



Stock Code: 3388

TOPCO TECHNOLOGIES CORPORATION

Handbook for the 2022 Annual Meeting of Shareholders

MEETING TIME: 9:00 a.m., Friday, May 31, 2022

**PLACE: 14F., No.102, Sec.4, Civic Blvd., Da-an District, Taipei
City 106, Taiwan, R.O.C. (Topco Technologies Corp.)**

(This English translation is prepared in accordance with the Chinese version and is for reference purpose only. If there is any inconsistency between the Chinese version and this translation, the Chinese version shall prevail.)

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TOPCO TECHNOLOGIES CORPORATION

Meeting Procedures for 2022 Annual Shareholders' Meeting

1. Call the Meeting to Order
2. Chairman's Address
3. Report Items
4. Ratifications
5. Matters for Discussion I
6. Matters for Election
7. Matters for Discussion II
8. Extemporaneous Motions
9. Meeting adjourned

TOPCO TECHNOLOGIES CORPORATION

2022 Annual Shareholders' Meeting Agenda

Meeting type: Physical shareholders meeting

Time: 9:00 a.m., Friday, May 31, 2022

**Place: 14F.,No.102,Sec.4,Civic Blvd.,Da-an District, Taipei City
106,Taiwan,R.O.C. (Topco Technologies Corp.)**

1. Call the Meeting to Order.

2. Chairman's Address

3. Report Items

- (1) To report the Business of 2021
- (2) Supervisor's Review Report on the 2021 Financial Statements
- (3) 2021 employees' profit sharing bonus and directors' remuneration
- (4) Amendment to the Codes of Ethical Conduct

4. Matters for Approval

- (1) To approve 2021 Business Report and Financial Statement
- (2) To approve the proposal for distribution of 2021 profits

5. Matters for Discussion I

- (1) To amend the "Articles of Incorporation"
- (2) To amend the "Rules of Procedure for Shareholder Meetings"
- (3) Amendment to the Regulations Governing the Acquisition and Disposal of Assets
- (4) Amendment to the Procedures Governing Loaning of Funds.
- (5) Amendment to the Procedures Governing Endorsements and Guarantees.
- (6) Amendment to the Ethical Corporate Management Best Practice Principles.
- (7) Amendment to the Procedures for Election of Directors.

6. Matters for Elections

The 11th Election of Directors.

7. Matters for Discussion II

Proposal to release the elected Directors from non-competition.

8. Extemporaneous Motions

8. Meeting adjourned

【Report Items】

Report No. 1

2021 Business Reports

Explanation:

The 2021 Business Report is attached as page [14-16], Appendix I.

Report No. 2

Supervisor's Review Report on the 2021 Financial Statements

Explanation:

The 2021 Supervisor's Review Report is attached as page [17], Appendix II.

Report No. 3

2021 employees' profit sharing bonus and directors' remuneration

Explanation:

1. According to the Company's Articles of Association, "The Company shall distribute 5% to 10% of the profit of the Company for the current year as the employees' remuneration, and not more than 5% of the profit of the Company for the current year as the Directors' remuneration."
2. The Company's annual profit is NT\$726,866,319 (the pre-tax profit before the deduction of the employees' and directors' remuneration) in 2021. The Board of Directors resolves to pay NT\$52,000,000 (approximately 7.15% of the profit for the current year) as the employees' remuneration, and NT\$23,000,000 (approximately 3.16% of the profit for the current year) as the Directors' remuneration.

Report No. 4

Amendment to the Codes of Ethical Conduct.

Explanation:

Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, it is proposed to eliminate the Codes of Ethical Conduct of Directors, Supervisors and Managerial officer workers, and establish the Codes of Ethical Conduct. Please refer to Attachment VI, page 35 to 37.

【Matters for Approval】

Item No.1

Adoption of the 2021 Business Report and Financial Statements
(Proposed by the Board of Directors)

Explanation:

1. The 2021 financial statements (including individual and consolidated financial statements) were audited by the independent auditors Rui-Lan Luo and Kuan-Ying Kuo of KPMG, and reviewed by the Supervisors with the 2021 business report.
2. The 2021 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached in the Meeting Agenda, page [18-34].

Resolution:

Item No.2

To approve the proposal for distribution of 2021 profits.
(Proposed by the Board of Directors)

Explanation:

1. The distribution of the Company's 2021 earnings was approved in the board meeting held on March 9, 2022.
2. The distribution of 2021 earnings is as follows:

TOPCO TECHNOLOGIES CORPORATION

2021 EARNINGS DISTRIBUTION TABLE

(Unit: NTD \$)

Items	Total
Undistributed earnings of prior period	833,297,236
Add:	
The re-measured amount of defined benefit plans recognized in retained earnings	(1,014,000)
Adjusted undistributed earnings	832,283,236
Add:	
Net profit after tax	595,369,620
Retained earnings available for distribution	1,427,652,856
Less 10% legal reserve	(59,435,562)
Reversal of special reserve	82,974,616
Distributable items:	
Shareholders dividend- cash dividend (\$6.0 per share)	(444,366,000)
Undistributed ending retained earnings	923,851,294

Notes :

1. On the Company's 2021 earnings distribution plan, a cash dividend of NT\$6.0 per share was decided by the Board of Directors. The odd cash dividend amount less than NT\$1 will be discarded, and the total amount of odd cash dividends less than NT\$1 will be distributed in the order of the number after the decimal point and the account number until the total cash dividend amount for distribution is satisfied. After the proposal is passed in the general shareholders' meeting, the Board of Directors is authorized to determine the ex-dividend date for the dividend distribution.
2. In the event of a change in the share capital of the Company afterwards which will affect the number of outstanding shares and result in a change in the shareholder's dividend rate, it is proposed that the Board of Directors be fully authorized in the shareholders' meeting to handle the matter.
3. Earnings in 2021 are distributed first.

Resolution:

【Matters for Discussion I】

Item No.1

Amendment to the Articles of Incorporation.

(Proposed by the Board of Directors)

Explanation:

1. Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, the company hereby proposes to amend the Articles of Incorporation. Please refer to page 38 (attachment 5) for details.
2. The proposed amendments are submitted for discussion.

Resolution:

Item No.2

Amendment to the Rules of Procedure for Shareholder Meetings.

(Proposed by the Board of Directors)

Explanation:

- (1) Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, the company hereby proposes to amend the Rules of Procedure for Shareholder Meetings. Please refer to page 46 (attachment 6) for details.
- (2) The proposed amendments are submitted for discussion.

Resolution:

Item No.3

Amendment to the Regulations Governing the Acquisition and Disposal of Assets. (Proposed by the Board of Directors)

Explanation:

- (1) Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, the company hereby proposes to amend the Regulations Governing the Acquisition and Disposal of Assets. Please refer to page 67 (attachment 7) for details.
- (2) The proposed amendments are submitted for discussion.

Resolution:

Item No.4

Amendment to the Procedures Governing Loaning of Funds. (Proposed by the Board of Directors)

Explanation:

(3) Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, the company hereby proposes to amend the Procedures Governing Loaning of Funds. Please refer to page 78(attachment 8) for details.

(4) The proposed amendments are submitted for discussion.

Resolution:**Item No.5**

Amendment to the Procedures Governing Endorsements and Guarantees. (Proposed by the Board of Directors)

Explanation:

(5) Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, the company hereby proposes to amend the Procedures Governing Endorsements and Guarantees. Please refer to page 81 (attachment 9) for details.

(6) The proposed amendments are submitted for discussion.

Resolution:**Item No.6**

Amendment to the Ethical Corporate Management Best Practice Principles. (Proposed by the Board of Directors)

Explanation:

(7) Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, the company hereby proposes to amend the Ethical Corporate Management Best Practice Principles. Please refer to page 85(attachment 10) for details.

(8) The proposed amendments are submitted for discussion.

Resolution:

Item No.7

Amendment to the Procedures for Election of Directors. (Proposed by the Board of Directors)

Explanation:

- (9) Pursuant to Company's practice and the need of establishing an Audit Committee to replace supervisors, it is proposed to eliminate the e Rules of Election of Directors and Supervisors, and establish the Procedures for Election of Directors. Please refer to page 94 (attachment 11) for details.
- (10) The proposed amendments are submitted for discussion.

Resolution:**【Election matters】**

To elect The 11th Election of Directors (including three Independent Directors)

Explanation:

- (1) The 10th term of office of the directors and supervisors will expire on May 30, 2022. In accordance with the law, an election will be held at this year's Regular Shareholders' Meeting. The Company shall assemble an Audit Committee to replace supervisors in accordance with Article 14-4 of the Securities and Exchange Act.
- (2) Subject to Article 14 of the Article of Incorporation, The Company has 10-13 directors (including two independent directors) from 2022. The 11th term shall elect 13 directors (including 3 independent directors). The directors shall be elected by adopting candidate nomination system and the Audit Committee is formed by all independent directors.
- (3) The tenure of newly elected directors shall be 3 years, commencing on May 31, 2022 and expiring on May 30, 2025.
- (4) Personal information of the 13 nominees is as follows:

Nominated directors are as follows:

Name	Education	Experience	Shareholding
Chen-Cheng Pan	Department of International Trade, Chinese Culture University	CEO, TOPCO Technologies Co., Ltd Chairman, TOPCO Technologies Co., Ltd.	999,041
Chun-Ming Weng, Rep. of Topco Development Co., Ltd.	Department of Tourism, Chinese Culture University	Chairman, TOPCO Technologies Co., Ltd. Chairman, Topco Development Co., Ltd.	16,631,136
Juo-pei Wang	Department of Foreign Language, Aletheia University	Chairman, Sign Co., Ltd Supervisor, Kikukawa Metal & Engineering Co., Ltd. Director , Vitalizing Engineering Construction Co., Ltd.	473,852
Tadaki Inoue, Rep. of Shin-Etsu Chemical Co., Ltd.	Keio University	Vice Director ,Main Silicone Business Unit of Shin-Etsu Chemical Co., Ltd.	2,815,296
Chung-Sheng Lin Rep. of Long Ma-Hao Investment Co., Ltd.	Xinzhuang Agricultural Vocational School	Associate Manager, TOPCO Trading Co., Ltd. Supervisor, TOPCO Technologies Co., Ltd.	551,283
Tzu-Cheng Chiu, Rep. of De Rong Investment Co., Ltd.	Ching Yun University of Science and Technology	Director, Min-Sheng Construction & Development Co., Ltd.	1,653,574
Sheng-Ho Chang	Engineering PhD. of Gunma University, Japan	CEO, TOPCO Technologies Co., Ltd	347,299
Ching-Hung Lin	Department of Agricultural Chemistry, National Chung Hsing University	General Manager, South China Business Headquarters, TOPCO Technologies Co., Ltd Chairman, TOPCO (Guangzhou) Trading Co., Ltd.	369,073
Ching-Hsiung Wen	Department of Economics, Wako University, JP	Executive Assistant for Chairman, TOPCO Technologies Co., Ltd	92,244
Tsai-Meng Wang	Tokyo International University, JP	General Manager, East China Business Headquarters Chairman, TOPCO Trading (Shanghai Pudong District) Co., Ltd.	109,685

Nominated independent directors are as follows:

Name	Education	Experience	Shareholding
Meng-Shiou Lee	Master of Accounting, National Chengchi University	Chairman/Accountant of FEC Accounting Firm	50,993
Ming-Hui Guo(Note)	Department of Economics, National Taiwan University	Deputy Manager of Sales Department, Headquarter of Hua-Nan Commercial Bank	0
Shou-Lu Chang	Department of Economics, National Taiwan University	Manager of Hua-Nan Commercial Bank Independent director of TCI CO.,Ltd	0

Note: The independent director candidate, Mr. Ming-Hui Guo has a wealth of knowledge and experience in finance industry and management experience. Although he has positioned as independent directors for three terms, the Company remains reliance on the expertise for playing full of specialty in addition to duty performance, and give professional advice to the board of directors. Therefore, he remains to be the candidate to the independent director of the Company in this election.

(5) This election shall be held in accordance with the amended Rules for Director Elections.

(6) Please Vote

【Matters for Discussion II】

Proposal to release the newly-elected Directors from non-competition.

Explanation:

1. According to 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 to the meeting of shareholders the essential contents of such an act and secure its approval
2. In order to use the expertise fortes and concerning the experiences from the directors of our corporation, a suggestion is made to unleash the restrictions on business strife limitation clause of the labor contract for the new directors and their representatives elected in this year's shareholders' meeting in accordance with any related regulations to ask for the shareholders approval.
3. Please discuss and resolve.

Resolution:

Directors	Concurrent positions held and in which companies	
Chen-Cheng Pan	Taiwan Shin-Etsu Silicone Co., Ltd.	Vice Chairman
	Topco Development Co., Ltd.	Director
	TOPCO (Guangzhou) Trading Co., Ltd.	Director
	TOPCO Trading (Shanghai Pudong District) Co., Ltd.	Director
	Hong Kong TOPCO Trading Co., Ltd.	Director
Chun-Ming Weng, Rep. of Topco Development Co., Ltd.	Chung-Shin Ltd.	Chairman
	Topco Development Co., Ltd.	Chairman
	Vitalizing Engineering Construction Co., Ltd.	Chairman
	TOPGLOW Trading Co., Ltd.	Chairman
	Kikukawa Metal & Engineering Co., Ltd.	Director
	Hong Kong TOPCO Trading Co., Ltd.	Director
	Topco Trade (Indonesia) Co., Ltd.	Director
Tadaki Inoue , Rep. of Shin-Etsu Chemical Co., Ltd.	Main Silicone Business Unit of Shin-Etsu Chemical Co., Ltd.	Vice Director
Juo-pei Wang	Sign Co., Ltd	Chairman
	Kikukawa Metal & Engineering Co., Ltd.	Director
Ching-Hung Lin	TOPCO (Guangzhou) Trading Co., Ltd.	Chairman
Tsai-Meng Wang	TOPCO Trading (Shanghai Pudong District) Co., Ltd.	Chairman
Meng-Shiou Lee	Mechema Chemicals Corp.	Independent directors
Tzu-Cheng Chiu	Min-Sheng Construction & Development Co., Ltd.	Director

【Questions and Motions】

【Adjournment】

【Attachment 1】 2021 Business Report

(1) The following table presents the revenue comparison for 2020 and 2021:

Consolidated business result :

Unit: hundred million/ NT\$

	2020	2021	Growth rate
Operating Revenue	79.13	94.34	19.22%
Net Income	3.94	5.95	51.02%
Earnings Per Share (in dollar)	5.32	8.04	51.13%

Operating Performance and Profitability analysis:

Item		2020	2021
Operating Performance Analysis	Account receivable turnover (times)	4.17	4.33
	Inventory turnover (times)	8.49	9.81
Profitability Analysis	Return on total assets (%)	7.52	10.24
	Return on equity (%)	10.56	14.30
	Net margin (%)	5.20	6.52

(2) 2021 Operational Highlights

COVID-19 has not only changed the lifestyle of mankind as well as the work mode, but also caused structural changes in macroeconomics. The strong demand recovered for all industries in the post-pandemic era in 2021. For example, the sales performance in Mini-LED, upstream materials for Glass cloth, flame retardant for PC, cooling materials for server and NB, cell phone materials, and car industry had strong growth. In addition, the price surge of raw materials also led to the best revenues and profits in 2021 compared to the past 10 years.

(3) 2022 Business Outlook

As the issues of global supply chain chaos and lack of containers and port congestion in transportation caused by the COVID-19 are unlikely to be resolved in the short period of time as well as the strong economic demand, we expect that trend of raw material supply shortage and price surge in 2021 will continue in 2022. Therefore, apart from coordinating with suppliers for sufficient goods supply in order to satisfy customers' orders of 2022, the Company will also emphasize the cooling and adhesive materials for the electric car industry and develop the industries with high value and high growth potential in the future, such as Mini-LED, game console, gaming NB, cooling materials for servers, VR metaverse, and 5G. Looking ahead to 2022, the summary of our business plan is as follows:

1. 2022 is the first year of the ESG Sustainability Report of the Company: Apart from upholding the spirits of CSR, the Company escalates the CSR to ESG Sustainability Report to pay more attention to issues related to the environment and carbon reduction.
2. Constantly improve performance in the corporate governance evaluation: The Company keeps the ranks within the top 5% of all public (listed) companies as what we did in the corporate governance evaluation in 2018, 2019 and 2020. In the future, we will continue to strengthen corporate governance for investors, shareholders, employees, and let all stakeholders understand more about its status and thereby identify with the company's business philosophy.
3. Continue to optimize Business Intelligence (BI) Visualized Data Analysis Mode and digital transformation: The year 2021 was the first year that the Company introduced the Tableau BI system. The Company will continue to optimize in order to strengthen the information management system and improve the efficiency of operational decision making.

(4) Future Development Strategies

As a special material distributor, Topco Technologies Corp must fully master the market trend, obtain support from the suppliers, actively develop new customers, expand new markets and certify new materials, apply silicone to the niche of key materials of all industries, develop the in-depth overall supply chain solution for

customer service, and display the business management advantage of the Company in order to bring the business performance to another peak in the uncertain economics. Apart from providing total solutions to customers, the Company also looks forward to being the best special material distributor in Asia.

(5) Impact of External Competition, Regulatory Environment and Overall Operational Environment

In the aspect of external competitions, due to the ever-changing market of the industry and diversified sales mode, the Company continues to focus on the industry operation mode and implement the operation analysis and the operation quality management, which should be sufficient to respond to the changes in the market.

In the aspect of laws and regulations, the Company has paid close attention to the domestic and foreign important policy and legal amendments that may impact the Company's finance and business and adopted proper response measures to protect its interests. For example, the personnel of the Department of Finance of the Company communicates with the CPA at any time on the important regulations of International Accounting Standards to ensure that the Company effectively complies with the Standards.

In the aspect of macroeconomics, apart from the COVID-19 pandemic, the potential inflation geopolitical conflicts are the interference and variables to the macroeconomic. However, the pandemic will be over eventually, and human beings will find a way to co-exist with the virus. The Company's role is special material distributor. Our utmost mission is to coordinate with the suppliers regarding the supply and delivery date to satisfy customers' orders and create a all-win situation for customers, suppliers, and the Company.

Sincerely yours,

Chairman: Chen-Cheng Pan

CEO: Sheng-Ho Chang

CFO: Kun-Ming Wu

【Attachment 2】

Topco Technologies Corporation

Supervisors' Review Report

The Board of Directors has prepared and submitted the Company's 2021 Business Report, Individual Financial Statements, Consolidated Financial Statements and Profit Allocation Plan to the Company's Supervisors review, of which the Individual Financial Statements and Consolidated Financial Statements were audited by independent certified public accountants, Rui-Lan Luo and Kuan-Ying Kuo of KPMG, pursuant to which an auditor report has been prepared. We have reviewed each of the aforementioned documents and have not found any inaccuracies. Therefore, We hereby submit this report in compliance with Article 219 of the Company Act.

Sincerely,

2022Regular Shareholders' Meeting
Topco Technologies Corporation

Supervisor: Chung-Sheng Lin

Supervisor: Chang-Wei Wu

Supervisor: De-Rong Investment Co., Ltd.

Representative: Tzu-Cheng Chiu

Date : March 9, 2022

【Attachment 3】

REPORT OF INDEPENDENT AUDITORS TRANSLATED FROM CHINESE

To the Board of Directors of Topco Technologies Corporation:

Opinion

We have audited the parent-company-only financial statements of Topco Technologies Corporation (“the Company”), which comprise the balance sheet as of December 31, 2021 and 2020 and the statement of comprehensive income, changes in equity and cash flows for the years ended December 31, 2021 and 2020, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants, and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the audit of the Financial Statements section of our report. We are independent of the company accordance with the Certified Public Accounts Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Coed. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the Company's financial statements are stated as follows:

1. Inventory Valuation

Please refer to Note 4 (g) Inventory of the individual financial statements for details of the accounting policy concerning inventory evaluation, Note 5 of the individual financial statements for uncertainties in the inventory valuation, and Note 6 (g) Inventory of the individual financial statements for the explanation of inventory.

The Company measured the cost and net realizable value of inventory. Since the principal business of the Group is the import and export of chemical material-related commodities, there is a risk that the book value of inventory may exceed its net realizable value because of the fluctuation of the commodity sales price due to changes in the supply and market competition. Inventory valuation is therefore one of the important valuation items in our financial statement audit.

How the matter is address in our audit:

Our main audit procedures of the above-mentioned key audit matters include examining whether the inventory valuation policy of the Group is handled in accordance with the requirements of the IAS2 and concerned the impact of Covid-19 epidemic. In addition, the inventory age report is reviewed, the age changes of inventory of each period are checked, an interval classification test of the inventory age report is performed, and a spot-check process is performed to check the sales prices adopted by the Group and assess the reasonableness of the net realization value of inventory.

2. Valuation of Receivables

Please refer to Note 4(f)(6) Amortization of Financial Assets of the financial statements for the accounting policies concerning the valuation of receivables, Note 5 of the financial statements for uncertainties in the valuation of receivables, Note 6(d) Notes and Accounts Receivables and Other Receivables of the financial statements for the explanation of valuation of receivables.

Description of the Key Audit Matter:

The valuation of receivables is based on lifetime expected credit loss of objective evidence showing the recoverability of accounts receivables, so that the provision for losses can be made accordingly. Due to the large number of customers of Topco Technologies Corp., the recoverability of receivables is affected by factors such as the customers' operating conditions, external industrial environment and economic conditions. Therefore, the valuation of receivables is one of the important valuation items for our audit of the financial statements.

How the matter is address in our audit:

Our main audit procedures of the key audit matter above include examining whether the valuation policy of the receivables of Topco Technologies Corp. is handled in accordance with the requirements of the Communiqué, concerned the impact of Covid-19 epidemic, understanding the overdue reasons and the status of the after-sales collections for accounts with long overdue days, and assessing the reasonableness of the management's estimates of allowances for receivables.

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

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

Those charged with governance (including the Supervisors) 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 Jui-Lan, Lo and Kuan-Ying Kuo.

KPMG

Taipei, Taiwan(Republic of China)

March 9, 2022

Notes to Readers

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

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

(English Translation of Financial Statements and Reporting Originally Issued in Chinese)

Topco Technologies Corporation
Balance Sheet

December 31, 2021 and 2020

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Assets	December 31, 2021		December 31, 2020			December 31, 2021		December 31, 2020	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:						Liabilities and Owner's Equity			
1100	Cash and cash equivalents (note 6(a))	\$ 237,503	4	387,694	8	2100	Short-term borrowings(note6(j))	\$100,000	2
1110	Current financial assets at fair value through profit or loss (note 6(b))	239	-	47	-	2170	Notes and accounts payable	5,869	-
1170	Notes and accounts receivable, net (note 6(d) and notes 6(p))	960,153	18	646,092	14	2180	Notes and accounts payables - Related parties (note7)	434,273	8
1180	Accounts receivables from related parties, net (notes 6(d), notes 6(p) and 7)	84,817	2	74,966	2	2200	Other payables (note 7)	341,710	7
1476	Other current financial assets (notes 6(e) and 7)	3,207	-	3,320	-	2230	Current tax liabilities	52,810	1
1300	Inventories- Merchandising (note 6(e))	231,501	4	161,394	3	2130	Current contract liabilities (notes 6(p))	2,786	-
1470	Other current assets	6,290	-	7,201	-	2300	Current lease liabilities(note 6 (k))	11,381	-
		<u>1,523,710</u>	<u>28</u>	<u>1,280,714</u>	<u>27</u>			<u>948,829</u>	<u>18</u>
Non-Current Assets:						Non-current liabilities:			
1517	Non-current financial assets at fair value through other comprehensive income(note 6(c))	347,979	7	294,973	5	2570	Deferred tax liabilities (note 6(m))	77,967	2
					2580	Non-current lease liabilities(note6(k))	10,162	-	13,876
					2640	Net defined benefit liability, non-current(note6(l))	1,851	-	140
							<u>89,980</u>	<u>2</u>	<u>94,282</u>
							<u>\$1,038,809</u>	<u>20</u>	<u>\$720,247</u>
1550	Investment using equity method (note 6(g))	3,372,669	63	3,036,767	64	Total liabilities			
1600	Property, plant and equipment (note 6(h))	73,606	2	74,434	2	Equity:			
1755	Right-of-use assets (note 6(i))	21,280	-	29,608	1	3100	Capital stock (note 6(n))	740,610	14
1840	Deferred tax assets (note 6(m))	3,375	-	3,827	-	3200	Capital surplus (notes 6(n) and 6(o))	1,454,075	27
1755	Right-of-use assets (note 6(i))	21,280	-	29,608	1	3300	Retained earnings (note 6(n))	2,088,675	39
1975	Net defined benefit asset - non-current (note6(l))	-	-	-	-	3400	Other equity interest (note 6(o))	26,232	-
1840	Deferred tax assets (note 6(m))	3,375	-	3,827	-			(1,658)	-
1900	Other non-current assets	5,782	-	5,732	-				
		<u>3,824,691</u>	<u>72</u>	<u>3,445,341</u>	<u>73</u>	Total equity	<u>4,309,592</u>	<u>80</u>	<u>4,005,808</u>
Total Assets	<u>\$ 5,348,401</u>	<u>100</u>	<u>\$ 4,726,055</u>	<u>100</u>	Total liabilities and equity	<u>\$5,348,401</u>	<u>100</u>	<u>\$4,726,055</u>	<u>100</u>

(Please see the accompanying notes to the financial statements.)

(English Translation of Financial Statements and Reporting Originally Issued in Chinese)

Topco Technologies Corporation
Comprehensive Income Statement

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Shares)

		2021		2020	
		Amount	%	Amount	%
4100	Operating revenue (notes 6(q) and 7)	\$3,854,538	100	\$2,875,673	100
5000	Operating costs (notes 6(g) and 7)	3,089,140	80	2,329,170	81
	Gross profit	765,398	20	546,503	19
5910	Unrealized profit (loss) from sales	844	-	5,392	-
		766,242	20	551,895	19
	Operating expenses (notes 6(k), 6(l), 6(q), 7 and 12):				
6100	Selling expenses	271,826	7	203,188	7
6200	Administrative expenses	247,418	6	189,198	7
6450	Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	(238)	-	174	-
		519,006	13	392,560	14
	Net operating income	247,236	7	159,335	5
	Non-operating income and expenses:				
7100	Interest revenue	119	-	263	-
7230	Foreign exchange gains(losses)	102	-	(7,070)	-
7235	Gains on financial assets (liabilities) at fair value through profit or loss	381	-	1,708	-
7375	Share of income of subsidiaries, affiliates and joint ventures recognized by equity method	387,613	10	250,851	9
7510	Interest expense (notes 6(k))	(878)	-	(720)	-
7020	Other interests and losses (note 7)	17,294	-	16,444	1
		404,631	10	261,476	10
7900	Income before income tax	651,867	17	420,811	15
7950	Less: Income tax expense (note 6 (m))	56,497	2	26,568	1
8200	Net income	\$ 595,370	15	\$ 394,243	14
8300	Other comprehensive income :				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Remeasurements of defined benefit plans	(1,014)	-	(201)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	53,006	2	82,015	3
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
		51,992	2	81,814	3
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of financial statements	(24,594)	(1)	6,099	-
8380	Shares of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	(522)	-	(434)	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
		(25,116)	(1)	5,665	-
8300	Total other comprehensive income	26,876	1	87,479	3
8500	Total comprehensive income	\$ 622,246	16	\$ 481,722	17
	Earnings per share (in dollars),(note 6 (o)) :				
9750	Basic earnings per share	\$ 8.04		\$ 5.32	
9850	Diluted earnings per share	\$ 7.96		\$ 5.28	

(Please see the accompanying notes to the financial statements.)

Topco Technologies Corporation
Statement of Changes in Equity
For the Years Ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings									
	Capital	Capital surplus	legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interests	Total equity
Balance on January 1, 2020	\$740,610	1,454,075	577,748	29,971	1,077,640	1,685,359	(185,742)	96,404	(89,338)	3,790,706
Appropriation of earnings:										
Legal reserve	-	-	37,506		(37,506)	-	-	-	-	-
Special reserve	-	-	-	59,367	(59,367)	-	-	-	-	-
Cash dividends of ordinary share	-	-			(266,620)	(266,620)	-	-	-	(266,620)
	740,610	1,454,075	615,254	89,338	714,147	1,418,739	(185,742)	96,404	(89,338)	3,524,086
Net income	-	-	-	-	394,243	394,243	-	-	-	394,243
Other comprehensive income (loss)	-	-	-	-	(201)	(201)	5,665	82,015	87,680	87,479
Total comprehensive income	-	-	-	-	394,042	394,042	5,665	82,015	87,680	481,722
Balance on December 31, 2020	\$740,610	1,454,075	615,254	89,338	1,108,189	1,812,781	(180,077)	178,419	(1,658)	4,005,808
Appropriation and distribution of earnings:										
Legal reserve	-	-	39,404	-	(39,404)	-	-	-	-	-
Special reserve	-	-	-	(82,975)	82,975	-	-	-	-	-
Cash dividends of ordinary share	-	-			(318,462)	(318,462)	-	-	-	(318,462)
	740,610	1,454,075	654,658	6,363	833,298	1,494,319	(180,077)	178,419	(1,658)	3,687,346
Net income	-	-	-	-	595,370	595,370	-	-	-	595,370
Other comprehensive income (loss)	-	-	-	-	(1,014)	(1,014)	(25,116)	53,006	27,890	26,876
Total comprehensive income	-	-	-	-	594,356	594,356	(25,116)	53,006	27,890	622,246
Balance on December 31, 2021	\$740,610	1,454,075	654,658	6,363	1,427,654	2,088,675	(205,193)	231,425	26,232	4,309,592

(Please see the accompanying notes to the financial statements.)

Topco Technologies Corporation
Statement of Cash Flows
For the Years Ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from operating activities:		
Income before income tax	\$ 651,867	\$ 420,811
Adjustments :		
Adjustments to reconcile profit (loss)		
Depreciation expense	20,006	19,603
Amortization expense	796	74
Expected credit loss (gain) / Provision (reversal of provision) for bad debt expense	(238)	174
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(209)	(102)
Interest revenue	(119)	(263)
Interest expense	878	720
Share of loss (profit) of associates and joint ventures accounted for using equity method	(387,613)	(250,851)
(Unrealized) profit (loss) from sales	(844)	(5,392)
Others	(11)	(2)
Total adjustments to reconcile profit (loss)	(367,354)	(236,039)
Change in operating assets and liabilities:		
Change in operating assets:		
Decrease (increase) in financial assets at fair value through profit or loss	17	50,204
Decrease (increase) in notes and accounts receivable (including related parties)	(323,674)	(69,130)
Decrease (increase) in other financial assets	113	172
Decrease (increase) in inventory	(70,107)	15,390
Decrease (increase) in other current assets	911	(3,884)
Others	697	690
	(392,043)	(6,558)
Change in operating liabilities:		
Increase (decrease) in notes and accounts payable (including related parties)	95,041	14,751
Increase (decrease) in other accounts payable and other current liabilities	105,232	30,113
Increase (decrease) in contract liabilities-current	(222)	1,494
	200,051	46,358
Total change in operating assets and liabilities	(191,992)	39,800
Total adjustments	(559,346)	(196,239)
Cash inflow (outflow) from operating activities	92,521	224,572
Interests received	119	263
Dividends received	27,439	13,720
Interests paid	(878)	(720)
Income tax paid	(30,816)	(29,791)
Net cash inflows (used in) from operating activities	88,385	208,044
Cash flows from(used in) investment activities:		
Acquisition of investment in equity method	-	(7,000)
Acquisition of property, plant and equipment	(2,020)	(1,195)
Decrease (increase) in guarantee deposits	3	(18)
Acquisition of intangible assets	(849)	(130)
Net cash inflows (used in) from investment activities	(2,866)	(8,343)
Cash flows from(used in)financing activities:		
Increase in short-term borrowings	100,000	-
Payments of lease liabilities	(17,248)	(16,847)
Distribution of cash dividend	(318,462)	(266,620)
Net cash flows from financing activities	(235,710)	(283,467)
Increase (decrease) in cash and cash equivalents for the period	(150,191)	(83,766)
Cash and cash equivalents at the beginning of the period	387,694	471,460
Cash and cash equivalents at the end of the period	\$237,503	\$387,694

(Please see the accompanying notes to the financial statements.)

Independent Auditors' Report

To the Board of Directors of Topco Technologies Corporation:

Opinion

We have audited the consolidated financial statements of Topco Technologies Corp. and its subsidiaries, which comprise the consolidated statements of financial position as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2021 and 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Topco Technologies Corp. and its subsidiaries as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2021 and 2020 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), interpretation as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants, and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the Financial Statements section of our report. We are independent of the company accordance with the Certified Public Accounts Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Coed. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

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

a. Valuation of Inventory

Please refer to Note 4 (h) Inventory of the consolidated financial statements for details of the accounting policy concerning inventory valuation, Note 5 of the consolidated financial statements for uncertainties in the inventory valuation, and Note 6 (f) Inventory of the consolidated financial statements for the explanation of inventory.

Description of the Key Audit Matters:

Topco Technologies Corp. and its subsidiaries measured the cost and net realizable value of inventory. Since the principal business of Topco Technologies Corp. and its subsidiaries is the import and export of chemical material-related commodities, there is a risk that the book value of inventory may exceed its net realizable value because of the fluctuation of the commodity sales price due to changes in the supply and market competition. Inventory valuation is therefore one of the important valuation items in our financial statement audit.

How the matter is address in our audit:

Our main audit procedures of the above-mentioned key audit matters include examining whether the inventory valuation policy of Topco Technologies Corp. and its subsidiaries is handled in accordance with the requirements of the IAS2 and concerned the impact of Covid-19 epidemic. In addition, the inventory age report is reviewed, the age changes of inventory of each period are checked, an interval classification test of the inventory age report is performed, and a spot-check process is performed to check the sales prices adopted by Topco Technologies Corp. and its subsidiaries and assess the reasonableness of the net realization value of inventory.

b. Valuation of Receivables

Please refer to Note 4(f) Amortization of Financial Assets of the consolidated financial statements for the accounting policies concerning the valuation of receivables, Note 5 of the consolidated financial statements for uncertainties in the valuation of receivables, Note 6(d) Notes and Accounts Receivables and Other Receivables of the consolidated financial statements for the explanation of valuation of receivables.

Description of the Key Audit Matters:

The valuation of receivables is based on lifetime expected credit loss of objective evidence showing the recoverability of accounts receivables, so that the provision for losses can be made accordingly. Due to the large number of customers of Topco Technologies Corp. and its subsidiaries, the recoverability of receivables is affected by factors such as the customers' operating conditions, external industrial environment and economic conditions. Therefore, the valuation of receivables is one of the important valuation items for our audit of the financial statements.

How the matter is address in our audit:

Our main audit procedures of the key audit matters above include examining whether the valuation policy of the receivables of Topco Technologies Corp. and its subsidiaries is handled in accordance with the requirements of the Communiqué, concerned the impact of Covid-19 epidemic, understanding the overdue reasons and the status of the after-sales collections for accounts with long overdue days, and assessing the reasonableness of the management's estimates of allowances for receivables.

Other Matter

We have also audited the parent company only financial statements of the Company as of and for the years ended December 31, 2021 and 2020 and have expressed an unqualified opinion thereon.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards, International Accounting Standards, IFRIC interpretations and SIC interpretations as endorsed 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 Topco Technologies Corp. and its subsidiaries' ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Supervisors) are responsible for overseeing the Topco Technologies Corp. and its subsidiaries' financial reporting process.

Accountants' Responsibilities of the Audit of 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Topco Technologies Corp. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Topco Technologies Corp. and its subsidiaries audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 Jui-Lan, Lo and Kuan-Ying Kuo.

KPMG

Taipei, Taiwan(Republic of China)

March 9, 2022

Notes to Readers

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

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

Topco Technologies Corporation and Subsidiaries
Consolidated Balance Sheet
December 31, 2021 and 2020

(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

Asset		December 31,2021		December 31,2020		Liabilities and shareholder's equity		December 31,2021		December 31,2020	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$2,061,957	33	\$2,054,123	36	2100	Current borrowings (note 6(i))	\$ 199,090	3	\$ 154,486	3
1110	Current financial assets at fair value through profit or loss (note 6(b))	239	-	47	-	2170	Notes and accounts payable	119,234	2	151,294	3
1170	Notes and accounts receivable, net (note 6(d) and 6(f))	2,374,705	38	1,941,662	34	2180	Notes and accounts payables - Related parties (note g)	739,335	12	646,226	11
1180	Notes and accounts receivable - related parties, net (notes 6(d),6(f) and 7)	25,393	-	20,320	-	2200	Other payables	521,176	9	357,208	7
1476	Other current financial assets (notes 6(e) and 8)	28,535	-	27,808	-	2230	Current tax liabilities	120,276	2	62,365	1
1300	Inventories –Merchandising (note 6(f))	840,901	13	703,060	13	2130	Current contract liabilities (note 6(r))	30,344	-	31,361	-
1470	Other current assets	113,154	2	109,002	2	2300	Other current liabilities	10,831	-	4,967	-
		<u>5,444,884</u>	<u>86</u>	<u>4,856,022</u>	<u>85</u>	2322	Long-term liabilities, current portion (note 6(k))	784	-	1,510	-
						2280	Current lease liabilities(note 6 (l))	<u>29,137</u>	<u>-</u>	<u>31,506</u>	<u>-</u>
								<u>1,770,207</u>	<u>28</u>	<u>1,440,923</u>	<u>25</u>
Non-current assets:						Non-current liabilities:					
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(c))	347,979	5	294,973	5	2540	Long-term borrowings (note 6(k))	11,184	-	23,698	-
1600	Property, plant and equipment (note 6(g) and 8)	484,854	8	498,495	9	2580	Non-current lease liabilities (Note 6(l))	33,086	1	23,433	-
1755	Right-of-use assets (note 6(h))	63,200	1	55,458	1	2570	Deferred tax liabilities (note 6(n))	81,891	1	84,064	2
1840	Deferred tax assets (note 6(m))	4,053	-	4,821	-	2670	Other non-current liabilities(note 6(h))	<u>2,246</u>	<u>-</u>	<u>823</u>	<u>-</u>
1900	Other non-current assets	<u>10,587</u>	<u>-</u>	<u>11,328</u>	<u>-</u>			<u>128,407</u>	<u>2</u>	<u>132,018</u>	<u>2</u>
		<u>910,673</u>	<u>14</u>	<u>865,075</u>	<u>15</u>		Total liabilities	<u>1,898,614</u>	<u>30</u>	<u>1,572,941</u>	<u>27</u>
							Equity attributable to owners of the parent (notes 6(o) and 6(p))				
						3100	Capital stock	740,610	12	740,610	13
						3200	Capital reserve	1,454,075	23	1,454,075	25
						3300	Retained earnings	2,088,675	33	1,812,781	32
						3400	Other equity	<u>26,232</u>	<u>-</u>	<u>(1,658)</u>	<u>-</u>
							Total equity attributable to owners of parent	<u>4,309,592</u>	<u>68</u>	<u>4,005,808</u>	<u>70</u>
						36XX	Non-controlling interests	<u>147,351</u>	<u>2</u>	<u>142,348</u>	<u>3</u>
							Total equity	<u>4,456,943</u>	<u>70</u>	<u>4,148,156</u>	<u>73</u>
							Significant commitments and contingencies (note(i))				
							Total liabilities and equity	<u>\$ 6,355,557</u>	<u>100</u>	<u>\$ 5,721,097</u>	<u>100</u>
Total Assets		<u>\$ 6,355,557</u>	<u>100</u>	<u>\$ 5,721,097</u>	<u>100</u>						

(Please see the accompanying notes to the consolidated financial statements.)

(English Translation of consolidated Financial Statements and Reporting Originally Issued in Chinese)

Topco Technologies Corporation and Subsidiaries
Consolidated Comprehensive Income Statement
For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2021		2020	
		Amount	%	Amount	%
4000	Operating revenue (note 6(p) and note 7)				
4100	Sales revenue	\$ 9,434,003	100	\$ 7,912,554	100
5000	Operating costs (notes 6(f) and 7)	7,570,936	80	6,545,953	83
	Gross operating margin	1,863,067	20	1,366,601	17
	Operating expenses (notes 6(d), 6(k), 6(l), 6(q), 7 and 12):				
6100	Selling expenses	715,257	8	563,012	7
6200	Administrative expenses	378,600	4	304,208	4
6450	Impairment loss (impairment gain and reversal of impairment loss) determined in accordance with IFRS 9	2,103	-	(1,136)	-
		1,095,960	12	866,084	11
	Net operating income	767,107	8	500,517	6
	Non-operating revenue and expenses:				
7100	Interest revenue	12,510	-	8,787	-
7230	Foreign exchange gains(losses)	7,244	-	7,119	-
7235	Gain (loss) on financial assets (liabilities) measured at fair value through profit or loss	381	-	1,708	-
7510	Interest expense	(3,980)	-	(4,903)	-
7020	Other gains and losses	17,837	-	11,423	-
		33,992	-	24,13	-
7900	Income before income tax	801,099	8	524,651	6
7950	Less: Income tax expense (note 6 (m))	185,888	2	112,918	1
	Net income	615,211	6	411,733	5
8300	Other comprehensive income:				
8310	Components of other comprehensive income that will not be reclassified to profit or loss:				
8311	Remeasurement of defined benefit plans (note 6 (m))	(1,014)	-	(201)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	53,006	-	82,015	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
		51,992	-	81,814	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on transaction of foreign financial statements	(25,401)	-	5,668	-
8362	Unrealized gains (losses) on valuation of available-for-sale financial assets	(8)	-	233	-
		(25,393)	-	5,435	-
8300	Other comprehensive income (loss)	26,599	-	87,249	1
8500	Total comprehensive income	\$ 641,810	6	\$ 498,982	6
	Net income attributable to:				
8610	Owner of parent	\$ 595,370	6	\$ 394,243	5
8620	Non-controlling interests	19,841	-	17,490	-
	Net income	\$615,211	6	\$411,733	5
	Comprehensive income attributable to:				
8710	Owner of parent	\$ 622,246	6	\$ 481,722	6
8720	Non-controlling interests	19,564	-	17,260	-
	Total comprehensive income	\$ 641,810	6	\$ 498,982	6
	Earnings per share (in dollars) (note 6 (o))				
9750	Basic earnings per share	\$ 8.04		\$ 5.32	
9850	Diluted earnings per share	\$ 7.96		\$ 5.28	

(Please see the accompanying notes to the consolidated financial statements.)

(English Translation of Financial Statements and Reporting Originally Issued in Chinese)

Topco Technologies Corporation and Subsidiaries
Consolidated Statement of Changes in Equity
For the Years Ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings						Other equity					
							Exchange differences on translation of foreign financial statements	Unrealized gains on financial assets measured at fair value through other comprehensive income		Total equity attributable to owners of parent company	Non-controlling interest	Total equity
	Capital	Capital surplus	Legal reserve	Special reserve	Unappropriate retained earnings	Total			Total			
Balance at January 1, 2020	\$740,610	1,454,075	577,748	29,971	1,077,640	1,685,359	(185,742)	96,404	(89,338)	3,790,706	129,369	3,920,075
Appropriation and distribution of earnings:												
Legal reserve	-	-	37,506		(37,506)	-	-	-	-	-	-	-
Special reserve	-	-	-	59,367	(59,367)	-	-	-	-	-	-	-
Cash dividends of common stock	-	-	-	-	(266,620)	(266,620)	-	-	-	(266,620)	-	(266,620)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(4,281)	(4,281)
	740,610	1,454,075	615,254	89,338	714,147	1,418,739	(185,742)	96,404	(89,338)	3,524,086	125,088	3,649,174
Net profit for the period	-	-	-	-	394,243	394,243	-	-	-	394,243	17,490	411,733
Other comprehensive income (loss)	-	-	-	-	(201)	(201)	5,665	82,015	87,680	87,479	(230)	87,249
Total comprehensive income	-	-	-	-	394,042	394,042	5,665	82,015	87,680	481,722	17,260	498,982
Balance on December 31,2020	\$740,610	1,454,075	615,254	89,338	1,108,189	1,812,781	(180,077)	178,419	(1,658)	4,005,808	142,348	4,148,156
Appropriation and distribution of earnings:												
Legal reserve	-	-	39,404		(39,404)	-	-	-	-	-	-	-
Special reserve	-	-	-	(82,975)	82,975	-	-	-	-	-	-	-
Cash dividends of common stock	-	-	-	-	(318,462)	(318,462)	-	-	-	(318,462)	-	(318,462)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(14,561)	(14,561)
	740,610	1,454,075	654,658	6,363	833,298	1,494,319	(180,077)	178,419	(1,658)	3,687,346	127,787	3,815,133
Net profit for the period	-	-	-	-	595,370	595,370	-	-	-	595,370	19,841	615,211
Other comprehensive income (loss)	-	-	-	-	(1,014)	(1,014)	(25,116)	53,006	27,890	26,876	(277)	26,599
Total comprehensive income	-	-	-	-	594,356	594,356	(25,116)	53,006	27,890	622,246	19,564	641,810
Balance on December 31,2021	\$740,610	1,454,075	654,658	6,363	1,427,654	2,088,675	(205,193)	231,425	26,232	4,309,592	147,351	4,456,943

(Please see the accompanying notes to the financial statements.)

Topco Technologies Corp. and Subsidiaries
Consolidated Statement of Cash Flow
For the Years Ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows from operating activities:		
Income before income tax	\$ 801,099	\$ 524,651
Adjustments :		
Adjustments to reconcile profit (loss)		
Depreciation expense	55,873	54,359
Amortization expense	1,224	588
Expected credit loss (gain) / Provision (reversal of provision) for bad debt expense	2,103	(1,136)
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(209)	(102)
Interest expense	3,980	4,903
Interest income	(12,510)	(8,787)
Loss (gain) on disposal of property, plant and equipment	19	148
Loss (gain) on disposal other assets	(131)	(241)
Total adjustments to reconcile profit (loss)	50,349	49,732
Change in operating assets and liabilities:		
Change in operating assets:		
Decrease (increase) in financial assets at fair value through profit or loss	17	50,204
Decrease (increase) in notes and accounts receivable (including related parties)	(440,189)	(128,992)
Decrease (increase) in other financial assets	(1,262)	(7,007)
Decrease (increase) in inventory	(137,841)	136,489
Decrease (increase) in other current assets	(5,145)	(3,478)
Others	697	690
	(583,723)	47,906
Change in operating liabilities:		
Increase (decrease) in notes and accounts payable (including related parties)	61,049	44,480
Increase (decrease) in other accounts payable and other current liabilities	169,838	61,785
Increase (decrease) in contract liabilities-current	(1,017)	10,855
	229,870	117,120
Total change in operating assets and liabilities	(353,853)	165,026
Total adjustments	(303,504)	214,758
Cash inflow (outflow) from operating activities	497,595	739,409
Interests received	12,510	8,787
Interests paid	(3,986)	(4,941)
Income tax paid	(128,381)	(93,426)
Net cash inflows (used in) from operating activities	377,738	649,829
Cash flows from(used in) investment activities:		
Acquisition of property, plant and equipment	(3,007)	(48,532)
Disposal of property, plant and equipment	-	3
Decrease (Increase)of restricted assets	535	964
Decrease (Increase)in refundable deposit	714	840
Decrease (increase) in other prepayments	(1,198)	(399)
Net cash inflows (used in) from investment activities	(2,956)	(47,124)
Cash flows from(used in)financing activities:		
Increase (Decrease) in short-term loans	44,604	65,317
Repayments of long-term loans	(13,240)	(16,993)
Payments of lease liabilities	(40,702)	(42,134)
Cash dividends paid	(318,462)	(266,620)
Change in non-controlling interest	(14,561)	(4,281)
Net cash flows from financing activities	(342,361)	(264,711)
Effect of exchange rate changes on cash and cash equivalents	(24,587)	1,072
Increase (decrease) in cash and cash equivalents for the period	7,834	339,066
Cash and cash equivalents at the beginning of the period	2,054,123	1,715,057
Cash and cash equivalents at the end of the period	\$2,061,957	\$2,054,123

(Please see the accompanying notes to the financial statements.)

【Attachment 4】

Topco Technologies Corporation

Guidelines for the Adoption of Codes of Ethical Conduct

Article 1 Purpose of and basis for adoption

In recognition of the necessity to assist the directors, and managerial officers of the company to establish the codes of ethical conduct, and to act in line with ethical standards, and to help interested parties better understand the ethical standards of such companies.

Article 2 Prevention of conflicts of interest

Conflicts of interest occur when personal interest intervenes or is likely to intervene in the overall interest of the company, as for example when a director, supervisor, or managerial officer of the company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the company to obtain improper benefits for either themselves or their spouse, parents, children, or relatives within the second degree of kinship. The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. The company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and the company.

Article 3 Minimizing incentives to pursue personal gain:

The company shall prevent its directors or managerial officers from engaging in any of the following activities: (1) Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions. (2) Obtaining personal gain by using company property or information or taking advantage of their positions. (3) Competing with the company. When the company has an opportunity for profit, it is the responsibility of the directors, supervisors, and managerial officers to maximize the reasonable and proper benefits that can be obtained by the company.

Article 4 Confidentiality

The directors and managerial officers of the company shall be bound by the obligation to maintain the confidentiality of any information regarding the

company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.

Article 5 Fair trade

Directors, supervisors, and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

Article 6 Safeguarding and proper use of company assets

All directors and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.

Article 7 Legal compliance

The company shall strengthen its compliance with the Securities and Exchange Act and other applicable laws, regulations, and bylaws.

Article 8 Encouraging reporting on illegal or unethical activities

The company shall raise awareness of ethics internally and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.

Article 9 Disciplinary measures

When a director or managerial officer violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. It is advisable that the company establish a relevant complaint system to provide the violator with remedies.

Article 10 Procedures for exemption

If the company has that any exemption for directors or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 11 Method of disclosure

A TWSE or GTSM listed company shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS.

Article 12 Enforcement

The company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to Audit Committee, and submitted to a shareholders meeting.

Article 13 Amendment

The Articles were established on November 04, 2021.

【Attachment 5】

Topco Technologies Corporation

Comparison of the Comparison Table for Amendment to the Articles of Incorporation before and after the amendment

Amended Article	Existing Article	Description
Article 7 All the shares of the Company shall be in registered form. The shares shall be issued with the signatures or seals of <u>directors representing the Company</u> and the certification according to law.	Article 7 All the shares of the Company shall be in registered form. The shares shall be issued with the signatures or seals of <u>three or more Directors</u> and the certification according to law.	To comply with the Regulation update of the “Company Act.
Chapter IV Directors and Audit Committee	Chapter IV Directors, <u>Supervisors</u> and Audit Committee	Established an audit committee to replace supervisors.
<u>Article 10-1</u> <u>The shareholders’ meeting may be proceeded via a visual communication network or other methods promulgated by the central competent agency.</u>	None	New article.
Article 14 The Company has <u>ten to thirteen</u> Directors, with a term of office of three years. They shall serve a term of three years and may be eligible for re-election.	Article 14 The Company has <u>nine to twelve Directors and three Supervisors</u> , with a term of office of three years. <u>They shall serve a term of three years and may be eligible for re-election. For the Audit Committee setting up, the Company has ten to thirteen Director.</u> They shall serve a term of three years and may be eligible for re-election.	Established an audit committee to replace supervisors.
Article 14-1 Among the Directors, the number	Article 14-1 Among the Directors, the	Established an audit committee to replace

Amended Article	Existing Article	Description
<p>of Independent Directors shall be three of the number of all Directors. All Directors (including Independent Directors) shall be elected on a nomination system and in the shareholders' meeting from the list of candidates. The professional qualifications, shareholdings, part-time job restrictions and nomination and selection methods of the Independent Directors as well as other compliance matters are subject to the relevant regulations of the competent securities authorities.</p> <p><u>The Company</u> shall accordance with this Act shall establish either an audit committee or a supervisor. The company shall be composed of all Independent Directors to form an Audit Committee from the expiration of the term of office of the current Supervisor in accordance with the Securities Exchange Act Law. The exercise of powers of the Audit Committee, members and related matters shall be conducted in accordance with the Securities Exchange Act Law and relevant laws and regulations.</p> <p><u>When the number of vacancies in the board of directors of a company equals to one third of the total number of directors, the board of directors shall call,</u></p>	<p>number of Independent Directors shall be three of the number of all Directors. All Directors (including Independent Directors) <u>and Supervisors</u> shall be elected on a nomination system and in the shareholders' meeting from the list of candidates. The professional qualifications, shareholdings, part-time job restrictions and nomination and selection methods of the Independent Directors as well as other compliance matters are subject to the relevant regulations of the competent securities authorities.</p> <p><u>From 2022,</u>the Company <u>elected the Directors,</u> shall accordance with this Act shall establish either an audit committee or a supervisor. The company shall be composed of all Independent Directors to form an Audit Committee from the expiration of the term of office of the current Supervisor in accordance with the Securities Exchange Act Law. The exercise of powers of the Audit Committee, members and related matters shall be conducted in accordance with the Securities Exchange Act Law and relevant laws and regulations. <u>After the establishment of the Audit</u></p>	<p>supervisors.</p>

Amended Article	Existing Article	Description
<u>within 60 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies and the tenure of such successor directors shall be limited to the remaining tenure of the departing directors.</u>	<u>Committee, the provisions of the Articles of Association regarding the supervisory system shall cease to apply.</u>	
<p>Article 16</p> <p>At the first meeting of each term of Board of Directors, the board meeting shall be convened by the Director with the most votes in the shareholders' meeting, and the subsequent board meetings shall be convened by the Chairman of the Board. The meeting date, venue and agenda shall be stated in the meeting notice for a board meeting, and the Directors shall be informed of the meeting seven days in advance. The Company may convene a board meeting at any time in case of emergency. For the convening of a board meeting, the notice may be sent by mail, email or fax.</p>	<p>Article 16</p> <p>At the first meeting of each term of Board of Directors, the board meeting shall be convened by the Director with the most votes in the shareholders' meeting, and the subsequent board meetings shall be convened by the Chairman of the Board. The meeting date, venue and agenda shall be stated in the meeting notice for a board meeting, and the Directors <u>and Supervisors</u> shall be informed of the meeting seven days in advance. The Company may convene a board meeting at any time in case of emergency. For the convening of a board meeting, the notice may be sent by mail, email or fax.</p>	Established an audit committee to replace supervisors.
<p>Article 20</p> <p>For the Company Directors' performance of duties, regardless of the Company's profits or losses, they shall be rewarded with remuneration which the board meeting is authorized to determine according to their level</p>	<p>Article 20</p> <p>For the Company Directors' <u>and Supervisors'</u> performance of duties, regardless of the Company's profits or losses, they shall be rewarded with remuneration which the board meeting is authorized to</p>	Established an audit committee to replace supervisors.

Amended Article	Existing Article	Description
of participation in the operation of the Company and their value of contributions, as well as the usual standards of the industry.	determine according to their level of participation in the operation of the Company and their value of contributions, as well as the usual standards of the industry.	
<p>Article 22</p> <p>At the end of each accounting year of the Company, the Board of Directors shall prepare the following documents and pursuant to any relevant regulations to the shareholders' meeting, and submit them to the shareholders' meeting for recognition:</p> <ol style="list-style-type: none"> 1. The business report 2. The financial statements 3. The proposal concerning earnings distribution or loss make-up 	<p>Article 22</p> <p>At the end of each accounting year of the Company, the Board of Directors shall prepare the following documents <u>for review by the Supervisors 30 days prior</u> to the shareholders' meeting, and submit them to the shareholders' meeting for recognition:</p> <ol style="list-style-type: none"> 1. The business report 2. The financial statements 3. The proposal concerning earnings distribution or loss make-up. 	Established an audit committee to replace supervisors.
<p>Article 23</p> <p>The Company shall distribute 5% to 10% of the profit of the Company for the current year as the employees' remuneration, and not more than 5% of the profit of the Company for the current year as the Directors' remuneration. However, if the Company still has an accumulated loss, it shall make up for the loss first and then calculate the employees' and the Directors' remuneration based on the remaining balance.</p> <p>The remuneration mentioned in the preceding paragraph shall be</p>	<p>Article 23</p> <p>The Company shall distribute 5% to 10% of the profit of the Company for the current year as the employees' remuneration, and not more than 5% of the profit of the Company for the current year as the Directors' <u>and supervisors'</u> remuneration. However, if the Company still has an accumulated loss, it shall make up for the loss first and then calculate the employees' and the Directors' <u>and supervisors'</u> remuneration</p>	Established an audit committee to replace supervisors.

Amended Article	Existing Article	Description
<p>distributed by stock, cash, treasury stock, employee equity warrants, new shares preemptive right, restricted stock awards to eligible employees issuers' holding companies or subordinate companies.</p> <p>The profit for the current year in the first paragraph refers to the pre-tax profit for the current year before the deduction of the employees' and the Directors' remuneration</p> <p>The proposal for the employees' and the Directors' remuneration shall be approved in a board meeting attended by more than two-thirds of the Directors, and the proposal shall be approved by more than half of the attending Directors. The resolution shall also be reported in the shareholders' meeting.</p>	<p>based on the remaining balance.</p> <p><u>The supervisors' remuneration based on the preceding paragraph percentage distributed before the Audit Committee established.</u></p> <p>The remuneration mentioned in the preceding paragraph shall be distributed by stock, cash, treasury stock, employee equity warrants, new shares preemptive right, restricted stock awards to eligible employees issuers' holding companies or subordinate companies.</p> <p>The profit for the current year in the first paragraph refers to the pre-tax profit for the current year before the deduction of the employees' and the Directors' <u>and supervisors' remuneration.</u></p> <p>The proposal for the employees' and the Directors' <u>and supervisors' remuneration</u> shall be approved in a board meeting attended by more than two-thirds of the Directors, and the proposal shall be approved by more than half of the attending Directors. The resolution shall also be reported in the shareholders' meeting.</p>	

Amended Article	Existing Article	Description
<p>Article 23-1</p> <p>If there is a surplus in the current year's accounts, the Company shall pay the tax according to law and make up for the accumulated loss in the previous years, and then appropriate 10% of the balance as the statutory surplus reserve. However, if the statutory surplus reserve has reached the total amount of the paid-in capital of the Company, then this requirement does not apply. The Company may also appropriate a special surplus reserve based on its operational requirements and the provisions of the decrees. If there is still a remaining balance, the Board of Directors shall draft an earnings distribution proposal for the distribution of the remaining balance plus the accumulated undistributed surplus at the beginning of the period, for a resolution in the shareholders' meeting.</p> <p>The Company's dividend policy is determined based on the consideration of the Company's earnings, financial structure and capital requirements for future operating plans. In addition, 10% to 90% of the accumulated distributable surplus shall be appropriated for distribution, the proposal for which shall be drafted by the Board of Director and submitted to the shareholders' meeting for resolution. On the distribution ratio of stock or cash dividend, the stock dividend shall not</p>	<p>Article 23-1</p> <p>If there is a surplus in the current year's accounts, the Company shall pay the tax according to law and make up for the accumulated loss in the previous years, and then appropriate 10% of the balance as the statutory surplus reserve. However, if the statutory surplus reserve has reached the total amount of the paid-in capital of the Company, then this requirement does not apply. The Company may also appropriate a special surplus reserve based on its operational requirements and the provisions of the decrees. If there is still a remaining balance, the Board of Directors shall draft an earnings distribution proposal for the distribution of the remaining balance plus the accumulated undistributed surplus at the beginning of the period, for a resolution in the shareholders' meeting.</p> <p>The Company's dividend policy is determined based on the consideration of the Company's earnings, financial structure and capital requirements for future operating plans. In addition, 10% to 90% of the accumulated distributable surplus shall be appropriated for distribution,</p>	<p>According the policy of the Company.</p>

Amended Article	Existing Article	Description
<p>exceed 50% of total dividends. The most appropriate and timely dividend distribution method can also be determined in the shareholders' meeting each year, based on the industrial conditions and taking into account the Company's interests and development.</p> <p><u>The Company authorize the distributable dividends and bonuses in whole or in part may be paid in cash 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.</u></p>	<p>the proposal for which shall be drafted by the Board of Director and submitted to the shareholders' meeting for resolution. On the distribution ratio of stock or cash dividend, the stock dividend shall not exceed 50% of total dividends.</p> <p>The most appropriate and timely dividend distribution method can also be determined in the shareholders' meeting each year, based on the industrial conditions and taking into account the Company's interests and development.</p>	
<p>Article 25 The Articles of Association were established on January 21, 1994. The 1st amendment was made on June 30, 1995. The 2nd amendment was made on April 28, 1997 The 3rd amendment was made on July 4, 1998. The 4th amendment was made on June 8, 2000. The 5th amendment was made on July 27, 2000. The 6th amendment was made on May 18, 2001. The 7th amendment was made on May 30, 2002.</p>	<p>Article 25 The Articles of Association were established on January 21, 1994. The 1st amendment was made on June 30, 1995. The 2nd amendment was made on April 28, 1997 The 3rd amendment was made on July 4, 1998. The 4th amendment was made on June 8, 2000. The 5th amendment was made on July 27, 2000. The 6th amendment was made on May 18, 2001. The 7th amendment was made</p>	<p>Revision dates and numbers are added.</p>

Amended Article	Existing Article	Description
<p>The 8th amendment was made on May 20, 2003.</p> <p>The 9th amendment was made on April 23, 2004.</p> <p>The 10th amendment was made on September 2, 2004.</p> <p>The 11th amendment was made on June 14, 2006.</p> <p>The 12th amendment was made on June 21, 2006.</p> <p>The 13th amendment was made on May 28, 2008.</p> <p>The 14th amendment was made on June 16, 2009.</p> <p>The 15th amendment was made on June 17, 2010.</p> <p>The 16th amendment was made on June 21, 2012.</p> <p>The 17th amendment was made on June 20, 2013</p> <p>The 18th amendment was made on June 20, 2014.</p> <p>The 19th amendment was made on June 17, 2016.</p> <p>The 20th amendment was made on June 21, 2017</p> <p>The 21th amendment was made on June 20, 2018</p> <p>The 22th amendment was made on May31, 2019</p> <p>The 23th amendment was made on July 5, 2021</p> <p>The 24th amendment was made on May 31, 2022</p>	<p>on May 30, 2002.</p> <p>The 8th amendment was made on May 20, 2003.</p> <p>The 9th amendment was made on April 23, 2004.</p> <p>The 10th amendment was made on September 2, 2004.</p> <p>The 11th amendment was made on June 14, 2006.</p> <p>The 12th amendment was made on June 21, 2006.</p> <p>The 13th amendment was made on May 28, 2008.</p> <p>The 14th amendment was made on June 16, 2009.</p> <p>The 15th amendment was made on June 17, 2010.</p> <p>The 16th amendment was made on June 21, 2012.</p> <p>The 17th amendment was made on June 20, 2013</p> <p>The 18th amendment was made on June 20, 2014.</p> <p>The 19th amendment was made on June 17, 2016.</p> <p>The 20th amendment was made on June 21, 2017</p> <p>The 21th amendment was made on June 20, 2018</p> <p>The 22th amendment was made on May 31, 2019</p>	

【Attachment 6】

Topco Technologies Corporation

Comparison of the Rules of Procedure for Shareholder Meetings before and after the amendment

Amended Article	Existing Article	Description
<p>Article 3</p> <p>Unless otherwise provided by law or regulation, this Company's shareholders meetings shall be convened by the board of directors. <u>Changes to how this Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.</u></p> <p>This Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders</p>	<p>Article 3</p> <p>Unless otherwise provided by law or regulation, this Company's shareholders meetings shall be convened by the board of directors. This Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors <u>or supervisors</u>, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Company shall also have</p>	<p>1. Established an audit committee to replace supervisors, so provisions related to supervisors were deleted.</p> <p>2. Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p>meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Company and the professional shareholder services agent designated thereby.</p> <p>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.</p> <p>Election or dismissal of directors amendments to the Articles of Incompany, capital reduction, application for suspension of public offering, director's permission to compete, surplus capital increase, capital reserve conversion, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act , Article 26-1 and Article 43-6 of Securities and Exchange Act, Article 56-1 and Article 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the meeting agenda with the main</p>	<p>prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Company and the professional shareholder services agent designated thereby <u>as well as being distributed on-site at the meeting place.</u></p> <p>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.</p> <p>Election or dismissal of directors <u>or supervisors</u>, amendments to the Articles of Incompany, capital reduction, application for suspension of public offering, director's permission to compete, surplus capital increase, capital reserve conversion, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act , Article 26-1 and Article 43-6 of Securities and Exchange Act, Article 56-1 and Article 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the meeting agenda with the main contents explained. None of the above matters may be raised by an extraordinary motion.</p>	

Amended Article	Existing Article	Description
<p>contents explained. None of the above matters may be raised by an extraordinary motion.</p> <p>Omitted below</p>	<p>Omitted below</p>	
<p>Article 4</p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to this 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 cancellation shall be submitted to this Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p> <p><u>If, after a proxy form is delivered to this Company, a shareholder wishes to attend the shareholders meeting online, a written notice of</u></p>	<p>Article 4</p> <p>For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Company and stating the scope of the proxy's authorization.</p> <p>A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.</p> <p>After a proxy form has been delivered to this 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 cancellation shall be submitted to this Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</p>	<p>Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p><u>proxy cancellation shall be submitted to this Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.</u></p>		
<p>Article 6</p> <p>This Company shall specify in its shareholders meeting notices the time during which attendance registrations for <u>shareholders, solicitors and proxies (collectively "shareholders")</u> will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. <u>For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.</u></p> <p>Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Company may not arbitrarily add requirements for other</p>	<p>Article 6</p> <p>This Company shall specify in its shareholders meeting notices the time during which attendance registrations for <u>shareholders</u> will be accepted, the place to register for attendance, and other matters for attention.</p> <p>The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.</p> <p><u>Shareholders and proxies (collectively "shareholders")</u> shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>This Company shall furnish the</p>	<p>1. Established an audit committee to replace supervisors, so provisions related to supervisors were deleted.</p> <p>2. Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p>documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.</p> <p>This 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. This Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors pre-printed ballots shall also be furnished.</p> <p>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 is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p> <p><u>In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Company two days before the meeting date.</u></p> <p><u>In the event of a virtual shareholders meeting, this Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts.</u></p>	<p>attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. This Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors <u>or supervisors</u>, pre-printed ballots shall also be furnished.</p> <p>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 is appointed to attend as proxy, it may designate only one person to represent it in the meeting.</p>	

Amended Article	Existing Article	Description
<u>and keep this information disclosed until the end of the meeting.</u>		
<p>Article 6-1 <u>(Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)</u></p> <p><u>To convene a virtual shareholders meeting, this Company shall include the follow particulars in the shareholders meeting notice:</u></p> <p><u>1. How shareholders attend the virtual meeting and exercise their rights.</u></p> <p><u>2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:</u></p> <p style="padding-left: 40px;">A. <u>To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.</u></p> <p style="padding-left: 40px;">B. <u>Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.</u></p> <p style="padding-left: 40px;">C. <u>In case of a hybrid shareholders meeting, when the virtual meeting cannot</u></p>	None	New article

Amended Article	Existing Article	Description
<p><u>be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p>D. <u>Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.</u></p> <p>3. <u>To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.</u></p>		
Article 7	Article 7	Established

Amended Article	Existing Article	Description
<p>Omitted before</p> <p>It is advisable that shareholders meetings convened by the board of directors be chaired by the Chairmen of the board in person and attended by a majority of the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.</p> <p>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. This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.</p>	<p>Omitted before</p> <p>It is advisable that shareholders meetings convened by the board of directors be chaired by the Chairmen of the board in person and attended by a majority of the directors, <u>at least one supervisor in person</u>, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.</p> <p>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. This Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.</p>	<p>an audit committee to replace supervisors, so provisions related to supervisors were deleted.</p>
<p>Article 8</p> <p>This Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a</p>	<p>Article 8</p> <p>This Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.</p> <p>The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a</p>	<p>Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p>lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held online, this Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.</u></p> <p><u>The information and audio and video recording in the preceding paragraph shall be properly kept by this Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p> <p><u>In case of a virtual shareholders meeting, this Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.</u></p>	<p>lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	
<p>Article 9</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are</p>	<p>Article 9</p> <p>Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>1. Established an audit committee to replace supervisors, so provisions related to supervisors were deleted.</p> <p>2. Amended</p>

Amended Article	Existing Article	Description
<p>exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. <u>In the event of a virtual shareholders meeting, this Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p>	<p>The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</p> <p>However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p>	<p>in accordance with</p> <p>“Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>
<p>Article 11</p> <p>Before omitted.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open.</u></p>	<p>Article 11</p> <p>Before omitted.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>	<p>Amended in accordance with</p> <p>“Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

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<p><u>until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.</u></p> <p><u>As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.</u></p>		
<p>Article 13 Before omitted.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person <u>or online</u>, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail.</p> <p>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</p>	<p>Article 13 Before omitted.</p> <p>After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means 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.</p>	<p>Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p>meeting shall prevail.</p> <p>Except as otherwise provided in the Company Act and in this Company's articles of incompany, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair 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.</p> <p>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.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Company.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place</p>	<p>Except as otherwise provided in the Company Act and in this Company's articles of incompany, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair 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.</p> <p>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.</p> <p>Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Company.</p> <p>Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting.</p>	

Amended Article	Existing Article	Description
<p>of the shareholders meeting. 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 made of the vote.</p> <p><u>When this Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u></p> <p><u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.</u></p> <p><u>When this Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.</u></p> <p><u>When shareholders exercise voting rights by correspondence or electronic means, unless they have</u></p>	<p>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 made of the vote.</p>	

Amended Article	Existing Article	Description
<p><u>withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.</u></p>		
<p>Article 14 The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this 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 unelected. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p>	<p>Article 14 The election of directors <u>or supervisors</u> at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors <u>and supervisors</u> and the numbers of votes with which they were elected and unelected. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p>	<p>Established an audit committee to replace supervisors, so provisions related to supervisors were deleted.</p>
<p>Article 15 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</p>	<p>Article 15 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</p>	<p>1. Established an audit committee to replace supervisors, so provisions</p>

Amended Article	Existing Article	Description
<p>each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results ; and the number of votes for each candidate shall be disclosed if there is a director election. The meeting minutes shall be retained for the duration of the existence of this Company.</p> <p><u>Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.</u></p> <p><u>When convening a virtual-only shareholder meeting, other than</u></p>	<p>each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>This Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results ; and the number of votes for each candidate shall be disclosed if there is a director <u>or supervisor</u> election. The meeting minutes shall be retained for the duration of the existence of this Company.</p>	<p>related to supervisors were deleted.</p> <p>2.Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<u>compliance with the requirements in the preceding paragraph, this Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.</u>		
<p>Article 16</p> <p>On the day of a shareholders meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders <u>attending the meeting by correspondence or electronic means</u>, and shall make an express disclosure of the same at the place of the shareholders meeting. <u>In the event a virtual shareholders meeting, this Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.</u> <u>During this Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.</u></p> <p>If matters put to a resolution at a</p>	<p>Article 16</p> <p>On the day of a shareholders meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders and shall make an express disclosure of the same at the place of the shareholders meeting.</p> <p>If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Company (or Taipei Exchange Market) regulations, this Company shall upload the content of such resolution to the MOPS within the prescribed time period.</p>	<p>Amended in accordance with “Procedure for Shareholder Meetings by the Financial Supervisory Commission.</p>

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shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Company (or Taipei Exchange Market) regulations, this Company shall upload the content of such resolution to the MOPS within the prescribed time period.		
<u>Article 19</u> <u>In the event of a virtual shareholders meeting, this Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.</u>	None	New article.
<u>Article 20</u> <u>When this Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u>	None	New article.
<u>Article 21</u> <u>In the event of a virtual shareholders meeting, this Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.</u> <u>In the event of a virtual</u>	None	New article.

Amended Article	Existing Article	Description
<p><u>shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.</u></p> <p><u>For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.</u></p> <p><u>For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or</u></p>		

Amended Article	Existing Article	Description
<p><u>resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.</u></p> <p><u>During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.</u></p> <p><u>When this Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.</u></p> <p><u>Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting.</u></p>		

Amended Article	Existing Article	Description
<p><u>provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.</u></p> <p><u>When postponing or resuming a meeting according to the second paragraph, this Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.</u></p> <p><u>For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.</u></p>		
<p><u>Article 22</u></p> <p><u>When convening a virtual-only shareholders meeting, this Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.</u></p>	None	New article.

Amended Article	Existing Article	Description
Article <u>23</u> <u>These Rules shall take effect after</u> <u>having been submitted to and</u> <u>approved by a shareholders</u> <u>meeting. Subsequent amendments</u> <u>thereto shall be effected in the same</u> <u>manner.</u>	Article <u>19</u>	Revised the article number.
Article <u>24</u> The latest amendment was made on May 31, 2022.	Article <u>20</u> The <u>1st</u> amendment was made on <u>22 May 2020.</u> <u>The 2nd amendment was made on</u> <u>28 May 2021.</u>	Revised dates and numbers.

【Attachment 7】

Topco Technologies Corporation Comparison of the Operational procedures for Acquisition and Disposal of Assets before and after the amendment

Amended Article	Existing Article	Description
<p>Article 6</p> <p>The company established this procedures <u>shall be approved by more than half of all audit committee members, submitted to the board of directors for a resolution and then to a shareholders' meeting for approval</u>; the same applies when the procedures are amended. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion <u>to audit committee</u>.</p> <p>Where the position of independent director has been created in accordance with the provisions of the Act, when the procedures for the acquisition and 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><u>If approval of one-half or more of all audit committee members as required in the preceding paragraph 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</u></p>	<p>Article 6</p> <p>The company established this procedures in accordance with the provisions of these Regulations. After the procedures have been approved by the board of directors, they shall be submitted <u>to each supervisor</u>, and then to a shareholders' meeting for approval; the same applies when the procedures are amended. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion <u>to each supervisor</u>. Where the position of independent director has been created in accordance with the provisions of the Act, when the procedures for the acquisition and 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>Established an audit committee to replace supervisors.</p>

Amended Article	Existing Article	Description
<u>recorded in the minutes of the board of directors meeting.</u> <u>The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u>		
<p>Article 7</p> <p><u>The procedure specify the following items:</u></p> <p>A. The scope of assets: <u>Refer to the article 3 of the procedure.</u></p> <p>B. Appraisal procedures and Appraisal procedures: <u>Refer to the article 9-1,10 and 10-1 of the procedure.</u></p> <p>C. Public announcement and regulatory filing procedures: <u>Refer to the article 31 to 33 of the procedure.</u></p> <p>D. <u>The investment credit of the Company and subsidiaries: Refer to the article5-1 of the procedure.</u></p> <p>E. <u>The Company shall supervise the acquisition and disposal of subsidiaries according to the "procedures for Acquisition and Disposal of Assets".</u></p> <p>F. <u>When the personnel of the Company responsible for the acquisition and disposal of assets violate the "Regulations Governing the Acquisition and Disposal of Assets by Public Company" or the Procedures, they shall</u></p>	<p>Article 7</p> <p><u>The company shall specify the following items in its procedures for the acquisition or disposal of assets, and handle the acquisition or disposal matters in compliance with the procedures:</u></p> <p>A. The scope of assets.</p> <p>B. Appraisal procedures: Shall include the means of price determination and supporting reference materials.</p> <p>C. Operating procedures: Shall include the degree of authority delegated, the levels to which authority is delegated, the units responsible for implementation, and transaction process.</p> <p>D. Public announcement and regulatory filing procedures.</p> <p>E. Total amounts of real property and right-of-use assets thereof or securities acquired by the company and each subsidiary for business use, and limits on individual securities.</p> <p>F. Control procedures for the acquisition and disposal of assets by subsidiaries.</p> <p>G. Penalties for personnel violating these Regulations or the procedures</p>	<p>Amended in accordance with "Acquisition and Disposal of Assets" by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p><u>be disciplined according to the relevant provisions of the “Internal Rules” of the Company.</u></p> <p>The company that engages in any related party transaction, engages in derivatives trading, or conducts a merger, demerger, acquisition, or transfer of shares of enterprises shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, shall also establish related procedures in accordance with the provisions of Article 13 and Article 29 of this Chapter. The subsidiaries shall adopt and implement the procedures for the acquisition or disposal of assets in compliance with these Regulations.</p>	<p>for the acquisition or disposal of assets.</p> <p>H. Other important matters.</p> <p>The company that engages in any related party transaction, engages in derivatives trading, or conducts a merger, demerger, acquisition, or transfer of shares of enterprises shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, shall also establish related procedures in accordance with the provisions of Article 13 and Article 29 of this Chapter.</p> <p>The subsidiaries shall adopt and implement the procedures for the acquisition or disposal of assets in compliance with these Regulations.</p>	
<p>Article 8</p> <p>With respect to the company's acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to <u>audit committee</u>. Where the position of independent director has been created in accordance with the provisions of the Act, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent</p>	<p>Article 8</p> <p>With respect to the company's acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to <u>each supervisor</u>.</p> <p>Where the position of independent director has been created in accordance with the provisions of the Act, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full</p>	<p>Established an audit committee to replace supervisors.</p>

Amended Article	Existing Article	Description
<p>director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. <u>Any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs 3 and 4.</u></p>	<p>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>Article 15 When the company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been recognized by <u>more than half of all audit committee members and submitted to the board of directors for a resolution and shall be subject to mutatis mutandis application of Article 6, paragraphs 3 and 4:</u></p> <p>A. The purpose, necessity and anticipated benefit of the acquisition or disposal of</p>	<p>Article 15 When the company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by <u>the supervisors:</u></p>	<p>Established an audit committee to replace supervisors.</p>

Amended Article	Existing Article	Description
<p>assets.</p> <p>B. The reason for choosing the related party as a trading counterparty.</p> <p>C. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.</p> <p>D. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.</p> <p>E. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>F. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>G. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, and "within the</p>	<p>A. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>B. The reason for choosing the related party as a trading counterparty.</p> <p>C. With respect to the acquisition of real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.</p> <p>D. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.</p> <p>E. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>F. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>G. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction</p>	

Amended Article	Existing Article	Description
<p>preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the board of directors and recognized <u>by the audit committee</u> need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within NTD 50 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. 	<p>amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, 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 approved by the board of directors and recognized <u>by the supervisors</u> need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below, when to be conducted between the company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within NTD 50 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held for business use. <p><u>Where the position of independent director has been created in accordance with the provisions of</u></p>	

Amended Article	Existing Article	Description
	<u>the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u>	
<p>Article 18 Where a public company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>A. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference the real property or right-of-use assets transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares.</p> <p>Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</p> <p>B. <u>Audit committee</u> shall comply with Article 218 of the</p>	<p>Article 18 Where a public company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>A. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference the real property or right-of-use assets transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</p> <p>B. <u>Supervisors</u> shall comply with Article 218 of the Company Act.</p> <p>C. Actions taken pursuant to subparagraph 1 and subparagraph 2 shall be</p>	<p>Established an audit committee to replace supervisors.</p>

Amended Article	Existing Article	Description
<p>Company Act.</p> <p>C. Actions taken pursuant to subparagraph 1 and subparagraph 2 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> <p>Omitted below.</p>	<p>reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>Omitted below.</p>	
<p>Article 22</p> <p>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 the relevant articles shall be recorded in detail in the log book.</p> <p>The company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered <u>audit committee</u> shall be notified in writing.</p>	<p>Article 22</p> <p><u>The company engaging in derivatives trading shall build the internal audit system and regular assessment :</u></p> <p>A. <u>Internal audit system</u></p> <p>(a) The company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, <u>all supervisors and independent directors</u> shall be notified in writing.</p> <p>(b) <u>Internal audit personnel should submit the audit report along with the annual internal audit works to the competent authority before the next February. Besides, the audit personnel have to report the improvement concerning abnormal items to the competent authority before the end of next May at the latest.</u></p> <p>B. The company engaging in derivatives trading shall</p>	<p>Established an audit committee to replace supervisors.</p>

Amended Article	Existing Article	Description
	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 the relevant articles shall be recorded in detail in the log book.	
<p>Article 31 The A~E items omitted</p> <p>F. Acquisition or disposal by a public company in the construction business of real property for construction use, where the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.</p> <p><u>G. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</u></p> <p><u>(a) Trading of domestic government bonds.</u></p> <p><u>(b) Where done by professional investors-securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription</u></p>	<p>Article 31 The A~E items omitted.</p> <p>F. Acquisition or disposal by a public company in the construction business of real property for construction use, where the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.</p> <p>The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When the company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of</p>	<p>Amended in accordance with “Acquisition and Disposal of Assets” by the Financial Supervisory Commission.</p>

Amended Article	Existing Article	Description
<p><u>by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</u></p> <p><u>(c) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</u></p> <p><u>The amount of transactions above shall be calculated as follows: :</u></p> <p><u>(a) The amount of any individual transaction.</u></p> <p><u>(b)The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</u></p> <p><u>(c) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</u></p> <p><u>(d) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</u></p> <p><u>"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced</u></p>	<p>knowing of such error or omission.</p> <p>The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p>	

Amended Article	Existing Article	Description
<p><u>in accordance with these Regulations need not be counted toward the transaction amount.</u></p> <p>The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When the company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p>		
<p>Article 35 The <u>latest</u> amendment was made on <u>May 31, 2022</u>.</p>	<p>Article 35 The amendment was made on <u>May 31, 2019</u>.</p>	<p>Revision dates and numbers are added.</p>

【Attachment 8】

Topco Technologies Corporation

Comparison of the Procedures Governing Loaning of Funds before and after the amendment

Amended Article	Existing Article	Description
<p>Article 6 Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights</p> <p>Item A-D omitted</p> <p>E. If any event causes non-conformity of Borrower's qualification and the loan amount with the Procedure, the Company shall enact the revised plan, send it to the <u>Audit Committee and submit to the board of directors</u> and rectify it accordingly.</p>	<p>Article 6 Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights</p> <p>Item A-D omitted</p> <p>E. If any event causes non-conformity of Borrower's qualification and the loan amount with the Procedure, the Company shall enact the revised plan, send it to the <u>Supervisors</u> and rectify it accordingly.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
<p>Article 7 Registration and Saving</p> <p>Item A omitted</p> <p>B. The company's internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>Audit Committee</u> in writing of any material violation found.</p>	<p>Article 7 Registration and Saving</p> <p>tem A omitted</p> <p>B. The company's internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>all the supervisors</u> in writing of any material violation found.</p> <p>C. <u>If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made</u></p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
	<u>does not meet the requirements of these Regulations or the loan balance exceeds the limit, the company shall adopt rectification plans and submit the rectification plans to all the supervisors, and shall complete the rectification according to the timeframe set out in the plan.</u>	
<p>Article 8 Procedures for controlling and managing loans of funds to others by subsidiaries</p> <p>Item A-B omitted</p> <p>C. The Company’s internal auditor shall audit the Operational Procedures for Loaning Funds to Others and the implementation of subsidiaries there of no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>Audit Committee</u> in writing of any material violation found.</p>	<p>Article 8 Procedures for controlling and managing loans of funds to others by subsidiaries</p> <p>Item A-B omitted</p> <p>C. The Company’s internal auditor shall audit the Operational Procedures for Loaning Funds to Others and the implementation of subsidiaries there of no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>all the supervisors</u> in writing of any material violation found.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
<p>Article 11 Adoption and amendment</p> <p><u>The procedures shall require the approval of one-half or more of all audit committee members,</u></p> <p><u>furthermore shall be submitted for a resolution by the board of directors</u> and submit them for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion for discussion</p>	<p>Article 11 Adoption and amendment</p> <p><u>After passage by the board of directors, submit the Procedures to each supervisor</u> and submit them for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion <u>to each supervisor</u> and for discussion by the shareholders' meeting. The same shall apply to any amendments to the</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
<p>by the shareholders' meeting. The same shall apply to any amendments to the Procedures.</p> <p><u>If the approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the Operational 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.</u></p> <p><u>The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p>	<p>Procedures.</p> <p><u>The company has appointed independent directors, when it submits its Operational Procedures for Loaning Funds to Others for discussion by the board of directors under the preceding paragraph, the board of directors shall take into full consideration each independent director's opinion. If an independent director expresses any dissent or reservation, it shall be noted in the minutes of the board of directors meeting.</u></p>	
(Deleted)	<p>Article 12 Adoption and amendment</p> <p><u>The company has appointed independent directors, when there is any matter of which it is required to notify the supervisors under Article 7, paragraph 2 or Article 8, paragraph 3, it shall at the same time also give written notice to the independent directors. When it submits a rectification plan to the supervisors under Article 7, paragraph 3, it shall at the same time also submit the rectification plan to the independent directors.</u></p>	Deleted for established an audit committee to replace supervisors.
<p>Article <u>12</u> Date amendment</p> <p>The <u>latest</u> amendment was made on <u>May 31, 2022</u>.</p>	<p>Article <u>13</u> Date amendment</p> <p>The amendment was made on <u>May 31, 2019</u>.</p>	<p>Changed the article number and Revised dates</p>

【Attachment 9】

Topco Technologies Corporation

Comparison of the Procedures Governing Endorsements and Guarantees before and after the amendment

Amended Article	Existing Article	Description
<p>Article 5 Decision Making and Authorization</p> <p>A. When the Company applies for an endorsement guarantee, it must first pass the board of directors' resolution.</p> <p>B. To meet the time requirements, the board of directors may authorize the chairman to make decisions for amounts within NT\$30 million and then submit the cases to the next board of directors' meeting for follow-up recognition.</p> <p>Below omitted.</p>	<p>Article 5 Decision Making and Authorization</p> <p>A. When the Company applies for an endorsement guarantee, it must first pass the board of directors' resolution, <u>and report the handling status and related matters to the shareholders meeting for reference.</u></p> <p>B. To meet the time requirements, the board of directors may authorize the chairman to make decisions for amounts within NT\$30 million and then submit the cases to the next board of directors' meeting for follow-up recognition. <u>The status of the transaction shall be reported to the next annual shareholders' meeting for reference.</u></p> <p>Below omitted.</p>	<p>To make amendments in accordance with the company policy.</p>
<p>Article 8</p> <p>A. The company's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no</p>	<p>Article 8</p> <p>A. The company's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
<p>less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>audit committee</u> in writing of any material violation found.</p> <p>B. Where as a result of changes of condition the entity for which an endorsement/guarantee is made no longer meets the requirements of these Regulations, or the amount of endorsement/guarantee exceeds the limit, a public company shall adopt rectification plans and submit the rectification plans to <u>audit committee</u> and shall complete the rectification according to the timeframe set out in the plan.</p>	<p>less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>all the supervisors</u> in writing of any material violation found.</p> <p>B. Where as a result of changes of condition the entity for which an endorsement/guarantee is made no longer meets the requirements of these Regulations, or the amount of endorsement/guarantee exceeds the limit, a public company shall adopt rectification plans and submit the rectification plans to <u>all the supervisors</u>, and shall complete the rectification according to the timeframe set out in the plan.</p>	
<p>Article 10 Internal Control Procedure of the Company's Subsidiaries</p> <p>Item A-B omitted.</p> <p>C. The company's internal auditors shall audit the Procedures Governing Endorsements and Guarantees and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify audit committee in writing of any material violation</p>	<p>Article 10 Internal Control Procedure of the Company's Subsidiaries</p> <p>Item A-B omitted.</p> <p>C. The company's internal auditors shall audit the Procedures Governing Endorsements and Guarantees and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify <u>all the supervisors</u> in writing of any material violation found.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
found.		
<p>Article 12 Adoption and amendment</p> <p><u>The procedures shall require the approval of one-half or more of all audit committee members, furthermore shall be submitted for a resolution by the board of directors and submit them for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures.</u></p> <p><u>If the approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the Operational 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.</u></p> <p><u>The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p>	<p>Article 12 Adoption and amendment</p> <p><u>After passage by the board of directors, submit the Procedures to each supervisor and submit them for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to each supervisor and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures. The company has appointed independent directors, when it submits its Procedures Governing Endorsements and Guarantees to Others for discussion by the board of directors under the preceding paragraph, the board of directors shall take into full consideration each independent director's opinion. If an independent director expresses any dissent or reservation, it shall be noted in the minutes of the board of directors meeting</u></p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
(Deleted)	Article 13 Adoption and	Deleted for established an

Amended Article	Existing Article	Description
	<p>amendment</p> <p><u>The company has appointed independent directors, when there is any matter of which it is required to notify the supervisors under Article 8, paragraph 1 or Article 10, paragraph 3, it shall at the same time also give written notice to the independent directors. When it submits a rectification plan to the supervisors under Article 8, paragraph 2, it shall at the same time also submit the rectification plan to the independent directors.</u></p>	<p>audit committee to replace supervisors.</p>
<p>Article <u>13</u> Date amendment</p> <p>The <u>latest</u> amendment was made on <u>May 31, 2022</u>.</p>	<p>Article <u>14</u> Date amendment</p> <p>The amendment was made on <u>May 31, 2019</u>.</p>	<p>Changed the article number and Revised dates</p>

【Attachment 10】

Topco Technologies Corporation

Comparison of the Ethical Corporate Management Best Practice

Principles before and after the amendment

Amended Article	Existing Article	Description
Article 2 When engaging in commercial activities, managers, employees, and mandataries of the company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits. Omitted below.	Article 2 When engaging in commercial activities, <u>directors</u> , supervisors, managers, employees, and mandataries of the company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits. Omitted below.	To make amendments in accordance with the establishment of audit committee in substitution for supervisors.
Article 10 The Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.	Article 10 The Company and their directors, <u>supervisors</u> , managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.	To make amendments in accordance with the establishment of audit committee in substitution for supervisors.
Article 11 When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the companies and their directors, managers, employees, mandataries, and substantial	Article 11 When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the companies and their directors, <u>supervisors</u> , managers, employees, mandataries, and	To make amendments in accordance with the establishment of audit committee in substitution for supervisors.

Amended Article	Existing Article	Description
controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages._	substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.	
Article 12 When making or offering donations and sponsorship, the companies and their directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.	Article 12 When making or offering donations and sponsorship, the companies and their directors, <u>supervisors</u> , managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.	To make amendments in accordance with the establishment of audit committee in substitution for supervisors.
Article 13 The companies and their directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.	Article 13 The companies and their directors, <u>supervisors</u> , managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.	To make amendments in accordance with the establishment of audit committee in substitution for supervisors.
Article 14 The company and their directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights	Article 14 The company and their directors, <u>supervisors</u> , managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the	To make amendments in accordance with the establishment of audit committee in substitution for supervisors.

Amended Article	Existing Article	Description
holder.	intellectual property rights holder.	
<p>Article 16</p> <p>In the course of research and development, procurement, manufacture, provision, or sale of products and services, the companies and their directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</p>	<p>Article 16</p> <p>In the course of research and development, procurement, manufacture, provision, or sale of products and services, the companies and their directors, <u>supervisors</u>, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
<p>Article 17</p> <p>The directors, managers, employees, mandataries , and substantial controllers of the company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments</p>	<p>Article 17</p> <p>The directors, <u>supervisors</u>, managers, employees, mandataries , and substantial controllers of the company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
so as to ensure thorough implementation of its ethical corporate management policies. Omitted below.	adjustments so as to ensure thorough implementation of its ethical corporate management policies. Omitted below.	
<p>Article 18</p> <p>The company's directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>Article 18</p> <p>The company's directors, <u>supervisors</u>, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
<p>Article 19</p> <p>The company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.</p> <p>When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and</p>	<p>Article 19</p> <p>The company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, <u>supervisors</u>, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.</p> <p>When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, <u>supervisors</u>, managers, and other stakeholders attending or present at board meetings of the company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
<p>may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.</p>	<p>discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.</p> <p>The company's directors, <u>supervisors</u>, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.</p>	
<p>Article 21</p> <p>The companies shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters: Omitted below.</p>	<p>Article 21</p> <p>The companies shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, <u>supervisors</u>, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters: Omitted below.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
<p>Article 22</p> <p>The senior management of the company shall communicate the importance of corporate ethics to employees on a regular basis. The company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention</p>	<p>Article 22</p> <p>The senior management of the company shall communicate the importance of corporate ethics to employees on a regular basis. The company shall periodically organize training and awareness programs for directors, <u>supervisors</u>, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
<p>programs and the consequences of committing unethical conduct.</p> <p>The company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p>	<p>programs and the consequences of committing unethical conduct.</p> <p>The company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.</p>	
<p>Article 23</p> <p>The company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> 1. An independent mailbox or hotline either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports. 2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted. 3. Follow-up measures to be adopted depending on the severity of the circumstances 	<p>Article 23</p> <p>The company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:</p> <ol style="list-style-type: none"> 1. An independent mailbox or hotline either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports. 2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors <u>or supervisors</u>. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted. 3. Follow-up measures to be adopted depending on the 	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
<p>after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</p> <p>4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.</p> <p>6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>7. Whistle-blowing incentive measures.</p> <p>When material misconduct or likelihood of material impairment to the company comes to the awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form.</p>	<p>severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.</p> <p>4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.</p> <p>6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>7. Whistle-blowing incentive measures.</p> <p>When material misconduct or likelihood of material impairment to the company comes to the awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors <u>or supervisors</u> in written form.</p>	

Amended Article	Existing Article	Description
<p>Article 26</p> <p>The company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p>	<p>Article 26</p> <p>The company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, <u>supervisors</u>, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>
<p>Article 27</p> <p>The ethical corporate management best practice principles of the company shall be implemented after the board of directors grants the approval, and shall be sent to the <u>audit committee</u> and reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.</p> <p>When the ethical corporate management best practice principles 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</p>	<p>Article 27</p> <p>The ethical corporate management best practice principles of the company shall be implemented after the board of directors grants the approval, and shall be sent to the <u>supervisors</u> and reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.</p> <p>When the ethical corporate management best practice principles 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</p>	<p>To make amendments in accordance with the establishment of audit committee in substitution for supervisors.</p>

Amended Article	Existing Article	Description
<p>in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.</p>	<p>in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.</p>	
<p>Article 28 <u>The Regulations is latest amended at May 31, 2022.</u></p>	<p>Article 28 <u>The Regulations is amended at May 22, 2020.</u></p>	<p>Revision date.</p>

【Attachment 11】

Topco Technologies Corporation Procedures for Election of Directors

Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures. The prior Regulation of Director Election ceases to apply.

Article 3

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

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

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows: :

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition

based on the results of performance evaluation.

Article 4

The qualifications for the independent directors of this Corporation 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 this Corporation shall comply with Articles 5 and 6 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 this Corporation.

Article 5

Elections of directors at this Corporation 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, this Corporation 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 total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-1 of this Corporation's articles of incorporation, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6

The cumulative voting method shall be used for election of the directors at this Corporation. 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 7

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 8

The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 12

The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13

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

Article 14

The Procedure was established on May 31, 2022.

【Appendix 1】

Topco Technologies Corporation Articles of Incorporation (Before Amendment)

Article 1: The Company is organized in accordance with the provisions of the Company Law, and the name is determined as Topco Technologies Corporation °

Article 2: The businesses of the Company are as follows:

1. F401010 International trade business
2. F107170 Industrial additives wholesale business
3. F107200 Chemical raw materials wholesale business
4. F207170 Industrial additives retail business
5. F207200 Chemical raw materials retail business
6. F399990 Other retail business
7. F113020 Electrical appliance wholesale business
8. F113110 Battery wholesale business
9. F117010 Fire safety equipment wholesale business
10. F119010 Electronic materials wholesale business
11. F213010 Electrical appliance retail business
12. F213110 Battery retail business
13. F217010 Fire safety equipment retail business
14. F219010 Electronic materials retail business
15. IG03010 Energy technology services
16. F113010 Machinery wholesale business
17. F213080 Machinery and equipment retail business
18. I501010 Product design business
19. F208040 Cosmetics retail business
20. F108040 Cosmetics wholesale business
21. F208031 Medical equipment retail business
22. F108031 Medical equipment wholesale business
23. IG01010 Biotechnology services
24. ZZ99999 Businesses not prohibited or restricted by laws or regulations, other than licensed businesses.

Article 3: The Company may undertake external guarantees.

Article 4: The Company may invest in other companies due to business needs, and the total investment amount shall not be subject to the 40% paid-in capital limit in the provisions of Article 12 of the Company Law.

Article 5: The head office of the Company is located in Taipei City. If necessary, overseas branch offices of the Company may be established with the approval of the Board of Directors.

Chapter II Shares

Article 6: The total capital of the Company is set at NT\$1 billion, which is divided into 100 million shares with the face amount of each share NT\$10. For the shares not yet issued, the Board of Directors are authorized to issue them in different batches.

The shares issued by the Company are exempt from the printing form but shall be registered with the Central Depository.

The subscription price of the Company's employee stock options is not subject to the restriction in Article 53 of the "Guidelines for the Offering and Issuing of Securities by Securities Issuers" that the subscription price shall not be lower than the market price of the stock on the issuing date.

For the Company's issuance of an employee stock option in the preceding paragraph, shareholders representing more than half of the shares issued shall be present at the shareholders' meeting, and the resolution shall be passed by the shareholders with more than two-thirds of the total voting rights of the attending shareholders. The issuance of the employee stock option may be declared and handled within one year after the board meeting's resolution.

Article 7: All the shares of the Company shall be in registered form. The shares shall be issued with the signatures or seals of three or more Directors and the certification according to law.

Article 8: The Company's shares are blocked from registration within 60 days prior to a general shareholders' meeting, within 30 days prior to an extraordinary shareholders' meeting, and within 5 days before the date on which the Company decides to distribute dividends or other interests.

Article 9: The handling of the Company's stock affairs shall be handled in accordance with the "Guidelines for the Handling of Stock Affairs by Public Offering Companies" promulgated by the competent authority.

Chapter III Shareholders' Meeting

Article 10: The shareholders' meeting of the Company includes the general shareholders' meeting and the extraordinary shareholders' meeting. The general shareholders' meeting shall be convened once a year and within six months after the end of each accounting year. The extraordinary shareholders' meeting shall be convened when necessary.

The convening notice of a shareholders' meeting may be issued in electronic form with the approval of the shareholders. For shareholders holding less than one thousand registered shares, the notice may be made by way of an announcement.

- Article 11: When a shareholder is unable to attend a shareholders' meeting for any reason, he/she may issue a power of attorney printed by the Company, and specify the scope of authorization with his/her signature or seal on the power of attorney to appoint a proxy to attend on his/her behalf. The method of entrusted attendance by shareholders, in addition to the provisions of Article 177 of the Company Law, shall be handled in accordance with the " Rules for the Use of Power of Attorney at the Shareholders' Meeting of Public Offering Companies" promulgated by the competent authority.
- Article 12: Shareholders have one voting right per share, but this does not apply to those who are restricted or do not have voting rights according to item 2 of Article 179 of the Company Law.
- Article 13: For the approval of a resolution in a shareholders' meeting, except as otherwise provided in the decrees, the shareholders' meeting shall be attended by shareholders representing more than half of the shares issued, and the resolution shall be approved by the attending shareholders with more than half of the voting rights present.
- Article 13-1: The resolutions of a shareholders' meeting shall be recorded in the meeting minutes to be signed or sealed by the chairman of the meeting. The year, month, day, venue, process and results of the meeting, the name of the chairman and resolution methods shall be recorded in the minutes, and the minutes shall be distributed to the shareholders within 20 days after the meeting and kept permanently during the existence of the Company. The production and distribution of the minutes may be in electronic form, and the distribution of the minutes may be made by way of a public announcement.

Chapter IV Directors ,Supervisors and Audit Committee

- Article 14: The Company has nine to twelve Directors and three Supervisors, with a term of office of three years They shall serve a term of three years and may be eligible for re-election. For the Audit Committee setting up, the Company has ten to thirteen Director. They shall serve a term of three years and may be eligible for re-election.
- Article 14-1: Among the Directors, the number of Independent Directors shall be three of the number of all Directors. All Directors (including Independent Directors) and Supervisors shall be elected on a nomination system and in the shareholders' meeting from the list of candidates. The professional qualifications, shareholdings, part-time job restrictions and nomination and selection methods of the Independent Directors as well as other

compliance matters are subject to the relevant regulations of the competent securities authorities.

From 2022, the Company elected the Directors, shall accordance with this Act shall establish either an audit committee or a supervisor. The company shall be composed of all Independent Directors to form an Audit Committee from the expiration of the term of office of the current Supervisor in accordance with the Securities Exchange Act Law. The exercise of powers of the Audit Committee, members and related matters shall be conducted in accordance with the Securities Exchange Act Law and relevant laws and regulations. After the establishment of the Audit Committee, the provisions of the Articles of Association regarding the supervisory system shall cease to apply.

Article 15: The Board of Directors is composed of the Directors. The Directors shall elect one of them as the Chairman in a board meeting with the attendance of more than two-thirds of the Directors and the consent of more than half of the attending Directors. If necessary, a Vice Chairman may also be elected. The Chairman shall represent the Company externally.

Article 16: At the first meeting of each term of Board of Directors, the board meeting shall be convened by the Director with the most votes in the shareholders' meeting, and the subsequent board meetings shall be convened by the Chairman of the Board. The meeting date, venue and agenda shall be stated in the meeting notice for a board meeting, and the Directors and Supervisors shall be informed of the meeting seven days in advance. The Company may convene a board meeting at any time in case of emergency. For the convening of a board meeting, the notice may be sent by mail, email or fax.

Article 17: If the Chairman of the Board is on leave or for any reason unable to exercise the powers of a chairman, a deputy shall be appointed in accordance with Article 208 of the Company Law.

Article 18: The board meeting is to be convened by the Chairman of the Board. Except as otherwise stipulated in the Company Law or the Articles of Association, a proposal shall be approved by more than half of the attending Directors at a board meeting where more than half of the Directors are present.

Article 19: A Director may authorize another Director to represent him/her to attend a board meeting in writing, and exercise voting rights on all matters raised at the meeting on a proxy basis. However, each Director is limited to acting as the proxy for one other Director only.

Article 20: For the Company Directors' and Supervisors' performance of duties,

regardless of the Company's profits or losses, they shall be rewarded with remuneration which the board meeting is authorized to determine according to their level of participation in the operation of the Company and their value of contributions, as well as the usual standards of the industry.

Chapter V Managers

Article 21: The Company may set up the positions of managers whose appointment, dismissal and remuneration shall be handled in accordance with the provisions of Article 29 of the Company Law.

Chapter VI Accounting

Article 22: At the end of each accounting year of the Company, the Board of Directors shall prepare the following documents for review by the Supervisors 30 days prior to the shareholders' meeting, and submit them to the shareholders' meeting for recognition:

1. The business report
2. The financial statements
3. The proposal concerning earnings distribution or loss make-up

Article 23: The Company shall distribute 5% to 10% of the profit of the Company for the current year as the employees' remuneration, and not more than 5% of the profit of the Company for the current year as the Directors' and supervisors' remuneration. However, if the Company still has an accumulated loss, it shall make up for the loss first and then calculate the employees' and the Directors' and supervisors' remuneration based on the remaining balance.

The Supervisors remuneration distributed the rate in accordance with the provision of the preceding paragraph before the Audit Committee established.

The remuneration mentioned in the preceding paragraph shall be distributed by stock, cash, treasury stock, employee equity warrants, new shares preemptive right, restricted stock awards to eligible employees issuers' holding companies or subordinate companies.

The profit for the current year in the first paragraph refers to the pre-tax profit for the current year before the deduction of the employees' and the Directors' remuneration.

The proposal for the employees', the Directors' and supervisors' remuneration shall be approved in a board meeting attended by more than

two-thirds of the Directors, and the proposal shall be approved by more than half of the attending Directors. The resolution shall also be reported in the shareholders' meeting.

Article 23-1: If there is a surplus in the current year's accounts, the Company shall pay the tax according to law and make up for the accumulated loss in the previous years, and then appropriate 10% of the balance as the statutory surplus reserve. However, if the statutory surplus reserve has reached the total amount of the paid-in capital of the Company, then this requirement does not apply. The Company may also appropriate a special surplus reserve based on its operational requirements and the provisions of the decrees. If there is still a remaining balance, the Board of Directors shall draft an earnings distribution proposal for the distribution of the remaining balance plus the accumulated undistributed surplus at the beginning of the period, for a resolution in the shareholders' meeting.

The Company's dividend policy is determined based on the consideration of the Company's earnings, financial structure and capital requirements for future operating plans. In addition, 10% to 90% of the accumulated distributable surplus shall be appropriated for distribution, the proposal for which shall be drafted by the Board of Director and submitted to the shareholders' meeting for resolution. On the distribution ratio of stock or cash dividend, the stock dividend shall not exceed 50% of total dividends. The most appropriate and timely dividend distribution method can also be determined in the shareholders' meeting each year, based on the industrial conditions and taking into account the Company's interests and development.

Chapter VII Annex

Article 24: Matters not stipulated in the Articles of Association shall be handled in accordance with the provisions of the Company Law and other relevant laws and regulations.

Article 25: The Articles of Association were established on January 21, 1994.

The 1st amendment was made on June 30, 1995.

The 2nd amendment was made on April 28, 1997

The 3rd amendment was made on July 4, 1998.

The 4th amendment was made on June 8, 2000.

The 5th amendment was made on July 27, 2000.

The 6th amendment was made on May 18, 2001.

The 7th amendment was made on May 30, 2002.

The 8th amendment was made on May 20, 2003.

The 9th amendment was made on April 23, 2004.

The 10th amendment was made on September 2, 2004.
The 11th amendment was made on June 14, 2006.
The 12th amendment was made on June 21, 2006.
The 13th amendment was made on May 28, 2008.
The 14th amendment was made on June 16, 2009.
The 15th amendment was made on June 17, 2010.
The 16th amendment was made on June 21, 2012.
The 17th amendment was made on June 20, 2013
The 18th amendment was made on June 20, 2014.
The 19th amendment was made on June 17, 2016.
The 20th amendment was made on June 21, 2017
The 21th amendment was made on June 20, 2018
The 22th amendment was made on May 31, 2019
The 23th amendment was made on July 5, 2020

【Appendix 2】

Topco Technologies Corporation

Rules of Procedure for Shareholder Meetings(Before Amendment)

Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3 Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

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.

Election or dismissal of directors or supervisors, amendments to the Articles of Incorporation, capital reduction, application for suspension of public

offering, director's permission to compete, surplus capital increase, capital reserve conversion, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act , Article 26-1 and Article 43-6 of Securities and Exchange Act, Article 56-1 and Article 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the meeting agenda with the main contents explained. None of the above matters may be raised by an extraordinary motion.

The shareholders' meeting agenda has specified the full re-election of directors and supervisors as well as the appointment dates. After the re-election is completed during the shareholders' meeting, the same meeting shall not change the appointment dates by any extraordinary motion or other means.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. However, shareholders' proposals urging the Company to promote the public interest or fulfill its social responsibility shall apply to the article 172-1 of the Company Act and the number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals by correspondence or electronic means, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals

that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

Article 5 The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6 This Corporation shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring

identification documents for verification.

This Corporation 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.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

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 is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the Chairmen of the board. When the Chairmen of the board is on leave or for any reason unable to exercise the powers of the Chairmen, the vice Chairmen shall act in place of the Chairmen; if there is no vice Chairmen or the vice Chairmen also is on leave or for any reason unable to exercise the powers of the vice Chairmen, the Chairmen shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the Chairmen does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the Chairmen of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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.

This Corporation may appoint its attorneys, certified public accountants, or

related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8 This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 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 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and announce the number of non-voting rights and attending shareholders. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair 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 the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

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, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

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 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors, and the relevant proposals

(including extraordinary motions and amendments to the original motion) shall be determined on a case-to-case basis. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and arrange adequate time call for a vote.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content 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 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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 an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12 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 this Corporation, 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 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting: When this Corporation holds a shareholder 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 will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means 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.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair 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.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. 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 made of the vote.

Article 14 The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected and unelected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 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 conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results ; and the number of votes for each candidate shall be disclosed if there is a director or supervisor election. The meeting minutes shall be retained for the duration of the existence of this Corporation.

Article 16 On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

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

Article 17 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 public address equipment set up by this Corporation, 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 18 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.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

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 19 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

Article 20 The 1st amendment was made on 22 May 2020.

The 2nd amendment was made on 28 May 2021.

【Appendix 3】

Topco Technologies Corporation

Procedures for Acquisition and Disposal of Assets (Before Amendment)

Article 1 These Regulations are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act

Article 2 Public companies shall handle the acquisition or disposal of assets in compliance with these Regulations.

Article 3 The term "assets" as used in these Regulations includes the following:

- A. 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.
- B. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
- C. Memberships.
- D. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- E. Right-of-use assets.
- F. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- G. Derivatives.
- H. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- I. Other major assets.

Article 4 Terms used in these Regulations are defined as follows:

- A. Derivatives: 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.
- B. 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, 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.

- C. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- D. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
- E. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
- F. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.

Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction.

- A. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
- B. May not be a related party or de facto related party of any party to the transaction.

- C. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other. When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:
 - A. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
 - B. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
 - C. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
 - D. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

Article 5-1 Investment quota for non-business real estate and marketable securities
Credit lines of those assets described above for our corporation and its subsidiaries are detailed as below:

1. Total credit line for non-business real estate is subject to the upper limitation by 20% of the net worth.
2. Total credit line for any long-term or short-term securities investment is subject to the upper limitation by 100% of the net worth.
3. Total credit line for any marketable securities investment of our corporation is subject to the upper limitation by 30% of the net worth, as well as the same measure for our subsidiaries.

Article 6 The company established this procedures in accordance with the provisions of these Regulations. After the procedures have been approved by the board of directors, they shall be submitted to each supervisor, and then to a shareholders' meeting for approval; the same applies when the procedures are amended. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each supervisor.

Where the position of independent director has been created in accordance

with the provisions of the Act, when the procedures for the acquisition and 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.

Article 7 The Company shall specify the following items in its procedures for the acquisition or disposal of assets, and handle the acquisition or disposal matters in compliance with the procedures:

- A. The scope of assets.
- B. Appraisal procedures: Shall include the means of price determination and supporting reference materials.
- C. Operating procedures: Shall include the degree of authority delegated, the levels to which authority is delegated, the units responsible for implementation, and transaction process.
- D. Public announcement and regulatory filing procedures.
- E. Total amounts of real property and right-of-use assets thereof or securities acquired by the company and each subsidiary for business use, and limits on individual securities.
- F. Control procedures for the acquisition and disposal of assets by subsidiaries.
- G. Penalties for personnel violating these Regulations or the procedures for the acquisition or disposal of assets.
- H. Other important matters.

The company that engages in any related party transaction, engages in derivatives trading, or conducts a merger, demerger, acquisition, or transfer of shares of enterprises shall, in addition to conducting such matters in compliance with the provisions of the preceding paragraph, shall also establish related procedures in accordance with the provisions of Article 14 to Article 31 of this Chapter.

The subsidiaries shall adopt and implement the procedures for the acquisition or disposal of assets in compliance with these Regulations.

Article 8 With respect to the company's acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each supervisor.

Where the position of independent director has been created in accordance

with the provisions of the Act, when a transaction involving the acquisition or disposal of assets is 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.

Article 9 In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT\$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

- A. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.
- B. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- C. 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 Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - (a) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - (b) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- D. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not

more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 9-1

A. Assessment and operating procedure

- (a) Should there be any real estate acquired or disposed of by our corporation, the case officer should make the document papers for further assessment, and explain the reason for disposal, subject matter, trading counterpart, transfer pricing, collection/payment term, reference price, etc.
- (b) Any related work due to the acquisition or disposal of fixed assets of our corporation will comply with the concerning regulations of “Fixed Asset Circulation” in our internal control system.

B. Affirmative procedure of the trade terms and authorized credit line

- (a) Any acquisition or disposal of the real estate should refer to the assessed present value, assessed valuation, actual transaction price of the adjacent real estate, etc. An analysis report will be submitted to the chairman via the competent authority. If there is any circumstance that the sum of money does not comply with the announcement and standard of declaration of this procedure or the transaction amount is less than NTD 50 million (excluding 50 million), it is suggested that the authority should submit to the chairman for approval and report this matter in the board meeting. On the other hand, if there is any circumstance where the sum of money complies with the announcement and standard of declaration of this procedure or the transaction amount is over NTD 50 million, it is suggested that the authority has to wait until the board meeting approves it.
- (b) Any acquisition or disposal of other fixed assets should be implemented by either a price inquiry, comparison, bargain or 60 bid. Any circumstance where the sum of money is less than NTD 5 million should be approved by the CEO, whilst when the sum of money is over NTD 5 million should be approved by the chairman.

C. Executive unit

The user department and concerning competent authority should work together after the level of authority approved under any circumstance of the acquisition or disposal of real estate or other fixed assets by our corporation.

Article 10 The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or

more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

Article 10-1

A. Assessment and operating procedure

Our corporation complies with the “Long-term/Short-term Investment Management Procedure” to trade the long-term/short-term marketable securities.

B. Affirmative procedure of the trade terms and authorized credit line

(a) Trade of marketable securities in the stock exchange market or securities market should be analyzed and assessed further according to the current market price by the concerned competent authority. Should there be any circumstances of incompatible amounts of money with the announcement and the standards of declaration of this procedure by any long-term/short-term investment, or the single transaction amount is less than NTD 120 million, a suggestion is made that it should be approved by the chairman and reported in the latest board meeting, as well as the unrealized gain of marketable securities or financial loss analyses. On the other hand, if the amount of money complies with the announcement and standards of declaration of this procedure, or the single transaction amount is over NTD 120 million, a suggestion is made that the transaction will not be carried out until the board approves it.

(b) Trades that have been transacted beside the stock exchange market or securities market should refer to the recent audit certificates or financial statements via the accountant of the target company as the assessment of the transaction price. Considering the net asset value of each share, profitability and future potential, a suggestion is made that under any circumstances of the incompatible amounts of money with the announcement and standards of declaration of this procedure by any long-term/short-term investment, or the single transaction amount is less than NTD 50 million, it is not to be executed until the chairman approves it, and later it should be reported at the latest board meeting. On the other hand, if the amount of money complies with the announcement and standards of declaration of this procedure, or the single transaction amount is over NTD 50 million, a suggestion is made that the

transaction will not be carried out until the board approves it.

C. Executive unit

Our corporation will implement the transaction after the level of authority is approved, and will trade the long-term/short-term marketable securities by the concerned competent authority.

Article 11 Where a public company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

Article 11-1

A. Affirmative procedure of the trade terms and authorized credit line

Any acquisition or disposal of the member cards or intangible assets subject to the amount of money less than NTD 5 million should be approved by the CEO; NTD 5 million to 10 million should be approved by the chairman, and by the board when above NTD 10 million.

B. Executive unit

The user department and concerned competent authority should work together after the level of authority approved under any circumstances of the acquisition or disposal of member cards or intangible assets by our corporation.

Article 12 The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 31, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 13 The company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 14 When the company 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, if the transaction amount reaches 10 percent or more of the company's total assets, the company

shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 11-1 herein.

When judging whether a trading counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 15 When the company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:

- A. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
- B. The reason for choosing the related party as a trading counterparty.
- C. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.
- D. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.
- E. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
- F. An appraisal report from a professional appraiser or a CPA's opinion.
- G. Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 30, paragraph 2 herein, 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 approved by the board of directors and recognized by the supervisors need not be counted toward the transaction

amount.

With respect to the types of transactions listed below, when to be conducted between the company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within NTD 50 million and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

- (a) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
 - (b) Acquisition or disposal of real property right-of-use assets held for business use.
- Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, 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.

Article 16 The company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:

- A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "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.
- B. 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 been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

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 the preceding paragraph.

The that acquires real property from a related party and appraises the cost of the real property in accordance with paragraph 1 and paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.

Where the company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

- A. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
- B. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
- C. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
- D. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 17 When the results of a public company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 18. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

- A. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (a) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of 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.
 - (b) Completed transactions by unrelated parties within the preceding 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 after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

- B. 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 neighboring 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 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 18 Where a public company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the article 15 and 16 are uniformly lower than the transaction price, the following steps shall be taken:

- A. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.
- B. Supervisors shall comply with Article 218 of the Company Act.
- C. Actions taken pursuant to subparagraph 1 and subparagraph 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company that has 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 FSC has given its consent.

The Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.

Article 19 The companies engaging in derivatives trading shall pay strict attention to control of

the following important risk management and auditing matters, and incorporate them into their Procedures:

A. Transaction principles and policy

(a) ˆ Categories of transaction

1. The company engaging in derivatives trading that is forward contracts, options contracts, futures contract, and swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests.

2. Anything concerning the bond margin trading should follow the relational regulations of this procedure. Bond transactions with repurchase agreement do not apply to this procedure.

(b) ˆ Management(Hedging) Strategy

Any financial derivative transactions by our corporation should aim at hedging, and the trading merchandise should be mainly used for the purpose of risk aversion due to the corporation business. Carried currency should comply with the foreign currency used in actual import/export transactions by our corporation, and follow the principles of self-flattening for the internal position of the corporation (hereinafter referred to as the income/expense of foreign currency), in order to lower the exchange rate risk of our corporation on the whole and save the cost of foreign exchange transactions.

Should there be any other purposes, a discreet assessment must be performed and be reported to the board for the approval to deal with it.

(c) ˆ Division of authority and responsibility

1.Financial Department

(1).Trader

a. Responsible for the strategy making financial merchandise transactions for the whole corporation.

b. Trader should calculate the position every Tuesday and collect the market information in order to perform the tendency judgment and risk assessment. Also the trader should make the operating strategy and follow it as the transaction basis after the level of authority approves it.

c. Trading subject to the authority limits and established strategy.

d. If under any circumstances the trader finds that the established strategy has no longer been applicable due to huge variations of the financial market, the trader will report the appraisals and remake the strategy. The new one will be the trading basis after the competent authority assigned by the board approves it.

(2).Accountant

a. Confirm the transacted order.

b. Verify whether or not the order is processed according to the authority limits and established strategy.

c. Perform appraisals every month, and the results will be submitted to the competent authority assigned by the board.

d. Accounting transaction processing.

e. Carry out the declaration and announcement in accordance with the related regulations of the Financial Supervisory Commission.

(3). Settlement Officer: Trade Settlement.

(4). Derivatives level of authorities

a. Any financial derivative subject to a hedging transaction whose amount is under USD 2 million will not be transacted until the competent authority assigned by the board approves it. On the other hand, each transaction whose amount is over USD 2 million will need the approval from the board to perform.

b. Any financial derivative subject to other particular purposes will need the approval from the board to perform.

2. Audit department

Manage to understand the appropriateness of internal control among those financial derivative transactions and to audit whether or not the transactions department follows this procedure. Moreover, make the audit report following the analysis results of the trading cycle and report to the board whenever there is a material weakness.

3. Performance of evaluation

(1). Derivatives transaction

a. Use as the basis for performance assessment toward the cost of the exchange rate by the book value of our corporation and the income statement by any financial derivative transactions.

b. In order to better understand and express the risk by transaction appraisals, our corporation evaluates the income statement every month.

c. The finance department should provide the position appraisals of foreign exchange and its marketing trends as well as analyses to the management as the reference and basis for instruction.

(2). Particular purpose transaction

Accountant will compare with the actual profit and loss as the basis of performance assessment, and make the position report periodically to the management as the reference and basis for instruction.

4. Rules of contract amounts and maximum loss

(1) Contract amounts

a. Transaction limit of Hedging

Finance department should well understand the financial position of the whole corporation in order to avoid transaction risks. Transaction limit of hedging is subject to be less than two-thirds of the total net worth position of the corporation. Any circumstances where the transaction amounts are over two-thirds of the position, it

should be approved via the board.

b. Special purpose transactions

Finance department will make the necessary strategy based on the expectations of market variation, and each transaction limit is subject to be less than 10% of the net worth of the corporation.

(2) Maximum loss

a. Main purpose of the hedging transaction is to avoid the risks, therefore the maximum loss is subject to be less than 20% of the transaction amounts by summary or single contract.

b. Whenever a transaction due to a particular purpose is processed, a stop-loss point should be established to prevent over loss once the concerning position is built.

Founding of a stop-loss point is subject to be less than 20% of the transaction amount. Should there be any circumstances where the financial loss is over 10% of the transaction amount, it is suggested to report to the CEO and chairman immediately and submit it to the board for consulting the countermeasure.

c. A transaction loss due to a single contract of a particular purpose is subject to be less than USD 100 thousand or 20% of the transaction amount. (select the lower one)

d. Annual maximum loss of transaction for a particular purpose by our corporation is subject to be less than USD 300 thousand.

Article 20 The company engaging in derivatives trading shall adopt the following risk management measures:

A. Credit risk management

Because the market varies for all kinds of reasons that make the financial derivative transactions more risky, we follow the principles of market risk management as listed as below:

(a) Trading partner: famous domestic or foreign financial institutions.

(b) Trading merchandise: only the merchandise provided via the famous domestic or foreign financial institutions.

(c) Trading amount: due to the transaction amount which has not been yet charged-off by the same trading partner, the authorized amount in total is subject to be less than 50%, excluding what the chairman approves.

B. Market risk management

Mainly the open foreign exchange market provides by the banks

C. Liquidity risk management

To ensure the market liquidity, a higher liquidity (i.e. able to flatten in the market anytime) is preferable when choosing trading merchandise. Financial institutions trusted to transact must grasp the adequate information and have the capability to carry out any transaction in the market anytime.

D. Cash flow risk management

To ensure the stability of the working capital of the corporation, we only run our own funds on investing the financial derivatives, and the transaction amount will be limited by the income expectations for capital requirements in the next three months.

E. Operational risk management

- (a) Precisely follow the relational rules of corporation authorization limit, procedure and internal audit to prevent the risk.
- (b) Traders who conduct confirmation, settlement or other works in financial derivative transactions are not able to be concurrent.
- (c) Personnel who is responsible for evaluation, supervision and control of risk should belong to the separate departments with those who are responsible for down payment. Each of them should report to the board of directors who need not be obliged to the transaction nor position policies.
- (d) Owned position by financial derivative transactions should be reviewed once a week. Only the hedging transaction subject to business requirements should be assessed twice a month, and the related reports should be submitted to the directors assigned via the board.

F. Financial risk management

Internal trading personnel should possess fully and correctly the professional knowledge toward the trading merchandise, and ask for a risk disclosure from the banks to avoid high-risk products.

G. Legal risk management

Any contract co-signed with any financial institution should be reviewed by the professional personnel assigned via the foreign exchange or related legal affairs advisor in order to prevent the legal risks.

Article 21 Where the company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:

- A. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk with the following principles :
 - (a) Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with these Regulations and the procedures for engaging in derivatives trading formulated by the company. And if there is any abnormal conclusion about the appraisals of tolerable risk or market price (such as that the owned position is already over the maximum loss), a suggestion is made to report to the board and make the countermeasures immediately.

- (b) When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion.
- B. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
- C. 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.

Article 22 The company accords with the procedure about the acquisition or disposal of the financial derivative to make the rules for the internal audit system and periodic assessment measure:

A. Internal audit system

- (a) Internal audit personnel should periodically verify the appropriateness of internal controls by the financial derivative transaction, and check whether or not the transactions department follows this procedure to transact financial derivatives. Furthermore, the audit personnel should analyze the trading cycle and generate the audit report, and inform the supervisor and independent directors in paper once there is any major violation to be found.
- (b) Internal audit personnel should submit the audit report along with the annual internal audit works to the competent authority before the next February. Besides, the audit personnel have to report the improvement concerning abnormal items to the competent authority before the end of next May at the latest.
- B. 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 the relevant articles shall be recorded in detail in the log book

Article 23 The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors 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 board of directors for deliberation and passage. But any subsidiary whose issued stock or total capital has been merged by our corporation directly or indirectly, or any subsidiary whose issued stock or total capital has been merged by other subsidiary directly or indirectly, will be free of the reasonable comments by the experts described as above.

Article 24 The company participating in a merger, demerger, acquisition, or transfer of shares 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 of the preceding 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 a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal 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.

Article 25 The company participating in a merger, demerger, or acquisition shall convene a board of directors meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, shall prepare a full written record of the following information and retain it for 5 years for reference:

- A. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
- B. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
- C. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days commencing immediately from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1

and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of paragraphs.

Article 26 Every person participating in or privy to the plan for merger, demerger, 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, demerger, acquisition, or transfer of shares.

Article 27 The companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

- A. 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.
- B. An action, such as a disposal of major assets, that affects the company's financial operations.
- C. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- D. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
- E. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
- F. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 28 The contract for participation by the company 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:

- A. Handling of breach of contract.
- B. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or

that is demerged.

- C. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
- D. The manner of handling changes in the number of participating entities or companies.
- E. Preliminary progress schedule for plan execution, and anticipated completion date.
- F. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 29 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 a participating company's shareholders meeting 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.

Article 30 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 provisions of Article 25, Article 26, and the preceding article.

Article 31 Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

- A. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- B. Merger, demerger, acquisition, or transfer of shares.
- C. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contract set out in the procedures adopted by the company.

- D. Under any circumstances where the asset acquired or disposed is the equipment for business, and the trading partner is not the stakeholder, as well as the transaction amount complies with the regulations as listed below :
- (a) Actual amount of the capital received by our corporation is less than NTD 10 billion, and the transaction amount is over NTD 500 million.
 - (b) Actual amount of the capital received by our corporation is over NTD 10 billion, and the transaction amount is over NTD 500 million.
- E. Where the type of asset acquired or disposed is equipment/machinery for business use, the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.
- F. Acquisition or disposal by a public company in the construction business of real property for construction use, where the trading counterparty is not a related party, and the transaction amount is less than NT\$500 million.

The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

When the company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.

Article 32 Where any of the following circumstances occurs with respect to a transaction that a public company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

- A. Change, termination, or rescission of a contract signed in regard to the original transaction.
- B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
- C. Change to the originally publicly announced and reported information.

Article 33 Information required to be publicly announcing and reporting in accordance with the

provisions of preceding paragraph on acquisitions and disposals of assets by a subsidiary of a public company that is not itself a public company in Taiwan shall be reported by the parent company.

The paid-in capital or total assets of the company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement.

Article 34 Should there be any insufficiency of this procedure, please comply with the concerning legislation.

Article 34-1 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 Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted.

Article 35 The Procedures is latest amended at May 31, 2022.

【Appendix 4】

Topco Technologies Corporation Procedures for Governing Loaning of Funds (Before Amendment)

Article 1 Purpose

These Regulations are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act

Article 2 Entities and Evaluation standards for loaning funds to others

The company shall not loan funds to any of its shareholders or any other person except under the following circumstances:

- A. The business relations between the Company and other parties means the purchases or sales behaviors
- B. When financing facility is necessary, provided that such financing amount shall not exceed 40 percent of the lender's net worth.

The term "short-term" as used in the preceding paragraph means one year, or where the company's operating cycle exceeds one year, one operating cycle.

The term "financing amount" means the cumulative balance of the public company's short-term financing.

The restriction in paragraph 1, subparagraph 2 shall not apply to inter-company loans of funds between overseas companies in which the company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the company by any overseas company in which the company holds, directly or indirectly, 100% of the voting shares. The company financing amount shall not exceed 40 percent of the net worth and to a single borrower shall not exceed 10 percent of the net worth and not exceed 10 years durations.

When a responsible person of a company violates paragraph 1 or the proviso of the preceding paragraph, the responsible person shall bear joint and several liability with the borrower for repayment; if the company suffers damage, the responsible person also shall be liable for damages.

Article 3 The aggregate amount of loans and the maximum amount permitted to a single borrower.

- A. The financing amount shall not exceed 40 percent of the company net

worth.

- B. Where funds are loaned for reasons of business dealings, the amount of a loan shall not exceed the amount of trading between the two companies. The trading amount means the higher amount of sales/ purchasing amount.
- C. The aggregate financing amount permitted to a single borrower shall not exceed 20 percent of the company net worth and to the subsidiaries shall not exceed 40 percent of the company net worth. The financing amount permitted to a single borrower shall not exceed 3 percent of the company net worth and to a single subsidiary shall not exceed 40 percent of the company net worth.

Article 4 Term for loans of funds and the method of calculating interest rate

- A. The term of each loan shall not exceed one year. The Company may extend the term of loan as may be required due to special circumstances and subject to the approval of the Board of Directors.
- B. The loan interest shall be negotiated by both sides. The interest rate of the loan shall not be lower than the company's borrowing interest plus 0.5% from financial institutions and paid on monthly basis.

Article 5 Procedures for handling loans of funds

A. Application Procedure

- (1) When the borrower requests for a loan, the borrower shall prepare an application letter; provide basic and financial information; describe the purpose of the loan, the loan period, and the amount; and submit the letter to the Company's accounting department.
- (2) If the loan is for the purpose of business transactions, the manager of the Company's accounting department shall evaluate whether or not the amount of the loan is commensurate with the amount of business transactions. If the loan is needed for short-term financing, enumerate the reasons and circumstances of the loan and funds, conduct a credit investigation, report the relevant information and proposed loan conditions to the management supervisor and then submit the case to the board of directors for resolution.
- (3) The lending of funds between the Company and its parent company or subsidiary, or among the Company's subsidiaries shall be subject to a board resolution in accordance with the

preceding paragraph in order to authorize the chairman to lend the funds in installments or revolved for the same loan subject within a certain amount determined by the board of directors and within a period of not exceeding one year. Except for foreign companies that directly and indirectly hold 100% of the voting shares, the “certain amount” in the mentioned above refers to the loan amount authorized by the Company or a subsidiary to a single enterprise which shall not exceed 10% of the company's most recent net financial statements.

- (4) If an independent director expresses any dissent or reservation, it shall be noted in the minutes of the board of directors meeting.

B. Credit Investigation

- (1) For first-time borrowers, the borrower shall provide basic and financial information in order to facilitate the credit investigation work.
- (2) For continuing borrowers, a new credit investigation shall be conducted, in principle, during a renewal proposal. In case of a major or emergency event, handle the matter at any time according to the actual needs.
- (3) If the borrower is in good financial condition and its annual financial statements are certified by a CPA, an investigation report less than one year old may continue to be used and the CPA certification report for the same period shall serve as a reference for the loan.
- (4) When the Company conducts a credit investigation on a borrower, it shall also evaluate the impact of capital lending on the Company's operating risks, financial position, and shareholders' equity.

C. Loan Approval and Notification

- (1) If the board of directors resolution has rejected the loan after the credit investigation and evaluation, the undertaker shall notify the cause of rejection to the borrower as soon as possible.
- (2) If the board of directors resolution has approved the loan, the undertaker shall notify the borrower as soon as possible and detail the Company's loan conditions such as amount, term, interest rate, collateral, and guarantor; and request the borrower to complete the contract signing procedures with the deadline.

D. Contract Signing Certification

- (1) The undertaker shall formulate the terms of the contract in a loan case and then submit the terms to the supervisor and the legal consultant for review and approval before handling the contract signing procedures.
- (2) The contents of the contract shall be consistent with the loan conditions approved. After the borrower and the joint guarantor have signed and sealed the contract, the undertaker shall complete the certification procedures.

E. Valuation and Entitlement of Collateral

- (1) If the borrower provides collateral as part of the loan conditions and completes the procedures for establishing a pledge or mortgage, the company shall also evaluate the value of the collateral to ensure its creditor's rights.
- (2) To guarantee that the borrower does repay the loan within the agreed period, the Company shall require the borrower to provide a promissory note issued by the Company according to the actual situation in the amount of the total loan with an unexpired date, the Company as the payee, a waiver of protest, and the reminder period of one year to the Company. The promissory note shall be returned to the borrower after the loan is settled.

F. Insurance

- (1) Except for lands and securities, fire and other relevant insurance coverage shall be purchased for the collateral. In principle, the amount of insurance shall be no less than the collateral pledged, and the Company shall be the beneficiary of the insurance policy. The names, quantities, storage locations, insurance conditions, insurance approvals, etc., of the subject matter contained in the insurance policy shall conform to the Company's original loan approval conditions.
- (2) The undertaker shall pay attention to notify the borrower to renew the insurance before the insurance period expires.

G. Appropriation

- (1) After the loan conditions have been approved and the borrower has signed the contract, complete the collateral pledge (mortgage) setting registration. After all the procedures have been verified, the funds can be appropriated.
- (2) Register the matters in the [Finance and Loan Schedule Form] to control loans and amounts and the same shall apply to repayments.

Article 6 Subsequent measures for control and management of loans, and procedures for handling delinquent creditor's rights

- A. The person in charge should prepare the memorandum book of the loans by the 10th day of each month.
- B. After appropriating the fund, financial department shall examine the financial status, business status and related credit status of the Borrower and guarantor, and if there is any collateral provided, financial department should pay attention to the alteration of its secured value. If there is significant violation, the personnel shall inform the Chairman of Board of Directors and handle the matters under his instructions.
- C. When reimbursing the loan on due date or before the due date, the Borrower should calculate the interest rate in advance and reimburse the loan with principal. Then, the Company may return the promissory note with cancellation of the loan of funds or eliminate the collateral registration.
- D. Borrower should reimburse the principal and the interest when the due date comes. If failing to reimburse at the due date, the borrower should make a request before 2 months of the due date and should inform to the Board to approve extending the terms and the term shall not exceed 6 months. The Company may dispose the collateral directly and redeem it for the Company's loss.
- E. If any event causes non-conformity of Borrower's qualification and the loan amount with the Procedure, the Company shall enact the revised plan, send it to the Supervisors and rectify it accordingly.

Article 7 Registration and Saving

- A. The company shall prepare a memorandum book for its fund-loaning activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated.
- B. The company's internal auditors shall audit the Operational Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all the supervisors in writing of any material violation found.
- C. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made does not meet the requirements of these Regulations or the loan balance exceeds the limit, the company shall

adopt rectification plans and submit the rectification plans to all the supervisors, and shall complete the rectification according to the timeframe set out in the plan.

Article 8 Procedures for controlling and managing loans of funds to others by subsidiaries

- A. The Company shall cause a subsidiary that wishes to make loans to a third party to adopt their own lending procedures pursuant to the Procedures, and follow such procedures in making loans to a third party. The net worth shall basis on the subsidiary's net worth.
- B. The subsidiary should prepare the memorandum book of the loans by the 10th day of each month to the Company.
- C. The Company's internal auditor shall audit the Operational Procedures for Loaning Funds to Others and the implementation of subsidiaries there of no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all the supervisors in writing of any material violation found.
- D. When the Company's internal auditor follow the annual audit plan to audit Operational Procedures for Loaning Funds to Others and the implementation of subsidiaries They shall promptly make rectification the management in writing of any material violation found.

Subsidiary as referred to in these Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Where a public company's financial reports are prepared according to the International Financial Reporting Standards, "net worth" in these Regulations means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 9 Announcement and reporting procedures

- A. The company shall announce and report the previous month's loan balances of its head office and subsidiaries by the 10th day of each month.
- B. The company whose loans of funds reach one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence:
 - (1) The aggregate balance of loans to others by the company and its subsidiaries reaches 20 percent or more of the company's net worth as stated in its latest financial statement.

- (2) The balance of loans by the company and its subsidiaries to a single enterprise reaches 10 percent or more of the company's net worth as stated in its latest financial statement.
 - (3) The amount of new loans of funds by the company or its subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the company's net worth as stated in its latest financial statement.
- C. The company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 3 of the preceding paragraph.
- D. A company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts, and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.

The term "announce and report" as used in these Regulations means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC).

"Date of occurrence" in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the loan of funds or endorsement/guarantee, whichever date is earlier.

Article 10 Punishment

When the Company's employees and personnel violate the Procedure, they will be punished according to the "Personnel Administration Regulation" and the related regulations.

Article 11 Adoption and amendment

After passage by the board of directors, submit the Procedures to each supervisor and submit them for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to each supervisor and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures.

The company has appointed independent directors, when it submits its Operational Procedures for Loaning Funds to Others for discussion by the board of directors under the preceding paragraph, the board of directors shall take into full consideration each independent director's opinion. If an

independent director expresses any dissent or reservation, it shall be noted in the minutes of the board of directors meeting.

Article 12 Adoption and amendment

The company has appointed independent directors, when there is any matter of which it is required to notify the supervisors under Article 7, paragraph 2 or Article 8, paragraph 3, it shall at the same time also give written notice to the independent directors. When it submits a rectification plan to the supervisors under Article 7, paragraph 3, it shall at the same time also submit the rectification plan to the independent directors.

Article 13 Date Amendment

The amendment was made on May 31, 2019.

【Appendix 5】

Topco Technologies Corporation Procedures for Endorsements and Guarantees (Before Amendment)

Article 1 Purpose

For enhance the management and the procedures for endorsements/guarantees, the company instructs the regulation by the Financial Supervisory Commission in compliance with these Regulations and it shall comply with the Procedures when making endorsements/guarantees.

Article 2 Scope of Endorsement and/or Guarantee

The term “endorsement and/or guarantee” used in the Procedure is defined as follows:

- A. Financial endorsement and/or guarantee, including:
 - (1) Bill discount financing.
 - (2) Endorsement or guarantee made to meet the financing needs of another company.
 - (3) Issuing negotiable instruments for the purpose of providing guarantee to obtain finance for its own businesses to an entity other than the financial institutions.
- B. Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the company itself or another company with respect to customs duty matters.
- C. Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.

Any creation by a public company of a pledge or mortgage on its chattel or real property as security for the loans of another company shall also comply with these Regulations.

Article 3 Applicability

The Company may provide endorsement and or guarantee for the following companies

- A. The companies with which it has business relations.
- B. Subsidiaries in which the Company directly and indirectly holds more than 50% of its total outstanding common shares.

- C. The Company and its subsidiaries on a consolidated basis hold more than 50% of its total outstanding common shares.
- D. For companies that are jointly invested by the Company or through its subsidiary, and all shareholders of such companies make endorsements and/or guarantees in proportion to their respective shareholding. The above said shareholding means the Company makes direct shareholding or through a company in which it holds 100% of its total outstanding common shares.

Where the company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or for joint builders for purposes of undertaking a construction project, or where all capital contributing shareholders make endorsements/ guarantees for their jointly invested company in proportion to their shareholding percentages, or where companies in the same industry provide among themselves joint and several security for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other, such endorsements/guarantees may be made free of the restriction of the preceding two paragraphs.

Capital contribution referred to in the preceding paragraph shall mean capital contribution directly by the company, or through a company in which the company holds 100% of the voting shares.

"Subsidiary" and "parent company" as referred to in these Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Where a public company's financial reports are prepared according to the International Financial Reporting Standards, "net worth" in these Regulations means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 4 Limits on Endorsements and/or Guarantees

- A. The limits of the Company and its subsidiaries' endorsements/guarantees shall not exceed (not including) 50% of the Company net worth.
- B. The limits of the Company and its subsidiaries' endorsements/guarantees to any single enterprise shall not exceed 20% of the Company net worth and shall not exceed 30% of the Company who is endorsements/guarantees. In the event the Company endorsements/guarantees to other parties by reason of business relations, the aggregate amount of the endorsements/guarantees shall not exceed

the net worth of total trading amount between the two companies in the most recent year. The net worth of total trading amount between two companies hereby means the total purchases or sales whichever is higher.

Article 5 Decision Making and Authorization

- A. When the Company applies for an endorsement guarantee, it must first pass the board of directors' resolution, and report the handling status and related matters to the shareholders meeting for reference.
- B. To meet the time requirements, the board of directors may authorize the chairman to make decisions for amounts within NT\$30 million and then submit the cases to the next board of directors' meeting for follow-up recognition. The status of the transaction shall be reported to the next annual shareholders' meeting for reference.
- C. Before making any endorsement/guarantee pursuant to Article 5, paragraph 2, a subsidiary in which the company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsement/guarantee to the public company's board of directors for a resolution, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the public company holds, directly or indirectly, 100% of the voting shares.
- D. Where a public company has appointed independent directors, when it makes endorsements/guarantees for others, it shall take into full consideration each independent director's opinions; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board of directors' meeting.
- E. Where a the company needs to exceed the limits set out in the Operational Procedures for Endorsements/Guarantees to satisfy its business requirements, and where the conditions set out in the Operational Procedures for Endorsements/Guarantees are complied with, it shall obtain approval from the board of directors and half or more of the directors shall act as joint guarantors for any loss that may be caused to the company by the excess endorsement/guarantee. It shall also amend the Operational Procedures for Endorsements/Guarantees accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the shareholders' meeting does not give consent, the company shall adopt a plan to discharge the amount in excess within a given time limit.

Article 6 Procedures for Processing Endorsements and/or Guarantees

- A. When applying for an endorsement guarantee, the financial unit shall specify the name, guarantee items committed, risk assessment results, endorsement guarantee amount, content of collateral obtained, conditions and dates for lifting endorsement guarantee obligations, and other endorsement guarantee and cancellation related matters of the endorsement guarantee application company and check if the qualifications and quotas meet the requirements of this operating procedure item by item. After the credit investigation has been completed, submit the case to the chairman for approval and to the board of directors for resolution, and then stamp the Company seal. The finance department shall detail the preceding matters in a reference book and archive the related documents for reference.
- B. Detailed review procedures, including:
 - (1) The necessity of and reasonableness of endorsements/guarantees.
 - (2) In the event the Company endorsements/guarantees to other parties by reason of business relations, the aggregate amount of the endorsements/guarantees shall not exceed the net worth of total trading amount between the two companies in the most recent year.
 - (3) The impact on the company's business operations, financial condition, and shareholders' equity.
 - (4) Whether collateral must be obtained and appraisal of the value thereof.
- C. The financial department shall gather and analyze the operating information of the endorsements/guarantees for reference of the Boards.
- D. The Company's endorsement guarantee undertaker shall consolidate the relevant information and evaluate the results of the preceding paragraph. If the accumulated balance of the endorsement guarantee at the time has not exceeded the stipulated quota, submit the case to the chairman for a decision and then to the next board of directors' meeting for follow-up recognition. If the accumulated balance of the endorsement guarantee has exceeded the stipulated quota, the matter shall be handled in accordance with Article 5, Paragraph 4.
- E. The company shall prepare a memorandum book for its endorsement/guarantee activities and record in detail the following information for the record: the entity for which the endorsement/guarantee is made, the amount, the date of passage by the board of directors or of authorization by the chairman of the board, the date the endorsement/guarantee is made.
- F. When the endorsement guarantee company repays, the repayment

information shall be provided to the Company in order to release the Company's guarantee responsibility and the matter shall be posted on the endorsement guarantee record book.

- G. Prior to the end of the endorsement guarantee date, the finance department shall actively notify the endorsed guarantor to recover the guarantee notes retained by the bank or creditor institution and cancel the relevant deed of guarantee.
- H. The financial unit shall evaluate and acknowledge the contingent loss of the endorsement guarantee, properly disclose the endorsement guarantee information in the financial report, and provide the relevant information to the auditing CPA so the CPA can adopt the necessary verification procedures and issue a proper verification report.

Article 7 Safekeeping of the Corporate Chop and Procedures

- A. The company shall use the corporate chop registered with the Ministry of Economic Affairs as the dedicated chop for endorsements/guarantees. The chop shall be kept in the custody of a designated person approved by the board of directors and may be used to seal or issue negotiable instruments only in prescribed procedures.
- B. After approved endorsement/guarantee procedure by the Board, the financial department shall follow the “chop management procedure” to sign up.
- C. When making a guarantee for an overseas company, the company shall have the Guarantee Agreement signed by chairman authorized by the board of directors.

Article 8

- A. The company's internal auditors shall audit the Operational Procedures for Endorsements/Guarantees for Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all the supervisors in writing of any material violation found.
- B. Where as a result of changes of condition the entity for which an endorsement/guarantee is made no longer meets the requirements of these Regulations, or the amount of endorsement/guarantee exceeds the limit, a public company shall adopt rectification plans and submit the rectification plans to all the supervisors, and shall complete the rectification according to the timeframe set out in the plan.

Article 9 Announcing and reporting procedures.

- A. The company shall announce and report the previous month's balance of

endorsements/guarantees of the company and subsidiaries by the 10th day of each month.

- B. The company whose balance of endorsements/guarantees reaches one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence:
- (1) The aggregate balance of endorsements/guarantees by the company and its subsidiaries reaches 50 percent or more of the public company's net worth as stated in its latest financial statement.
 - (2) The balance of endorsements/guarantees by the company and subsidiaries for a single enterprise reaches 20 percent or more of the public company's net worth as stated in its latest financial statement.
 - (3) The balance of endorsements/guarantees by the public company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements/guarantees carrying value of equity method investment in, such enterprise reaches 30 percent or more of the company's net worth as stated in its latest financial statement.
 - (4) The amount of new endorsements/guarantees made by the company or subsidiaries reaches NT\$30 million or more, and reaches 5 percent or more of the public company's net worth as stated in its latest financial statement.
- C. The public company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 4 of the preceding paragraph.

The term "announce and report" as used in these Regulations means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC). (Market Observation Post System)

"Date of occurrence" in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the endorsement/guarantee, whichever date is earlier.

Article 10 Internal Control Procedure of the Company's Subsidiaries

- A. The Company shall cause a subsidiary that wishes to make endorsement/guarantee to a third party to adopt their own lending procedures pursuant to the Procedures, and follow such procedures in making endorsement/guarantee to a third party. The net worth shall basis on the subsidiary's net worth.

- B. The subsidiaries should prepare the memorandum book of the endorsement/guarantee by the 10th day of each month to the Company.
- C. The company's internal auditors shall audit the Procedures Governing Endorsements and Guarantees and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify all the supervisors in writing of any material violation found.
- D. When the Company's internal auditor follow the annual audit plan to audit Procedures Governing Endorsements and Guarantees and the implementation of subsidiaries They shall promptly make rectification the management in writing of any material violation found.

Article 11 Punishment

When the Company's employees and personnel violate the Procedure, they will be punished according to the "Personnel Administration Regulation" and the related regulations.

Article 12 Adoption and amendment

After passage by the board of directors, submit the Procedures to each supervisor and submit them for approval by the shareholders' meeting; where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to each supervisor and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures.

The company has appointed independent directors, when it submits the Operational Procedures for Endorsements/Guarantees 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 expresses any dissent or reservation, it shall be specifically recorded in the minutes of the board of directors meeting.

Article 13 Adoption and amendment

The company has appointed independent directors, when there is any matter of which it is required to notify the supervisors under Article 8, paragraph 1 or Article 10, paragraph 3, it shall at the same time also give written notice to the independent directors. When it submits a rectification plan to the supervisors under Article 8, paragraph 2, it shall at the same time also submit the rectification plan to the independent directors.

Article 14 Date Amendment

The Regulations is amended at 22 May 2020.

【Appendix 6】

Topco Technologies Corporation

Ethical Corporate Management Best Practice Principles (Before Amendment)

Article 1

These Principles are adopted to assist companies listed on the Taiwan Stock Exchange Corporation (TWSE) and GreTai Securities Market (GTSM) (collectively, "TWSE/GTSM listed companies") to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.

In accordance with these Principles, adopt its own ethical corporate management best practice principles applicable to its business groups and organizations of such the company, which comprise subsidiaries, any foundation to which the company's direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").

Article 2

When engaging in commercial activities, directors, supervisors, managers, employees, and mandataries of the company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.

Article 3

"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4

The company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5

The company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 6

According the preceding principles, the company makes the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, the company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.

In the course of developing the prevention programs, the company are advised to negotiate with staff and important trading counterparties, or other stakeholders.

Article 7

The company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activities within their business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis. It is advisable for the companies to refer to prevailing domestic and foreign standards or guidelines in establishing the prevention programs, which shall at least include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.

6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.

Article 8

The company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The companies and their respective business group shall clearly specify in their rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

The company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.

Article 9

The company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.

Prior to any commercial transactions, the company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.

When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the company may at any time terminate or rescind the contracts.

Article 10

When conducting business, TWSE/GTSM listed companies and their directors, supervisors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 11

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the companies and their directors,

supervisors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.

Article 12

When making or offering donations and sponsorship, the companies and their directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 13

The companies and their directors, supervisors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 14

The company and their directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15

The company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16

In the course of research and development, procurement, manufacture, provision, or sale of products and services, the companies and their directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to

determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.

Article 17

The directors, supervisors, managers, employees, mandataries , and substantial controllers of the company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, the financial department is responsible for avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.

Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18

The company's directors, supervisors, managers, employees, mandataries, and

substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 19

The company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, supervisors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, supervisors, managers, and other stakeholders attending or present at board meetings of the company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The company's directors, supervisors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20

The companies shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of the company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.

Article 21

The companies shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, supervisors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22

The senior management of the company shall communicate the importance of corporate ethics to employees on a regular basis.

The company shall periodically organize training and awareness programs for directors, supervisors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 23

The company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and

standard operating procedures for the investigation of each shall be adopted.

3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the company comes to the awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.

Article 24

The company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the details of the violation, and the actions taken in response.

Article 25

The company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. They shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on their company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

Article 26

The company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, supervisors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 27

The ethical corporate management best practice principles of the company shall be implemented after the board of directors grants the approval, and shall be sent to the supervisors and reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.

When the ethical corporate management best practice principles 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. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Article 28

The Regulations is amended at 22 May 2020.

【Appendix 7】

Topco Technologies Corporation Guidelines for the Adoption of Codes of Ethical Conduct for directors, supervisors, and managerial officers (Before Amendment)

Article 1 Purpose of and basis for adoption

In recognition of the necessity to assist the directors, supervisors, and managerial officers of the company to establish the codes of ethical conduct, and to act in line with ethical standards, and to help interested parties better understand the ethical standards of such companies.

Article 2 Scope of application

The guideline applies to the directors, supervisors, and managerial officers of the Company (including general managers or their equivalents, assistant general managers or their equivalents, deputy assistant general managers or their equivalents, chief financial and chief accounting officers and other persons authorized to manage affairs and sign documents on behalf of a company).

Article 3 Prevent of conflict of interest

A director, supervisor, or managerial officer of the company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in the company to obtain improper benefits for either themselves or their spouse, parents, children, or relatives within the second degree of kinship. The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director, supervisor, or managerial officer works. The company shall establish a policy aimed at preventing conflicts of interest, and shall offer appropriate means for directors, supervisors, and managerial officers to voluntarily explain whether there is any potential conflict between them and the company.

Article 4 Minimizing incentive to pursue personal gain

The company shall prevent its directors, supervisors, or managerial officers from engaging in any of the following activities: (1) Seeking an

opportunity to pursue personal gain by using company property or information or taking advantage of their positions. (2) Obtaining personal gain by using company property or information or taking advantage of their positions. (3) Competing with the company. When the company has an opportunity for profit, it is the responsibility of the directors, supervisors, and managerial officers to maximize the reasonable and proper benefits that can be obtained by the company.

Article 5 Confidentiality

The directors, supervisors, and managerial officers of the company shall be bound by the obligation to maintain the confidentiality of any information regarding the company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.

Article 6 Fair trade

Directors, supervisors, and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

Article 7 Safeguarding and proper use of company assets

All directors, supervisors, and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.

Article 8 Prohibition against insider trading

All directors, supervisors, and managerial officers shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading.

Article 9 Legal compliance

All directors, supervisors, and managerial officers shall strengthen their compliance with the Securities and Exchange Act and other applicable laws, regulations, and bylaws.

Article 10 Whistle-blowing system

The company shall raise awareness of ethics internally and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and make employees aware that the company will use its best efforts to ensure the safety of informants and protect them from reprisals.

Article 11 Disciplinary measures

When a director, supervisor, or managerial officer violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken.

Article 12 Procedures for exemption

The code of ethical conduct adopted by a company must require that any exemption for directors, supervisors, or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of the company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 13 Enforcement and disclosure

A company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, delivered to each supervisor, and submitted to a shareholders meeting and shall disclose the code of ethical conduct it has adopted, and any amendments to it, on its company website, in its annual reports and prospectuses and on the MOPS.

【Appendix 8】

Topco Technologies Corporation

Procedures for Election of Directors and Supervisors (Before Amendment)

Article 1 Purpose

This protocol is made in order to improve the integrity of the election for the board members and supervisors.

Article 2 Scope of application

The company's elections of directors and supervisors shall be conducted in accordance with these Procedures.

Article 3 Procedure

- (1) Election for the board members and supervisors is held in the shareholder meeting.
- (2) Numbers for the board members and supervisors comply with the articles of our corporation.
- (3) Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.
- (4) The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot.
- (5) Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
- (6) The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- (7) If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.
- (8) A ballot is invalid under any of the following circumstances: :
 - A. The ballot was not prepared by the board of directors.

- B. A blank ballot is placed in the ballot box.
 - C. The writing is unclear and indecipherable or has been altered.
 - D. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
 - E. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
 - F. No shareholder account number or identity card number is provided in the ballot to identify such individual.
 - G. Any ballot filled with at least 2 electors.
- (9) Board members and supervisors in our corporation are elected in the shareholders' meeting with those who have a legal capacity. Member quota complies with the articles of our corporation, and the candidates are elected to be the board members or supervisors, respectively, depending on the number of votes they receive. Should there be any circumstances where at least 2 candidates have the same votes yet out of the member quota, it is to be decided through a draw, and the absent one will be represented to take the draw by the chairman in the meeting. Anyone who is elected to be the board member and supervisor at the same time should choose one between these two positions on his own will. Also, if there is any circumstance where the elected board member or supervisor is found to have a discrepancy in his/her personal information or an ineligibility according to the relational regulations, the vacant position will be filled by the candidate whose votes ranked after the original.
- (10) The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors or supervisors and the numbers of votes with which they were elected, shall be announced by the chair on the site.
- (11) Should there be any insufficiency of this procedure, please comply with the concerning articles of our corporation.

【Appendix 9】

Topco Technologies Corporation

Shareholding of Directors and Supervisors

Note 1: The paid-in capital of the Company is NT\$740,610,000 and the number of issued shares is 74,061,000.

Note 2: The legally required shareholdings of all Directors are 5,924,880 shares.

Note 3: The legally required shareholdings of all Supervisors are 592,488 shares.

Note 4: As of the book-close date of the shareholders' meeting (Apr. 2, 2022), the number of shares held by the Directors and Supervisors recorded in the shareholders' register is as follows, which has met the criteria of shareholding percentage as specified in Article 26 of the Securities and Exchange Act.

Note5: According to Article 2 of the "Rules for Verification of the Shareholding Percentage of Directors and Supervisors of Public Offering Companies", if there are two or more independent directors, the shareholding percentage of directors other than independent directors and supervisors shall be reduced to 80%.

Book closure date: Apr. 2, 2022

Position	Name	Shareholding at Book closure date	
		Shares	Shareholding ratio (%)
Chairman	Chen-Cheng Pan	999,041	1.35%
Director	Chun-Chien Wang, Rep. of Topco Development Co., Ltd.	16,631,136	22.46%
Director	Juo-Pei Wang	473,852	0.64%
Director	Tadaki Inoue, Rep. of Shin-Etsu Chemical Co., Ltd.	2,815,296	3.80%
Director	Chun-Ming Weng	1,407,204	1.90%
Director	Sheng-Ho Chang	347,299	0.47%
Director	Ching-Hung Lin	369,073	0.50%
Director	Ching-Hsiung Wen	92,244	0.12%
Independent directors	Ming-Hui Guo	0	0.00%
Independent directors	Meng-Shiou Lee	50,993	0.07%
	Total	23,186,138	31.31%
Supervisors	Chung-Sheng Lin	977,508	1.32%
Supervisors	Chang-Wei Wu	0	0.00%
Supervisors	Tzu-Cheng Chiu, Rep. of De Rong Investment Co., Ltd.	1,653,574	2.23%
	Total	2,631,082	3.55%