

**Excerpt from Minutes of the 2021 Annual General Meeting of  
Lemtech Holdings Co., Limited  
(Incorporated in the Cayman Islands)  
(the "Company")**

Meeting time: 9:00 am on July 05(Monday), 2021

Meeting place: 3rd Floor, No.189, Sec.1, Sianmin Blvd., Banciao Dist., New Taipei City 220, Taiwan  
(Grand Forward Hotel)

Attendance: Shareholding of the attending shareholders: 31,479,753 shares (Ordinary shares, NTD 10 per share) of the attending shareholders, representing 57.89% of the total issuance of 54,376,980 shares (Ordinary shares, NTD 10 per share).

**I. Chairman of the Meeting announced that the shareholding of shareholders present has met the regulatory requirement so that the Meeting begins.**

**II. Statement by the Chairman: Omitted.**

**III. Reporting matters: Omitted.**

**IV. Proposals matters: Omitted.**

**V. Discussion Matters:**

Item IV: (Proposed by the Board of Directors)

Subject: Amendments to the Memorandum and Articles of Association of the Company.

Description: According to the need for the company's actual operation, it is proposed to amend the comparison table of the company's Memorandum and Articles of Association.  
Please refer to Attachment 8 of this handbook.

Resolutions: This case was voted with 27,575,322 voting rights in favor, accounting for 87.83 % of the total voting rights of the presenting shareholders with 31,395,563 voting rights. There were 1,019 voting rights not in favor of the case. There were 3,819,222 waived/not voted and 0 voting right invalid. The Proposal was approved accordingly.

**VI. Election Matters**

Subject: 5<sup>th</sup> Election of Directors

Description : 1. The term of the fourth directors expires on June 10, 2021. It is proposed to correspond to 2021 general meeting of shareholders for re-election. The term of the original directors will expire when the re-elected director takes office.

2. In according to Article 60 of Companies Law, it is proposed to elect 9 directors(including 5 Independence directors). The nomination system of

director candidates will be adopted, and the term of office is three years, and they can be re-elected.

- 3 、 The term of newly-elected directors will start from June 28, 2021 to June 27, 2024. According to the announcement of the competent authority, “Contingency measures of the public companies shall suspend the convening of shareholders’ meetings for pandemic prevention”, the Company shareholders’ meeting was postponed to July 5, 2021, so the term of office of the newly elected directors shall be calculated from the actual date of election, the term of office is from July 5, 2021 to July 4, 2024.
- 4 、 A Cumulative Voting System is adopted and Procedure for Election of Directors is listed in Appendix Three.
- 5 、 A Candidate Nomination System is adopted, the candidates list approved by the 22th Board of Directors.

Nominee Category	Nominee Name	Registered household in Taiwan	Education Experience	Current Position	Name of Presenting Government/Juridical Person	Serve as independent director for consecutive three sessions
Director	Hsu, Chi-Feng	Yes	Changhua Yang-Ming Middle School Vice Manager of Manufacturing Department of Li Yao Industrial Co., Ltd. Vice General Manager of Wei Yao Industrial (Shareholding) Co., Ltd.	Chairman and General Manager of Lemtech Holdings Co., Limited Director of Lemtech Global Solution Co. Ltd. Chairman of Lemtech Precision Material (China) Co., Ltd Chairman/ General manager of LDC Precision Engineering Co., Ltd Director of Lemtech Technology Limited Director of Aapico Lemtech (Thailand) Co., Ltd. Director of Lemtech USA INC. Director of Lemtech Industrial Services Ltd Chairman of Kunshan Lemtech Slide Technology Co., Ltd. Director of Zhenjiang Emtron Surface Treatment Limited Chairman of Lemtech Energy Solutions Corporation Director of Lemtech Precision Material (Czech) s.r.o. Director of Lemtech Cooling System Limited Director of Lemtech Philippine Thermal System Inc. Director of Lemtech Electronics Technology (Changshu) Co., Ltd	No	N/A

Nominee Category	Nominee Name	Registered household in Taiwan	Education Experience	Current Position	Name of Presenting Government/Juridical Person	Serve as independent director for consecutive three sessions
Director	Chan Kim Seng Maurice	No	National Trade Certificate Grade 1 in Precision Press Tool & Die Making (Precision Engineering Institute of Singapore) Amtel Engineering Ltd, CA SBU Manager of Project Department of Amtel Engineering Ltd, CA SBU General Manager of Kunshan Eson Precision Engineering Co., Ltd.	Vice Chairman and Business Director of Lemtech Holdings Co., Limited Director of Lemtech Global Solution Co., Ltd. Director of Lemtech Precision Material (China) Co., Ltd Director of Aapico Lemtech (Thailand) Co., Ltd. Director of Zhenjiang Emtron Surface Treatment Limited Director of Lemtech Precision Material (Czech) s.r.o. Director of Lemtech Cooling System Limited Director of Lemtech Philippine Thermal System Inc. Supervisor of Kunshan Lemtech Electronics Technology Co., Ltd Director of Lemtech Electronics Technology (Changshu) Co., Ltd	No	N/A
Director	Ye, Hang	No	Director of Mould Design Department of Amtel Engineering Ltd, CA SBU Manager of Business Department of Kunshan Eson Precision Engineering Co., Ltd. Shanghai Workers College for Mechatronics	Director and Technical Chief of Lemtech Holdings Co., Limited Director of Lemtech Global Solution Co., Ltd. Director of Lemtech Precision Material (China) Co., Ltd Director of Lemtech Precision Material (Czech) s.r.o. Director of Lemtech Cooling System Limited Director of Lemtech Philippine Thermal System Inc. Director of Lemtech Electronics Technology (Changshu) Co., Ltd	No	N/A

Nominee Category	Nominee Name	Registered household in Taiwan	Education Experience	Current Position	Name of Presenting Government/Juridical Person	Serve as independent director for consecutive three sessions
Director	Tan, Yong	No	Shanghai Machine Tool Electric Appliance Plant Technical Head Head of Mould Department of Shanghai Pioneer Speakers Co., Ltd. Sales Director of Shanghai Chin Jih Metal Products Co., Ltd.	Director/ Factory Special Assistant of General Manager of Lemtech Precision Material (China) Co., Ltd	No	N/A
Independent Director	Yang, Rui-Long	No	Master of Economics in the Renmin University of China Professor of School of Economics in Renmin University of China	Independent Director of Lemtech Holdings Co., Limited Professor of School of Economics in Renmin University of China	No	Yes (註一)
Independent Director	Yu, Chi-Min	Yes	Doctor of Southern Methodist in Law and Science of Law Vice General Manager of Eastern Multimedia Group	Independent Director of Lemtech Holdings Co., Limited Secretary General of Taiwan Technology Industry Legal Officers Association Arbitrator of Chinese Arbitration Association Director of EasyCard Corporation Independent Director of Syncomm Technology Corporation	No	Yes (註二)
Independent Director	Lee, Wei Ming	Yes	Bachelor of Business Administration from National Taiwan University General Manager/Consultant of Kang Chu International Co., Ltd. Consultant/Deputy General Manager and Chief Financial Officer of C-techon International Co., Ltd.	Independent Director of Lemtech Holdings Co., Limited Group Management Consultant of Lightel Technologies, Inc.	No	Yes (Note3)
Independent Director	Frank Cheng	Yes	Oklahoma Central State University MBA Tamkang University BBA Micro-Star International Co. V. P. President of Liuski International, Inc.	None	No	No

Nominee Category	Nominee Name	Registered household in Taiwan	Education Experience	Current Position	Name of Presenting Government/Juridical Person	Serve as independent director for consecutive three sessions
Independent Director	Chi-Chuan Wang	Yes	Ph.D., Department of Mechanical Engineering, National Yang Ming Chiao Tung University Distinguished Professor, Department of Mechanical Engineering, National Yang Ming Chiao Tung University	Distinguished Professor, Department of Mechanical Engineering, National Yang Ming Chiao Tung University	No	No

Note 1: Reasons for continuing to nominate independent directors for three consecutive terms:

Considering that Mr. Yang has a major in economics, and he has many suggestions for the analysis of the company's overall economic situation and diversified development plans. It is during the company's transformation stage. This time, he will continue to be nominated as a new independent director candidate to facilitate the smooth transition and complete the phased tasks.

Note 2: Reasons for continuing to nominate independent directors for three consecutive terms: In

consideration of Mr. Yu 's legal expertise in technology and e-commerce, he has many suggestions for the company's listing development plan and regulatory compliance. It is during the company's transformation stage. Therefore, this time, he will continue to be nominated as the new independent director candidate to facilitate the smooth transition and complete the phased tasks.

Note 3: Reasons for continuing to nominate independent directors for three consecutive terms:

Considering that Mr. Li has financial planning expertise and practical operation experience, he has many suggestions on the review of the company's financial statements, the use of funds and operations. It is during the company's transformation stage. Therefore, this time, he will continue to be nominated as the new independent director candidate for the interim tasks.

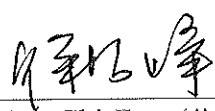
Result : As illustrated below:

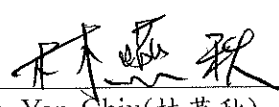
Title	Name of the elected	Elected shareholding
Director	Chi-Feng Hsu (徐啓峰)	88,753,294
Director	Hang Ye (葉航)	21,890,173
Director	CHAN KIM SENG MAURICE	21,227,902
Director	Yong Tan (談勇)	20,481,708
Independent Director	Chi-Chuan Wang (王啟川)	19,961,840
Independent Director	Ri-Shin Cheng (成日新)	19,028,068
Independent Director	Wei-Ming Lee (李偉民)	18,068,502
Independent Director	Chi-Min Yu (余啟民)	17,427,786
Independent Director	Rui-Long Yang (楊瑞龍)	17,185,068

VII. Other Proposals: Omitted.

VIII. Extempore Motion: None.

IX. Meeting adjourned: 9:40 am.

  
Hsu, Chi-Feng(徐啓峰)  
Chairman

  
Lin, Yen-Chiu(林燕秋)  
Clerk

\* The purpose of the meeting is documented in the minutes of the general shareholders' meeting. The Agenda and procedures of the meeting are taped in video and audio form.

## Attachment 8. Comparison Table for Amended and Restated

### Memorandum and Articles of Association

Article Number	Amended Articles	Current Articles	Explanations
Memorandum of association Article 8	The share capital of the Company is NT\$1,000,000,000 divided into 100,000,000 <del>ordinary</del> shares of a nominal or par value of NT\$10 each; <u>provided always that subject to the provisions of the Companies act (revised) and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.</u>	The share capital of the Company is NT\$1,000,000,000 divided into 100,000,000 ordinary shares of a nominal or par value of NT\$10 each.	Add this article allows the company to issue preferred shares.
Article 2	(1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: Applicable Listing Rules the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the	(1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: Applicable Listing Rules the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result	Add the definitions of preferred shareholders and preferred dividends.



<p>original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act of the R.O.C., Company Act of the R.O.C., the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;</p> <p>Articles</p> <p>these Articles of Association of the Company, as amended or substituted from time to time by Special Resolution;</p> <p>Audit Committee</p> <p>has the meaning set forth in Article 69;</p> <p>Remuneration Committee</p> <p>has the meaning set forth in Article 65-1;</p> <p>Board</p> <p>the board of Directors of the Company comprising all the Directors;</p> <p>Business Day</p> <p>means a day (other than a Saturday or Sunday) on which banks are generally open in Taiwan for normal business;</p> <p>Capital Reserve</p>	<p>of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act of the R.O.C., Company Act of the R.O.C., the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;</p> <p>Articles</p> <p>these Articles of Association of the Company, as amended or substituted from time to time by Special Resolution;</p> <p>Audit Committee</p> <p>has the meaning set forth in Article 69;</p> <p>Remuneration Committee</p> <p>has the meaning set forth in Article 65-1;</p> <p>Board</p> <p>the board of Directors of the Company comprising all the Directors;</p> <p>Business Day</p> <p>means a day (other than a Saturday or Sunday) on which banks are generally open in Taiwan for normal business;</p>
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<p>means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items required to be treated as Capital Reserve pursuant to the Applicable Listing Rules;</p> <p>Chairman</p> <p>has the meaning given thereto in Article 63;</p> <p>Class or Classes</p> <p>any class or classes of Shares as may from time to time be issued by the Company;</p> <p>Commission</p> <p>Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;</p> <p>Company</p> <p>Lemtech Holdings Co., Limited;</p> <p>Consolidation</p> <p>the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;</p> <p>Director</p> <p>a director of the Company for the time being who collectively form the Board, and "Directors" means 2 or more of them;</p> <p>Electronic</p> <p>has the meaning given to it in the</p>	<p>Capital Reserve</p> <p>means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items required to be treated as Capital Reserve pursuant to the Applicable Listing Rules;</p> <p>Chairman</p> <p>has the meaning given thereto in Article 63;</p> <p>Class or Classes</p> <p>any class or classes of Shares as may from time to time be issued by the Company;</p> <p>Commission</p> <p>Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;</p> <p>Company</p> <p>Lemtech Holdings Co., Limited;</p> <p>Consolidation</p> <p>the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;</p> <p>Director</p> <p>a director of the Company for the time being who collectively form the Board, and "Directors" means 2 or more of them;</p> <p>Electronic</p>	
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<p>Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;</p> <p>Electronic Communication means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;</p> <p>Emerging Market the emerging market board of the Taipei Exchange in the R.O.C.;</p> <p>Financial Statements has the meaning set out in Article 98;</p> <p>Taipei Exchange or TPEx the Taipei Exchange in the R.O.C.;</p> <p>Independent Director those Directors appointed as "Independent Directors" pursuant to the requirements of the Applicable Listing Rules;</p> <p>Juristic Person a firm, corporation, union, association, government agency or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;</p> <p>Law the <u>Companies act (revised)</u> of the Cayman Islands and any amendment or other statutory modification thereof and every</p>	<p>has the meaning given to it in the Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;</p> <p>Electronic Communication means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;</p> <p>Emerging Market the emerging market board of the Taipei Exchange in the R.O.C.;</p> <p>Financial Statements has the meaning set out in Article 98;</p> <p>Taipei Exchange or TPEx the Taipei Exchange in the R.O.C.;</p> <p>Independent Director those Directors appointed as "Independent Directors" pursuant to the requirements of the Applicable Listing Rules;</p> <p>Juristic Person a firm, corporation, union, association, government agency or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity; Law the Companies Law (as amended) of the Cayman Islands and any amendment or</p>
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<p>other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;</p> <p>Member or Shareholder</p> <p>a Person who is duly registered as the holder of any Share or Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber and “Members” or “Shareholders” means 2 or more of them;</p> <p>Memorandum of Association</p> <p>the memorandum of association of the Company, as amended or substituted from time to time;</p> <p>Merger</p> <p>the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such company as the surviving company within the meaning of the Law;</p> <p>Month</p> <p>a calendar month;</p> <p>NT\$</p> <p>New Taiwan Dollars;</p> <p>Ordinary Resolution</p> <p>a resolution passed by a simple</p>	<p>other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;</p> <p>Member or Shareholder</p> <p>a Person who is duly registered as the holder of any Share or Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber and “Members” or “Shareholders” means 2 or more of them;</p> <p>Memorandum of Association</p> <p>the memorandum of association of the Company, as amended or substituted from time to time;</p> <p>Merger</p> <p>the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such company as the surviving company within the meaning of the Law;</p> <p>Month</p> <p>a calendar month;</p> <p>NT\$</p>	
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<p>majority of the Members present at a general meeting who represent more than one-half of the total outstanding Shares of the Company;</p> <p>Person</p> <p>any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;</p> <p>Preferred Shares</p> <p>has the meaning given thereto in Article 4;</p> <p><u>Preferred Shareholders</u></p> <p><u>has the meaning given thereto in Article 5;</u></p> <p><u>Preferred Dividends</u></p> <p><u>has the meaning given thereto in Article 5;</u></p> <p>Private Placement</p> <p>an offer by the Company of its securities to specific persons pursuant to the Applicable Listing Rules;</p> <p>Register</p> <p>the register of Members of the Company to be maintained at such place within or outside the Cayman Islands;</p> <p>Registered Office</p> <p>the registered office of the Company for the time being as required under the Law;</p> <p>Relevant Period</p> <p>the period commencing from the date on which any of the securities of the Company registered in the</p>	<p>New Taiwan Dollars;</p> <p>Ordinary Resolution</p> <p>a resolution passed by a simple majority of the Members present at a general meeting who represent more than one-half of the total outstanding Shares of the Company;</p> <p>Person</p> <p>any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;</p> <p>Preferred Shares</p> <p>has the meaning given thereto in Article 4;</p> <p>Private Placement</p> <p>an offer by the Company of its securities to specific persons pursuant to the Applicable Listing Rules;</p> <p>Register</p> <p>the register of Members of the Company to be maintained at such place within or outside the Cayman Islands;</p> <p>Registered Office</p> <p>the registered office of the Company for the time being as required under the Law;</p> <p>Relevant Period</p> <p>the period commencing from the date on which any of the securities of the Company registered in the</p>	
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<p>Emerging Market or first become listed on the TPEx, TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p> <p>R.O.C. or Taiwan the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;</p> <p>R.O.C. Courts the Taiwan Taipei District Court or any other competent courts in the R.O.C.;</p> <p>R. O. C. Laws the laws and regulations of the R.O.C., including without limitation to the Applicable Listing Rules;</p> <p>Seal the common seal of the Company;</p> <p>Secretary any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;</p> <p>Share a share in the capital of the Company. All references to</p>	<p>Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p> <p>R.O.C. or Taiwan the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;</p> <p>R.O.C. Courts the Taiwan Taipei District Court or any other competent courts in the R.O.C.;</p> <p>R. O. C. Laws the laws and regulations of the R.O.C., including without limitation to the Applicable Listing Rules;</p> <p>Seal the common seal of the Company;</p> <p>Secretary any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;</p> <p>Share a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes</p>
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	<p>"Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;</p> <p>Share Exchange means that the Company transfers all its issued shares to another company in exchange for shares, cash or other assets of the other company as the consideration for shareholders of the Company;</p> <p>Share Premium Account the share premium account established in accordance with these Articles and the Law;</p> <p>Shareholders' Service Agent the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules, to the Company;</p> <p>signed includes representation of a signature affixed by mechanical means or an electronic symbol or process;</p> <p>Special Reserve has the meaning set out in Article 91;</p> <p>Special Resolution a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds of Members as, being entitled to do so, vote in</p>	<p>as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;</p> <p>Share Exchange means that the Company transfers all its issued shares to another company in exchange for shares, cash or other assets of the other company as the consideration for shareholders of the Company;</p> <p>Share Premium Account the share premium account established in accordance with these Articles and the Law;</p> <p>Shareholders' Service Agent the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules, to the Company;</p> <p>signed includes representation of a signature affixed by mechanical means or an electronic symbol or process;</p> <p>Special Reserve has the meaning set out in Article 91;</p> <p>Special Resolution a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds of Members as, being entitled to do so, vote in person or by proxy at a general meeting of which notice</p>	
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	<p>person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and such general meeting attended by the Members representing more than one-half of the outstanding shares of the Company.</p> <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;</p> <p><b>Spin-off</b>  an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;</p> <p><b>Subordinate Company</b>  companies (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in</p>	<p>specifying the intention to propose the resolution as a special resolution has been duly given, and such general meeting attended by the Members representing more than one-half of the outstanding shares of the Company.</p> <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;</p> <p><b>Spin-off</b>  an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;</p> <p><b>Subordinate Company</b>  companies (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in such company are</p>	
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	<p>such company are contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and the Company are held by the same Members; and</p> <p>TWSE</p> <p>the Taiwan Stock Exchange Corporation.</p> <p>(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.</p> <p>(3) In these Articles unless the context otherwise requires:</p> <p>(a) words importing the singular number shall include the plural number and vice-versa;</p> <p>(b) words importing the masculine gender shall include the feminine gender and neuter genders;</p> <p>(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and</p> <p>(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.</p> <p>(4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.</p>	<p>contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and the Company are held by the same Members; and</p> <p>TWSE</p> <p>the Taiwan Stock Exchange Corporation.</p> <p>(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.</p> <p>(3) In these Articles unless the context otherwise requires:</p> <p>(a) words importing the singular number shall include the plural number and vice-versa;</p> <p>(b) words importing the masculine gender shall include the feminine gender and neuter genders;</p> <p>(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and</p> <p>(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.</p> <p>(4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.</p>	
Article 5	<u>The</u> issuance of any Preferred Shares	Prior to the issuance of any Preferred	Amend this

	<p>approved pursuant to the preceding Article <u>shall cause to be set forth in these Articles. The rights and obligations of the Preferred Shares include but are not limited to the following terms:</u></p> <p><u>(a) The dividend rate of Preferred Shares is capped at 8% per annum on the issue price per share. Cash dividends shall be distributed annually at one time. Once the Company's audited financial reports have been acknowledged in the annual general meeting, the Board of Directors shall set the record date for the distribution of Preferred Dividends of such financial year. In the year of issuance and redemption of the Preferred Shares, the distribution of Preferred Dividends shall be calculated on the basis of actual number of days the Preferred Shares being outstanding in that year. Except for the foregoing Preferred Dividends, the holders of the Preferred Shares ("Preferred Shareholders") are not entitled to participate in the distribution of cash or stock dividends derived from earnings or capital reserves;</u></p> <p><u>(b) The Company has sole discretion on the distribution of Preferred Dividends. In the event that there are no profits or insufficient profits for distributing Preferred Dividends, or due to other necessary considerations, the suspension of distributing</u></p>	<p>Shares approved pursuant to the preceding Article, these Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Preferred Shares:</p> <p>(a) the total number of Preferred Shares that have been authorized to be issued and the numbers of the Preferred Shares already issued;</p> <p>(b) the order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;</p> <p>(c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company;</p> <p>(d) the order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of Members of Preferred Shares;</p> <p>(e) other matters concerning rights and obligations incidental to Preferred Shares; and</p> <p>(f) the conditions and method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.</p>	<p>article as the rights, obligations, and important issuance conditions of the preferred shares.</p>
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	<p><u>Preferred Dividends shall not be deemed as an event of default under any agreements and directions in relation to the issuance of such Preferred Shares. The Preferred Shares issued by the Company shall be non-cumulative preferred shares. Any undistributed Preferred Dividends or shortfalls in Preferred Dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings;</u></p> <p><u>(c) Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, any surplus assets of the Company available for distribution to shareholders shall be first distributed to the Preferred Shareholders. All Preferred Shareholders shall rank pari passu and such distribution shall be capped at the respective issue amount;</u></p> <p><u>(d) The Preferred Shareholders shall have no voting rights and no rights to vote on election of directors in a general meeting. Notwithstanding the foregoing, the Preferred Shareholders shall have voting rights in a separate meeting of the Preferred Shares in accordance with Article 15;</u></p> <p><u>(e) Preferred Shares are not convertible to common shares. Preferred Shareholders have no</u></p>	
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	<p><u>right to request the Company to redeem the preferred shares they hold; and</u></p> <p><u>(f) Preferred Shares have no maturity date. Notwithstanding the foregoing, subject to compliance with the Companies Law, the Company may, upon the approval by the Board of Directors, redeem all or a part of the outstanding issued Preferred Shares, at any time on the next business day after five years of issuance, at the original issue price and on such terms as the Board of Directors may approve. The rights and obligations set forth in the foregoing paragraphs shall remain unchanged to the unredeemed Preferred Shareholders.</u></p>		
Article 5-1	<p><u>The Board of Directors is authorized to determine the name, issuance date and specific issuance terms of Preferred Shares upon actual issuance after considering the situation of capital market and the willingness of investors in accordance with the Articles, applicable public company rules, Companies Law and other applicable laws and regulations.</u></p>		Add this article authorizes the board of directors to determine the specific matters of the preferred shares upon the actual issuance.
Article 65-1	<p>(1) During the Relevant Period, the Board shall comply with the Applicable Listing Rules to establish a remuneration committee, which shall be composed of no less than three (3) members, <u>more than half of the members</u> shall be</p>	<p>(1) During the Relevant Period, the Board shall comply with the Applicable Listing Rules to establish a remuneration committee, which shall be composed of no less than three (3) members, of which one (1) member shall be an Independent</p>	Amend paragraph 1 of this article to comply with "Taiwan Stock Exchange Corporation Operation

	<p>Independent <u>Directors</u> (the "Remuneration Committee").</p> <p>(2) The professional qualifications of the Remuneration Committee members, the exercise of their powers, and other related matters shall comply with the Applicable Listing Rules.</p> <p>(3) Upon the establishment of the Remuneration Committee, the Board shall adopt a charter for such Remuneration Committee, which shall comply with the Applicable Listing Rules.</p>	<p>Director (the "Remuneration Committee").</p> <p>(2) The professional qualifications of the Remuneration Committee members, the exercise of their powers, and other related matters shall comply with the Applicable Listing Rules.</p> <p>(3) Upon the establishment of the Remuneration Committee, the Board shall adopt a charter for such Remuneration Committee, which shall comply with the Applicable Listing Rules.</p>	<p>Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers", "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange" and "Sample Template for XXX Co., Ltd. Remuneration Committee Charter".</p>
Article 94-2	<p>In the event that there is earnings surplus per the annual accounting result, such surplus shall first be used to pay tax, offset losses of previous years, and then be set aside as</p>	<p>In the event that there is earnings surplus per the annual accounting result, such surplus shall first be used to pay tax, offset losses of previous years, and then be set aside</p>	<p>Amend paragraph 1 of this article to comply with the added</p>



	<p>Special Reserve (if required), and the remainder <u>shall be allocated first as the dividends of the Preferred Shares ("Preferred Dividends") payable in such financial year. The remaining surplus combining accumulated undistributed earnings in the previous years as the distributable earnings surplus</u> shall be distributed to Members as cash dividend and/or stock dividend, pursuant to the distribution proposal made by the Board and to be approved by the general meeting.</p> <p>The dividend policy of the Company is in consideration of the stable development, sustainable development, funding needs, sound financial structure and protection of shareholder interests of the Company and therefore the ratio of dividends to Members shall not be less than 10% of the distributable earnings surplus, and the distribution can be made in cash or in stock where the amount of cash dividends distributed thereupon shall not be less than 50% of the total amount of dividends. In the event that the Company has no accumulated loss, the Company may consider the finance, business and operation aspects of the Company and distribute all or part of the Legal Reserve and Capital Reserve pursuant to the Law and regulations prescribed by the competent authorities.</p>	<p>as Special Reserve (if required), and the remainder, aside from the amount which the Board resolved not to distribute and be reserved as retained earnings, shall be distributed to Members as cash dividend and/or stock dividend, pursuant to the distribution proposal made by the Board and to be approved by the general meeting.</p> <p>The dividend policy of the Company is in consideration of the stable development, sustainable development, funding needs, sound financial structure and protection of shareholder interests of the Company and therefore the ratio of dividends to Members shall not be less than 10% of the distributable earnings surplus, and the distribution can be made in cash or in stock where the amount of cash dividends distributed thereupon shall not be less than 50% of the total amount of dividends. In the event that the Company has no accumulated loss, the Company may consider the finance, business and operation aspects of the Company and distribute all or part of the Legal Reserve and Capital Reserve pursuant to the Law and regulations prescribed by the competent authorities.</p>	<p>articles that allow the company to issue preferred shares.</p>
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