



EZconn Corporation

2023 Annual General Shareholders' Meeting Meeting Handbook (Translation)

Notice to readers

This English version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Date: June 06, 2023 (Tuesday)

Location: Chientan Youth Activity Center

No. 16, Sec. 4, Zhongshan N. Rd., Shilin Dist., Taipei
City, Taiwan (R.O.C.)

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EZconn Corporation
Procedures
of
2023 Annual General Shareholders' Meeting

I. Opening Address

II. Chairman Address

III. Reporting Items

IV. Items for Acknowledgment

V. Items for Discussion

VI. Ad Hoc Motion

VII. Adjournment

EZconn Corporation

2023 Annual General Shareholders' Meeting

Meeting time: At 9:00 am, June 06, 2023 (Tuesday)

Meeting venue: Chientan Youth Activity Center (No. 16, Sec. 4, Zhongshan N. Rd., Shilin Dist., Taipei City, Taiwan (R.O.C.))

Meeting Format: In-Person Meeting

- I. Opening Address (report the attending number of shares)
- II. Chairman Address
- III. Reports Items
 - (I) 2022 Business Report.
 - (II) 2022 Audit Committee's Review Report
 - (III) 2022 Surplus Distribution in Cash Dividends Report.
 - (IV) 2022 Employees' and Directors' Remuneration Distribution Report.
 - (V) Report on Treasury Shares.
 - (VI) Amendments to the "Ethical Corporate Management Best Practice Principles."
 - (VII) Amendments to the "Corporate Governance Best Practice Principles."
- IV. Items for Acknowledgment
 - (I) 2022 Business Report, Individual Financial Statement, and Consolidated Financial Statement.
 - (II) 2022 Surplus Distribution.
- V. Items for Discussion and Election
 - (I) Amendments to the "Articles of Association."
 - (II) Amendments to the "Regulations for the Election of Directors."
 - (III) Proposal for a private placement of ordinary shares, preferred shares or a private placement of domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds).
 - (IV) Re-election of Directors.
 - (V) Proposal for the non-competition restriction on new Directors and their representatives.
- VI. Ad Hoc Motion
- VII. Adjournment

Reports Items

(I) 2022 Business Report.

Description: Please refer to pages 14 to 16 (Attachment 1) of the Handbook for the 2022 Business Report.

(II) 2022 Audit Committee's Review Report

Description: Explanation: Please refer to page 17 (Attachment 2) of the Handbook for the 2022 Audit Committee's Review Report.

(III) 2022 Surplus Distribution in Cash Dividends Report.

Description:

1. The Company intended to distribute cash dividends of NT\$139,230,000 (a cash dividend of NT\$2.10 per share) in 2022.
2. For the surplus distribution, the Chairman is authorized to otherwise establish the ex-dividend date and other relevant matters. The cash dividend is rounded to NT\$1, and for the total number of fractional amounts less than NT\$1, numbers after the decimal point will be adjusted in descending order until aligning with the amount of total cash dividends.
3. The surplus distribution is calculated based on 66,300,000 shares in the issue of the Company on the date of passing the resolution by the Board. Subsequently, in case of changes in the share capital of the Company causing impacts on the number of outstanding shares and thereby causing changes in yields of shareholders that require amendments, the Chairman is fully authorized for such matters.

(IV) 2021 Employees' and Directors' Remuneration Distribution Report.

Description:

1. According to Article 24 of the Articles of Association, "If profits are available upon final settlement every year, the Company shall allocate no less than five percent as employee's compensation and no more than five percent as Director's compensation."
2. In 2022, the Company appropriated a net profit before tax of NT\$442,577,721 for the remunerations of employees and Directors; the Company intends to appropriate NT\$30,000,000 and NT\$9,000,000 as employees' remuneration and Directors' remuneration, respectively, fully distributed in cash.
3. The above allocation amount has no difference from the expenses recognized in 2022.

(V) Report on Treasury Shares.

Description: The repurchase of the Company's shares is as follows:

Repurchase tranche	1 st
Repurchase purpose	Transfer shares to employees
Actual repurchase period	From February 3, 2020 to March 20, 2020
Estimated repurchase volume	3,000,000 ordinary shares
Estimated repurchase price range	NT\$27 to NT\$55 per share
Actual category and number of repurchased shares	3,000,000 ordinary shares
Actual amount of repurchased shares	NT\$110,852,705
Average price of repurchase per share	NT\$36.95
Number of shares canceled and transferred	3,000,000 shares
Accumulated number of shares held by the Company	0 ordinary share
Ratio of the accumulated number of shares held by the Company to the number of the total issued shares	0%

(VI) Amendments to the "Ethical Corporate Management Best Practice Principles."

Description:

In accordance with the letters from the competent authority and the Company's requirements, the Company intends to amend partial provisions of the "Ethical Corporate Management Best Practice Principles"; for the comparison table on the amendments, please refer to pages 39 to 40 (Attachment 5) of the Handbook.

(VII) Amendments to the "Corporate Governance Best Practice Principles."

Description.

In accordance with the letters from the competent authority and the Company's requirements, the Company intends to amend partial provisions of the "Corporate Governance Best Practice Principles"; for the comparison table on the amendments, please refer to pages 41 to 66 (Attachment 6) of the Handbook.

Items for Acknowledgment

Case 1 (proposed by the Board)

Cause: 2022 Business Report, Individual Financial Statements and Consolidated Financial Statements.

Description:

1. The 2022 individual financial statements and consolidated financial statements of the Company have been audited by Jeff Chen and Kathy Huang CHUN, CPAs from Deloitte & Touche, and an unqualified opinion report has been issued for the record. After the business report has also been reviewed by the Audit Committee, a written review report has been issued.
2. Please refer to pages 14 to 16 (Attachment 1) and pages 18 to 37 (Attachment 3) of the Handbook for the business report, CPA's auditor's report, and the abovementioned financial statements.
3. It is hereby proposed to shareholders for acknowledgment.

Resolution:

Case 2 (proposed by the Board)

Cause: 2022 surplus distribution.

Description:

1. The net profit after tax of the Company in 2022 was NT\$321,664,752, adding the undistributed surplus at the end of the period of NT\$597,056,846 in 2021, remeasurement of defined benefit plans recognized in retained earnings of NT\$2,457,903, and disposals of equity instrument at fair value through other comprehensive income of NT\$1,014,807, and deducting adjustments to retained earnings for investments accounted for using the equity method of NT\$1,282,916 and legal reserve appropriated during the period of NT\$32,385,455; the total surplus available for distribution was NT\$888,525,937.
2. The 2022 Surplus Distribution Statement was approved by the Board as a resolution and submitted to and reviewed by the Audit Committee; please refer to page 34 (Attachment 4) of the Handbook.
3. It is hereby proposed to shareholders for acknowledgment.

Resolution:

Items for Discussion and Election

Case 1 (proposed by the Board)

Cause: Amendments to the “Articles of Association.”

Description:

1. In accordance with the letters from the competent authority and the Company’s requirements, the Company intends to amend partial provisions of the “Articles of Association.”
2. For the Comparison Table on Amendments to the “Articles of Association,” please refer to pages 67 to 72(Attachment 7) of the Handbook.
3. It is hereby proposed to shareholders for making the decision.

Resolution:

Case 2 (proposed by the Board)

Cause: Amendments to the “Regulations for the Election of Directors.”

Description:

1. With reference to the Sample Template for XXX Co., Ltd. Procedures for Election of Directors issued by the competent authority, the Company intends to amend partial provisions of its “Regulations for the Election of Directors.”
2. For the Comparison Table on Amendments to the “Regulations for the Election of Directors,” please refer to pages 73 to 77 (Attachment 8) of the Handbook.
3. It is hereby proposed to shareholders for making the decision.

Resolution:

Case 3 (proposed by the Board)

Cause: Proposal for the intended private placement of ordinary shares, preferred shares, or private placement of convertible corporate bonds (including secured or unsecured convertible corporate bonds) (Addition of new private placement of securities)

Description:

1. The Board of Directors passed the Proposal for the intended private placement by means of issue of ordinary shares or domestic convertible corporate bonds (including secured or unsecured convertible corporate bonds) on 14 March 2012. To accommodate the future operational needs, it is proposed to initiate new private placement by issuing preferred shares.
2. In response to the intensive competition within the industry and the future development of the Company to improve the operating performances and enrich our working capital, and to grasp the timeliness of fundraising, the Company intends to propose to the shareholders’ meeting to authorize the Board to place no more than 20,000,000 ordinary shares and preferred shares in one to three batches at an appropriate timing by using one or mixed methods subject to the market conditions and in accordance with the actual capital and operating requirements of the Company. According to the requirements under Article 43-6 of the Securities and Exchange Act and the “Directions for Public Companies Conducting Private Placements of Securities,” the descriptions are made as follows.
- 3.. The basis and reasonableness of the private placement pricing:
 - A. Private placement of ordinary shares
For the issuance price per share for the private placement of ordinary shares, the basis for the private placement pricing shall not be lower than 80% of the reference price; the reference price shall be the higher of the price calculation based on the following two standards: (1) the simple average closing price of the ordinary shares for any of either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction; or (2) the simple average closing price of the ordinary shares for

the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

B. Private placement of preferred shares

- a. Generally, the preferred shares shall be issued at a price no less than 80% of the theoretical price.
- b. The theoretical price is calculated using an appropriate pricing model adopted after considering that covers all rights under the conditions of the issue. The model shall take into account and cover all rights included in the conditions of the issue. Rights not covered by the model shall also be excluded from the conditions of the issue.
- c. The conditions of the issue of preferred shares shall be subject to the provisions of the "Articles of Association".

C. Private placement of domestic convertible corporate bonds

- a. Par value of each bond: NT\$100,000 or its multiples.
- b. Issuance period: No more than seven years from the issue date.
- c. Coupon rate: 0%
- d. The issuance price of the private placement of domestic convertible corporate bonds shall be no lower than 80% of the theoretical price. The theoretical price shall be determined in accordance with a calculation based on an appropriate pricing model that is selected in consideration of the various rights under the terms of issuance. The conversion price shall be no lower than the higher of the prices calculated based on the following two basis: (i) The simple average closing price of the ordinary shares for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction; (ii) The simple average closing price of the ordinary shares for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

The Company intends to propose to the shareholders' meeting to authorize the Board to set the actual price of the private placement and the actual price determination date within the scope of the ratio resolved based on the conditions in the market and of the Company and the status of strategic investor selection. The basis for setting the abovementioned price shall comply with relevant requirements under the "Directions for Public Companies Conducting Private Placements of Securities," with considerations given to the restrictions on the transfer counterparties and volume within three years from the delivery date of the private placement of securities as well as the inability to declare the supplementary public offering and listing to the competent authority for less than three years after the delivery; therefore, such basis shall be reasonable.

4. The method for selecting the specific persons:

- (1) The places under the resolution of the private placement shall be specific persons selected according to the requirements under Article 43-6 of the Securities and Exchange Act and Letter (91) Tai-Cai-Zheng-(Yi)-Zi No.0910003455 issued by the initial Securities and Futures Bureau, Ministry of Finance on 13 June 2002, and are limited to strategic investors.
- (2) The method and objectives of selecting the place, the necessity, and the anticipated benefits:
 - (a) The method and objectives of selecting the place: The private funds introduced through the private placement under the resolution may strengthen the Company's capital structure, and the introduction of strategic investors may assist the Company in performing business diversification and effectively improve shareholders' interest. Therefore, the introduction of strategic investors will prioritize measures that help the Company to reinforce its competitive strength or create shareholders' interest.
 - (b) Necessity: To actively create profiting sources and competitive niche, the Company intends to seek appropriate strategic investors to assist the Company in expanding its existing product lines, developing new product

lines, and performing business diversification, and in turn, benefiting the Company's sustainable operation and development; therefore, the private placement under the resolution to introduce strategic investors is necessary.

(c) Anticipated benefits: By introducing strategic investors through the private placement plan, it assists the Company in acquiring long-term stable funds, expanding existing product lines, developing new product lines, and performing business diversification, which will effectively improve shareholders' interest. Therefore, the strategic investors, individuals or corporations, being introduced will prioritize the measures to help the Company reinforce its competitive strength in the hope of assisting the Company in improving its technologies and quality, reducing costs, improving efficiency, expanding the markets, and other benefits through vertical integration, horizontal integration within the industry, or joint R&D of products or markets, or other methods based on their own experiences, technologies, knowledge, or channels, benefitting the improvement in shareholders' interest of the Company.

(d) At present, there is no confirmed strategic investor.

5. Reasons for the necessity of the private placement:

(1) The reason for not adopting public offering:

Considering the timeliness, convenience, for fundraising, issuance costs, feasibility, equity stability, and uncertainties in the capital market, it may be difficult to acquire the capital required successfully within a short period of time if the public offering for the issuance securities is adopted for fundraising; therefore, the Company adopts private placement for the issuance of ordinary shares, preferred shares, or domestic convertible corporate bonds.

(2) Limit of the private placement:

The private placement of ordinary shares and preferred shares shall be performed within the limit of no more than 20,000,000 ordinary shares, and the number of ordinary shares that may be converted from the domestic convertible bonds under the private placement shall be within the scope of the 20,000,000 shares mentioned above, which shall be calculated based on the conversion price at the time of the private placement. For the proposal of the private placement, the Company intends to propose to the shareholders' meeting to authorize the Board to make placements in one to three batches within one year from the date of resolution made by the shareholders' meeting by using one or mixed methods subject to the market conditions or the actual operating requirements of the Company.

(3) Usage of funds from the private placement and benefits anticipated to achieve:

The use of funds for various batches shall enrich our working capital and repay bank borrowings to respond to the changes in the industry and reinforce the business nature and competitiveness of the Company; it is anticipated to improve our financial structure and benefit the steady growth of the Company's operations, rendering positive benefits to shareholders' interest.

6. According to the requirements under the "Directions for Public Companies Conducting Private Placements of Securities," if any material change occurs to the ownership within one year prior to the performance of the private placement as resolved by the Board, or if a material change will be resulting from the introduction of strategic investors due to the performance of the private placement, the Company shall request the underwriter of securities to issue the evaluation opinions for the necessity and rationale of the performance of the private placement.

The material change that occurs to the ownership mentioned above refers to the changes in more than one-third of the Directors; however, this shall not apply to circumstances in which more than half of the Director's seats are under the control of the initial major shareholders before and after the abovementioned change.

7 The rights and obligations for the ordinary shares of the current private placement, the ordinary shares converted from preferred shares, or the ordinary shares converted from domestic convertible corporate bonds shall rank *pari passu* with the those for the issued ordinary shares of the Company; however, relevant transfer restrictions for the

private placement of securities shall be subject to Article 43-8 and relevant laws, regulations, and interpretations of the competent authority. After three years from the delivery date of the securities under the private placement, the Board is authorized to determine whether to apply for the issuance of the consent in terms of the fulfillment of listing standards with TWSE according to relevant requirements subject to the conditions at the time, declare with the competent authority for the supplemented public offering procedures, and apply for listing for trading, subsequently.

8. Except for the pricing ratio of the private placement, the Company intends to propose to the shareholders' meeting to authorize the Board to make adjustments, setting, and arrangements for the major content for the issuance of ordinary shares, preferred shares, or domestic convertible corporate bonds (including secured or unsecured corporate bonds) under the private placement, including the actual issuance price, number of shares issued, issuance conditions, raising amount, the base date for the capital increase, items of the plan, the progress of the capital use, anticipated benefits, and other unaddressed matters, based on the operating requirements of the Company and market conditions; in the future, if any amendment is required due to the instruction for amendments made by the competent authority or the changes in the objective environment, the Company intends to propose to the shareholders' meeting to authorize the Board for processing with its sole discretion.
9. In response to the private placement of ordinary shares, preferred shares, or domestic convertible corporate bonds, the Company intends to propose to the shareholders' meeting to authorize the Chairman of the Company or another designated person to make arrangements for matters related to the private placement plan after the proposal for the private placement is approved.
10. The proposal was approved by the Audit Committee, submitted to the Board for resolution according to the laws, and submitted to the shareholders' meeting for discussion.
11. The proposal is hereby submitted for discussion.

Resolution:

Case 4 (proposed by the Board)

Cause: Re-election of Directors.

Description:

1. The tenure of the current Directors and Independent Directors will expire on June 23, 2023, and a full re-election will be performed at the annual shareholders' meeting. The tenure of the current Directors and Independent Directors shall end upon the completion of the 2023 annual shareholders' meeting.
2. According to requirements under Article 15 of the Articles of Association, seven Directors (including three Independent Directors) shall be elected by adopting the candidate nomination system; the tenure shall be three years from June 6, 2023 to June 5, 2026.
3. The election of Directors is subject to the requirements under Article 192-1 of the Company Act and Article 15 of the Articles of Association, and the candidate nomination system shall be adopted; the list of Director candidates was confirmed by the Board on March 14, 2023, and relevant data is set out as follows:

Category of nominee	Name of nominee	Academic background	Experience	Current position	Number of shares held (unit: share)
Director	Egtran Corporation Representative: Chang, Ying-Hua	Department of Statistics, Hsing Wu College	Chairman and executive vice president, EZconn (Ningbo) Co., Ltd.	President, EZconn Corporation Director, EZconn (Ningbo) Co., Ltd.	3,565,741
Director	SHC Consolidated Investors LLC Representative: Chen, Steve	Doctor of Judicial Science, Harvard Law School	Director, FlipChip International Inc. Director, Spatial Digital Systems Inc. Director, SHC Consolidated Investors LLC Chairman, TriMax & Companies, LLC Director, StemBios Tech	Chairman, EZconn Corporation Chairman, eGtran Corp. Director, Spatial Digital Systems Inc. Managing partner, SHC Consolidated Investors LLC Managing partner, TriMax & Companies, LLC Chairman, Oak Analytics Inc. Director, StemBios Tech Independent director, Sercomm Corp. Independent director, Taishin Life Insurance Co., Ltd.	2,175,812
Director	Transnational Investment Limited Representative: Lan, Chin-Yin	Industrial Technology R&D Master Program of Phonetics, National Taipei University of Technology	Chief of R&D and Engineering Division, EZconn Corporation	Manager of production lines, EZconn Corporation Director, Zhao Heng Investment Co., Ltd. Director, Lian Guan Construction Co. Ltd. Director, AuthenX Inc.	1,562,602
Director	Jia Jiu Investment Co., Ltd. Representative: Pan, Bo-Cang	Dual bachelor's degree in finance and law, Macquarie University, Australia	Vice President of Legal Affairs, EZconn Corporation Assistant vice president, Richcom Asia Limited	Chairman, Teis International Limited Director, Kang Jian Investment Co., Ltd. Director, Xin Chun Investment Co., Ltd. Director, Top Powder Technologies Co., Ltd. Director, Taiwan Union Technology Corporation	840,000
Director	SHIN FONG TRADING CO., LTD.				437,050

Independent Director	Peng, Xie-Ru	EMBA, National Chiao Tung University	CFO, Entire Technology Co., Ltd. Executive vice president, EnFlex Corporation	Independent director, Wafer Works (Shanghai) Co., Ltd. Director, Icometrue Company Limited Independent Director, EZconn Corporation Member of Remuneration Committee, EZconn Corporation Member of Audit Committee, EZconn Corporation	9,683
Independent Director	Ciou, Er-De	Ph.D. in applied physics, California Institute of Technology, the U.S.	Dean, College of Biomedical Science and Engineering, National Yang Ming Chiao Tung University Professor and director of the Institute of Biophotonics Chief, Office of International Affairs	Honorary professor and adjunct professor, National Yang Ming Chiao Tung University Adjunct professor, National Cheng Kung University Adjunct professor, National Taiwan Normal University Independent Director, EZconn Corporation Member of Remuneration Committee, EZconn Corporation Member of Audit Committee, EZconn Corporation	-
Independent Director	Huang, Kui-Wen	EMBA, National Taiwan University	Dean, Office of Business Development, Taipei Medical University President, Taipei Medical University International Biotech Co., Ltd. Chairman, Wisdom Healthcare Consulting Co., Ltd. President, President, Lu Xing Business Co., Ltd.	President, Calgent Biotechnology Co., Ltd. Chairman and president, Symgent Biomedical Inc. Independent Director, EZconn Corporation Member of Audit Committee, EZconn Corporation Member of Remuneration Committee, EZconn Corporation	-

4. It is hereby proposed to shareholders for election.

Election result:

Case 5 (proposed by the Board)

Cause: Proposal for the non-competition restriction on new Directors and their representatives.

Description:

1. Arrangements are made according to the requirements under paragraph 1, 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. As the Directors and their representatives may engage in investments in or operating other companies with a business scope equivalent or similar to that of the Company, the Company proposes to the shareholders’ meeting to release the non-competition restriction on new Directors and their representatives; the details of the intended non-competition restrictions to be released are as follows:

Titel	Name	Concurrent positions in other companies
Director	Chen, Steve (representative of SHC Consolidated Investors LLC)	Chairman, EZconn Corporation Chairman, eGtran Corp. Director, Spatial Digital Systems Inc. Managing partner, SHC Consolidated Investors LLC Managing partner, TriMax & Companies, LLC Chairman, Oak Analytics Inc. Director, StemBios Tech Independent director, Sercomm Corp. Independent director, Taishin Life Insurance Co., Ltd.
Director	Chang, Ying-Hua (representative of eGtran Corp.)	Director, EZconn (Ningbo) Co., Ltd.
Director	Pan, Bo-Cang (representative of Jia Jiu Investment Co., Ltd.	Chairman, Teis International Limited Director, Kang Jian Investment Co., Ltd. Director, Xin Chun Investment Co., Ltd. Director, Top Powder Technologies Co., Ltd. Director, Taiwan Union Technology Corporation
Director	Lan, Chin-Yin (representative of Transnational Investment Limited)	Director, Zhao Heng Investment Co., Ltd. Director, Lian Guan Construction Co. Ltd. Director, AuthenX Inc.
Independent Director	Peng, Xie-Ru	Independent director, Wafer Works (Shanghai) Co., Ltd. Director, Icometrue Company Limited
Independent Director	Huang, Kui-Wen	President, Calgent Biotechnology Co., Ltd. Chairman and president, Symgent Biomedical Inc.

3. Shareholders for making the decision.

Resolution:

Ad Hoc Motion

Adjournment

Attachment 1

Business Report

I. Operating status in 2022

(I) Result of the operational plan implementation

The 2022 consolidated net operating income is NT\$2,940,188 thousand, an increase of 5% from that in 2021; the consolidated gross operating profit margin is 31.81%, an increase of 49% from that in 2021; the consolidated net operating profit is NT\$289,926 thousand, and the consolidated net profit after tax is NT\$321,665 thousand; the consolidated after-tax earnings per share are NT\$4.85, and the net value per share is NT\$30.05.

(II) Analysis of the financial expenses and receipts, and profitability

1. Financial expenses and receipts

The 2022 net consolidated operating income is NT\$2,940,188 thousand, an increase of NT\$127,172 thousand compared with NT\$2,813,016 thousand in 2021. In terms of earnings, the 2022 net consolidated profit after tax is NT\$321,665 thousand, an increase of NT\$103,405 thousand compared with a NT\$218,260 thousand consolidated net profit after tax in 2021.

2. Analysis of profitability

Analysis item		2021	2022
Analysis of profitability	Return on asset (%)	3.69%	10.19%
	Return on equity (%)	6.00%	17.25%
	Ratio to paid-in capital (%)		
	Operating income	26.09%	41.84%
	Net profit before tax	21.74%	61.53%
	Net profit margin (%)	3.68%	10.94%
Basic earnings (loss) per share (NTD)		1.56	4.85

Note: The calculation is based on the consolidated financial statements in 2022

(III) R&D status:

1. High-frequency connector

Most of the products developed and produced by the Company are classified as high-frequency connectors, which have strict requirements for the stability and reliability of the products. The cable television and wired broadband industry are the major applications of various products. To respond to the rapid development of the industry, our technology R&D team improved the product design and development ability by utilizing the Company's resources and actively attending technology conferences held by each research institution. In addition, to be a leading company in the industry and correspond to the product demand of global customers, we joined product standards institutes to grasp the latest standards of product specifications, planned to develop and improve various products and received the certifications of the standard safety units and the customers in each country.

As for the aspect of product expansion, we deployed the products by adding new types of crimp coaxial connectors, integrated optoelectronic products, high-frequency isolators, coaxial filters, high shielding jumpers and new types of high-frequency connectors for cell sites. Regarding the improvement of production efficiency, we promoted lean plans in all plants and introduced intelligent manufacturing and assembly to effectively improve production efficiency and yield rate. As for talent

cultivation, we continued to implement educational training in each department to enhance the coherence and the multi-skill training of the employees.

2. Optical communication

Our research and development mainly focused on three application markets fixed broadband, data center and 5G front haul and backhaul. For the application of the fixed broadband, our developed products included the XG-PON BOSA on-board program, the XGS-PON ONU transceiver that entered mass production and 10G-EPON/XGS-PON OLT optical transceiver module that completed the sample submission. Products expected to be developed contain the combo PON to upgrade the coexistence flexibility of GPON /XG-PON and the XGS-PON ONU mini stick applied to the fiber to the home. This mini stick also applies to a wide range of scenarios in the industrial network connection.

For the application of the Data center, the development of QSFP-SR4 AOC was completed and introduced into production due to the new standard of increasing the 25Gps Ethernet interface to 50Gps and the demand for upgrading the data center from 100Gbps to 400Gbps. As for the R&D projects under planning, we had 400G QSFP-DD SR8, SFP28-SR and QSFP56-SR AOC optical transceiver modules.

For the 5G front haul and backhaul application, the related front haul products under developing were SFP28-LR and SFP28-BiDi optical transceiver modules, while the backhaul product was the XGS-PON mini ONU stick that applies to small cell backhaul. It enables the small cell to use the existing passive optical network for backhaul.

Besides, to fasten the development of the aforementioned products, the R&D team constantly increases the capability of high-frequency circuit design, software and firmware integration and packaging and testing, as well as the enhancement of manpower to respond to the R&D demand and the challenges in the future.

II. The outline of the operational plan in 2023

(I) Business policies

1. Stabilizing the basis of existing customers and developing new customers in the targeted industry to expand the market share.
2. Continuing to promote standardized products and increase the commonality of each product to provide convenient designs that meet the cost-benefit for customers.
3. Reinforcing human resource cultivation and implementing the performance assessment.
4. Integrating the customer demand and the manufacturing technology of the critical part suppliers to shorten the R&D time and reduce the cost effectively during the R&D phase of new products.
5. Ensuring product quality and promoting the service satisfaction of the customers.
6. Continuing to introduce automated equipment into production to increase production efficiency and decrease human capital.

(II) Operational objectives

1. High-frequency connector

The goal of the sales volume is estimated to be 88,040,057.

2. Optical communication

The goal of the sales volume is estimated to be 68,102,472.

(III) Core policies on production and sales

1. Production policy: We continue to optimize the production process, increase the yield rate and shorten the product delivery time. We also form a manufacturing system with economies of scale and rationalized cost via vertical integration.
2. Sales policy: We actively establish strategic alliances for marketing or partnerships

with key customers to promote our core products and plan marketing project management based on customer-oriented demand. In addition, we grasp real-time market development and consumer trends to respond to the customer demand for diversified and real-time products.

III. The future development strategies of the Company

(I) High-frequency connector

With the everchanging communication network and the release of new specifications related to DOCSIS 4.0 (new broadband cable TV system), the Company will develop corresponding new technologies for the benefit of grasping the early opportunities when entering into the DOCSIS era in the future. In addition, for 5G mm-Wave and LEOS, the Company will improve the existing technologies for the development of ultra-high frequency connectors and connecting wires to respond to the communication market.

(II) Optical communication

In terms of long-term development strategy, the Company will improve internal technology in response to market and technology trends, develop vertical technology integration and diversify products for the market and closely follow market trends, such as the demand for high-speed optical receiver modules for 5G wireless access networks, data centers, cloud computing and edge computing applications. Given that future high-speed parts will be based on PIC technologies, the technological development of the Company in the future will focus on products and plans related to PIC packaging.

In addition, the Company also extends the opportunities of optoelectronic packaging technology in other application markets, such as laser scanning, the medical field, etc... The training and acquisition of new technology capabilities are through technical cooperation with domestic and foreign customers and domestic industrial research institutions to establish stable and competitive product technologies. In terms of technical R&D personnel and organization, the Company will continue to recruit senior R&D personnel and will also conduct professional and complete on-the-job training to strengthen the professional skills and project management ability of the existing R&D personnel.

IV. Impact of the external competitive environment, regulation environment and the overall business environment

Due to the continuous Sino-US trade war and the global COVID-19 pandemic, which is yet to be completely eliminated, the global consumer market has undergone a new generation change, which, associated with various countries' conditional opening of the isolation policy, results in the original normal supply chain's restructuring of its organization. In addition, the vertical integration of some competitors has made low-price competition increasingly fierce, and the Company will continue to face the costs of key material acquisition, inventory control, production efficiency and the severe challenge of product delivery. However, the Company's management team and all employees will still adhere to their unrelenting spirit to break through the difficulties and adversity and make every effort to achieve the Company's annual growth mission goals and eco-friendly management in order to create maximum profits for all shareholders and the Company.

Chairman: Chen, Steve

President: Chang, Ying-Hua

Accounting Manager: Chuang, Kuo-an

Attachment 2

EZconn Corporation 2022 Audit Committee's Review Report

Among the 2022 business report, financial statements, and surplus distribution, etc. of the Company prepared and submitted by the Board of Directors, the financial statement has been jointly audited by Jeff Chen and Kathy Huang, CPAs from Deloitte & Touche, and the review report has been issued after we have examined the aforesaid business report, financial statements, and surplus distribution etc., we have found no discrepancy, the report is hereby issued pursuant to Article 14 of the Securities and Exchange Act and Article 219 of Company Act by the Audit Committee fro examination.

Sincerely,

EZconn Corporation 2023 Annual Shareholders' Meeting

Convener of the Audit Committee: Peng, Xie-Ru (signature)

March 14, 2023

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
EZconn Corporation

Opinion

We have audited the accompanying financial statements of EZconn Corporation (the “Company”), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. 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.

The key audit matters of the Company’s financial statements for the year ended December 31, 2022 are described as follows:

Occurrence of Sales Revenue from Specific Products

The main products of Ezconn Corporation are optical fiber components and radio frequency connectors. The sales revenue of 2022 increased compared to that of 2021, with significant growth in sales revenue from specific products. Since sales revenue from specific products has a significant impact on the financial performance, we identified the occurrence of sales revenue as one of the key audit matters for the year ended December 31, 2022.

Refer to Notes 4 and 21 to the financial statements for the accounting policies, critical accounting estimates and judgments, and other details on the information about sales revenue.

The main audit procedures we performed in response to the above-mentioned key audit matter are as follows:

1. We obtained an understanding of the design of the key controls over sales transactions, selected samples and tested the operating effectiveness of such controls.
2. We obtained the transaction details of the specific products, selected samples and examined the related transaction documents, and we confirmed that such transaction documents comply with the sales policies.
3. We obtained the transaction details of specific products and conducted test of details on the products.
4. We checked for significant sales returns and discounts and for any abnormalities in the payments after the reporting period.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chun-Hung Chen and Hsiu-Chun Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 14, 2023

Notice to Readers

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

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

EZCONN CORPORATION

BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 721,481	21	\$ 598,671	20
Financial assets at amortized cost - current (Notes 4 and 8)	13,228	-	13,024	-
Notes receivable from unrelated parties (Notes 4 and 9)	3,175	-	2,785	-
Trade receivables from unrelated parties (Notes 4 and 9)	553,692	16	559,614	19
Other receivables from unrelated parties (Notes 4 and 9)	16,907	1	14,902	1
Other receivables from related parties (Notes 4 and 27)	1,500	-	-	-
Current tax assets (Notes 4 and 23)	-	-	336	-
Inventories (Notes 4, 5 and 10)	563,609	17	401,518	13
Prepayments	12,204	-	34,893	1
Other current assets	621	-	1,442	-
Total current assets	<u>1,886,417</u>	<u>55</u>	<u>1,627,185</u>	<u>54</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 7)	30,077	1	55,399	2
Financial assets at amortized cost - non-current (Notes 4, 8 and 28)	2,284	-	2,266	-
Investments accounted for using the equity method (Notes 4 and 11)	924,411	27	762,521	25
Property, plant and equipment (Notes 4, 12, 27 and 28)	399,797	12	394,231	13
Right-of-use assets (Notes 3, 4 and 13)	70,628	2	79,510	3
Intangible assets (Notes 4 and 14)	2,836	-	1,172	-
Deferred tax assets (Notes 4 and 23)	100,561	3	92,355	3
Prepayments for equipment	878	-	4,688	-
Refundable deposits	3,040	-	2,826	-
Total non-current assets	<u>1,534,512</u>	<u>45</u>	<u>1,394,968</u>	<u>46</u>
TOTAL	<u>\$ 3,420,929</u>	<u>100</u>	<u>\$ 3,022,153</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 15)	\$ 330,000	10	\$ 264,000	9
Notes payable to unrelated parties (Note 16)	26,488	1	1,089	-
Trade payables to unrelated parties (Note 16)	166,219	5	245,847	8
Trade payables to related parties (Notes 16 and 27)	171,609	5	116,314	4
Other payables (Notes 17 and 27)	241,713	7	171,591	6
Current tax liabilities (Notes 4 and 23)	50,969	2	25,491	1
Provisions - current (Notes 4 and 18)	8,055	-	8,055	-
Lease liabilities - current (Notes 3, 4, 13 and 27)	12,918	-	12,529	1
Current portion of long-term borrowings (Notes 15 and 28)	12,000	-	6,000	-
Other current liabilities (Notes 4, 17 and 21)	55,938	2	69,999	2
Total current liabilities	<u>1,075,909</u>	<u>32</u>	<u>920,915</u>	<u>31</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 15 and 28)	218,000	6	230,000	8
Deferred tax liabilities (Notes 4 and 23)	31,044	1	12,941	-
Lease liabilities - non-current (Notes 3, 4, 13 and 27)	59,253	2	67,908	2
Net defined benefit liabilities (Notes 4 and 19)	44,472	1	52,860	2
Total non-current liabilities	<u>352,769</u>	<u>10</u>	<u>363,709</u>	<u>12</u>
Total liabilities	<u>1,428,678</u>	<u>42</u>	<u>1,284,624</u>	<u>43</u>
EQUITY (Notes 4 and 20)				
Ordinary shares	693,000	20	693,000	23
Capital surplus	234,872	7	234,872	8
Retained earnings				
Legal reserve	243,893	7	233,370	8
Special reserve	117,072	3	106,641	3
Unappropriated earnings	920,911	27	697,571	23
Total retained earnings	1,281,876	37	1,037,582	34
Other equity	(106,644)	(3)	(117,072)	(4)
Treasury shares	(110,853)	(3)	(110,853)	(4)
Total equity	<u>1,992,251</u>	<u>58</u>	<u>1,737,529</u>	<u>57</u>
TOTAL	<u>\$ 3,420,929</u>	<u>100</u>	<u>\$ 3,022,153</u>	<u>100</u>

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

EZCONN CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

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

	2022		2021	
	Amount	%	Amount	%
NET REVENUE (Notes 4, 21 and 27)	\$ 2,610,978	100	\$ 2,486,213	100
COST OF REVENUE (Notes 10, 18, 22 and 27)	<u>1,883,350</u>	<u>72</u>	<u>2,079,491</u>	<u>84</u>
GROSS PROFIT	<u>727,628</u>	<u>28</u>	<u>406,722</u>	<u>16</u>
OPERATING EXPENSES (Notes 9, 18, 22 and 27)				
Selling and marketing expenses	278,611	11	130,429	5
General and administrative expenses	167,829	6	128,903	5
Research and development expenses	77,318	3	78,461	3
Expected credit gain	<u>(2,886)</u>	<u>-</u>	<u>(28,192)</u>	<u>(1)</u>
Total operating expenses	<u>520,872</u>	<u>20</u>	<u>309,601</u>	<u>12</u>
PROFIT FROM OPERATIONS	<u>206,756</u>	<u>8</u>	<u>97,121</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 11 and 22)				
Interest income	5,432	-	839	-
Other income	428	-	5,643	-
Other gains and losses	117,012	4	(23,282)	(1)
Finance costs	(9,394)	-	(7,086)	-
Share of profit of associates accounted for using the equity method	<u>83,344</u>	<u>3</u>	<u>57,842</u>	<u>2</u>
Total non-operating income and expenses	<u>196,822</u>	<u>7</u>	<u>33,956</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	403,578	15	131,077	5
INCOME TAX EXPENSE (Notes 4 and 23)	<u>81,913</u>	<u>3</u>	<u>27,672</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>321,665</u>	<u>12</u>	<u>103,405</u>	<u>4</u>

(Continued)

EZCONN CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

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

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
(Notes 4, 7, 19 and 23)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 3,072	-	\$ 2,277	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(4,307)	-	(1,603)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	<u>84</u>	<u>-</u>	<u>232</u>	<u>-</u>
	<u>(1,151)</u>	<u>-</u>	<u>906</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	18,815	1	(11,894)	-
Income tax related to items that may be reclassified subsequently to profit or loss	<u>(3,763)</u>	<u>-</u>	<u>2,379</u>	<u>-</u>
	<u>15,052</u>	<u>1</u>	<u>(9,515)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>13,901</u>	<u>1</u>	<u>(8,609)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 335,566</u>	<u>13</u>	<u>\$ 94,796</u>	<u>4</u>
EARNINGS PER SHARE (Note 24)				
Basic	<u>\$ 4.85</u>		<u>\$ 1.56</u>	
Diluted	<u>\$ 4.80</u>		<u>\$ 1.55</u>	

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

(Concluded)

EZCONN CORPORATION

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Share Capital (Note 20)		Capital Surplus (Note 20)	Retained Earnings (Note 20)				Other Equity (Notes 4 and 20)			Treasury Shares (Note 20)	Total Equity
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total		
BALANCE AT JANUARY 1, 2021	69,300	\$ 693,000	\$ 234,872	\$ 233,370	\$ 102,980	\$ 662,305	\$ 998,655	\$ (94,472)	\$ (12,169)	\$ (106,641)	\$ (110,853)	\$ 1,709,033
Appropriation of 2020 earnings												
Special reserve	-	-	-	-	3,661	(3,661)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(66,300)	(66,300)	-	-	-	-	(66,300)
Net profit for the year ended December 31, 2021	-	-	-	-	-	103,405	103,405	-	-	-	-	103,405
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	-	1,822	1,822	(9,515)	(916)	(10,431)	-	(8,609)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	105,227	105,227	(9,515)	(916)	(10,431)	-	94,796
BALANCE AT DECEMBER 31, 2021	69,300	693,000	234,872	233,370	106,641	697,571	1,037,582	(103,987)	(13,085)	(117,072)	(110,853)	1,737,529
Appropriation of 2021 earnings												
Legal reserve	-	-	-	10,523	-	(10,523)	-	-	-	-	-	-
Special reserve	-	-	-	-	10,431	(10,431)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(79,560)	(79,560)	-	-	-	-	(79,560)
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	-	-	-	(1,284)	(1,284)	-	-	-	-	(1,284)
Net profit for the year ended December 31, 2022	-	-	-	-	-	321,665	321,665	-	-	-	-	321,665
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	-	2,458	2,458	15,052	(3,609)	11,443	-	13,901
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	324,123	324,123	15,052	(3,609)	11,443	-	335,566
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	1,015	1,015	-	(1,015)	(1,015)	-	-
BALANCE AT DECEMBER 31, 2022	<u>69,300</u>	<u>\$ 693,000</u>	<u>\$ 234,872</u>	<u>\$ 243,893</u>	<u>\$ 117,072</u>	<u>\$ 920,911</u>	<u>\$ 1,281,876</u>	<u>\$ (88,935)</u>	<u>\$ (17,709)</u>	<u>\$ (106,644)</u>	<u>\$ (110,853)</u>	<u>\$ 1,992,251</u>

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

EZCONN CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 403,578	\$ 131,077
Adjustments for:		
Depreciation expenses	48,344	48,702
Amortization expenses	1,042	1,380
Expected credit loss reversed on trade receivables	(2,886)	(28,192)
Finance costs	9,394	7,086
Interest income	(5,432)	(839)
Share of profit of subsidiaries accounted for using the equity method	(83,344)	(57,842)
(Gain) loss on disposal of property, plant and equipment	(5)	14
Gain on lease modification	-	(344)
Write-down (reversal) of inventories	15,105	(80)
Other income	-	(4,000)
Changes in operating assets and liabilities		
Notes receivable from unrelated parties	(390)	(873)
Trade receivables from unrelated parties	8,808	(60,044)
Other receivables from unrelated parties	(1,130)	1,281
Other receivables from related parties	(1,500)	-
Inventories	(177,196)	(34,265)
Prepayments	22,689	(30,397)
Other current assets	821	(55)
Notes payable to unrelated parties	25,399	49
Trade payables to unrelated parties	(79,628)	26,450
Trade payables to related parties	55,295	(28,542)
Other payables	70,747	57,315
Other current liabilities	(14,061)	21,215
Net defined benefit liabilities	(5,316)	(5,181)
Cash generated from operations	290,334	43,915
Interest received	4,557	804
Interest paid	(9,420)	(7,071)
Income tax paid	(49,881)	(25,821)
Net cash generated from operating activities	<u>235,590</u>	<u>11,827</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(10,000)	-
Purchase of financial assets at amortized cost	(15,412)	(14,733)
Proceeds from sale of financial assets at amortized cost	15,190	14,785
Acquisition of associate	(30,000)	-
Payments for property, plant and equipment	(36,914)	(32,310)
Proceeds from disposal of property, plant and equipment	139	361
Increase in refundable deposits	(214)	(545)

(Continued)

EZCONN CORPORATION

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

	2022	2021
Payments for intangible assets	\$ (2,706)	\$ (132)
Dividends received from subsidiaries	<u>-</u>	<u>236,835</u>
Net cash (used in) generated from investing activities	<u>(79,917)</u>	<u>204,261</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	2,692,025	3,088,580
Repayments of short-term borrowings	(2,632,025)	(3,088,580)
Refund of guarantee deposits received	-	(400)
Repayment of the principal portion of lease liabilities	(13,303)	(11,773)
Cash dividends paid	<u>(79,560)</u>	<u>(66,300)</u>
Net cash used in financing activities	<u>(32,863)</u>	<u>(78,473)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	122,810	137,615
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>598,671</u>	<u>461,056</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 721,481</u>	<u>\$ 598,671</u>

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

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
EZconn Corporation

Opinion

We have audited the accompanying consolidated financial statements of EZconn Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. 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.

The key audit matters of the Group's consolidated financial statements for the year ended December 31, 2022 are described as follows:

Occurrence of Sales Revenue from Specific Products

The main products of Ezconn Corporation are optical fiber components and radio frequency connectors. The sales revenue of 2022 increased compared to that of 2021, with significant growth in sales revenue from specific products. Since sales revenue from specific products has a significant impact on the financial performance, we identified the occurrence of sales revenue as one of the key audit matters for the year ended December 31, 2022.

Refer to Notes 4 and 32 to the consolidated financial statements for the accounting policies, critical accounting estimates and judgments, and other details on the information about sales revenue.

The main audit procedures we performed in response to the above-mentioned key audit matter are as follows:

1. We obtained an understanding of the design of the key controls over sales transactions, selected samples and tested the operating effectiveness of such controls.
2. We obtained the transaction details of the specific products, selected samples and examined the related transaction documents, and we confirmed that such transaction documents comply with the sales policies.
3. We obtained the transaction details of specific products and conducted test of details on the products.
4. We checked for significant sales returns and discounts and for any abnormalities in the payments after the reporting period.

Other Matter

We have also audited the parent company only financial statements of EZconn Corporation as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Chun-Hung Chen and Hsiu-Chun Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 14, 2023

Notice to Readers

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

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

ASSETS	2022		2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 983,593	29	\$ 727,142	23
Financial assets at amortized cost - current (Notes 4 and 8)	33,027	1	32,127	1
Notes receivable from unrelated parties (Notes 4 and 9)	4,266	-	3,675	-
Trade receivables from unrelated parties (Notes 4 and 9)	621,454	18	640,359	21
Other receivables from unrelated parties (Notes 4 and 9)	18,653	1	20,488	1
Other receivables from related parties (Notes 4 and 28)	1,500	-	-	-
Current tax assets (Notes 4 and 24)	-	-	336	-
Inventories (Notes 4, 5 and 10)	798,376	23	732,000	24
Prepayments	14,725	1	39,082	1
Other current assets	13,795	-	4,050	-
Total current assets	2,489,389	73	2,199,259	71
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 7)	30,077	1	55,399	2
Financial assets at amortized cost - non-current (Notes 4, 8 and 29)	2,284	-	2,266	-
Investments accounted for using the equity method (Notes 4 and 12)	56,413	2	-	-
Property, plant and equipment (Notes 4, 13 and 29)	608,478	18	611,503	20
Right-of-use assets (Notes 3, 4 and 14)	94,906	3	101,351	3
Intangible assets (Notes 4 and 15)	9,740	-	9,201	-
Deferred tax assets (Notes 4 and 24)	114,702	3	102,806	4
Prepayments for equipment	1,083	-	4,846	-
Refundable deposits	3,155	-	2,947	-
Total non-current assets	920,838	27	890,319	29
TOTAL	\$ 3,410,227	100	\$ 3,089,578	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 16)	\$ 330,000	10	\$ 264,000	9
Notes payable to unrelated parties (Note 17)	26,488	1	1,089	-
Trade payables to unrelated parties (Note 17)	227,644	7	336,610	11
Other payables (Note 18)	304,712	9	236,064	8
Current tax liabilities (Notes 4 and 24)	64,179	2	33,120	1
Provisions - current (Notes 4 and 19)	8,055	-	8,055	-
Lease liabilities - current (Notes 3, 4, 14 and 28)	14,097	-	13,072	-
Current portion of long-term borrowings (Notes 16 and 29)	12,000	-	6,000	-
Other current liabilities (Notes 4, 18 and 22)	66,244	2	80,634	3
Total current liabilities	1,053,419	31	978,644	32
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 16 and 29)	218,000	7	230,000	8
Deferred tax liabilities (Notes 4 and 24)	31,044	1	12,941	-
Lease liabilities - non-current (Notes 3, 4, 14 and 28)	61,404	2	67,908	2
Net defined benefit liabilities (Notes 4 and 20)	44,472	1	52,860	2
Other non-current liabilities	9,637	-	9,696	-
Total non-current liabilities	364,557	11	373,405	12
Total liabilities	1,417,976	42	1,352,049	44
EQUITY (Notes 4 and 21)				
Ordinary shares	693,000	20	693,000	22
Capital surplus	234,872	7	234,872	8
Retained earnings				
Legal reserve	243,893	7	233,370	8
Special reserve	117,072	3	106,641	3
Unappropriated earnings	920,911	27	697,571	23
Total retained earning	1,281,876	37	1,037,582	34
Other equity	(106,644)	(3)	(117,072)	(4)
Treasury shares	(110,853)	(3)	(110,853)	(4)
Total equity	1,992,251	58	1,737,529	56
TOTAL	\$ 3,410,227	100	\$ 3,089,578	100

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
NET REVENUE (Notes 4, 22 and 28)	\$ 2,940,188	100	\$ 2,813,016	100
COST OF REVENUE (Notes 10, 20 and 23)	<u>2,004,967</u>	<u>68</u>	<u>2,211,763</u>	<u>79</u>
GROSS PROFIT	<u>935,221</u>	<u>32</u>	<u>601,253</u>	<u>21</u>
OPERATING EXPENSES (Notes 9, 20, 23 and 28)				
Selling and marketing expenses	291,309	10	142,093	5
General and administrative expenses	249,793	8	207,355	7
Research and development expenses	107,090	4	99,405	4
Expected credit gain	<u>(2,897)</u>	<u>-</u>	<u>(28,438)</u>	<u>(1)</u>
Total operating expenses	<u>645,295</u>	<u>22</u>	<u>420,415</u>	<u>15</u>
PROFIT FROM OPERATIONS	<u>289,926</u>	<u>10</u>	<u>180,838</u>	<u>6</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4, 13 and 23)				
Interest income	6,273	-	2,086	-
Other income	4,835	-	6,262	-
Other gains and losses	138,130	5	(31,366)	(1)
Finance costs	(9,470)	-	(7,167)	-
Share of loss of associates accounted for using the equity method	<u>(3,318)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total non-operating income and expenses	<u>136,450</u>	<u>5</u>	<u>(30,185)</u>	<u>(1)</u>
PROFIT BEFORE INCOME TAX	426,376	15	150,653	5
INCOME TAX EXPENSE (Notes 4 and 24)	<u>104,711</u>	<u>4</u>	<u>47,248</u>	<u>2</u>
NET PROFIT FOR THE YEAR	<u>321,665</u>	<u>11</u>	<u>103,405</u>	<u>3</u>

(Continued)

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME/(LOSS) (Notes 4, 7, 20 and 24)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 3,072	-	\$ 2,277	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(4,307)	-	(1,603)	-
Income tax related to items that will not be reclassified subsequently to profit or loss	<u>84</u>	<u>-</u>	<u>232</u>	<u>-</u>
	<u>(1,151)</u>	<u>-</u>	<u>906</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	18,815	-	(11,894)	-
Income tax related to items that may be reclassified subsequently to profit or loss	<u>(3,763)</u>	<u>-</u>	<u>2,379</u>	<u>-</u>
	<u>15,052</u>	<u>-</u>	<u>(9,515)</u>	<u>-</u>
Other comprehensive income/(loss) for the year, net of income tax	<u>13,901</u>	<u>-</u>	<u>(8,609)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 335,566</u>	<u>11</u>	<u>\$ 94,796</u>	<u>3</u>
EARNINGS PER SHARE (Note 25)				
Basic	<u>\$ 4.85</u>		<u>\$ 1.56</u>	
Diluted	<u>\$ 4.80</u>		<u>\$ 1.55</u>	

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	Share Capital (Note 21)		Capital Surplus (Note 21)	Retained Earnings (Note 21)				Other Equity (Notes 4 and 21)			Treasury Shares (Note 21)	Total Equity
	Share (In Thousands)	Amount		Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translating Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Comprehensive Income	Total		
BALANCE AT JANUARY 1, 2021	69,300	\$ 693,000	\$ 234,872	\$ 233,370	\$ 102,980	\$ 662,305	\$ 998,655	\$ (94,472)	\$ (12,169)	\$ (106,641)	\$ (110,853)	\$ 1,709,033
Appropriation of 2020 earnings												
Special reserve	-	-	-	-	3,661	(3,661)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(66,300)	(66,300)	-	-	-	-	(66,300)
Net profit for the year ended December 31, 2021	-	-	-	-	-	103,405	103,405	-	-	-	-	103,405
Other comprehensive income (loss) for the year ended December 31, 2021, net of income tax	-	-	-	-	-	1,822	1,822	(9,515)	(916)	(10,431)	-	(8,609)
Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	-	105,227	105,227	(9,515)	(916)	(10,431)	-	94,796
BALANCE AT DECEMBER 31, 2021	69,300	693,000	234,872	233,370	106,641	697,571	1,037,582	(103,987)	(13,085)	(117,072)	(110,853)	1,737,529
Appropriation of 2021 earnings												
Legal reserve	-	-	-	10,523	-	(10,523)	-	-	-	-	-	-
Special reserve	-	-	-	-	10,431	(10,431)	-	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(79,560)	(79,560)	-	-	-	-	(79,560)
Changes in capital surplus from investments in associates accounted for using the equity method	-	-	-	-	-	(1,284)	(1,284)	-	-	-	-	(1,284)
Net profit for the year ended December 31, 2022	-	-	-	-	-	321,665	321,665	-	-	-	-	321,665
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	-	2,458	2,458	15,052	(3,609)	11,443	-	13,901
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	-	324,123	324,123	15,052	(3,609)	11,443	-	335,566
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	1,015	1,015	-	(1,015)	(1,015)	-	-
BALANCE AT DECEMBER 31, 2022	69,300	\$ 693,000	\$ 234,872	\$ 243,893	\$ 117,072	\$ 920,911	\$ 1,281,876	\$ (88,935)	\$ (17,709)	\$ (106,644)	\$ (110,853)	\$ 1,992,251

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

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 426,376	\$ 150,653
Adjustments for:		
Depreciation expenses	85,558	84,178
Amortization expenses	2,878	2,260
Expected credit loss reversed on trade receivables	(2,897)	(28,438)
Finance costs	9,470	7,167
Interest income	(6,273)	(2,086)
Share of loss of associates accounted for using the equity method	3,318	-
Loss on disposal of property, plant and equipment	1,133	788
Gain on lease modification	-	(344)
Write-down (reversal) of inventories	18,059	(1,429)
Other income	-	(4,000)
Changes in operating assets and liabilities		
Notes receivable from unrelated parties	(591)	2,152
Trade receivables from unrelated parties	11,546	(59,463)
Other receivables from unrelated parties	2,715	(648)
Other receivables from related parties	(1,500)	-
Inventories	(85,592)	(192,825)
Prepayments	24,357	(15,703)
Other current assets	(9,745)	(956)
Notes payable to unrelated parties	25,399	49
Trade payables to unrelated parties	(108,966)	30,350
Other payables	69,582	63,334
Other current liabilities	(14,390)	23,972
Net defined benefit liability	(5,316)	(5,181)
Cash generated from operations	445,121	53,830
Interest received	5,393	2,099
Interest paid	(9,496)	(7,152)
Income tax paid	(70,733)	(31,667)
Net cash generated from operating activities	<u>370,285</u>	<u>17,110</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets a fair value through other comprehensive income	(10,000)	-
Purchase of financial assets at amortized cost	(35,369)	(53,266)
Proceeds from sales of financial assets at amortized cost	34,703	81,864
Acquisition of associate	(30,000)	-
Payments for property, plant and equipment	(62,809)	(60,351)
Proceeds from disposal of property, plant and equipment	298	2,534
Increase in refundable deposits	(206)	(543)
Payments for intangible assets	(2,706)	(3,209)
Net cash used in investing activities	<u>(106,089)</u>	<u>(32,971)</u>

(Continued)

EZCONN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 (In Thousands of New Taiwan Dollars)

	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	\$ 2,692,025	\$ 3,088,580
Repayments of short-term borrowings	(2,632,025)	(3,088,580)
Repayment of the principal portion of lease liabilities	(14,157)	(12,724)
Decrease in other non-current liabilities	(59)	(1,817)
Cash dividends paid	<u>(79,560)</u>	<u>(66,300)</u>
Net cash used in financing activities	<u>(33,776)</u>	<u>(80,841)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>26,031</u>	<u>(12,026)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	256,451	(108,728)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>727,142</u>	<u>835,870</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 983,593</u>	<u>\$ 727,142</u>

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

Attachment 4

EZconn Corporation Surplus Distribution Statement

2022

Unit: NT\$

Opening undistributed surplus	597,056,846
Remeasurement of defined benefit plans recognized in retained earnings	2,457,903
Adjustments to retained earnings for investments accounted for using the equity method	(1,282,916)
Disposals of equity instruments at fair value through other comprehensive income	1,014,807
Undistributed surplus after adjustments	599,246,640
Net profit for the period	321,664,752
Appropriation of legal reserve (10%)	(32,385,455)
Distributable surplus for the period	888,525,937
Distribution item	
Cash dividend (NT\$2.1 per share)	(139,230,000)
Undistributed surplus at the end of the period	749,295,937

Chairman:

Manager: Chief Accountant:

Attachment 5

EZconn Corporation

Comparison Table on Amendments to the “Ethical Corporate Management Best Practice Principles”

Before amendment	After amendment	Description
<p>Article 5 (Policy)</p> <p>The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.</p>	<p>Article 5 (Policy)</p> <p>The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith <u>and obtain approval from the Board</u> and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.</p>	Amended according to the letter of the competent authority.
<p>Article 17 (Organization and responsibility)</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 so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the Company shall establish a dedicated unit that is under the Board and 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.</p> <ol style="list-style-type: none"> 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. <p>Omitted below.</p>	<p>Article 17 (Organization and responsibility)</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 so as to ensure thorough implementation of its ethical corporate management policies.</p> <p>To achieve sound ethical corporate management, the Company shall establish a dedicated unit that is under the Board and 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 <u>(at least once a year)</u>:</p> <ol style="list-style-type: none"> 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. <p>Omitted below.</p>	Added the regular frequency (at least once a year).
<p>Article 23 (Whistleblowing system)</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 <u>supervisor</u> shall be reported to the Independent Directors. Categories of reported misconduct shall be 	<p>Article 23 (Whistleblowing system)</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 <u>management</u> shall be reported to the Independent Directors or supervisors. Categories of reported misconduct shall be 	Amended according to the letter of the competent authority.

<p>delineated and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.</p> <p>4. Confidentiality of the identity of whistle-blowers and the content of reported cases.</p> <p>5. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.</p> <p>6. Whistle-blowing incentive measures.</p> <p>When material misconduct or likelihood of material impairment to the Company comes to their 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>delineated and standard operating procedures for the investigation of each shall be adopted.</p> <p>3. <u>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.</u></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, <u>and an undertaking regarding anonymous reporting.</u></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 their 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.</p>	
<p>Article 27 (Implementation)</p> <p>The Principles are implemented after being approved by the Board and reported to the shareholders' meeting; the same shall apply upon any amendment.</p> <p>The Company has its Independent Directors in place. When the Company submits its Ethical Corporate Management Best Practice Principles to the Board for discussion pursuant to the preceding paragraph, the Board shall take into full consideration each Independent Director's opinions. Any objections or reservations of any Independent Director 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 objections 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 meeting.</p>	<p>Article 27 (Implementation)</p> <p>The Ethical Corporate Management Best Practice Principles of the Company are implemented after being approved by the Board; the same shall apply upon any amendment.</p> <p>The Company has its Independent Directors in place. When the Company submits its Ethical Corporate Management Best Practice Principles to the Board for discussion pursuant to the preceding paragraph, the Board shall take into full consideration each Independent Director's opinions. Any objections or reservations of any Independent Director 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 objections 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 meeting.</p>	<p>The Company has its Independent Directors in place; amended to align with the practical operations.</p>
<p>Article 28 Amendment record</p> <p>The Principles were established on November 14, 2014.</p> <p>The 1st amendment was made on November 11, 2016.</p>	<p>Article 28 Amendment record</p> <p>The Principles were established on November 14, 2014.</p> <p>The 1st amendment was made on November 11, 2016.</p> <p>The 2nd amendment was made on March 14, 2023.</p>	<p>Added the date and time of the amendment.</p>

Attachment 6

EZconn Corporation

Comparison Table on Amendments to the “Corporate Governance Best Practice Principles”

Before amendment	After amendment	Basis
Corporate Governance Best Practice Principles	Corporate Governance Best Practice <u>Principles</u>	Text refining.

Before amendment	After amendment	Basis
<p>Article 1</p> <p>The Company established the Corporate Governance Best Practice Principles with reference to the requirements under the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” jointly established by Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX).</p>	<p>Article 1</p> <p><u>To establish sound corporate governance systems, the Company established the Principles for observation with reference to relevant requirements under the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” and disclosed them on MOPS.</u></p>	Amended according to Article 1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 2</p> <p>In addition to complying with relevant laws, regulations, Articles of Association, contracts signed with the TWSE or TPEX, and other relevant regulations, the Company shall follow the following principles:</p> <ol style="list-style-type: none"> 1. Establish an effective corporate governance structure. 2. Protect the rights and interests of shareholders. 3. Strengthen the powers of the Board. 4. Fulfill the function of supervisors. 5. Respect the rights and interests of stakeholders. 6. Enhance information transparency. 	<p>Article 2</p> <p><u>When setting up the corporate governance system,</u> in addition to complying with relevant laws, regulations, Articles of Association, contracts signed with the <u>competent authority</u>, and other relevant regulations, the Company shall follow the following principles:</p> <ol style="list-style-type: none"> <u>1.</u> Protect the rights and interests of shareholders. <u>2.</u> Strengthen the powers of the Board. <u>3.</u> Fulfill the function of supervisors. <u>4.</u> Respect the rights and interests of stakeholders. <u>5.</u> Enhance information transparency. 	Amended according to Article 2 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 3</p> <p>The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to establish an effective internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.</p> <p>Apart from those approved by the competent authority, the establishment or amendment to the internal control system shall be submitted to and approved by the Board as a resolution. If the Company has Independent Directors and if any Independent Director has an opposing or qualified opinion, the opinion shall be set out in the meeting minutes of the Board; however, if the Company has established its Audit Committee according to the Securities and</p>	<p>Article 3</p> <p>The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to <u>design and fully implement</u> an internal control system, <u>and</u> shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.</p> <p><u>The Company shall perform full self-assessments of its internal control system. Its Board and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The Audit Committee shall also attend to and supervise these matters.</u></p>	Amended according to Article 3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Before amendment	After amendment	Basis
<p>Exchange Act, the establishment or amendment shall receive the consent of over half of all members of the Audit Committee and be submitted to the Board for resolution.</p> <p>Apart from duly performing the self-inspection of its internal control system, the Board and the management shall examine the self-inspection results and the audit report of the audit department at least once a year, and the supervisors shall attach attention to and supervise it. If an Audit Committee had been established according to the Securities and Exchange Act, the assessment of the effectiveness of the internal control system shall receive the consent of over half of all members of the Audit Committee and be submitted to the Board for resolution.</p> <p>The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the Board and the management to perform their duties effectively so as to ensure a sound corporate governance system.</p>	<p><u>The Company shall establish channels and mechanisms of communication between Independent Directors, the Audit Committee, and the chief auditor.</u></p> <p>The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the Board and the management to perform their duties effectively so as to ensure a sound corporate governance system.</p> <p><u>Appointment, dismissal, evaluation and review, salary and compensation of internal auditors of the Company shall be reported to the Board or shall be submitted by the chief auditor to the Chairman for approval.</u></p>	
(None)	<p><u>Article 3-1</u></p> <p><u>The Company shall have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the Company, business situations and management needs, and shall appoint, in accordance with the requirements of the competent authorities and TWSE, a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in securities, financial, or futures-related institution or a public company in handling legal affairs, legal compliance, internal audit, financial affairs, stock affairs, or corporate governance affairs.</u></p> <p><u>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</u></p> <ol style="list-style-type: none"> <u>1. Handling matters relating to Board meetings and shareholder's meetings according to the laws.</u> <u>2. Producing minutes of Board meetings and shareholders' meetings.</u> <u>3. Assisting in onboarding and continuing education of Directors.</u> <u>4. Furnishing information required for</u> 	<p>Added according to Article 3-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
	<u>business execution by Directors.</u> 5. <u>Assisting Directors with legal compliance.</u> 6. <u>Report to the Board regarding the examination results for whether the qualification of Independent Directors during the period of nomination, election, and term of office comply with relevant laws and regulations and rules.</u> 7. <u>Arrange matters related to changes in Directors.</u> 8. <u>Other matters set out in the Articles of Association or corporation or contracts</u>	
Article 4 Protecting shareholders' rights and interests shall be the major objective of the corporate governance system, and the Company shall treat all shareholders equally. The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.	Article 4 The corporate governance system of <u>the Company</u> shall be designed to protect shareholders' rights and interests and treat all shareholders equally. The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.	Text refining.
Article 5 The Company shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders' meetings in accordance with the rules for the meetings. Resolutions adopted by shareholders' meetings of the Company shall comply with laws, regulations and Articles of Association.	Article 5 The Company shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders' meetings in accordance with the rules for the meetings. Resolutions adopted by shareholders' meetings of the Company shall comply with laws, regulations and Articles of Association.	Text refining.
Article 6 The Board shall properly arrange the agenda items and procedures for shareholders' meetings. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements. For a shareholders' meeting called by the Board, it is advisable that a majority of the Directors attend.	Article 6 The Board of the Company shall properly arrange the agenda items and procedures for shareholders' meetings and formulate the principles and procedures for shareholder nominations of Directors and submissions of shareholder proposals. The Board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders' meetings at a convenient location, advisably with video conferencing available and sufficient time allowed and a sufficient number of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements. For a shareholders' meeting called by the Board, it is advisable that the Chairman	Amended according to Article 6 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Before amendment	After amendment	Basis
	chair the meeting, that a majority of the Directors (including at least one Independent Director) and convener of the audit committee attend in person, and that at least one member of other functional committees attends as representative. Attendance details should be recorded in the shareholders' meeting minutes.	
<p>Article 7</p> <p>Encourage shareholders to actively participate in corporate governance and allow the shareholders' meetings can proceed on a legal, effective and secure basis. It shall seek all ways and means, including fully exploiting technologies for information disclosure, in order to enhance shareholders' attendance rates at shareholders' meetings and ensure their exercise of rights at such meetings in accordance with laws.</p> <p>If the Company distribute souvenirs for shareholders' meeting, there shall be no differential treatment or discrimination.</p>	<p>Article 7</p> <p>The Company shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder services agent to handle shareholders' meeting matters so that shareholders' meetings can proceed on a legal, effective and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholder's meetings in both Chinese and English concurrently and shall adopt electronic voting in order to enhance shareholders' attendance rates at shareholders' meetings and ensure their exercise of rights at such meetings in accordance with laws.</p> <p><u>The Company shall avoid raising extraordinary motions and amendments to original proposals at a shareholders meeting.</u></p> <p><u>The Company shall arrange for their shareholders to vote on each separate proposal in the shareholders' meeting agenda and, following the conclusion of the meeting, to enter the voting results on the same day, namely the numbers of votes cast for and against and the number of abstentions, on MOPS.</u></p>	<p>Amended according to Article 7 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 8</p> <p>The Company shall record shareholders' meeting minutes according to the Company Act and relevant laws and regulations; if shareholders have no dissenting opinion against the proposal, the meeting shall set out "the proposal was approved as proposed with no dissenting opinion after the chairperson had made inquiries to all attending shareholders; if any shareholder had dissenting opinions and the proposal was put to a vote, the voting method and the voting result shall be specified. With respect to the election of Directors and supervisors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected Directors and supervisors.</p> <p>The shareholders' meeting minutes shall be</p>	<p>Article 8</p> <p>The Company, in accordance with the Company Act and other applicable laws and regulations, <u>shall record in the shareholders' meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting.</u> <u>With respect to the election of Directors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected Directors.</u></p> <p>The shareholders' meeting minutes shall be properly and perpetually kept by the Company during its legal existence and should be sufficiently disclosed <u>on the Company's website.</u></p>	<p>Amended according to Article 8 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
properly and perpetually kept by the Company during its legal existence and should be sufficiently disclosed if the Company has a website.		
<p>Article 10</p> <p>The Company shall place high importance on the shareholder's right to know and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the Company.</p>	<p>Article 10</p> <p>The Company shall place high importance on the shareholder's right to know and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the Company.</p> <p><u>To treat all shareholders equally, it is advisable that the company concurrently disclose the information under the preceding paragraph in English.</u></p> <p><u>To protect its shareholders' rights and interests and ensure their equal treatment, the Company has established the "Procedures for Handling Material Inside Information" that prohibits the Company's insiders from trading securities by using information not disclosed to the market.</u></p> <p><u>The rules mentioned in the preceding paragraph shall include stock trading control measures from the date insiders of the Company become aware of the contents of the company's financial reports or relevant results. Measures include, without limitation, those prohibiting a Director from trading its shares during the closed period of 30 days prior to the publication of the annual financial reports and 15 days prior to the publication of the quarterly financial reports.</u></p>	<p>Amended according to Article 10 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
(None)	<p><u>Article 10-1</u></p> <p><u>At an annual shareholders' meeting, the Company shall report the remuneration received by Directors, including the remuneration policy, individual remuneration package, amount, and association with outcomes of performance reviews.</u></p>	<p>Added according to Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 11</p> <p>The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders' meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the Board and the reports submitted by supervisors, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders' meeting may appoint an</p>	<p>Article 11</p> <p>The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders' meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the Board and the reports submitted by the <u>Audit Committee</u>, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the</p>	<p>Amended according to Article 11 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
<p>inspector.</p> <p>The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector to examine the accounting records and assets, of the Company.</p> <p>The Board, supervisors, and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any rejection, circumvention, or obstruction.</p>	<p>above examination, the shareholders' meeting may appoint an inspector.</p> <p>The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector to examine the accounting records, assets, <u>particulars, documents and records of specific transactions of the Company.</u></p> <p>The Board, <u>Audit Committee</u>, and managers <u>of the Company</u> shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any <u>circumvention, obstruction or rejection.</u></p>	
<p>Article 12</p> <p>In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.</p>	<p>Article 12</p> <p>In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.</p> <p><u>When the Company is involved in a merger, acquisition or public tender offer, in addition to proceeding in accordance with the applicable laws and/or regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger, acquisition or public tender offer, but information disclosure and the soundness of the Company's financial structure thereafter.</u></p> <p><u>When the management or major shareholders of the Company engages in the merger, an independent lawyer shall be engaged to issue a legal opinion regarding whether members of the Audit Committee determining the abovementioned merger comply with the requirements under Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, whether they remain independent by not being a related party to the counterparty of the merger or having any conflict of interest, assess, whether the design and execution of relevant procedures comply with relevant laws and regulations, and whether the information is fully disclosed according to the law.</u></p> <p><u>The qualification of the lawyer above shall comply with the requirements under Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies,</u></p>	<p>Amended according to Article 12 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
	<u>and they shall remain independent by not being a related party to the counterparty of the merger or having any conflict of interest.</u> <u>The relevant personnel of the Company handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.</u>	
<p>Article 13</p> <p>In order to protect the interests of the shareholders, it is advisable that the Company shall designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.</p> <p>The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholders' rights and interests were damaged by a resolution adopted at a shareholders' meeting or a Board meeting in violation of applicable laws, regulations, or the Company's Articles of Association, or that such damage was caused by a breach of applicable laws, regulations or the Company's Articles of Association by any Directors, supervisors or managers in performing their duties.</p>	<p>Article 13</p> <p>In order to protect the interests of the shareholders, it is advisable that the Company shall designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.</p> <p>The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholders' rights and interests were damaged by a resolution adopted at a shareholders' meeting or a Board meeting of the <u>Company</u> in violation of applicable laws, regulations, or the Company's Articles of Association, or that such damage was caused by a breach of applicable laws, regulations or the Company's Articles of Association by any Directors, supervisors or managers in performing their duties.</p> <p><u>The Company shall adopt internal procedures for the appropriate handling of matters referred to in the preceding two paragraphs, and shall keep relevant written records for future reference and incorporate the procedures in its internal control system for management purposes.</u></p>	<p>Amended according to Article 13 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
(None)	<u>Section 2 Establishing a Mechanism for Interaction with Shareholders</u>	<p>Amended according to Section 2 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
(None)	<p><u>Article 13-1</u></p> <p><u>The Board of the Company is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of the Company's objectives.</u></p>	<p>Added according to Article 13-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
(None)	<p><u>Article 13-2</u></p> <p><u>In addition to communicating with shareholders through shareholders' meetings and encouraging shareholders to participate</u></p>	<p>Amended according to Article 13-2 of the Corporate</p>

Before amendment	After amendment	Basis
	<u>in such meetings, the Board of the Company, together with officers and Independent Directors, shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and expound the Company's policies explicitly, in order to gain shareholders' support.</u>	Governance Best Practice Principles for TWSE/TPEX Listed Companies.
Section 2 Corporate Governance Relationships Between the Company and Its Affiliated Enterprises	Section 3 Corporate Governance Relationships Between the Company and Its Related Parties	In response to the additional Section 2, the initial Section 2 became Section 3.
Article 14 The Company shall clearly identify the division of authority and responsibility between it and its affiliated enterprises with respect to the management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.	Article 14 The Company shall clearly identify the <u>objectives</u> and the division of authority and responsibility between it and its affiliated enterprises with respect to the management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.	Amended according to Article 14 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
Article 16 The Company shall establish sound systems for the management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers and implement the necessary control mechanisms to reduce credit risk.	Article 16 The Company shall establish sound <u>objectives</u> and systems for the management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers and implement the necessary control mechanisms to reduce credit risk.	Amended according to Article 16 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
Article 17 When the Company and its affiliated enterprises enter into inter-company business dealings, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.	Article 17 When the Company and <u>its</u> related <u>parties and shareholders</u> enter into inter-company <u>financial</u> and business dealings or transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions <u>and unjust benefit transmission</u> shall be prohibited. <u>The content of the written agreement above shall include the management procedures for sales/purchase transactions, acquisitions or disposals of assets, loans to others, and endorsements/guarantees, and relevant material transactions shall be submitted to and approved by the Board as a resolution and submitted to the shareholders' meeting for approval or reporting.</u>	Amended according to Article 17 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Before amendment	After amendment	Basis
<p>Article 18</p> <p>A corporate shareholder having controlling power over the Company shall comply with the following provisions:</p> <ol style="list-style-type: none"> 1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable. 2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation in resolution, so that at a shareholders' meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a Director or supervisor. 3. It shall comply with relevant laws, regulations and the Articles of Association of the Company in nominating Directors or supervisors and shall not act beyond the authority granted by the shareholders' meeting or Board meeting. 4. It shall not improperly intervene in corporate policy-making or obstruct corporate management activities. 5. It shall not restrict or impede the management or production of the Company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels. 	<p>Article 18</p> <p>A corporate shareholder having controlling power over the Company shall comply with the following provisions:</p> <ol style="list-style-type: none"> 1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable. 2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation in resolution, so that at a shareholders' meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall <u>duly</u> exercise the fiduciary duty and duty of care of a Director. 3. It shall comply with relevant laws, regulations and the Articles of Association of the Company in nominating Directors and shall not act beyond the authority granted by the shareholders' meeting or Board meeting. 4. It shall not improperly intervene in corporate policy-making or obstruct corporate management activities. 5. It shall not restrict or impede the management or production of the Company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels. 6. <u>The representative that is designated when a corporate shareholder has been elected as a Director shall meet the Company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.</u> 	<p>Amended according to Article 18 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 19</p> <p>The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with control over those major shareholders.</p> <p>The Company shall disclose periodically important information about its shareholders holding more than 10% of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.</p> <p>The major shareholder indicated in the first paragraph refers to those who own 5% or more of the outstanding shares of the Company or the shareholding stake thereof is on the top ten list, provided, however, that the company may set up a lower shareholding threshold</p>	<p>Article 19</p> <p>The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with <u>ultimate</u> control over those major shareholders.</p> <p>The Company shall disclose periodically important information about its shareholders holding more than 10% of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.</p> <p>The major shareholder indicated in the first paragraph refers to those who own 5% or more of the outstanding shares of the Company or the shareholding stake thereof</p>	<p>Amended according to Article 19 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
<p>according to the actual shareholding stake that may control the Company.</p>	<p>is on the top ten list, provided, however, that the company may set up a lower shareholding threshold according to the actual shareholding stake that may control the Company.</p>	
<p>Article 20 The Board of the Company shall be responsible to the company and shareholders. The various procedures and arrangements of the corporate governance system shall ensure that, in exercising its authority, the Board complies with laws, regulations, its Articles of Association, and the resolutions of its shareholders' meetings. The structure of the Company's Board shall be determined by choosing an appropriate number of Board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs. All members of the Board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the Board shall possess the following abilities:</p> <ol style="list-style-type: none"> 1. Ability to make operational judgments. 2. Ability to perform accounting and financial analysis. 3. Ability to conduct management administration. 4. Ability to conduct crisis management. 5. Knowledge of the industry. 6. An international market perspective. 7. Ability to lead. 8. Ability to make policy decisions. 	<p>Article 20 The Board of the Company shall <u>direct corporate strategies, supervise the management, and be responsible to the company and shareholders</u>. The various procedures and arrangements of <u>its</u> corporate governance system shall ensure that, in exercising its authority, the Board complies with laws, regulations, its Articles of Association, and the resolutions of its shareholders' meetings. The structure of the Company's Board shall be determined by choosing an appropriate number of Board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs. <u>The composition of the Board shall be determined by taking diversity into consideration. It is advisable that Directors concurrently serving as Company officers shall not exceed one-third of the total number of the Board members, and that an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:</u> <u>1. Basic requirements and values: Gender, age, nationality, and culture; it is advisable that the number of female Directors account for at least one-third of all the directors.</u> <u>2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.</u> All members of the Board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the Board shall possess the following abilities:</p> <ol style="list-style-type: none"> 1. Ability to make operational judgments. 2. Ability to perform accounting and financial analysis. 3. Ability to conduct management administration. 4. Ability to conduct crisis management. 5. Knowledge of the industry. 6. An international market perspective. 7. Ability to lead. 8. Ability to make policy decisions. 	<p>Amended according to Article 20 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
<p>Article 21</p> <p>The Company shall establish a fair, just, and open procedure for the election of Directors and adopt the cumulative voting mechanism in order to fully reflect shareholders' views.</p> <p>Unless the competent authority otherwise grants approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the Directors of the Company.</p> <p>When the number of Directors falls below five due to the discharge of a Director for any reason, the Company shall hold a by-election for Director at the following shareholders' meeting. When the number of Directors falls short by one-third of the total number prescribed by the Articles of Association, the Company shall convene an extraordinary shareholders' meeting within 60 days of the occurrence of that fact for a by-election for Director(s).</p> <p>The aggregate shareholding percentage of all of the Directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each Director and the creation, release, or changes of any pledges over the shares held by each Director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.</p>	<p>Article 21</p> <p>The Company shall, <u>according to the principles for the protection of shareholder rights and interests and equitable treatment of shareholders,</u> establish a fair, just, and open procedure for the election of Directors, <u>encourage shareholder participation, and</u> adopt the cumulative voting mechanism <u>pursuant to the Company Act</u> in order to fully reflect shareholders' views.</p> <p>Unless the competent authority otherwise grants approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the Directors of the Company.</p> <p>When the number of Directors falls below five due to the discharge of a Director for any reason, the Company shall hold a by-election for Director at the following shareholders' meeting. When the number of Directors falls short by one-third of the total number prescribed by the Articles of Association, the Company shall convene an extraordinary shareholders' meeting within 60 days of the occurrence of that fact for a by-election for Director(s).</p> <p>The aggregate shareholding percentage of all of the Directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each Director and the creation, release, or changes of any pledges over the shares held by each Director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.</p>	<p>Amended according to Article 21 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 22</p> <p>Before convening a shareholders' meeting for the re-election of Directors, a pre-review shall be performed regarding the qualification, academic background and experience of Director candidates recommended by shareholders or Directors and whether they have any circumstances stated in subparagraphs of Article 30 of the Company A, and the review results shall be provided to shareholders for reference to elect adequate Directors.</p>	<p>Article 22</p> <p><u>The Company shall specify in its Articles of Association in accordance with the laws and regulations of the competent authorities that it adopts the candidate nomination system for elections of Directors, carefully reviews the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.</u></p>	<p>Amended according to Article 22 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 23</p> <p>Clear distinctions shall be drawn between the responsibilities and duties of the Chairman of the Company and those of its President.</p> <p>The Chairman and the President shall not be the same person. If the Chairman and the President are the same person or spouses or relatives within the first degree of kinship, the number of Independent Directors shall be increased.</p>	<p>Article 23</p> <p>Clear distinctions shall be drawn between the responsibilities and duties of the Chairman of the Company and those of its President.</p> <p>It is inappropriate for the Chairman to also act as the President <u>or an equivalent post.</u></p> <p><u>The Company with a functional committee shall clearly define the responsibilities and duties of the committee.</u></p>	<p>Amended according to Article 23 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
<p>Article 24</p> <p>The Company may have Independent Directors in place. Independent Directors shall possess professional knowledge, and their shareholding and concurrent positions shall be restricted, and shall remain independent within the scope of business execution and shall not have any direct or indirect interest with the Company.</p> <p>For the election of Independent Directors, the candidate nomination system shall be adopted according to requirements under Article 192-1 of the Company Act, and it shall be set out in the Articles of Association; shareholders shall elect Independent Directors from the list of candidates. The election of Independent Directors and non-Independent Directors shall be performed at once according to requirements under Article 198 of the Company Act, and the elected Directors shall be calculated separately.</p> <p>Change of status between Independent Directors and non-Independent Directors during their term of office is prohibited.</p> <p>If an Independent Director is released from its position due to other causes and results in the insufficient number of persons as stated in paragraph 1 or the Articles of Association, a re-election shall be performed at the upcoming shareholders' meeting. When all Independent are dismissed, the Company shall convene an extraordinary shareholders' meeting for a by-election within 60 days from the date of occurrence.</p> <p>The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the Independent Directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or Taipei Exchange.</p>	<p>Article 24</p> <p><u>The Company shall appoint Independent Directors in accordance with its Articles of Association. They shall be not less than two in number and advisably not less than one-third of the total number of Directors. It is advisable that an Independent Director serves for not more than three consecutive terms.</u></p> <p><u>Independent Directors shall possess professional knowledge, and there shall be restrictions on their shareholdings. Applicable laws and regulations shall be observed, and, in addition, it is not advisable for an Independent Director to hold office concurrently as a Director (including Independent Director) or supervisor of more than five other TWSE/TPEX listed companies. Independent Directors shall also maintain independence within the scope of their directorial duties and may not have any direct or indirect interest in the Company.</u></p> <p><u>If the Company and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any Director, supervisor or manager as a candidate for an independent director of the other, the Company shall, at the time it receives the nominations for Independent Directors, disclose the fact and explain the suitability of the candidate for Independent Director. If the candidate is elected as an Independent Director, the Company shall disclose the number of votes cast in favor of the elected Independent Director.</u></p> <p><u>The "group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of the Company, any foundation to which the Company's cumulative direct or indirect contribution of funds exceeds 50% of its endowment, and other institutions or juristic persons that are effectively controlled by the Company.</u></p> <p>Change of status between Independent Directors and non-Independent Directors during their term of office is prohibited.</p> <p>The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the Independent Directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the</p>	<p>Amended according to Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
	competent authority.	
<p>Article 25</p> <p>If the Company has its Independent Directors in place, apart from receiving the approval of the competent authority, the Company shall submit the following matters to the Board for approval by resolution. When an Independent Director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the Board meeting:</p> <ol style="list-style-type: none"> 1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act. 2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others. 3. A matter bearing on the personal interest of a Director or a supervisor. 4. A material asset or derivatives transaction. 5. A material monetary loan, endorsement, or provision of guarantee. 6. The offering, issuance, or private placement of any equity-type securities. 7. The hiring, discharge, or compensation of an attesting CPA. 8. The appointment or discharge of a financial, accounting, or internal auditing officer. 9. Any other material matter so required by the competent authority. 	<p>Article 25</p> <p>The Company shall submit the following matters to the Board for approval by resolution <u>as provided in the Securities and Exchange Act</u>. When an Independent Director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the Board meeting:</p> <ol style="list-style-type: none"> 1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act. 2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others. 3. A matter bearing on the personal interest of a Director. 4. A material asset or derivatives transaction. 5. A material monetary loan, endorsement, or provision of guarantee. 6. The offering, issuance, or private placement of any equity-type securities. 7. The hiring, discharge, or compensation of an attesting CPA. 8. The appointment or discharge of a financial, accounting, or internal auditing officer. 9. Any other material matter so required by the competent authority. 	<p>Amended according to Article 25 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 26</p> <p>The Company shall stipulate the scope of duties of the Independent Directors and empower them with manpower and physical support related to the exercise of their power. The Company or other Board members shall not restrict or obstruct the performance of duties by the independent directors.</p> <p>The Company shall stipulate the remuneration of the Directors that is determined by the shareholders' meeting in its Articles. Different but reasonable remuneration from that of other Directors may be set forth for the Independent Directors.</p>	<p>Article 26</p> <p>The Company shall stipulate the scope of duties of the Independent Directors and empower them with manpower and physical support related to the exercise of their power. The Company or other Board members shall not <u>obstruct, reject or circumvent</u> the performance of duties by the independent directors.</p> <p>The Company shall stipulate the remuneration of the Directors <u>according to applicable laws and regulations</u>. The remuneration of the Directors shall fully reflect the personal performance and the long-term management performance of the Company and shall also take the overall operational risks of the Company into consideration. Different but reasonable remuneration from that of other Directors may be set forth for the Independent Directors.</p>	<p>Amended according to Article 26 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
Section 3 Audit Committee and Other Functional Committees.	Section 3 Functional Committees	Amended according to Section 3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 27</p> <p>For the purpose of developing supervisory functions and strengthening management mechanisms, the Board of the Company, in consideration of the Company's scale and the number of its Board members, may set up functional committees for auditing, nomination, or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection or other committees, and expressly provide for them in the Articles of Association.</p> <p>Functional committees shall be responsible to the Board and submit their proposals to the Board for approval.</p> <p>Functional committees shall adopt an organizational charter to be approved by the Board. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the Company for the exercise of power by the committee.</p>	<p>Article 27</p> <p>For the purpose of developing supervisory functions and strengthening management mechanisms, the Board of the Company, in consideration of the Company's scale <u>and type of operations</u> and the number of its Board members, may set up functional committees for auditing, <u>remuneration</u>, nomination, <u>risk management</u> or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection, <u>corporate social responsibility</u>, or other committees, and expressly provide for them in the Articles of Association.</p> <p>Functional committees shall be responsible to the Board and submit their proposals to the Board for approval, <u>provided that the performance of the supervisor's duties by the Audit Committee pursuant to paragraph 4, Article 14-4 of the Securities and Exchange Act shall be excluded.</u></p> <p>Functional committees shall adopt an organizational charter to be approved by the Board. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the Company for the exercise of power by the committee.</p>	Amended according to Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 28</p> <p>The Company shall either establish its Audit Committee or supervisors.</p> <p>The Audit Committee shall be composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.</p> <p>The Company has established an Audit Committee; requirements under the Securities Exchange Act, Company Act, other laws and regulations, and the Principles for supervisors shall apply to the Audit Committee.</p> <p>If the Company has established its Audit Committee, the following matters shall receive the consent from over half of all members of the Audit Committee and be submitted to the</p>	<p>Article 28</p> <p>The Company shall establish its Audit Committee.</p> <p>The Audit Committee shall be composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.</p> <p><u>The exercise of power by the Audit Committee and Independent Directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the competent authority.</u></p>	Amended according to Article 28 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Before amendment	After amendment	Basis
<p>Board for resolution, and the requirements under Article 25 of the Principles shall not apply:</p> <ol style="list-style-type: none"> 1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act. 2. Evaluation of the effectiveness of the internal control system. 3. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others. 4. A matter bearing on the personal interest of a Director. 5. A material asset or derivatives transaction. 6. A material monetary loan, endorsement, or provision of guarantee. 7. The offering, issuance, or private placement of any equity-type securities. 8. The hiring, discharge, or compensation of an attesting CPA. 9. The appointment or discharge of a financial, accounting, or internal auditing officer. 10. Annual financial reports and interim reports. 11. Any other material matter so required by the competent authority. <p>The exercise of power by the Audit Committee and Independent Directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE or TPEx.</p>		
(None)	<p><u>Article 28-1</u> The Company shall establish its Remuneration Committee, and it is advisable that more than half of the committee members be Independent Directors. The professional qualifications of the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.”</p>	<p>Added according to Article 28-1 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.</p>
(None)	<p><u>Article 28-2</u> The Company shall establish a Nomination Committee and its articles of association. It is advisable that a majority of the members of the said committee be Independent Directors and an Independent Director be its</p>	<p>Added according to Article 28-2 of the Corporate Governance Best Practice Principles for</p>

Before amendment	After amendment	Basis
	<u>chairperson.</u>	TWSE/TPEX Listed Companies.
(None)	<u>Article 28-3</u> <u>The Company shall establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the Company's internal control system for management purposes.</u>	Added according to Article 28-3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 29</p> <p>The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the Company. Regarding any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions.</p> <p>The Company shall evaluate the independence and suitability of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for five years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the Board.</p>	<p>Article 29</p> <p><u>To improve the quality of its financial reports, the Company shall establish the position of deputy to its principal accounting officer.</u></p> <p><u>To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer. Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for six hours or more each year. Those courses may be the Company's internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.</u></p> <p>The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the Company. Regarding any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions. <u>The Company shall establish channels and mechanisms of communication between the Independent Directors or the Audit Committee, and the attesting CPA, and incorporate procedures for that purpose into the Company's internal control system for management purposes.</u></p> <p><u>The Company shall evaluate the independence and suitability of the CPA engaged by the Company regularly with reference to AQIs, and no less frequently than once annually. In the event that the</u></p>	Amended according to Article 29 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Before amendment	After amendment	Basis
	<u>Company engages the same CPA without replacement for seven years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the Board.</u>	
<p>Article 30</p> <p>The Company shall engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the Directors, the supervisors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the Company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.</p> <p>When, as a result of performing their lawful duties, Directors, supervisors or the management are involved in litigation or a dispute with shareholders, the Company shall retain a legal counsel to provide assistance as circumstances require.</p> <p>The audit committee or an Independent Director may retain the service of legal counsel, CPA, or other professionals on behalf of the Company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.</p>	<p>Article 30</p> <p>The Company shall engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the Directors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the Company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.</p> <p>When, as a result of performing their lawful duties, Directors or the management are involved in litigation or a dispute with shareholders, the Company shall retain a legal counsel to provide assistance as circumstances require.</p> <p>The audit committee or an Independent Director may retain the service of legal counsel, CPA, or other professionals on behalf of the Company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.</p>	Text refining.
<p>Article 31</p> <p>The Board of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a Board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each Director and supervisor no later than seven days before the scheduled date.</p> <p>The Company shall adopt its “Rules of Procedure for Board Meetings,” which shall follow the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.</p>	<p>Article 31</p> <p>The Board of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a Board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each Director no later than seven days before the scheduled date. <u>Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a Director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the Board.</u></p> <p>The Company shall adopt its Rules of Procedure for Board Meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.</p>	Amended according to Article 31 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
<p>Article 32</p> <p>The Company’s Directors shall exercise a high degree of self-discipline. If a Director has any</p>	<p>Article 32</p> <p>The Company’s Directors shall exercise a high degree of self-discipline. <u>If a Director</u></p>	Amended according to Article 32 of the

Before amendment	After amendment	Basis
<p>interest in any proposal for a Board meeting, the Director shall recuse itself and may not participate in the discussion or voting on that proposal. The Director also may not act as another Director's proxy to exercise voting rights on that matter. Directors shall remain self-disciplined and shall not provide unjust support.</p> <p>Matters requiring the voluntary recusal of a Director shall be clearly set forth in the "Rules of Procedure for Board Meetings."</p>	<p><u>or a corporation represented by the Director is an interested party with respect to</u> any proposal for a Board meeting, <u>the Director shall state the important aspects of the interested party relationship at the meeting.</u> <u>When the relationship is likely to prejudice the interests of the company,</u> the Director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The Director also may not act as another Director's proxy to exercise voting rights on that matter.</p> <p>Matters requiring the voluntary recusal of a Director shall be clearly set forth in the Rules of Procedure for Board Meetings.</p>	<p>Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 33</p> <p>If the Company has Independent Directors in place, when a Board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, they shall attend the Board meeting in person, and may not be represented by a non-independent director via proxy. When an Independent Director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board meeting; if the Independent Director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the Board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board meeting.</p> <p>In any of the following circumstances, decisions made by the Board shall be noted in the meeting minutes, and in addition, publicly announced and filed within two days from the date of the Board meeting:</p> <ol style="list-style-type: none"> 1. An Independent Director has a dissenting or qualified opinion which is on record or stated in a written statement. 2. The matter was not approved by the Audit Committee (if the Company has set up an Audit Committee) but had the consent of more than two-thirds of all Directors. <p>During a Board meeting, managers from relevant departments who are not Directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the Directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the Directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution.</p>	<p>Article 33</p> <p>When a Board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, <u>an Independent Director of the Company</u> shall attend the Board meeting in person, and may not be represented by a non-independent director via proxy. When an Independent Director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board meeting; if the Independent Director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the Board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board meeting.</p> <p>In any of the following circumstances, decisions made by the Board shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS two hours before the beginning of trading hours on the first business day after the date of the Board meeting:</p> <ol style="list-style-type: none"> 1. An Independent Director has a dissenting or qualified opinion which is on record or stated in a written statement. 2. The matter was not approved by the Audit Committee but had the consent of more than two-thirds of all Directors. <p>During a Board meeting, managers from relevant departments who are not Directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the Directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the Directors in understanding the conditions of the Company for the purpose of adopting an</p>	<p>Amended according to Article 33 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
	appropriate resolution, <u>provided that they shall leave the meeting when deliberation or voting takes place.</u>	
<p>Article 35</p> <p>The Company shall submit the following matters to its Board for discussion:</p> <ol style="list-style-type: none"> 1. Corporate business plans. 2. Annual and semi-annual financial reports. 3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act. 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of any equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or to be approved by resolution at a meeting of the Board, or any such significant matter as may be prescribed by the competent authority. <p>Except for matters that must be submitted to the Board for discussion under the first paragraph, when the Board is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its Articles of Association. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.</p>	<p>Article 35</p> <p>The Company shall submit the following matters to its Board for discussion:</p> <ol style="list-style-type: none"> 1. Corporate business plans. 2. Annual and semi-annual financial reports, <u>with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be CPA audited and attested.</u> 3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, <u>and evaluation of the effectiveness of an internal control system.</u> 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of any equity-type securities. 6. <u>The performance assessment and the standard of remuneration of the managers.</u> 7. <u>The structure and system of the Director's remuneration.</u> 8. The appointment or discharge of a financial, accounting, or internal audit officer. 9. <u>A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next Board meeting for retroactive recognition.</u> 10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or to be approved by resolution at a meeting of the Board, or any such significant matter as may be prescribed by the competent authority. <p>Except for matters that must be submitted to the Board for discussion under the <u>preceding paragraph</u>, when the Board is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its Articles of Association. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization</p>	<p>Amended according to Article 35 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
	is not permitted.	
<p>Article 37</p> <p>Members of the Board shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders' meetings or in the Articles of Association, they shall ensure that all matters are handled according to the resolutions of the Board.</p> <p>If the resolution made by the Board involves the Company's business development and decision-making for the material direction, the Board shall exercise due consideration and shall not affect the promotion and operation of corporate governance.</p> <p>Independent Directors shall execute their duties according to relevant laws and regulations and the requirements of the Articles of Association to protect the interest of the Company and shareholders.</p>	<p>Article 37</p> <p>Members of the Board shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders' meetings or in the Articles of Association, they shall ensure that all matters are handled according to the resolutions of the Board.</p> <p><u>The Company formulates rules and procedures for Board performance assessments. Each year, in respect of the Board and individual Directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments and may also do so through external professional institutions or in any other appropriate manner. A performance assessment of the Board shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs:</u></p> <ol style="list-style-type: none"> <u>1. The degree of participation in the Company's operations.</u> <u>2. Improvement in the quality of decision-making by the Board.</u> <u>3. The composition and structure of the Board.</u> <u>4. The election of the Directors and their continuing professional education.</u> <u>5. Internal controls.</u> <p><u>The performance assessments of Board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate adjustments made on the basis of the Company's needs:</u></p> <ol style="list-style-type: none"> <u>1. Their grasp of the Company's goals and missions.</u> <u>2. Their recognition of the Director's duties.</u> <u>3. Their degree of participation in the Company's operations.</u> <u>4. Their management of internal relationships and communication.</u> <u>5. Their professionalism and continuing professional education.</u> <u>6. Internal controls.</u> <p><u>The Company shall conduct performance assessments of a functional committee, covering the following aspects, with appropriate adjustments made on the basis of the Company's needs:</u></p> <ol style="list-style-type: none"> <u>1. Their degree of participation in the</u> 	<p>Amended according to Article 37 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>

Before amendment	After amendment	Basis
	<u>Company's operations.</u> <u>2. Their recognition of the duties of the functional committee.</u> <u>3. Improvement in the quality of decision-making by the functional committee.</u> <u>4. The composition of the functional committee, and election and appointment of committee members.</u> <u>5. Internal control.</u> <u>The Company shall submit the results of performance assessments to the Board and use them as a reference in determining compensation for individual Directors, their nomination and additional office term.</u>	
(None)	<u>Article 37-1</u> <u>The Company to establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure sustainable operation.</u>	Added according to Article 37-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
(None)	<u>Article 37-2</u> <u>The Board shall evaluate and monitor the following aspects of the Company's direction of operation and performance in connection with intellectual properties to ensure the Company develops an intellectual property regulatory system in accordance with the "Plan-Do-Check-Act" cycle:</u> <u>1. Formulate intellectual property regulatory policies, objectives and systems that are slightly associated with the operational strategies.</u> <u>2. Develop, implement and maintain on the basis of scale and form its regulatory systems governing the procurement, protection, maintenance and utilization of intellectual properties.</u> <u>3. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property regulatory system.</u> <u>4. Observe internally and externally the risks and opportunities that intellectual property regulation may present and adopt corresponding measures.</u> <u>5. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property regulatory regime meet the Company's expectations.</u>	Added according to Article 37-2 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
Article 38 If a resolution of the board of Directors violates law, regulations or the Company's Articles of Association, then at the request of	Article 38 If a resolution of the board of Directors violates law, regulations or the Company's Articles of Association, then at the request	Text refining.

Before amendment	After amendment	Basis
<p>shareholders holding shares continuously for a year or an Independent Director, or at the notice of a supervisor to discontinue the implementation of the resolution, members of the Board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.</p> <p>Upon discovering a likelihood that the Company would suffer material injury, members of the Board shall immediately report to the Audit committee, an Independent Director member of the Audit Committee, or a supervisor in accordance with the foregoing paragraph.</p>	<p>of shareholders holding shares continuously for a year or an Independent Director to discontinue the implementation of the resolution, members of the Board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.</p> <p>Upon discovering a likelihood that the Company would suffer material injury, members of the Board shall immediately report to the Audit committee or an Independent Director member of the Audit Committee in accordance with the foregoing paragraph.</p>	
<p>Article 39</p> <p>The Company may purchase Directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a Director.</p>	<p>Article 39</p> <p>The Company <u>shall take out</u> Directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a Director.</p> <p><u>The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for Directors at the next Board meeting.</u></p>	<p>Amended according to Article 39 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
<p>Article 40</p> <p>Members of the Board shall participate in training courses on finance, business, commerce, accounting and law offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies, which cover subjects relating to corporate governance upon becoming Directors and throughout their terms of occupancy. They shall also ensure that the Company's employees at all levels will enhance their professionalism and knowledge of the law.</p>	<p>Article 40</p> <p>Members of the Board shall participate in training courses on finance, <u>risk management,</u> business, commerce, accounting, law <u>or corporate social responsibility</u> offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies, which cover subjects relating to corporate governance upon becoming Directors and throughout their terms of occupancy. They shall also ensure that the Company's employees at all levels will enhance their professionalism and knowledge of the law.</p>	<p>Amended according to Article 40 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.</p>
Chapter IV Empowering Supervisors	(Deleted)	<p>At present, the Company has established its Audit Committee, and the supervisor system no longer applies; therefore, the relevant chapter/article is deleted.</p>
Section 1 Functions of Supervisors	(Deleted)	

Before amendment	After amendment	Basis
Article 41 (Omitted below)	(Deleted)	
Article 42 (Omitted below)	(Deleted)	
Article 43 (Omitted below)	(Deleted)	
Section 2 Powers and Obligations of Supervisors	(Deleted)	
Article 44 (Omitted below)	(Deleted)	
Article 45 (Omitted below)	(Deleted)	
Article 46 (Omitted below)	(Deleted)	
Article 47 (Omitted below)	(Deleted)	
Article 48 (Omitted below)	(Deleted)	
Article 49 (Omitted below)	(Deleted)	
Article 50 (Omitted below)	(Deleted)	
Chapter V Respecting Stakeholders' Rights	Chapter <u>IV</u> Respecting Stakeholders' Rights	In response to the deletion of the initial Chapter IV, Chapter V became Chapter IV.
Article 51 The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or stakeholders of the Company, respect and safeguard their legal rights and interests. When any of a stakeholder's legal rights or interests are harmed, the Company shall handle the matter in a proper manner and in good faith.	Article <u>41</u> The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or <u>other</u> stakeholders of the Company, respect and safeguard their legal rights and interests, <u>and designate a stakeholder's section on its website.</u> When any of a stakeholder's legal rights or interests are harmed, the Company shall handle the matter in a proper manner and in good faith.	In response to the deletion of the initial Chapter IV, the Articles are adjusted. Amended according to Article 51 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
Article 52 (Omitted below)	Article <u>42</u> (Omitted below)	In response to the deletion of the initial Chapter IV, the Articles are adjusted.
Article 53 The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management, Directors, or supervisors so as to reflect employees' opinions about the	Article <u>43</u> The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management or Directors so as to reflect employees' opinions about	In response to the deletion of the initial Chapter IV, the Articles are adjusted; text

Before amendment	After amendment	Basis
management, financial conditions, and material decisions of the Company concerning employee welfare.	the management, financial conditions, and material decisions of the Company concerning employee welfare.	refining.
Article 54 (Omitted below)	Article 44 (Omitted below)	In response to the deletion of the initial Chapter IV, the Articles are adjusted.
Chapter VI Improving Information Transparency	Chapter <u>V</u> Improving Information Transparency	In response to the deletion of the initial Chapter IV, the initial Chapter VI became Chapter V.
Article 55 Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE and TPEX rules. The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.	Article <u>45</u> Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE and TPEX rules. <u>The Company is advised to publish and report its annual financial report within two months after the end of a fiscal year, and publish and report its financial reports for the first, second and third quarters as well as its operating status for each month before the specified deadline.</u> The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.	In response to the deletion of the initial Chapter IV, the Articles are adjusted. Amended according to Article 55 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
Article 56 (Omitted below)	Article <u>46</u> (Omitted below)	In response to the deletion of the initial Chapter IV, the Articles are adjusted.
Article 57 In order to keep shareholders and stakeholders fully informed, the Company is advised to utilize the convenience of the Internet and set up a website containing information regarding the Company's operations and corporate governance. It is also advisable for the Company to furnish the financial, corporate governance, and other relevant information in English. To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.	Article <u>47</u> In order to keep shareholders and stakeholders fully informed, the Company <u>shall</u> utilize the convenience of the Internet and set up a website containing information regarding the Company's <u>finances, operations, corporate governance or other matters</u> . It is also advisable for the Company to furnish the financial, corporate governance, and other relevant information in English. To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and	In response to the deletion of the initial Chapter IV, the Articles are adjusted. Amended according to Article 57 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed

Before amendment	After amendment	Basis
	updated on a timely basis.	Companies.
<p>Article 58</p> <p>The Company shall hold an investor conference in compliance with the regulations of the TWSE and TPEx and is advised to keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the online information filing system as designated and provided for inquiry through the website established by the Company, or through other channels, in accordance with the TWSE or TPEx rules.</p>	<p>Article 48</p> <p>The Company shall hold an investor conference in compliance with the regulations of the <u>competent authority</u> and <u>shall</u> keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the <u>MOPS</u> and provided for inquiry through the website established by the Company, or through other channels, in accordance with the rules of <u>the competent authority</u>.</p>	<p>In response to the deletion of the initial Chapter IV, the Articles are adjusted. Amended according to Article 58 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.</p>
<p>Article 59</p> <p>The Company shall disclose and update from time to time the following information regarding corporate governance according to the requirements under relevant laws and regulations and the TWSE and TPEx:</p> <ol style="list-style-type: none"> 1. Structure and rules of corporate governance. 2. Corporate equity structure and shareholders' interest. 3. Structure and independence of the Board. 4. Duties of the Board and managers. 5. Composition, duties, and independence of the Audit Committee or supervisors. 6. Continuing education of Directors and supervisors. 7. Rights of and relationships with stakeholders. 8. Details of measures adopted for information disclosures specified in laws and regulations. 9. Corporate governance operations, differences between the Corporate Governance Best Practice Principles established by the Company and the Principles, and the reason therefor. 10. Other information related to corporate governance. <p>The Company shall adopt appropriate methods to disclose its substantial plan and measures to improve its corporate governance based on the actual implementation of corporate governance.</p>	<p>Article 49</p> <p>The Company shall <u>dedicate a space on its website</u> to disclose and update from time to time the following information regarding corporate governance:</p> <ol style="list-style-type: none"> 1. <u>Board of Directors: such as resumes and authorities and responsibilities of Board members, Board member diversification policy and the implementation thereof.</u> 2. <u>Functional committees: such as resumes and authorities and responsibilities of members of each functional committee.</u> 3. <u>Corporate governance bylaws: such as Articles of Association, procedures of Board meetings, the charter of each functional committee, and other relevant corporate governance bylaws.</u> 4. <u>Important corporate governance information: such as information on the establishment of corporate governance executive officers.</u> 	<p>In response to the deletion of the initial Chapter IV, the Articles are adjusted. Amended according to Article 59 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.</p>
Chapter VII Supplementary Provisions	Chapter <u>VI</u> Supplementary Provisions	<p>In response to the deletion of the initial Chapter IV, the initial Chapter VII became Chapter VI.</p>

Before amendment	After amendment	Basis
Article 60 (Omitted below)	Article <u>50</u> (Omitted below)	In response to the deletion of the initial Chapter IV, the Articles are adjusted.
Article 61 The establishment and amendment of the Principles shall be approved by the Board of the Company and reported to the shareholders' meeting.	Article <u>51</u> The establishment and amendment of the Principles shall be <u>implemented after being approved</u> by the Board of the Company.	In response to the deletion of the initial Chapter IV, the Articles are adjusted. Amended according to the operating procedures stated under laws and regulations.
Article 62 Amendment record The Principles were established on November 14, 2014.	Article <u>52</u> Amendment record The <u>Principles</u> were established on November 14, 2014. <u>The first amendment to the Principles was made on March 14, 2023.</u>	In response to the deletion of the initial Chapter IV, the Articles are adjusted. Added amendment date and time.

Attachment 7

EZconn Corporation

Comparison Table on Amendments to the “Articles of Association”

Article/chapter	Before amendment	After amendment	Basis
Article 6	The paid-in capital of the Company is NT\$1 billion in 100 million shares with a nominal amount par value of NT\$10 per share. The Board of Directors is authorized to issue them in batches. NT\$100 million is reserved from the total paid-in capital in the preceding paragraph for the exercise of stock option when issuing the stock option certificate, warrant bond and preferred shares with warrants etc., dividing into a total of 10 million shares with NT\$10 per share, and it may be issued in batches.	The paid-in capital of the Company is NT\$1 billion in 100 million shares with a nominal amount par value of NT\$10 per share. The Board of Directors is authorized to issue them in batches. the shares issued may be divided into ordinary shares and preferred shares, NT\$100 million is reserved from the total paid-in capital in the preceding paragraph for the exercise of stock option when issuing the stock option certificate, warrant bond and preferred shares with warrants etc., dividing into a total of 10 million shares with NT\$10 per share, and it may be issued in batches.	
Article 6-1		<p>The rights and obligations attached to the preferred shares of the Company and other material conditions set for the issue are as follows:</p> <ol style="list-style-type: none"> 1. In case of any surplus after annual accounting, the Company shall pay the taxes in accordance with the law and offset the accumulated losses before setting aside an amount for legal/special reserve and reversing the special reserve as required by laws. The remaining amount, if any, may be used in the distribution of dividends of the preferred shares of the year. 2. The annual rate of the dividends of per preferred share calculated based on the issue price shall not exceed 8%. The dividends shall be distributed in cash once a year on the base date set by the Board of Directors or by Chairman after being authorized by the Board of Directors. The dividends of the year of issuance and the year of recovery shall be calculated pro rata based on the number of days of issuance of the year. The issuance date shall be defined as the capital increase base date of the issuance of the preferred shares. 3. The dividends for preferred shares shall be distributed at the discretion of the Company. In case of no surplus or that the surplus is insufficient for the said distribution of dividends for the preferred shares, the Company may adopt a resolution and elect not to distribute dividends. In this case, the non-performance shall by no means be 	

		<p>deemed as a breach of contract. If the preferred shares issued are non-accumulative, the undistributed dividends or unpaid amount due to insufficient surplus will not be deferred to the subsequent surplus years.</p> <p>4. Except for the dividends set out in Subparagraph 2 of this Article, the preferred shareholders shall be excluded from the distribution in relation to surplus or APIC in cash or in the form of capitalization for ordinary shares if the preferred shares issued are non-participating.</p> <p>5. Where the Company issues new shares in cash, the preferred shareholders and ordinary shareholders shall both be entitled to the same preemptive right.</p> <p>6. For distribution of the Company's remaining assets, being inferior to all creditors, the preferred shareholders shall be in the same order as the holders of other preferred shares issued by the Company and have priority over the ordinary shareholders, provided that the amount distributed shall not exceed the sum calculated based on the number of outstanding preferred shares at the issue price at the time of distribution.</p> <p>7. The preferred shareholders shall have the right to vote at the meetings of ordinary shareholders and may be elected as a director. They shall also have the right to vote at the meetings of preferred shareholders or meetings convened for matters regarding the rights and obligations of the preferred shareholders.</p> <p>8. Where the preferred shares issued by the Company are convertible, the shares issued shall not be converted within three years from the date of issuance. The Board of Directors is authorized to otherwise determine the period during which the shares may be converted as one of the conditions of issue. The holders of convertible preferred shares may apply for converting part or all of their preferred shares at the conversion ratio of one preferred share to one ordinary share (the conversion ratio shall be 1:1) according to the conditions of issue. After the conversion of convertible preferred shares into ordinary shares, the rights and obligations attached hereto shall be the same as those of ordinary shares. For the distribution of dividends of preferred shares converted, the amount shall be calculated pro rata based on the ratio of the number of days of issuance to the number of days of the year. However, the</p>	
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		<p>preferred shares that have been converted into ordinary shares before the ex-dividend base date set for the distribution of dividends of the year shall neither be included in the distribution of dividends of the preferred shares of the year nor the distribution of dividends in the subsequent years, provided that they may be included in the distribution of dividends of ordinary shares and APIC of the year. Generally, the dividends of the year shall be distributed either for the preferred shares or for the ordinary shares.</p> <p>9. The preferred shares have no maturity date, nor shall the holders have right to ask the Company to redeem the preferred shares held by them. However, the Company may redeem all or part of the preferred shares at the original issue price at any time starting on the next day after the end of a 3-year period from the date of issue. The rights and obligations attached to the unredeemed preferred shares under the conditions of issue mentioned above shall remain unchanged. Should the Company decide to distribute dividends of the year, the dividends shall be calculated pro rata based on the number of days of issuance before the redemption.</p> <p>10. The APIC of preferred shares issued at premium shall not be capitalized during the issuance period of the preferred shares.</p> <p>11. The preferred shares shall not be listed for trading during the issuance period. However, in the case that all or part of the shares has been converted into ordinary shares, the Board of Directors is authorized to apply to the competent authority for listing and trading of ordinary shares in accordance with the relevant regulations whenever it finds appropriate.</p> <p>12. The Board of Directors is authorized to otherwise determine the name, issue date, specific conditions of issue and other matters relevant to the preferred shares in accordance with the "Articles of Association" of the Company and relevant laws and regulations after considering the capital market and the intention of investors at the time of issue.</p>	
Article 9	Shareholders' Meeting is divided into annual meetings and extraordinary meetings; the annual meeting shall be convened once a year and convened within six months after the end of every accounting year; and the extraordinary	There are two types of shareholders' meetings: regular meetings and special meetings. The former shall be held annually within six months after the end of the fiscal year, and the latter shall be held whenever necessary in accordance	

	<p>meeting may be convened pursuant to relevant laws and decrees when necessary.</p> <p>After the public offering, the date, location and subject of the convocation of the meeting shall be notified to each shareholder thirty days before convening an annual shareholders' meeting and fifteen days before convening an extraordinary shareholders' meeting of the Company.</p> <p>Shareholders' meetings of the Company may be convened by way of a video conference or other methods accounted by the central competent authority.</p>	<p>with relevant laws and regulations.</p> <p>The shareholders shall be given a 30-day notice of regular meetings. For special meetings, the Company shall inform the shareholders of the date, place, and reason for convening the meeting at least 15 days before the meeting.</p> <p>A meeting of preferred shareholders may be convened in accordance with relevant laws and regulations if necessary.</p> <p>The Company's shareholders' meetings may be held through video conferencing or in a manner designated by the central competent authority.</p>	
Article 17	<p>The Board of Directors may elect a Director as Chairman and a Director as Vice Chairman at a meeting attended by more than two-thirds of the Directors after being approved by the majority of the Directors present. For external affairs, Chairman shall serve as the representative of the Company. Absence of Chairman due to personal leave or whatever reason shall be handled in accordance with Article 208 of the Company Act.</p> <p>The members of the Board of Directors shall be notified of the meeting in writing, by e-mail, or by fax.</p> <p>Where a director is unable to attend the meeting of the Board of Directors for whatever reason, he/she may appoint another director as his/her agent by preparing a letter of authorization specifying the scope of authority in regard to the cause of the convention. However, a Director may only represent one other Director. Directors who attend a meeting through video conferencing shall be deemed to have been present in person.</p>	<p>The Board of Directors may elect a Director as Chairman and a Director as Vice Chairman at a meeting attended by more than two-thirds of the Directors after being approved by the majority of the Directors present. For external affairs, Chairman shall serve as the representative of the Company. Absence of Chairman due to personal leave or whatever reason shall be handled in accordance with Article 208 of the Company Act.</p> <p>The members of the Board of Directors shall be notified of the meeting in writing, by e-mail, by fax, or through messaging software.</p> <p>Where a director is unable to attend the meeting of the Board of Directors for whatever reason, he/she may appoint another director as his/her agent by preparing a letter of authorization specifying the scope of authority in regard to the cause of the convention. However, a Director may only represent one other Director.</p> <p>Directors who attend a meeting through video conferencing shall be deemed to have been present in person.</p>	
Article 24	<p>If profits are available upon final settlement every year, the Company shall allocate no less than five percent as employee's compensation and no more than five percent as director's compensation, after distribution per resolution of the Board of Directors, taxes shall be paid pursuant to law, and then ten percent shall be allocated as the statutory surplus reserve, but it may be exempted if the statutory surplus</p>	<p>If profits are available upon final settlement every year, the Company shall allocate no less than five percent as employee's compensation and no more than five percent as director's compensation, after distribution per resolution of the Board of Directors, taxes shall be paid pursuant to law, and then ten percent shall be allocated as the statutory surplus reserve, but it may be exempted if the statutory surplus</p>	<p>Amended according to Letter (89)-Tai-Cai-Zheng-(Yi)-Zi No. 100116 and Letter (89)-Tai-Cai-Zheng-(Yi)-Zi No. 00371.</p>

	<p>reserve has already reached the total paid-up capital of the company; after the balance thereof has been allocated or revolved as special surplus reserve pursuant to laws and decrees or regulations of the competent authority, then it will be accumulated into the undistributed surplus, and Board of Directors may prepare surplus distribution proposal to propose to Shareholders' Meeting for distribution of reservation per resolution.</p> <p>If the Company had accumulated losses in the previous year, if profits are available in the current year and before allocating employee's compensation and director's compensation, the losses shall be covered first, and the balance thereof will be allocated according to the proportions mentioned in preceding paragraph; besides, when employee's compensation is distributed by stock or in cash, the objects of distribution include the employees of affiliated companies meeting certain conditions.</p> <p>The dividend policy shall focus on the shareholders' interest and consider the current and future status of the industry in which the Company operates, the growth stage, future financial planning, capital requirements, the satisfaction of shareholders' cash planning, and other factors. Under the principles of the balanced dividend, cash bonuses of shareholders shall be no less than ten percent of the total shareholder bonuses, and the actual distribution amount shall be subject to the distribution amount resolved by the shareholders' meeting.</p> <p>(Omitted below)</p>	<p>reserve has already reached the total paid-up capital of the company; after the balance thereof has been allocated or revolved as special surplus reserve pursuant to laws and decrees or regulations of the competent authority, then it will be accumulated into the undistributed surplus, and Board of Directors may prepare surplus distribution proposal to propose to Shareholders' Meeting for distribution of reservation per resolution. <u>to be utilized as the dividends that can be distributed to the preferred and ordinary shareholders</u></p> <p>If the Company had accumulated losses in the previous year, if profits are available in the current year and before allocating employee's compensation and director's compensation, the losses shall be covered first, and the balance thereof will be allocated according to the proportions mentioned in preceding paragraph; besides, when employee's compensation is distributed by stock or in cash, the objects of distribution include the employees of affiliated companies meeting certain conditions.</p> <p>The dividend policy shall focus on the shareholders' interest and consider the current and future status of the industry in which the Company operates, the growth stage, future financial planning, capital requirements, the satisfaction of shareholders' cash planning, and other factors. Under the principles of the balanced dividend, cash bonuses of shareholders shall be no less than ten percent of the total shareholder bonuses, and the actual distribution amount shall be subject to the distribution amount resolved by the shareholders' meeting. <u>However, the total dividend distribution of the year shall not be lower than 10% of the earnings after tax of the year.</u></p> <p>(Omitted below)</p>	
Article 28	<p>Article 28: These Articles of Association were concluded on August 21, 1996.</p> <p>The first amendment was made on December 9, 2002.</p> <p>The second amendment was made on December 24, 2002.</p> <p>The third amendment was made on June 30, 2003.</p>	<p>Article 28: These Articles of Association were concluded on August 21, 1996.</p> <p>The first amendment was made on December 9, 2002.</p> <p>The second amendment was made on December 24, 2002.</p> <p>The third amendment was made on June 30, 2003.</p>	Added amendment date and time.

	<p>The fourth amendment was made on June 30, 2004.</p> <p>The fifth amendment was made on August 1, 2005.</p> <p>The sixth amendment was made on September 3, 2007.</p> <p>The seventh amendment was made on November 15, 2012.</p> <p>The eighth amendment was made on December 7, 2012.</p> <p>The ninth amendment was made on May 13, 2013.</p> <p>The tenth amendment was made on May 15, 2015.</p> <p>The eleventh amendment was made on June 21, 2016.</p> <p>The twelfth amendment was made on June 10, 2019.</p> <p>The thirteenth amendment was made on June 24, 2020.</p> <p>The fourteenth amendment was made on July 22, 2021.</p> <p>The fifteenth amendment was made on June 27, 2022.</p>	<p>The fourth amendment was made on June 30, 2004.</p> <p>The fifth amendment was made on August 1, 2005.</p> <p>The sixth amendment was made on September 3, 2007.</p> <p>The seventh amendment was made on November 15, 2012.</p> <p>The eighth amendment was made on December 7, 2012.</p> <p>The ninth amendment was made on May 13, 2013.</p> <p>The tenth amendment was made on May 15, 2015.</p> <p>The eleventh amendment was made on June 21, 2016.</p> <p>The twelfth amendment was made on June 10, 2019.</p> <p>The thirteenth amendment was made on June 24, 2020.</p> <p>The fourteenth amendment was made on July 22, 2021.</p> <p>The fifteenth amendment was made on June 27, 2022.</p> <p><u>The sixteenth amendment was made on June 6, 2023.</u></p>	
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Attachment 8

EZconn Corporation

Comparison Table on Amendments to the “Regulations for the Election of Directors”

Before amendment	After amendment	Basis
Article 1 Except for otherwise required by laws and regulations or the Articles, the election of the Company’s Directors shall be subject to the requirements of the Regulations.	Article 1 To ensure a just, fair, and open election of Directors, these Regulations are adopted pursuant to Articles 21 and Article 41 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.”	Amended with reference to the “Sample Template for XXX Co., Ltd. Procedures for Election of Directors.”
Article 2 The overall composition of the Board shall be taken into consideration in the selection of this Company's Directors. 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.	Article 2 Except for otherwise required by laws and regulations or the Articles, the election of the Company’s Directors shall be subject to the requirements of the Regulations.	Amended with reference to the Sample.
Article 3 (Deleted)	Article 3 The overall composition of the Board shall be taken into consideration in the selection of this Company's Directors. The composition of the Board 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	Amended with reference to the Sample.

Before amendment	After amendment	Basis
	<p>duties; the abilities that must be present in the Board as a whole are as follows:</p> <ol style="list-style-type: none"> 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. <p>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.</p> <p>The Board of the Company shall consider adjusting its composition based on the results of the performance evaluation.</p>	
<p>Article 4 The qualification and election of Directors of the Company shall comply with the requirements under the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” and relevant laws and regulations. Among all Independent Directors, at least one shall possess accounting or finance expertise.</p>	<p>Article 4</p> <p>The qualifications for the Independent Directors of the Company shall comply with Articles 2, 3, and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.”</p> <p>The election of Independent Directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” and shall be conducted in accordance with Article 24 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.”</p>	<p>Amended with reference to the Sample.</p>
<p>Article 5 The Director election of the Company adopts the candidate nomination system, and the shareholders’ meeting elects Directors from the list of candidates based on the number of Directors stated in the Articles of Association.</p> <p>The Company shall announce the period accepting the nomination of Independent Director candidates, the number of Independent Directors to be elected, the acceptance venue, and other necessary matters before the book closure date prior to the shareholders’ meeting; the acceptance period shall not be less than ten days.</p> <p>The Board of the Company or shareholders holding over 1% of total issued shares may provide the recommendation list for the next session of the Independent Directors to serve as the reference for the election of Independent Directors. However, the</p>	<p>Article 5</p> <p>Elections of Directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.</p> <p>When the number of Directors falls below five due to the dismissal of a Director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders’ meeting. When the number of Directors falls short by one-third of the total number prescribed in the Company’s Articles of Association, the Company shall call an extraordinary shareholders’ meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p> <p>When the number of Independent Directors falls below that required under the proviso of Article</p>	<p>Amended with reference to the Sample.</p>

Before amendment	After amendment	Basis
<p>number of candidates shall not exceed the number of Independent Directors to be elected; the same shall apply to the number of Independent Director candidates nominated by the Board. Independent Directors and Directors shall be elected at the same time, but the vote-counting and elected status shall be performed separately.</p> <p>When the Board provides a recommendation list of Independent Directors, it shall also provide the candidates' academic background, experiences, number of shares held, government or corporations they represent, compliance with independence, and other relevant data for shareholders' reference.</p>	<p>14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the Independent Directors are dismissed en masse, an extraordinary shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.</p>	
<p>Article 6 The election of Directors of the Company adopts the candidate nomination system as stated in Article 192-1 of the Company Act, and the acceptance method of Director candidate, announcement, and relevant matters are subject to the requirements under the Company Act, Securities and Exchange Act, and relevant laws and regulations. The uni-nominal cumulative voting system is adopted; the registration of voters is replaced by the shareholder account numbers printed on the ballot, and each share possesses the equivalent voting rights to that of the number of Directors to be elected, and they may be used concentratedly to elect one person or allocated to different persons. The Board shall prepare separate ballots for Directors in numbers corresponding to the Directors 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.</p>	<p>Article 6 The cumulative voting method shall be used for the election of the directors at the Company. Each share will have voting rights in number equal to the Directors to be elected and may be cast for a single candidate or split among multiple candidates.</p>	<p>Amended with reference to the Sample.</p>
<p>Article 7 The number of Directors will be as specified in the Company's Articles of Association, 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 chairperson drawing lots on behalf of any person not in attendance.</p>	<p>Article 7 The person with the right to convene shall prepare separate ballots for Directors in numbers corresponding to the Directors 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.</p>	<p>Amended with reference to the Sample.</p>
<p>Article 8 Before the election begins, the chairperson 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 and publicly checked by</p>	<p>Article 8 The number of Directors will be as specified in the Company's Articles of Association, with voting rights separately calculated for Independent and non-Independent Director positions. Those</p>	<p>Amended with reference to the Sample.</p>

Before amendment	After amendment	Basis
the vote monitoring personnel before voting commences.	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 chairperson drawing lots on behalf of any person not in attendance.	
Article 9 If a candidate is a shareholder, the voter shall fill out the account number and shareholder account number of the candidate in the column of the candidate on the ballot; if not a shareholder, specify the name and ID No. of the candidate. However, if the government or a corporate shareholder is the candidate, the name of the government or the corporate shareholder or the name of the government or the corporate shareholder and its representative shall be specified in the column for the account name of the candidate on the ballot; if there are multiple representatives, please specify the name of the representative.	Article 9 Before the election begins, the chairperson 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 and publicly checked by the vote monitoring personnel before voting commences.	Amended with reference to the Sample.
Article 10 A ballot is invalid under any of the following circumstances: 1. The ballot was not prepared by the Board. 2. A blank ballot is placed in the ballot box. 3. The writing is unclear and indecipherable or has been altered. 4. The candidate, a shareholder, whose account name or shareholder account number does not conform to the shareholders' register; the candidate, not a shareholder, whose name and ID No. are entered in the ballot do not conform to the Director candidate list. 5. Other words or marks are entered in addition to the account name (name) or the shareholder account number (ID No.) of the candidate, and the number of voting rights allotted. 6. The name of the candidate entered is equivalent to that of other shareholders but without entering the shareholder account number, ID No., or other identifiable information.	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.	Amended with reference to the Sample.
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 number of votes with which they were elected, shall be announced by the chairperson or MC on the site.	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 number of votes with which they were elected, shall be announced by the chairperson on the site.	Amended with reference to the Sample.

Before amendment	After amendment	Basis
	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 the Company shall issue notifications to the persons elected as Directors.		Deleted.
Article 13 The Regulations were implemented after being approved by the shareholders' meeting of the Company; the same shall apply upon any amendment.	Article 13 The Regulations were implemented after being approved by the shareholders' meeting of the Company; the same shall apply upon any amendment.	Adjusted the article number.
Article 14: The Regulations were established on November 15, 2012. The 1 st amendment was made on June 24, 2020.	Article 13: The Regulations were established on November 15, 2012. The 1 st amendment was made on June 24, 2020. <u>The 2nd amendment was made on June 6, 2023.</u>	Added amendment date and time.

Appendix 1

Articles of Association of EZconn Corporation

Chapter 1: General Principles

Article 1: The Company is incorporated pursuant to the regulations of the Company Act and is named as EZconn Corporation

Article 2: Businesses operated by the Company are as follows:

1. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
2. CC01060 Wired Communication Mechanical Equipment Manufacturing
3. CC01070 Wireless Communication Mechanical Equipment Manufacturing
4. CC01080 Electronics Components Manufacturing
5. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
6. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
7. CD01030 Motor Vehicles and Parts Manufacturing
8. CD01040 Motorcycles and Parts Manufacturing
9. CF01011 Medical Devices Manufacturing
10. CC01110 Computer and Peripheral Equipment Manufacturing
11. CQ01010 Mold and Die Manufacturing
12. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified
13. F106030 Wholesale of Molds
14. F108031 Wholesale of Medical Devices
15. F113020 Wholesale of Electrical Appliances
16. F113030 Wholesale of Precision Instruments
17. F113070 Wholesale of Telecommunication Apparatus
18. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
19. F119010 Wholesale of Electronic Materials
20. F206030 Retail Sale of Molds
21. F208031 Retail Sale of Medical Apparatus
22. F213060 Retail Sale of Telecommunication Apparatus
23. F219010 Retail Sale of Electronic Materials
24. F601010 Intellectual Property Rights
25. F401010 International Trade
26. I501010 Product Designing
27. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The headquarters of the Company is in New Taipei City, when necessary; the branch may be incorporated both at home and abroad with the board resolution and approval of the competent authority.

Article 4: The Company may provide guarantees externally according to business needs.

Article 5: The Company may make investments to external parties according to business necessity and may become the limited partner of other companies per board resolution, and the total investment amount thereof may not be restricted by relevant reinvestment quotas as provided in Article 13 of the Company Act.

Chapter 2 Shares

Article 6: The paid-in capital of the Company is NT\$1 billion in 100 million shares with a nominal amount par value of NT\$10 per share. The Board of Directors is authorized to issue them in batches.

NT\$100 million is reserved from the total paid-in capital in the preceding paragraph for the exercise of stock option when issuing the stock option certificate, warrant bond and preferred shares with warrants etc., dividing into a total of 10 million shares with NT\$10 per share, and it may be issued in bathes.

Article 7: Where the Company plans to transfer the shares bought back pursuant to law to the employees, and it is planned to transfer them to employees at a price lower than the average price in actual shares buyback pursuant to relevant laws and decrees, then it shall only be handled after the resolution by the last Shareholders' Meeting.

Pursuant to Article 56-1 of "Guidelines for Issuer to Raise and Issue Negotiable Securities," when the issuing subscription price of the Company is not restricted by the employee stock option certificate as stipulated in Article 53 of "Guidelines for Issuer to Raise and Issue Negotiable Securities," it shall only be handled after the resolution by the last Shareholders' Meeting.

The shares of the Company are registered shares signed or sealed by the director representing the company, and they will be issued after certification by the bank and may act as the stock issue certifier pursuant to law. The shares issued by the Company may be exempted from printing share certificates, but they shall be registered in a centralized securities depository enterprise.

Provisions in the preceding paragraph are applicable to the production and issue of corporate bonds.

Measures for handling the stock affairs of the Company are subject to relevant laws and decrees and the regulations of competent authority.

Article 8: The registration of share transfer shall not be carried out within thirty days before General Meeting, within fifteen thirty days before Interim Shareholders' Meeting, or within five days before the base date on which the Company decides to distribute dividends and bonuses or other benefits.

Chapter 3 Shareholders' Meeting

Article 9: Shareholders' Meeting is divided into annual meetings and extraordinary meetings; the annual meeting shall be convened once a year and convened within six months after the end of every accounting year; and the extraordinary meeting may be convened pursuant to relevant laws and decrees when necessary.

After the public offering, the date, location and subject of the convocation of the meeting shall be notified to each shareholder thirty days before convening an annual shareholders' meeting and fifteen days before convening an extraordinary shareholders' meeting of the Company.

Shareholders' meetings of the Company may be convened by way of a video conference or other methods accounted by the central competent authority.

Article 10: When a shareholder cannot attend the Shareholders' Meeting for a reason, such shareholder may issue a power of attorney printed by the Company to specify the scope of authorization to appoint the proxy to attend.

Article 11: Apart from the shares without voting right as prescribed in Article 179 Company Act, shareholders of the Company have one voting right for each share.

Article 12: Unless otherwise prescribed by relevant laws and decrees, the resolution of the Shareholders' Meeting shall be agreed by more than half of the voting rights of the shareholders attending in person or by proxy and representing more than half of the total shares issued.

According to the regulations of the competent authority, shareholders of the Company may also exercise the voting right electronically; shareholders exercising the voting right electronically will be deemed as attending in person, and relevant matters thereof shall be subject to laws and decrees.

Article 13: The Shareholders' Meeting shall be convened by the Chairman, and the Chairman is the chairperson; when the Chairman is absent, the Chairman may designate one director as the proxy; if not, directors may elect one person as the proxy; if the Shareholders' Meeting is convened by another entitled convenor other than the Board of Directors, such entitled convenor shall act as the chairperson, when there are more than two entitled convenors, one of them shall be mutually designated to preside.

Article 14: All resolutions of a Shareholders' Meeting shall be recorded in the minutes signed or sealed by the chairperson of the Shareholders' Meeting, and the minutes shall be distributed to the shareholders within twenty days after the meeting. The distribution of minutes in the preceding paragraph may be made by announcement.

Chapter 4 Directors and the Audit Committee

Article 15: The Company sets five to nine directors with three years of the term of office, they will be elected by the Shareholders' Meeting from the persons with disposing capacity, and reappointment is acceptable if re-elected.

Among the aforesaid seats of directors, the number of independent directors shall be at least two and no less than one-fifth of the total seats of directors. The qualification, shareholding, concurrent position restriction, nomination, election methods, and other matters of compliance shall be subject to relevant requirements of the competent authority of securities. Independent directors and non-independent directors shall be elected concurrently, and the election quota will be calculated separately.

Independent directors and non-independent directors shall be elected concurrently, and the election quota will be calculated separately.

The total shareholding ratio of

Article 15-1: For the election of directors, every share shall have the right to vote equivalent to the number of directors that should be elected, it may elect one person intensively or elect several persons respectively, and the ones representing votes will be elected.

Article 16: When the director's number of vacancies reaches to one-third of the total number or all independent directors are removed, the Board of Directors shall convene the extraordinary Shareholders' Meeting within thirty days for the by-election, and the term of office thereof is limited to make up the term of office of the original directors.

The Company may buy liability insurance for the directors within their term of office for the compensation liability borne within their scope of business execution.

When the term of the directors expires, and by-election may be arranged in time, extend the director's term of office until the assuming of office by the re-elected directors.

Article 17: Directors may establish the Board of Directors, and one Chairman and one Deputy Chairman may be mutually elected with the consent of the majority of attending directors in the meeting attended by more than two-thirds of the directors, and the Chairman acts on behalf of the Company externally. When the Chairman cannot exercise its function and power when on leave or for a reason, its proxy shall be handled pursuant to Article 208 of the Company Act.

Each director may be notified in writing, by email or by fax when convening the Board of Directors Meeting.

When a director cannot attend the Board of Directors Meeting for some reason, he/she may issue the proxy statement and list the authorization scope in the subject of

convocation to appoint other directors to attend, but one director can only represent one other director.

If a director attends the meeting via video, it shall be deemed as attending in person.

Article 18: Unless otherwise prescribed by Company Act, the resolution of the Board of Directors shall be agreed upon by the majority of attending shareholders at a meeting attended by the majority of shareholders.

Article 19: The Company established its Audit Committee according to Article 14-4 of the Securities and Exchange Act, which comprised all Independent Directors. The Committee is responsible for executing the function of supervisors required by the Company Act, the Securities and Exchange Act, and other laws and regulations. Members, the exercise of functions, and other matters of the Audit Committee to be observed shall comply with relevant laws and regulations, and the organization regulation shall be otherwise formulated by the Board of Directors.

To strengthen the supervisory function and reinforce the management mechanisms, other functional committees may be established in due course according to the requirements of the Company.

Article 20: For the execution of duties of the Company by directors of the Company, regardless of operating profit or loss, the Company shall pay regular compensations such as transportation allowance and remuneration, etc., and the Board of Directors is authorized to determine their remuneration based on their degree of participation in and value of the contribution to the Company operation and by referring to the normal standard of the industry. When surplus is available, compensation will be otherwise distributed according to the provisions of Article 24 hereof.

Chapter 5 Managers

Article 21: The Company may have managers whose appointment, dismissal and remuneration will be subject to the regulations of Article 29 of the Company Act.

Article 22: The Company may employ a consultant through Board resolution.

Chapter 6 Accounting

Article 23: At the end of each fiscal year, the Board of Directors of the Company shall prepare the following book of tables or forms, and submit the same to the annual shareholders' meeting for acknowledgment according to the legal process.

(1) Business report.

(2) Financial statements.

(3) Proposal for surplus distribution or loss off-setting.

Article 24: If profits are available upon final settlement every year, the Company shall allocate no less than five percent as employee's compensation and no more than five percent as director's compensation, after distribution per resolution of the Board of Directors, taxes shall be paid pursuant to law, and then ten percent shall be allocated as the statutory surplus reserve, but it may be exempted if the statutory surplus reserve has already reached the total paid-up capital of the company; after the balance thereof has been allocated or revolved as special surplus reserve pursuant to laws and decrees or regulations of the competent authority, then it will be accumulated into the undistributed surplus, and Board of Directors may prepare surplus distribution proposal to propose to Shareholders' Meeting for distribution of reservation per resolution.

If the Company had accumulated losses in the previous year, if profits are available in the current year and before allocating employee's compensation and director's compensation, the losses shall be covered first, and the balance thereof will be allocated according to the proportions mentioned in preceding paragraph; besides,

when employee's compensation is distributed by stock or in cash, the objects of distribution include the employees of affiliated companies meeting certain conditions.

The dividend policy shall focus on the shareholders' interest and consider the current and future status of the industry in which the Company operates, the growth stage, future financial planning, capital requirements, the satisfaction of shareholders' cash planning, and other factors. Under the principles of the balanced dividend, cash bonuses of shareholders shall be no less than ten percent of the total shareholder bonuses, and the actual distribution amount shall be subject to the distribution amount resolved by the shareholders' meeting.

The Board is authorized to distribute the entire or partial distributable dividends and bonuses in cash through a resolution agreed by more than half of the attending directors at a meeting attended by more than two-thirds of the directors, and the resolution shall be reported at the upcoming shareholders' meeting.

When the Company has no loss, the Board is authorized to distribute the entire or partial legal reserve (the part exceeding 25% of the paid-in capital) and capital reserve fulfilling the requirements under the Company Act in cash through a resolution agreed by more than half of the attending directors at a meeting attended by more than two-thirds of the directors, and the resolution shall be reported at the upcoming shareholders' meeting.

Chapter 7 Supplemental Provisions

Article 25: The articles of organization and working rules of the Company shall be otherwise formulated by the Board of Directors.

Article 26: Matters not covered herein shall be handled pursuant to the Company Act and relevant laws and decrees.

Article 27: The conclusion or amendment of these Articles of Association shall be carried out with the approval of the competent authority.

Article 28: These Articles of Association were concluded on August 21, 1996.

The first amendment was made on December 9, 2002.

The second amendment was made on December 24, 2002.

The third amendment was made on June 30, 2003.

The fourth amendment was made on June 30, 2004.

The fifth amendment was made on August 1, 2005.

The sixth amendment was made on September 3, 2007.

The seventh amendment was made on November 15, 2012.

The eighth amendment was made on December 7, 2012.

The ninth amendment was made on May 13, 2013.

The tenth amendment was made on May 15, 2015.

The eleventh amendment was made on June 21, 2016.

The twelfth amendment was made on June 10, 2019.

The thirteenth amendment was made on June 24, 2020.

The fourteenth amendment was made on July 22, 2021.

The fifteenth amendment was made on June 27, 2022.

EZconn Corporation
Chairman: Chen, Steve

Appendix 2

EZconn Corporation

Rules of Procedure for Shareholders' Meetings

Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies. Laws and regulations referred to in the Rules are laws and regulations of the Republic of China.

Article 2 The rules of procedures for the Company's shareholders' meetings, except as otherwise provided by law, regulation, or the Articles of Association, shall be as provided in these Rules.

Article 3 Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the Board.

To convene an annual shareholders' meeting, a meeting handbook shall be prepared, and shareholders shall be notified 30 days in advance; for shareholders holding less than 1,000 registered shares, the Company may make an announcement on MOPS 30 days before the meeting. To convene an extraordinary shareholders' meeting, shareholders shall be notified 15 days in advance; for shareholders holding less than 1,000 registered shares, the Company may make an announcement on MOPS 30 days before the meeting.

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 the electronic form.

Election or dismissal of Directors, amendments to the Articles of Association, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by Directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. The major content may be uploaded to the website designated by the competent authority of securities or the Company, and the link may be set out in the notice.

Where the re-election of all Directors, as well as their inauguration date, is stated in the notice of the reasons for convening the shareholders' meeting after the completion of the re-election in said meeting, such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a proposal for discussion at an annual shareholders' meeting. 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. When the circumstances of any subparagraph of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a

shareholder, the Board may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before an annual shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than ten 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 the discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company 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 shall explain the reasons for the 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 the Company 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 the Company 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.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting, a written notice of proxy cancellation shall be submitted to the 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.

Article 5 The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 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 The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders or proxies of shareholders (hereinafter, "shareholders") may hand in a sign-in card in lieu of signing in. The number of attending shares shall be calculated based on the attendance book or the sign-in cards, plus the number of shares exercising voting rights in writing or through electronic means.

The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders 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 should be assigned to handle the registrations.

The Company shall furnish attending shareholders with the meeting handbook, 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.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

When the government or a corporation 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 a proxy, it may designate only one person to represent it in the meeting.

- Article 7 If a shareholders' meeting is convened by the Board, the meeting shall be chaired by the Chairman. When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the Managing Directors to act as chairperson, or, if there are no Managing Directors, one of the Directors shall be appointed to act as chairperson. Where the Chairman does not make such a designation, the Managing Directors or the Directors shall select from among themselves one person to serve as chairperson.

When a Managing Director or a Director serves as the chairperson, as referred to in the preceding paragraph, the Managing Director or Director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a corporate Director that serves as the chairperson.

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

The Company 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 The 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. The recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

- Article 9 Attendance at shareholders' meetings shall be calculated based on the number 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 chairperson shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and the number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson 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 chairperson 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 paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

When, prior to the conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairperson 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, the meeting agenda shall be set by the Board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). 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.

The chairperson may not declare the meeting adjourned prior to the 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 chairperson declares the meeting adjourned in violation of the rules of procedure, the other members of the Board 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 chairperson 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 chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

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 chairperson.

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 chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson 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 chairperson and the shareholder that has the floor; the chairperson shall stop any violation.

When a corporate 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 chairperson may respond in person or direct relevant personnel to respond.

Article 12 Voting at a shareholders' meeting shall be calculated based on the number of shares.

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

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as a 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 a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% 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 the Company holds a shareholders' meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the 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; therefore, advisable the Company shall 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 the Company two 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 the Company, by the same means by which the voting rights were exercised, 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.

Except as otherwise provided in the Company Act and in the Company's Articles of Association, 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 chairperson or a person designated by the chairperson shall announce the total number of voting rights represented by the attending shareholders. When there is no dissenting opinion raised by all attending shareholders after the chairperson has made inquiries, the proposal shall be deemed approved, and the validity shall be the same as a vote by ballot. If there is any dissenting opinion, adopt a vote by ballot according to the requirements in the preceding paragraph. A poll of the shareholders shall be performed for each proposal. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the number 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 chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to the vote. When anyone 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 chairperson, provided that all monitoring personnel shall be shareholders of the Company.

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 at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected.

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 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 chairperson 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.

The Company 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 chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights) and disclose the number of voting rights won by each candidate in the event of an election of Directors. The minutes shall be retained for the duration of the existence of the Company.

Article 16 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation 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 Market) regulations, the Company 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 armbands.

The chairperson 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 the Company, the chairperson may prevent the shareholder from so doing.

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

Article 18 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson 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 five days in accordance with Article 182 of the Company Act.

Article 19 The Rules were implemented after being approved by the shareholders' meeting; the same shall apply upon any amendment.

Article 20: Amendment dates of the Rules

The rules were established on June 24, 2012.

The 1st amendment was made on June 30, 2014.

The 2nd amendment was made on June 22, 2017.

The 3rd amendment was made on Jun 24, 2020.

The 4th amendment was made on July 22, 2021.

Appendix 3

EZconn Corporation **Ethical Corporate Management Best Practice Principles**

Article 1 Establishment purpose and scope of application

These Principles are adopted by EZconn Corporation and its subordinates (the "Company") to foster a corporate culture of ethical management and sound development and offer a reference framework for establishing good commercial practices.

The Principles apply to the subsidiaries of the Company, any foundation to which the Company's direct or indirect contribution of funds exceeds 50% of the total funds received, and other institutions or corporations which are substantially controlled by such Company (the "business group").

Article 2 Prohibition of unethical conduct

When engaging in commercial activities, Directors, managers, employees, and mandataries of the Company or persons having substantial control over the Company (the "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 (the "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, managers, employees or substantial controllers or other stakeholders.

Article 3 Form of benefits

"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 Legal compliance

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, relevant rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5 Policy

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

Article 6 Prevention programs

The Company shall, in its own ethical management policy, clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct (the "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 Company and its business group are operating.

In the course of developing the prevention programs, the Company shall negotiate with staff, labor union members, important trading counterparties, or other stakeholders.

Article 7 Scope of prevention programs

The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on a regular basis business activity within their business scope which is 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.

The prevention programs established by the Company 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 Commitment and execution

The Company and its business group shall clearly specify in their rules and external documents and on the Company's website the ethical corporate management policies and the commitment by the Board and senior management to rigorous and thorough implementation of such policies and shall carry out the policies in internal management and in commercial activities.

Article 9 Commercial activities under ethical corporate management

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 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 Prohibition on bribery

When conducting business, the Company and its 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 11 Prohibition on illegal political donation

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its Directors, 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 Prohibition on inappropriate charitable donation or sponsorship

When making or offering donations and sponsorship, the Company and its 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 13 Prohibition on unreasonable presents, hospitality or other improper benefits

The Company and its 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 relationships or influence commercial transactions.

Article 14 Prohibition on intellectual property infringement

The Company and its 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 holder.

Article 15 Prohibition on unfair competition

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 Prevent damages to stakeholders due to products or services

In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its 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.

Article 17 Organization and responsibility

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 so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management of the Company, the Audit Department is designated to be responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs, be in charge of the following matters, and shall report to the Board on a regular basis:

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. Adopt programs to prevent unethical conduct and set 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.
6. Assisting the Board 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 Legal compliance of business execution

The Company and its Directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and prevention programs when conducting business.

Article 19 Recusal for conflicts of interest

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.

When a proposal at a given Board meeting concerns the personal interest of, or the interest of the corporation 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 the 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 a proxy for another Director. The Directors shall practice self-discipline and must not support one another in improper dealings.

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

Article 20 Accounting and internal control

The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in 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 Department of the Company shall regularly review the compliance with the system in the preceding paragraph and prepare audit reports to submit to the Board. The Company may also engage CPAs for the audit, and may engage professionals for assistance when necessary.

Article 21 Operational procedures and guidelines

The Company 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:

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 interest 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 Educational training and evaluation

The Chairman, President, or senior management of the Company shall communicate the importance of corporate ethics to its Directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for Directors, managers, employees, mandataries, and substantial controllers and invite the Company's commercial transaction counterparties so they understand the Company resolves 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 Whistleblowing system

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistleblowing 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 whistleblowing 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. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.

4. Confidentiality of the identity of whistleblowers and the content of reported cases.
5. Measures for protecting whistleblowers from inappropriate disciplinary actions due to their whistleblowing.
6. Whistleblowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to awareness upon investigation, the dedicated unit handling the whistle-blowing system, the President's Office, shall immediately prepare a report and notify the Independent Directors in written form.

Article 24 Punishment and complaint system

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 title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25 Information disclosure

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. It 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 the Company's websites, annual reports, and prospectuses, and shall disclose its Ethical Corporate Management Best Practice Principles on MOPS.

Article 26 Examination and amendments to ethical corporate management policies and measures

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its 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.

Article 27 Implementation

The Principles are implemented after being approved by the Board and reported to the shareholders' meeting; the same shall apply upon any amendment.

The Company has its Independent Directors in place. When the Company submits its Ethical Corporate Management Best Practice Principles to the Board for discussion pursuant to the preceding paragraph, the Board shall take into full consideration each Independent Director's opinions. Any objections or reservations of any Independent Director shall be recorded in the minutes of the Board meeting. An Independent Director that cannot attend the Board meeting in person to express objections 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 meeting.

Article 28 Amendment record

The Principles were established on November 14, 2014.

The 1st amendment was made on November 11, 2016.

Appendix 4

EZconn Corporation **Corporate Governance Best Practice Principles**

Chapter 1 General Principles

Article 1

The Company established the Corporate Governance Best Practice Principles with reference to the requirements under the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” jointly established by Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX)

Article 2

In addition to complying with relevant laws, regulations, Articles of Association, contracts signed with the TWSE or TPEX, and other relevant regulations, the Company shall follow the following principles:

1. Establish an effective corporate governance structure.
2. Protect the rights and interests of shareholders.
3. Strengthen the powers of the Board.
4. Fulfill the function of supervisors.
5. Respect the rights and interests of stakeholders.
6. Enhance information transparency.

Article 3

The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to establish an effective internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.

Apart from those approved by the competent authority, the establishment or amendment to the internal control system shall be submitted to and approved by the Board as a resolution. If the Company has Independent Directors and any Independent Director has an opposing or qualified opinion, the opinion shall be set out in the meeting minutes of the Board; however, if the Company has established its Audit Committee according to the Securities and Exchange Act, the establishment or amendment shall receive the consent of over half of all members of the Audit Committee and be submitted to the Board for resolution.

Apart from duly performing the self-inspection of its internal control system, the Board and the management shall examine the self-inspection results and the audit report of the audit department at least once a year, and the supervisors shall attach attention to and supervise it. If an Audit Committee had been established according to the Securities and Exchange Act, the assessment of the effectiveness of the internal control system shall receive the consent of over half of all members of the Audit Committee and be submitted to the Board for resolution.

The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the Board and the management to

perform their duties effectively so as to ensure a sound corporate governance system.

Chapter II Protection of Shareholders' Rights and Interests

Section 1 Encouraging Shareholders to Participate in Corporate Governance

Article 4

Protecting shareholders' rights and interests shall be the major objective of the corporate governance system, and the Company shall treat all shareholders equally.

The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.

Article 5

The Company shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders' meetings in accordance with the rules for the meetings.

Resolutions adopted by shareholders' meetings of the Company shall comply with laws, regulations and Articles of Association.

Article 6

The Board shall properly arrange the agenda items and procedures for shareholders' meetings. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.

For a shareholders' meeting called by the Board, it is advisable that a majority of the Directors attend.

Article 7

Encourage shareholders to actively participate in corporate governance and allow the shareholders' meetings can proceed on a legal, effective and secure basis. It shall seek all ways and means, including fully exploiting technologies for information disclosure, in order to enhance shareholders' attendance rates at shareholders' meetings and ensure their exercise of rights at such meetings in accordance with laws.

If the Company distribute souvenirs for shareholders' meeting, there shall be no differential treatment or discrimination.

Article 8

The Company shall record shareholders' meeting minutes according to the Company Act and relevant laws and regulations; if shareholders have no dissenting opinion against the proposal, the meeting shall set out "the proposal was approved as proposed with no dissenting opinion after the chairperson had made inquiries to all attending shareholders; if any shareholder had dissenting opinions and the proposal was put to the vote, the voting method and the voting result shall be specified. With respect to the election of Directors and supervisors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected Directors and supervisors.

The shareholders' meeting minutes shall be properly and perpetually kept by the Company

during its legal existence and should be sufficiently disclosed if the Company has a website.

Article 9

The chairperson of the shareholders' meetings shall be fully familiar with and comply with the rules governing the proceedings of the shareholders' meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.

In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders' meetings, the members of the Board other than the chairperson of the shareholders' meeting shall promptly assist the attending shareholders at the shareholders' meeting in electing a new chairperson of the shareholders' meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10

The Company shall place high importance on the shareholder's right to know and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the Company.

Article 11

The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders' meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the Board and the reports submitted by supervisors, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders' meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector to examine the accounting records and assets, of the Company.

The Board, supervisors, and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any rejection, circumvention, or obstruction.

Article 12

In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

Article 13

In order to protect the interests of the shareholders, it is advisable that the Company shall designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholders' rights and interests were damaged by a resolution adopted at a

shareholders' meeting or a Board meeting in violation of applicable laws, regulations, or the Company's Articles of Association, or that such damage was caused by a breach of applicable laws, regulations or the Company's Articles of Association by any Directors, supervisors or managers in performing their duties.

Section 2 Corporate Governance Relationships Between the Company and Its Affiliated Enterprises

Article 14

The Company shall clearly identify the division of authority and responsibility between it and its affiliated enterprises with respect to the management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15

Unless otherwise provided by the laws and regulations, a manager may not serve as a manager of its affiliated enterprises.

A Director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to the shareholders' meeting and obtain its consent.

Article 16

The Company shall establish sound systems for the management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers and implement the necessary control mechanisms to reduce credit risk.

Article 17

When the Company and its affiliated enterprises enter into inter-company business dealings, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.

Transactions or contracts between the Company and related parties shall be subject to the principles in the preceding paragraph, and benefit transmission is strictly prohibited.

Article 18

A corporate shareholder having controlling power over the Company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.
2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation in resolution, so that at a shareholders' meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a Director or supervisor.
3. It shall comply with relevant laws, regulations and the Articles of Association of the Company in nominating Directors or supervisors and shall not act beyond the authority granted by the shareholders' meeting or Board meeting.

4. It shall not improperly intervene in corporate policy-making or obstruct corporate management activities.
5. It shall not restrict or impede the management or production of the Company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.

Article 19

The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10% of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who own 5% or more of the outstanding shares of the Company or the shareholding stake thereof is on the top ten list, provided, however, that the company may set up a lower shareholding threshold according to the actual shareholding stake that may control the Company.

Chapter III Enhancing the Functions of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20

The Board of the Company shall be responsible to the company and shareholders. The various procedures and arrangements of the corporate governance system shall ensure that, in exercising its authority, the Board complies with laws, regulations, its Articles of Association, and the resolutions of its shareholders' meetings.

The structure of the Company's Board shall be determined by choosing an appropriate number of Board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

All members of the Board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the Board shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

Article 21

The Company shall establish a fair, just, and open procedure for the election of Directors and adopt the cumulative voting mechanism in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants approval, a spousal relationship or a familial

relationship within the second degree of kinship may not exist among more than half of the Directors of the Company.

When the number of Directors falls below five due to the discharge of a Director for any reason, the Company shall hold a by-election for Director at the following shareholders' meeting. When the number of Directors falls short by one-third of the total number prescribed by the Articles of Association, the Company shall convene an extraordinary shareholders' meeting within 60 days of the occurrence of that fact for a by-election for Director(s).

The aggregate shareholding percentage of all of the Directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each Director and the creation, release, or changes of any pledges over the shares held by each Director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22

Before convening a shareholders' meeting for the re-election of Directors, a pre-review shall be performed regarding the qualification, academic background and experience of Director candidates recommended by shareholders or Directors and whether they have any circumstances stated in subparagraphs of Article 30 of the Company A, and the review results shall be provided to shareholders for reference to elect adequate Directors.

Article 23

Clear distinctions shall be drawn between the responsibilities and duties of the Chairman of the Company and those of its President.

The Chairman and the President shall not be the same person. If the Chairman and the President are the same person or spouses or relatives within the first degree of kinship, the number of Independent Directors shall be increased.

Section 2 Independent Director System

Article 24

The Company may have Independent Directors in place. Independent Directors shall possess professional knowledge, and their shareholding and concurrent positions shall be restricted, and shall remain independent within the scope of business execution and shall not have any direct or indirect interest with the Company.

For the election of Independent Directors, the candidate nomination system shall be adopted according to requirements under Article 192-1 of the Company Act, and it shall be set out in the Articles of Association; shareholders shall elect Independent Directors from the list of candidates. The election of Independent Directors and non-Independent Directors shall be performed at once according to requirements under Article 198 of the Company Act, and the elected Directors shall be calculated separately.

Change of status between Independent Directors and non-Independent Directors during their term of office is prohibited.

If an Independent Director is released from its position due to other causes and results in the insufficient number of persons as stated in paragraph 1 or the Articles of Association, a re-election shall be performed at the upcoming shareholders' meeting. When all Independent are dismissed, the Company shall convene an extraordinary shareholders' meeting for a by-election within 60 days from the date of occurrence.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the

Independent Directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or Taipei Exchange.

Article 25

If the Company has its Independent Directors in place, apart from receiving the approval of the competent authority, the Company shall submit the following matters to the Board for approval by resolution. When an Independent Director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the Board meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. A matter bearing on the personal interest of a Director or a supervisor.
4. A material asset or derivatives transaction.
5. A material monetary loan, endorsement, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

Article 26

The Company shall stipulate the scope of duties of the Independent Directors and empower them with manpower and physical support related to the exercise of their power. The Company or other Board members shall not restrict or obstruct the performance of duties by the independent directors.

The Company shall stipulate the remuneration of the Directors that is determined by the shareholders' meeting in its Articles. Different but reasonable remuneration from that of other Directors may be set forth for the Independent Directors.

Section 3 Audit Committee and Other Functional Committees

Article 27

For the purpose of developing supervisory functions and strengthening management mechanisms, the Board of the Company, in consideration of the Company's scale and the number of its Board members, may set up functional committees for auditing, nomination, or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection or other committees, and expressly provide for them in the Articles of Association.

Functional committees shall be responsible to the Board and submit their proposals to the Board for approval.

Functional committees shall adopt an organizational charter to be approved by the Board. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the Company for the exercise of power

by the committee.

Article 28

The Company shall either establish its Audit Committee or supervisors.

The Audit Committee shall be composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The Company has established an Audit Committee; requirements under the Securities Exchange Act, Company Act, other laws and regulations, and the Principles for supervisors shall apply to the Audit Committee.

If the Company has established its Audit Committee, the following matters shall receive the consent from over half of all members of the Audit Committee and be submitted to the Board for resolution, and the requirements under Article 25 of the Principles shall not apply:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Evaluation of the effectiveness of the internal control system.
3. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
4. A matter bearing on the personal interest of a Director.
5. A material asset or derivatives transaction.
6. A material monetary loan, endorsement, or provision of guarantee.
7. The offering, issuance, or private placement of any equity-type securities.
8. The hiring, discharge, or compensation of an attesting CPA.
9. The appointment or discharge of a financial, accounting, or internal auditing officer.
10. Annual financial reports and interim reports.
11. Any other material matter so required by the competent authority.

The exercise of power by the Audit Committee and Independent Directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE or TPEX.

Article 29

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the Company. Regarding any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions.

The Company shall evaluate the independence and suitability of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for five years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the Board.

Article 30

The Company shall engage a professional and competent legal counsel to provide adequate

legal consultation services to the company, or to assist the Directors, the supervisors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the Company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, Directors, supervisors or the management are involved in litigation or a dispute with shareholders, the Company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an Independent Director may retain the service of legal counsel, CPA, or other professionals on behalf of the Company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.

Section 4 Rules for the Proceedings and Decision-Making Procedures of Board Meetings

Article 31

The Board of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a Board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each Director and supervisor no later than seven days before the scheduled date.

The Company shall adopt its “Rules of Procedure for Board Meetings,” which shall follow the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 32

The Company’s Directors shall exercise a high degree of self-discipline. If a Director has any interest in any proposal for a Board meeting, the Director shall recuse itself and may not participate in the discussion or voting on that proposal. The Director also may not act as another Director’s proxy to exercise voting rights on that matter. Directors shall remain self-disciplined and shall not provide unjust support.

Matters requiring the voluntary recusal of a Director shall be clearly set forth in the “Rules of Procedure for Board Meetings.”

Article 33

If the Company has Independent Directors in place, when a Board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, they shall attend the Board meeting in person, and may not be represented by a non-independent director via proxy. When an Independent Director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board meeting; if the Independent Director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the Board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board meeting.

In any of the following circumstances, decisions made by the Board shall be noted in the meeting minutes, and in addition, publicly announced and filed within two days from the date of the Board meeting:

1. An Independent Director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the Audit Committee (if the Company has set up an Audit Committee) but had the consent of more than two-thirds of all Directors.

During a Board meeting, managers from relevant departments who are not Directors may, in

view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the Directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the Directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution.

Article 34

Staff personnel of the Company attending Board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the Board meetings shall be signed by the chairperson and secretary of the meeting and sent to each Director and supervisor within 20 days after the meeting. The Director's attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

The Company shall record on audio or video tape the entire proceedings of the Board meeting and preserve the recordings for at least five years, in electronic form or otherwise.

If, before the end of the preservation period referred to in the preceding paragraph, a lawsuit arises with respect to a resolution of a Board meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a Board meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the Board violates laws, regulations, the Articles of Association, or resolutions adopted in the shareholders' meeting, and thus causes an injury to the Company, dissenting Directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35

The Company shall submit the following matters to its Board for discussion:

1. Corporate business plans.
2. Annual and semi-annual financial reports.
3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit officer.
7. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or to be approved by resolution at a meeting of the Board, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the Board for discussion under the first paragraph, when the Board is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its Articles of Association. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36

The Company shall ask the appropriate corporate department or personnel to execute matters

pursuant to the Board's resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The Board shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

Section 5 Fiduciary Duty, Duty of Care and Responsibility of Directors

Article 37

Members of the Board shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders' meetings or in the Articles of Association, they shall ensure that all matters are handled according to the resolutions of the Board.

If the resolution made by the Board involves the Company's business development and decision-making for the material direction, the Board shall exercise due consideration and shall not affect the promotion and operation of corporate governance.

Independent Directors shall execute their duties according to relevant laws and regulations and the requirements of the Articles of Association to protect the interest of the Company and shareholders.

Article 38

If a resolution of the Board of Directors violates law, regulations or the Company's Articles of Association, then at the request of shareholders holding shares continuously for a year or an Independent Director, or at the notice of a supervisor to discontinue the implementation of the resolution, members of the Board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the Company would suffer material injury, members of the Board shall immediately report to the Audit committee, an Independent Director member of the Audit Committee, or a supervisor in accordance with the foregoing paragraph.

Article 39

The Company may purchase Directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a Director.

Article 40

Members of the Board shall participate in training courses on finance, business, commerce, accounting and law offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies, which cover subjects relating to corporate governance upon becoming Directors and throughout their terms of occupancy. They shall also ensure that the Company's employees at all levels will enhance their professionalism and knowledge of the law.

Chapter IV Empowering Supervisors

Section 1 Functions of Supervisors

Article 41

The Company shall stipulate a fair, just, and open procedure for the election of supervisors, and

shall adopt a cumulative voting mechanism pursuant to the Company Act to fully reflect the opinions of the shareholders.

The Company shall take into consideration the needs of overall business operations and comply with the rules of the TWSE or TPEx in setting the minimum number of supervisors.

The aggregate shareholding percentage of all of the supervisors of the Company shall comply with laws and regulations. Restrictions on share transfers by each supervisor and the creation, release, or changes in pledges of shares held by each supervisor shall comply with the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 42

Before convening a shareholders' meeting for the re-election of supervisors, the Company shall carry out a pre-review on the qualification, academic background and experience, and whether there are circumstances stated in subparagraphs under Article 30 of the Company Act, and provide the review results to shareholders for reference to elect appropriate supervisors.

Article 43

Unless otherwise approved by the competent authority, at least one supervisor seat shall have no spousal relationship or familial relationship within the second degree of kinship with another supervisor or a Director.

The Company is advised to refer to the provisions on independence provided in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and appoint a suitable supervisor to enhance the risk management and financial and operational control of the Company.

A supervisor will preferably be domiciled within the territory of the Republic of China to allow timely performance of supervisory functions.

Section 2 Powers and Obligations of Supervisors

Article 44

A supervisor shall be familiar with the relevant laws and regulations, and shall understand the rights, obligations, and duties of directors of the Company and the functions, duties, and operation of each department. A supervisor shall regularly attend meetings of the Board to supervise their operations and to state his/her opinions when appropriate so as to grasp or discover any abnormal situation early on.

Article 45

A supervisor shall supervise the implementation of the operations of the Company, and the performance of duties by Directors and managers, and care for the enforcement of the internal control system so as to reduce the financial and operational risks of the Company.

Article 46

A supervisor may investigate the operational and financial conditions of the Company from time to time, and the relevant departments in the Company shall provide the books or documents that will be needed for the supervisor's review.

When reviewing the finance or operations of the Company, a supervisor may retain attorneys or CPAs on behalf of the Company to perform the review; however, the Company shall inform the relevant persons of their confidentiality obligations.

The Board or managers shall submit reports in accordance with the request of the supervisors

and shall not, for any reason, obstruct, circumvent, or refuse the inspection of the supervisor.

When a supervisor performs his/her duties, the Company shall provide necessary assistance as needed by the supervisor, and the reasonable expenses that the supervisor needs shall be borne by the Company.

Article 47

For supervisors to timely discover any possible irregular conduct in the Company, the Company shall establish a channel for supervisors to communicate with the employees, shareholders, and stakeholders.

Upon discovering any irregular conduct, a supervisor shall take appropriate measures timely to curb the expansion of the irregular conduct, and file a report to the relevant regulatory authorities or agencies if necessary.

When an Independent Director or President, an officer of the finance, accounting, research and development, or internal audit department, or a CPA resigns or is removed from his/her position, the supervisors shall investigate the reasons.

In the event that a supervisor neglects his/her duties and therefore causes harm to the Company, the supervisor shall be liable to the Company.

Article 48

When exercising his/her supervisory power, each supervisor of the Company may, after taking into consideration the overall interest of the Company and shareholders, convene a meeting to exchange opinions among all the supervisors when he or she feels necessary, but in so doing may not obstruct supervisors in exercising their duties.

Article 49

The Company may purchase supervisors' liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a supervisor.

Article 50

Upon becoming supervisors and throughout their terms, supervisors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies covering subjects relating to corporate governance.

Chapter V Respecting Stakeholders' Rights

Article 51

The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or stakeholders of the Company, respect and safeguard their legal rights and interests.

When any of a stakeholder's legal rights or interests are harmed, the Company shall handle the matter in a proper manner and in good faith.

Article 52

The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the Company and its decision-making process. When any of their legal rights or interest is harmed, the Company shall respond with a

responsible attitude and assist creditors in obtaining compensation through proper means.

Article 53

The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management, Directors, or supervisors so as to reflect employees' opinions about the management, financial conditions, and material decisions of the Company concerning employee welfare.

Article 54

In developing its normal business and maximizing the shareholders' interest, the Company shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the Company's social responsibility.

Chapter VI Improving Information Transparency

Section 1 Enhancing Information Disclosure

Article 55

Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE and TPEx rules.

The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 56

In order to enhance the accuracy and timeliness of the material information disclosed, the Company shall appoint a spokesperson and acting spokesperson(s) who understand the Company's financial and business conditions thoroughly and who are capable of coordinating among departments for gathering relevant information and representing the Company in making statements independently.

The Company shall appoint one or more acting spokespersons who shall represent the Company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, the Company shall unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The Company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 57

In order to keep shareholders and stakeholders fully informed, the Company is advised to utilize the convenience of the Internet and set up a website containing information regarding the Company's operations and corporate governance. It is also advisable for the Company to furnish the financial, corporate governance, and other relevant information in English.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 58

The Company shall hold an investor conference in compliance with the regulations of the TWSE and TPEx and is advised to keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the online information filing system as designated and provided for inquiry through the website established by the Company, or through other channels, in accordance with the TWSE or TPEx rules.

Section 2 Disclosure of Information on Corporate Governance

Article 59

The Company shall disclose and update from time to time the following information regarding corporate governance according to the requirements under relevant laws and regulations and the TWSE and TPEx:

1. Structure and rules of corporate governance.
2. Corporate equity structure and shareholders' interest.
3. Structure and independence of the Board.
4. Duties of the Board and managers.
5. Composition, duties, and independence of the Audit Committee or supervisors.
6. Continuing education of Directors and supervisors.
7. Rights of and relationships with stakeholders.
8. Details of measures adopted for information disclosures specified in laws and regulations.
9. Corporate governance operations, differences between the Corporate Governance Best Practice Principles established by the Company and the Principles, and the reason therefor.
10. Other information related to corporate governance.

The Company shall adopt appropriate methods to disclose its substantial plan and measures to improve its corporate governance based on the actual implementation of corporate governance.

Chapter VII Supplementary Provisions

Article 60

The Company shall at all times monitor domestic and international developments in corporate governance as a basis for review and improvement of the Company's own corporate governance mechanisms so as to enhance its effectiveness.

Article 61

The establishment and amendment of the Principles shall be approved by the Board of the Company and reported to the shareholders' meeting.

Article 62

Amendment record

The Principles were established on November 14, 2014.

Appendix 5

EZconn Corporation

Regulations for the Election of Directors

Article 1 Except as otherwise provided by law and regulation or by the Company's Articles of Association, elections of Directors shall be conducted in accordance with these Regulations.

Article 2 The overall composition of the Board shall be taken into consideration in the selection of this Company's Directors. 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.

Article 3 (Deleted)

Article 4 The qualification and election of Directors of the Company shall comply with the requirements under the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and relevant laws and regulations. Among all Independent Directors, at least one shall possess accounting or finance expertise.

Article 5 The Director election of the Company adopts the candidate nomination system, and the shareholders' meeting elects Directors from the list of candidates based on the number of Directors stated in the Articles of Association.

The Company shall announce the period accepting the nomination of Independent Director candidates, the number of Independent Directors to be elected, the acceptance venue, and other necessary matters before the book closure date prior to the shareholders' meeting; the acceptance period shall not be less than ten days.

The Board of the Company or shareholders holding over 1% of total issued shares may provide the recommendation list for the next session of the Independent Directors to serve as the reference for the election of Independent Directors. However, the number of candidates shall not exceed the number of Independent Directors to be elected; the same shall apply to the number of Independent Director candidates nominated by the Board.

Independent Directors and Directors shall be elected at the same time, but the vote-counting and elected status shall be performed separately.

When the Board provides a recommendation list of Independent Directors, it shall also provide the candidates' academic background, experiences, number of shares held, government or corporations they represent, compliance with independence, and other relevant data for shareholders' reference.

- Article 6 The election of Directors of the Company adopts the candidate nomination system as stated in Article 192-1 of the Company Act, and the acceptance method of Director candidate, announcement, and relevant matters are subject to the requirements under the Company Act, Securities and Exchange Act, and relevant laws and regulations. The uni-nominal cumulative voting system is adopted; the registration of voters is replaced by the shareholder account numbers printed on the ballot, and each share possesses the equivalent voting rights to that of the number of Directors to be elected, and they may be used concentratedly to elect one person or allocated to different persons. The Board shall prepare separate ballots for Directors in numbers corresponding to the Directors 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.
- Article 7 The number of Directors will be as specified in the Company's Articles of Association, 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 chairperson drawing lots on behalf of any person not in attendance.
- Article 8 Before the election begins, the chairperson 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 and publicly checked by the vote monitoring personnel before voting commences.
- Article 9 If a candidate is a shareholder, the voter shall fill out the account number and shareholder account number of the candidate in the column of the candidate on the ballot; if not a shareholder, specify the name and ID No. of the candidate. However, if the government or a corporate shareholder is the candidate, the name of the government or the corporate shareholder or the name of the government or the corporate shareholder and its representative shall be specified in the column for the account name of the candidate on the ballot; if there are multiple representatives, please specify the name of the representative.
- Article 10 A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by the Board.
 2. A blank ballot is placed in the ballot box.
 3. The writing is unclear and indecipherable or has been altered.
 4. The candidate, a shareholder, whose account name or shareholder account number does not conform to the shareholders' register; the candidate, not a shareholder, whose name and ID No. are entered in the ballot do not conform to the Director candidate list.
 5. Other words or marks are entered in addition to the account name (name) or the shareholder account number (ID No.) of the candidate, and the number of voting rights allotted.
 6. The name of the candidate entered is equivalent to that of other shareholders but without entering the shareholder account number, ID No., or other identifiable information.

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 chairperson or MC on the site.

Article 12 The Board of the Company shall issue notifications to the persons elected as Directors.

Article 13 The Regulations were implemented after being approved by the shareholders' meeting of the Company; the same shall apply upon any amendment.

Article 14:

The Regulations were established on November 15, 2012.

The 1st amendment was made on June 24, 2020.

Appendix 6

EZconn Corporation

Shareholding of Directors

1. As of April 8, 2023, the total outstanding shares of the Company is 66,300,000 shares; pursuant to the regulations of “Implementation Rules for Equity Percentage of Directors and Supervisors of Public Companies and Auditing,” the statutory number of shares held by all Directors is 5,304,000 shares.
2. As of the book closure date of the annual shareholders’ meeting, the shareholding of individual and all Directors recorded in the register of shareholders is as follows:

Book closure date: April 8, 2023

Title	Name	Date of appointment	Term of office	Shareholding upon appointment		Shareholding in the register of shareholders as of the book closure date	
				Number of shares	Proportion (%)	Number of shares	Proportion (%)
Chairman	Egtran Corporation Representative: Chen, Steve	2020.06.24	Three years	3,565,741	5.15	3,565,741	5.38
Director	SHC Consolidated Investors LLC Representative: Ko, Yuan-Yu	2020.06.24	Three years	2,175,812	3.14	2,175,812	3.28
Director	Jia Jiu Investment Co., Ltd. Representative: Chang, Ying-Hua	2020.06.24	Three years	840,000	1.21	840,000	1.27
Director	Transnational Investment Limited Representative: Lan, Chin-Yin	2020.06.24	Three years	1,562,602	2.25	1,562,602	2.36
Independent Director	Peng, Xie-Ru	2020.06.24	Three years	9,683	0.01	9,683	0.01
Independent Director	Ciou, Er-De	2020.06.24	Three years	0	0	0	0
Independent Director	Huang, Kui-Wen	2020.06.24	Three years	0	0	0	0
Total shareholding of Directors				8,153,838	11.76	8,153,838	12.30