.

When the transactions of acquisition or disposal of assets are submitted for discussion by the Board of Directors pursuant to the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. The provisions of this clause shall be approved by the Audit Committee and shall be subject to the prior approval of more than one half of all the members of the Audit Committee and a resolution of the Board of Directors. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the

minutes of the Board of Directors' meeting.

IV. Reasonableness assessment of transaction costs

- (I) When acquiring real property or right-of-use assets thereof from a related party, the Company shall evaluate the reasonableness of the transaction costs by the following means:
 1. Based upon the related party's transaction price plus necessary interest on funding and buyer's cost by law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have exceeded 70% of the financial institution's appraised total value of the property and the period of the loan shall have exceeded 1 year. However, it is not applicable if the financial institution and the counterparty are related to one another.
- (II) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in Subparagraph 1 of this Paragraph.
- (III) The Company that acquires the real estate or right-of-use assets thereof from a related party, and appraises the cost of the real estate or right-of-use assets thereof in accordance with the provisions of Subparagraphs (1) and (2) of this Paragraph shall also engage a Certified Public Accountant for review and render specific opinions.
- (IV) When the results of the Company's appraisal conducted in accordance with the provisions of Subparagraphs (1) and (2) of this Paragraph in relation to the acquisition of real estate or right-of-use assets thereof from a related party are uniformly lower than the transaction price, the matter shall be handled in accordance with the provisions of Subparagraph (5) of this Paragraph. However, as a result of the following circumstances and with the objective evidence presented and an appraisal report collected from the professional real estate appraiser and a reasonable opinion issued by the CPAs, it is not subject to the limitations:
 1. Related party that has obtained prime land or rental land for construction may submit the proof of compliance with any one of the following conditions:
 - (1) Where the undeveloped land is evaluate in accordance with the method specified in the preceding Article, its development is evaluate according to the related party's construction cost plus reasonable construction profits, which the combined value excess the actual transaction price. The "reasonable construction profit"

shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

- (2) Completed transactions by unrelated parties within a year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar to the reasonable price discrepancies in floor area or land prices in accordance with standard property market sale or leasing practices.
2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions involving neighbouring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year in the preceding paragraph refers to the year preceding the date of occurrence of the acquisition of the real estate or obtainment of the right-of-use assets thereof.
- (V) Where the Company acquires the real estate or right-of-use assets thereof from a related party, and the results of the appraisal conducted in accordance with the provisions of Paragraph 4 (1), (2), (3) and (4) of this Article are uniformly lower than the transaction price, the following matters shall be handled. The Company and a public company that uses the equity method to account for its investment in the Company which have set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the competent authority has given its consent.
 1. The Company shall set aside a special reserve in accordance with the Company's Articles of Incorporation and relevant laws and regulations against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares.

If the investors who evaluate the investment in the Company with equity method are public listed company, they shall also recognize special surplus reserve based on shares holding ratio in accordance with relevant laws and regulations.

2. The independent directors of the Company's audit Committee shall comply with Article 218 of the Company Act.
3. Actions taken pursuant to Paragraph 4 (5) of this Article shall be reported to a Shareholders' Meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

(VI) Where the Company acquires the real estate or right-of-use assets thereof from a related party under any of the following circumstances, the acquisition shall be conducted in accordance with the relevant appraisal and operating procedures stipulated in Paragraphs 1 and 2 of this Article, and the appraisal provisions of Paragraph 5 (1), (2) and (3) of this Article regarding the reasonableness of transaction costs shall not apply:

1. The related party acquired the real estate or the right-of-use thereof through inheritance or as a gift.
2. More than five years have elapsed from the time the related party signed the contract to obtain the real estate or the right-of-use assets thereto to the signing date of the transaction.
3. The real estate is acquired through signing a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land.
4. The real estate right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.

(VII) In the event where there is evidence indicating that the acquisition of property or right-of-use asset thereof from a related party was not in accordance with the usual business practices, it shall be handled in accordance with Paragraph 5 (5) of this Article.

Article 11 Procedure for Acquisition or Disposal of Receivables by a Financial Institution

In principle, the Company does not engage in transactions of acquisition or disposal of receivables by a financial institution. If it subsequently wishes to engage in transactions of acquisition or disposal of receivables by a financial institution, it will report to the Board of Directors for approval before finalizing the valuation and operating procedures.

Article 12 Procedure for obtaining or disposing of derivatives

I. Transaction Principles and Strategies

(I) Types of derivative trading:

1. The "derivative financial instruments" that the Company engages in are defined as follows: forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity

price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variables; or hybrid contracts combining the contracts above; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.

2. Matters related to bond margin transactions shall be handled mutatis mutandis in accordance with the relevant provisions of this Procedure.
3. The derivatives that the Company may undertake shall be hedging derivatives; contracts for specific purposes shall be reported to the General Manager and the Chairman of the Board of Directors for their consent.

(II) Operating (hedging) strategies

The derivative financial products of the Company shall be for the purpose of hedge; transaction products shall be mostly for hedging the risks arising out of company business operation; the currency held by it must conform to the foreign currency for the demand of actual import and export and to the principle of overall internal balance, so as to lower the overall foreign exchange risk and save the operation cost therein. Other transactions of specific purpose can only be executed after prudent evaluation and report to relevant units for approval before proceeding.

(III) Delegation of authority

1. Finance and Accounting Dept.

(1) Trader

- A. Responsible for formulating the strategy for transaction of financial instruments of the company as a whole.
- B. Traders shall periodically calculate positions every week, list market information, conduct trend judgments, and formulate operational strategies, which shall be used as the basis for engaging in transactions after being approved by the approval authority.
- C. Execute the transaction in accordance with the authorised authority and the established strategy.
- D. Whenever there is a material change in the financial market and the trader determines that the established strategy is no longer applicable, the strategy shall be reformulated. After approval by the General Manager and the Chairman, they shall be used as the basis for engaging in the transaction.

(2) Accounting unit:

The Company accounts for and maintains transaction records in accordance with the relevant transaction certificates and regularly evaluates the fair market value of the positions that it holds and provides it to the transaction specialists.

- (3) Financial unit:
Responsible for the confirmation of transactions, the periodic evaluation of fair market value of derivative positions held, and the settlement of derivative transactions.
2. Audit Department
Shall regularly review the appropriateness of internal controls over derivative transactions and audit the compliance of the trading department with the procedures for handling derivative transactions on a monthly basis, and prepare audit reports. The Audit Committee shall be notified in writing of any material non-compliance.
3. Performance appraisal
 - (1) Hedging transactions
 - A. Performance is evaluated on the basis of the profit or loss generated between the cost of the company's book exchange rate and the engagement in derivative financial transactions.
 - B. In order to fully understand and express the evaluation risk of the transaction, the Company evaluates the profit or loss using the monthly evaluation method.
 - C. The Finance Department shall provide foreign exchange position evaluation and foreign exchange market trends and market analysis to the General Manager and the Chairman for management reference and instruction.
 - (2) Specific-purpose Transactions
The actual generated profit or loss is taken as the basis for performance evaluation, and financial personnel shall regularly formulate statements of positions for reference by the management.
4. Definition of total contract amount and loss cap
 - (1) Authorized contract dollar amount
 - A. Hedging transaction limit
The Finance Department shall have control over the overall position of the Company to avoid transaction risks, and the amount of hedging transactions shall not exceed the overall internal balance of the Company (the difference between foreign-currency current assets and foreign-currency liabilities), and any transaction exceeding the limit shall be reported to the chairman of the Board of Directors for decision.
 - B. Specific-purpose Transactions
Based on the prediction of market changes, the Finance Department shall formulate a strategy as required and report it to the General Manager and the Chairman of the Board of Directors for approval before proceeding. The aggregate contract value of the Company's net cumulative position in transactions for specific purposes shall not exceed 5% of the

Company's most recent quarterly operating income.

(2) Definition of loss cap

- A. With respect to hedging transactions, the risk is avoided, and the total contract losses are capped at no more than US \$500,000.
- B. In the case of a specific-purpose transaction contract, a stop point shall be established after the establishment of the position to prevent excess losses. The ceiling for setting the loss stop point shall not exceed US \$200,000. If the loss exceeds US \$200,000, it shall be immediately reported to the general manager and the chairman, and shall report to the Board of Directors to discuss the necessary countermeasures.

II. Risk management measures

(I) Credit risk management:

Based on the fact that the market is subject to various factors, which may cause operational risks of derivative financial instruments, the following principles are applied in the management of market risks:

- 1. Counterparties: mainly well-known domestic and foreign financial institutions, the details of which are based on the list provided by the executing unit and approved by the Chairman of the Board.
- 2. Transaction Commodities: Limited to commodities provided by well-known domestic and foreign financial institutions.

(II) Market Price Risk Management:

Mainly open foreign exchange transaction market provided by banks, not considering futures market for the time being.

(III) Liquidity risk management:

In order to ensure market liquidity, the financial products must be selected based on a high degree of liquidity (i.e., readily available on the market), the financial institution to which the transaction is entrusted must have sufficient information and the ability to trade on any market at any time.

(IV) Cash flow risk management

To ensure operation capital turnover stability, the capital source for derivative products transaction is limited by self-owned capital, and the operation amount has to consider the capital demand out of cash receipt prediction in the future.

(V) Procedural risk management

- 1. Firmly follow firm-authorized limits, operational processes and internal audits to avoid operational risks.
- 2. Personnel engaging in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
- 3. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board of Directors or senior supervisors with no responsibility for trading or position decision-

making.

(VI) Commodity risk management

Insider traders shall have complete and correct expertise in financial instruments and require banks to fully disclose risks in order to avoid the risk of misuse of financial instruments.

(VII) Legal risk management:

Documents signed with financial institutions shall be reviewed by foreign exchange and legal or legal counsel specialists before being duly signed to avoid legal risk.

III. Regular assessment methods and handling of abnormal situations

(I) The Board of Directors shall authorise senior supervisors to periodically monitor and evaluate whether the derivatives trading are actually conducted in accordance with the transaction procedures established by the Company and whether the risks assumed are within the permitted scope and whether the abnormalities in the market value evaluation report (if the position held has exceeded the loss cap) shall be reported to the Board of Directors immediately and the corresponding measures shall be taken.

(II) Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedging transactions required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior supervisors authorized by the Board of Directors.

IV. Principles of Supervision and Management of the Board of Directors when Engaging in Derivatives Trading

(I) The Board of Directors shall designate senior supervisors to supervise and control the risks of derivatives trading at any time, and the management principles shall be as follows:

1. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with these procedures and the procedures for engaging in derivatives trading formulated by the Company.

2. When irregular circumstances are found in the course of supervising transactions and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors; where the Company has independent directors, an independent director shall be present at the meeting and express an opinion.

(II) Periodically assess whether the performance of engaging in derivative instruments trading is in line with established operating strategies and whether the risks assumed are within the Company's tolerance.

(III) The Company shall report to the soonest meeting of the Board of Directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.

(IV) The Company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval dates, and the matters required to be carefully

evaluated under paragraphs 3 (2), 4 (1) and (2) of this Article shall be recorded in detail in the log book.

Article 13 Procedures for processing of merger, demerger, acquisition or share transfer

I. Evaluation and Operating Procedures

- (I) When the Company handles a merger, demerger, acquisition or transfer of shares, it is appropriate to entrust attorneys, CPAs and underwriters to jointly discuss the estimated schedule of statutory procedures, and the project team shall be organised in accordance with the statutory procedures. Prior to convening the meeting of the Board of Directors to resolve on the matter, a CPA, attorney, or securities underwriter shall be engaged to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and approval. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100% of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100% of the respective subsidiaries' issued shares or authorized capital.
- (II) The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the Shareholders' Meeting and include it along with the expert opinion referred to in paragraph 1 (1) of this Article when sending shareholders notification of the Shareholders' Meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts the Company from convening a Shareholders' Meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. In addition, where the Shareholders' Meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the Shareholders' Meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next Shareholders' Meeting.
- (III) The Company shall prepare a full written record of the following information and retain it for five years for reference:
 1. Basic information of personnel
It includes the personnel for planning or planned execution for consolidation, splitting, acquisition or stock transfer before information disclosure, including title, name and ID No. (Passport No. for foreigners).
 2. Dates of material events:
Including the signing of letters of intent or memorandum of

understanding, the retaining of a financial or legal advisor, the execution of a contract, and the convening of a board meeting.

3. Important documents and meeting minutes:

Include documents like plan, intention or MoU, important contract or minute book of board meeting for consolidation, splitting, acquisition or stock transfer.

II. Other precautions to be taken

(I) Date of the Meeting:

Except as otherwise provided by law, the companies involved in a consolidation, splitting or acquisition shall, on the same day, convene a meeting of the Board of Directors and of the Shareholders to resolve matters relating to the consolidation, splitting or acquisition. The company which is involved in stock transfers shall, except as otherwise provided by law, convene a meeting of the Board of Directors on the same day.

(II) Prior Confidentiality Commitment:

Every person participating in or privy to the plan for merger, split, acquisition or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, split, acquisition or transfer of shares.

(III) Principles for determining and changing the conversion ratio or acquisition price:

Companies that conduct a merger, demerger, acquisition, or transfer of shares, prior to convening the meeting of the Board of Directors of both parties to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Shareholders' Meeting. In principle, the share exchange ratio or acquisition price may not be changed at will, unless the conditions for the change have been stipulated in the contract and have been publicly disclosed.

The share exchange ratio or acquisition price may be changed as follows:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities.
2. The action of disposal of major assets that affects a company's financial operations.
3. The occurrence of major disasters and changes in technology that affects a company's shareholders' equity or securities price.
4. The adjustment of treasury stock repurchased lawfully by any company participating in the merger, demerger, acquisition, or transfer of shares.
5. Changes in the number of entities or companies participating in the

merger, demerger, acquisition, or transfer of shares.

6. Other terms or conditions that the contract stipulates may be altered and that have been publicly disclosed.
- (IV) The contract shall contain the following: the contract for participation by TUC in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:
1. The handling of a breach of contract
 2. The principles for the handling of equity-based securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 3. The principles for the handling of the amount treasury stock that the participating is permitted to buy back lawfully after the base date for the calculation of stock swap.
 4. The handling of the occurrence of changes in the number of participating entities or companies.
 5. Preliminary progress schedule for plan execution, and anticipated completion date.
 6. The handling of matters regarding the scheduled date for convening the legally mandated shareholders' meeting if the plan exceeds the deadline without completion.
- (V) Upon a change in the number of companies participating in a merger, demerger, acquisition or share transfer: After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and the Shareholders' Meeting of a participating company has adopted a resolution authorizing the Board of Directors to alter the limits of authority, such participating company may be exempted from calling another Shareholders' Meeting to resolve on the matter anew.
- (VI) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the date of convening the Board meeting under paragraph (2) (1) of this Article, the prior confidentiality undertaking under paragraph (2), the change in the number of companies participating in the merger, demerger, acquisition or share transfer under paragraph (5).
- (VII) After listing, when the Company participates in a merger, demerger, acquisition or transfer of shares, it shall, within two days from the date of the resolution of the Board of Directors, declare the basic information of the personnel and the date of important events under Paragraph 1 (3) of

this Article in the Internet information system in the form prescribed by relevant laws and regulations for future reference.

Article 14 Information Disclosure Procedure

- I. Items subject to public announcement and regulatory filing and threshold requiring public announcement and regulatory filing
 - (I) Acquisition or disposal of real estate or the right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or the right-of-use assets thereof from or to a related party where the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the total assets, or NT\$300,000,000 or more, but not subject to the trading of domestic government bonds or RP/RS bonds, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
 - (II) Merger, demerger, acquisition, or transfer of shares.
 - (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
 - (IV) Acquisition or disposal of equipment or right-of-use assets thereof for business use, and the transaction counterpart is not a related party, and the transaction amount exceeds NT\$500 million.
 - (V) When real estate is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparts are not related parties, and the proposed amount of the Company's investment exceeds NT\$500 million.
 - (VI) Where the transaction amount reaches up to 20% of the Company's paid-up capital or NT\$300 million or more. save for assets transactions, disposal of creditors rights by financial institutions or investment in Mainland China as stated in the preceding five paragraphs. However, the following circumstances are not subject to the restrictions:
 1. Trading of domestic government bonds.
 2. Trading of RP/RS bonds or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- II. The foregoing transaction amount shall be calculated as follows, and within the preceding year as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been announced in accordance with the regulations need not be counted toward the transaction amount..
 - (I) Amount of each transaction
 - (II) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterpart within a year.
 - (III) The cumulative transaction amount of acquisitions or disposals (cumulative acquisitions and cumulative disposals separately) of property or the right-

of-use assets thereof from the same development project within a year.

(IV) Cumulative amount of acquisition or disposal (separate cumulation) of the same negotiable securities within one year.

III. Timeframe for Public Announcement and Regulatory Filing

Assets acquired or disposed of by the Company, which have items to be announced in accordance with this Article and the transaction amount of which reaches the standard for reporting in accordance with this Article, shall be reported to the website designated by the competent authority in accordance with the prescribed format within two days from the date of occurrence. All announcements shall be handled in accordance with the provisions of the relevant laws and regulations.

IV. Announcement and reporting procedures

(I) The Company shall declare the relevant information on the website designated by the competent authority in accordance with the relevant laws and regulations.

(II) The Company shall, in accordance with the relevant laws and regulations, enter the situation of the Company and its non-affiliated subsidiaries engaged in derivative transactions as of the end of the previous month into the information declaration website designated by the competent authority before the tenth day of each month in the prescribed format.

(III) In the event that the Company is required to make corrections due to errors or omissions in the public announcement, the Company shall re-do the announcement in its entirety within two days counting inclusively from the date of knowing of such error or omission.

(IV) For assets acquired or disposed by the Company, all relevant contracts, meeting minutes, log books, valuation reports and opinions provided by Certified Public Accountants, attorneys or securities underwriters shall be kept in the Company for a period of at least five years, unless as otherwise provided by law.

(V) Where any of the following circumstances occurs in respect to a transaction that the Company has already publicly announced and reported in accordance with this Article, a public announcement of relevant information shall be made on the information reporting website designated by the competent authority within two days counting inclusively from the date of occurrence of the event:

1. The originally signed trade contract is modified, terminated, or revoked.
2. Merger, demerger, acquisition, or transfer of shares is not completed by the deadline set forth in the contract.
3. Changes are made to the content of the original public announcement and regulatory filing.

Article 15 The subsidiaries of the Company shall deal with the matters in accordance with the following provisions:

I. Subsidiaries of an ROC public company shall establish and execute the "Procedures for Acquisition or Disposal of Assets" in accordance with the

relevant provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies". Subsidiaries that are not ROC public companies and do not have "Procedures for Acquisition or Disposal of Assets" shall be handled in accordance with the "Procedures for Acquisition or Disposal of Assets" of this Company.

- II. When a subsidiary acquires or disposes of assets, it should do so with the specified approval authority.
- III. If a subsidiary is not a public company of the ROC and the assets acquired or disposed of meet the announcement and reporting standards set forth in the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" of the ROC, the Company shall report the acquisition or disposal of assets on behalf of the subsidiary.
- IV. The paid-in capital or total assets of the Company (the Company) shall be the standard applicable to a subsidiary in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing.
- V. Assets acquired or disposed of by each of the Subsidiaries which are subject to approval by the Board of Directors in accordance with the "Procedures for Acquisition or Disposal of Assets" or other legal requirements shall be reported to the Company prior to the occurrence of the facts. This Company The Finance Department shall assess the feasibility, necessity and reasonableness of the acquisition or disposal of the assets and, subsequently, follow up the implementation status and conduct analysis and review afterwards.
- VI. The internal auditors of the Company shall periodically audit the compliance of each Subsidiary with its "Procedures for Acquisition or Disposal of Assets" and make an audit report; the findings and recommendations of the audit report shall be communicated to each subsidiary under review for improvement after the audit, and follow-up reports shall be made periodically to confirm that appropriate improvement measures have been taken in a timely manner.

Article 16 For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Company's provisions in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" shall be used. If the Company has issued shares without face value or at face values other than NT\$10 per share, the restriction on transaction amount reaching 20% of the paid-in capital specified in the Procedures, shall be calculated at 10% of the equity attributable to shareholders of the parent company.

Article 17 Penalty

Any employee of the Company who undertakes to acquire and dispose of assets in violation of the provisions of this Procedure shall be periodically reported for assessment in accordance with the personnel management practices and the Employee Handbook of the Company, and shall be subject to a lighter and heavier punishment in accordance with the circumstances.

Article 18 Implementation and Amendment

This procedure shall be approved by the Audit Committee in accordance with the relevant provisions and submitted to the Board of Directors for approval before being reported to the Shareholders' Meeting for approval and amendment. If there is any director raising objection with record or written announcement, the Company shall submit the objection data to the audit committee. When these procedures are reported to the Board of Directors for discussion, due consideration should be given to the opinions of the independent directors and their objections or reservations should be included in the minutes.

At the time of the Audit Committee's review, it shall be approved by more than one half of all the members of the Audit Committee and shall be submitted to the Board of Directors for consent. If the approval of one-half or more of all Audit Committee members is not obtained, the procedures may be implemented if approved by two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors' meeting.

Article 19 Supplementary Provisions

Any matters not covered in this Procedure shall be handled in accordance with the relevant laws and regulations.

Article 20 These Regulations were established on June 13, 2016

The first amendment was made on June 28, 2017

The second amendment was made on June 28, 2019

Global Tek Fabrication Co., Ltd.
Rules for Election of Directors

- Article 1 Unless otherwise provided by the laws and regulations or Articles of Association, election of the Company's directors shall be in accordance with these election rules.
- Article 2 The directors of the Company shall be elected by the Shareholders' Meeting from among competent persons or corporate shareholders, and the members of the Company's directors shall generally possess the knowledge, skills and qualities necessary for the performance of their duties.
- Article 3 The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 4 The qualifications for the independent directors of the Company shall comply with the provisions of the Company's Articles of Incorporation and shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.
The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 5 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
When the number of Directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of Directors falls short by one third of the elected seats, the Company shall call a extraordinary Shareholders Meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
Where the number of independent directors falls short of the number stipulated in Paragraph 1, Article 14-2 of the Securities and Exchange Act, the Company shall hold a by-election at the next shareholders' meeting to fill the vacancy. Where the independent directors are dismissed en masse, the Company shall convene an extraordinary shareholders' meeting within 60 days of the event to hold a by-election. to fill the vacancies.
- Article 6 The Board of Directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the Shareholders' Meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of

voting shareholders.

- Article 7 The number of directors of the Company will be specified in the Company's Articles of Association, with voting rights separately calculated for independent and non-independent directors. The candidates receiving ballots representing the highest number of voting rights will be elected sequentially according to their respective number of votes received, and if two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the Chairman drawing lots on behalf of any person not in attendance.
- Article 8 Before the election begins, the chair shall appoint counting personnel and a number of shareholders to perform the respective duties of vote monitoring. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 9 The election ballot shall be invalid under any one of the following circumstances:
- I. The ballot was not prepared by a person with the right to convene.
 - II. Blank ballots are put into the ballot box
 - III. The handwriting is illegible or has been altered.
 - IV. Where the candidate's name filled in in the ballot is inconsistent with that on the list of candidates for directors.
 - V. Any ballot with characters other than the allocated number of voting rights.
- Article 10 Ballots shall be counted at the spot upon completion of casting, and the results shall be announced by the chairman on the spot, including the list of elected directors and the number of votes.
- Article 11 The Board of Directors of the Company shall issue notifications to the persons elected as Directors.
- Article 12 These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.
- Article 13 These Regulations were established on June 13, 2016.
The first amendment was made on June 28, 2017.
The second amendment was made on August 4, 2021.

Global Tek Fabrication Co., Ltd.
Summary of Directors' Shares

- I. The paid-up capital of the Company as of this Annual Shareholders' Meeting was 717,443,040 Yuan, and the total number of issued shares was 71,744,304.
- II. The current Board of Directors of the Company have three independent directors and an audit committee, and all directors shall hold a minimum of 5,739,544 shares in accordance with Article 26 of the Securities and Exchange Act.
- III. As of the date of cessation of transfer at this Annual Shareholders' Meeting (April 25, 2022), The shareholdings of individual shareholders and all directors recorded in the shareholders' register are as follows:

Position	Name	Legal representative	Shares Held	Shareholding ratio
Chairman	Huang Yaxing	–	6,226,695	8.68%
Directors	Xingying Investment Co., Ltd.	Liu Guanghong	7,854,000	10.95%
Directors	Haoqi Investment Co., Ltd.	Liu Zuying	8,128,000	11.33%
Independent Director	Li Xianyuan		0	0.00%
Independent Director	Huang Mingzhan		0	0.00%
Independent Director	Cai Yuxiu		0	0.00%
Total			22,208,695	30.96%