



Stock 6451

ShunSin Technology Holdings Limited

2019 Annual Shareholders' Meeting

Meeting Handbook

JUNE 24, 2019

DISCLAIMER :

THIS IS A TRANSLATION OF THE HANDBOOK FOR THE 2019 ANNUAL SHAREHOLDERS' MEETING (THE "HANDBOOK") OF SHUNSIN TECHNOLOGY HOLDINGS LIMITED (THE "Company"). THIS TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NOTHING ELSE, THE Company HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE HANDBOOK SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

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I. Meeting Procedure

1 、 Report the total number of shares represented at this AGM

2 、 Meeting Commencement Announced

3 、 Chairman's Address

4 、 Report Items

5 、 Ratification Items

6 、 Discussion Items

7 、 Extraordinary Motions

8 、 Meeting Adjournment

II.Meeting Agenda

Time: 09:00 a.m., June 24, 2019

Venue: Tucheng Industrial Park Service Center, 3F., No.4, Sanmin Rd., Tucheng Dist., New Taipei City 236, Taiwan (R.O.C.)

i. Report the total number of shares represented at this AGM

ii. Meeting Commencement Announced

iii. Chairman’s Address

iv. Report Items

- (1) Report the business of 2018
- (2) Audit Committee’s review report of 2018
- (3) Report on the 2018 Employees' Compensations and Directors' Remuneration
- (4) Case of “Policy Governing First Share Repurchased and Transferred to Employees in 2019”of the Company and the Current Status of the Implementation of Repurchase

v. Ratification Items

- (1) 2018 Business Report and Financial Statements
- (2) The proposal for distribution of 2018 earnings

vi. Discussion Items

- (1) Discussion of the amendments to the Company’s “Memorandum and Articles of Association.”
- (2) Discussion of the amendments to the Company’s “Procedures for Acquisition or Disposal of Assets.”
- (3) Discussion of the amendments to the Company’s “Procedures for Lending Funds to Others.”
- (4) Discussion of the amendments to the Company’s “Procedures for Endorsements & Guarantees.

vii. Extraordinary Motions

viii. Adjournment

Report Items

Item 1: 2018 Business Report

Description: 1. Please refer to Attachment 1 (pages 7-11) for the Business Report.
2. Please refer to Attachment 2 (pages 12-20) for the Financial Statements.

Item 2: Audit Committee's Review Report of 2018 audited financial statements

Description: Please refer to Attachment 3 (pages 21) for the Audit Committee's Review Report.

Item 3: Report on the 2018 Employees' Compensations and Directors' Remuneration

Description: Please refer to Attachment 4 (pages 22) for the 2018 Employees' Compensations and Directors' Remuneration Report.

Item 4: Case of "Policy Governing First Share Repurchased and Transferred to Employees in 2019" of the Company and the Current Status of the Implementation of Repurchase

Description: 1. The Board of the Company made the resolution of "Policy Governing First Share Repurchased and Transferred to Employees" on Jan. 8, 2019 and stipulated the Policy Governing First Share Repurchased and Transferred to Employees in accordance with provisions in Article 10 of Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies. Please refer to Attachment 5 (Page 23~25) .
2. The repurchase of treasury shares shall be carried out in accordance with the repurchase period and the repurchase price range of the resolution. The report on the implementation of repurchase is as follows:

Repurchase Purpose	Shares Transferred to Employees
Repurchase Period	2019/01/15-2019/03/07
Repurchase Price Range (NT\$)	62 ~ 118
Estimated Number of Share Repurchased	2,858 (thousand shares)
Actual Number of Share Repurchased	2,858 (thousand shares)
Amount of Repurchased Shares (NT\$)	243,432,003
Percentage of total issuance of the Company	2.71%

Ratification Items

Proposal 1: Ratification of the 2018 Business Report and Audited Financial Statements.

Description: 1. The 2018 Business Report and Financial Statements have been approved by the Board of Directors, and have been reviewed by the Audit Committee.

2. Please refer to Attachment 1 through Attachment 3 (pages 7~21) for the documents mentioned above.

Resolution:

Proposal 2: To approve the proposal for distribution of 2018 earnings.

Description: 1. The Company's net profit after taxes totaled NT\$298,247 thousand (Attributed to Stockholders of the Company). After deducting the general reserve of NT\$29,825 thousand, adding the accumulated unappropriated earning at the beginning of the period of NT\$1,263,636 thousand and the prior period adjustment NT\$54,071 thousand, the available earnings for distribution was NT\$1,586,129 thousand at the end of the period.

2. The Company plans to distribute dividends of NT\$239,364 thousand. Each common share holder will be entitled to receive a cash dividend of NT\$2.27 per share. The cash dividends will be calculated to the nearest NT\$1 dollar. All fractional values of less than NT\$ were summed up and classified as the Company's other income.

3. Subject to the approval of the general shareholder's meeting, the Chairman is authorized to determine the ex-dividend date for the cash and stock dividend distribution and other related matters.

4. Prior to the ex-dividend date for the distribution, if the number of total shares outstanding has changed as a result of changes in share capital, so that the ratios of the stock dividends and cash dividends are changed and need to be adjusted, the Chairman is authorized to make such adjustments.

5. Please refer to Attachment 6 (pages 26) for the 2018 Earnings Distribution Table.

Resolution:

Discussion Items

Proposal 1: Discussion of the amendments to the Company's "Memorandum and Articles of Association"

- Description:**
1. In accordance with the requirements with Tai-Cheng-Chi-Li-Tzu No.10717037941 issued on Nov. 30, 2018 by the Taiwan Stock Exchange Co., Ltd. (hereinafter referred to as "TSE"), the Company's Fifth Amended and Restated Memorandum and Articles of Association (the "**Fifth M&A**") be amended by replacing the Fifth M&A in their entirety with the Sixth M&A. The proposed amendments are shown in the comparison table on Attachment 7 (pages 27~44).
 2. On the premise that the shareholders' meeting has passed the amendments to the articles of association, it is proposed to request the shareholders' meeting to authorize the Register Office of the Company to arrange for the requisite filing to be done at the Registrar of Companies in the Cayman Islands.

Resolution:

Proposal 2: Discussion of the amendments to the Company's "Procedures for Acquisition or Disposal of Assets."

- Description:**
- In accordance with the requirements with Chin-Kuan-Cheng- Fa-Tzu No.1070341072 issued on Nov. 26, 2018 by Financial Supervisory Commission of R.O.C. (hereinafter referred to as "FSC") and the Company's actual operational requirements, the amendments to the Company's "Procedures for Acquisition or Disposal of Assets" are proposed. The proposed amendments are shown in the comparison table on Attachment 8 (pages 45~76).

Resolution:

Proposal 3: Discussion of the amendments to the Company's "Procedures for Lending Funds to Others."

- Description:**
- In accordance with the requirements with Chin-Kuan-Cheng –Shen-Tzu No.1080304826 issued on Mar.7, 2019 by FSC and the Company's actual operational requirements, the amendments to the Company's "Procedures for Lending Funds to Others" are proposed. The proposed amendments are shown in the comparison table on Attachment 9 (pages 77~81).

Resolution:

Proposal 4: **Discussion of the amendments to the Company’s “Procedures for Endorsements & Guarantees.”**

Description: In accordance with the requirements with Chin- Kuan-Cheng –Shen-Tsu No.1080304826 issued on Mar.7, 2019 by FSC, the amendments to the Company’s “Procedures for Endorsements & Guarantees.” are proposed. The proposed amendments are shown in the comparison table on Attachment 10 (pages 82~87).

Resolution:

Extraordinary Motions

Adjournment

III. Attachments

【 Attachment 1.】 2018 Business Report

ShunSin Technology Holdings Limited

2018 Business Report

i. Preface

2018 witnessed global economic turmoil – the start of trade war between US and China; the dismal performance of financial asset markets; rise of oil prices; the crisis in Europe’s three largest economies, Brexit, France’s yellow vest campaign and the retirement of German Chancellor, Angela Merkel, all of which made 2018 regarded as a year when global economy turned from robust to weak. A trade war between US and China is seen as the most far-reaching event and the biggest risk in 2019, when OECD and IMF also downward adjusted their global growth figures.

Although the Group’s production base is located in mainland China, its business has not been impacted by the trade war between China and the US, which is credited to its years of testing experience and high-yield packaging technology. In addition, the Company had achieved success in product diversification. The face recognition module and high-speed optical fiber transceiver module had been mass produced in the second half of 2018. The gains in the second half year turned the loss into gain for the whole year. The year 2019 is recognized as a weak year in the world. However, with the above two products and other on-going projects, the Group expects to deliver better results in 2019 than in 2018.

ii. Operation Performance

The Group is mainly engaged in packaging, testing and marketing of System in Package (SiP), high speed optical transceiver modules and other integrated circuit modules. SiP products mainly include high frequency wireless communication module (including RFPA module), wireless module, and low-noise power amplifier, etc. Other integrated circuit module products are

mainly consisted of Face-ID module of 3D sensing module, automotive electronics and thick-film hybrid integrated circuit module, etc. The Group's products are mainly used in consumer electronics, cloud server and hearing aid products and other fields.

Since its establishment, the Group has always upheld love, confidence and determination to maximize the interests of the Company and its shareholders. Net consolidated revenue for the whole year in 2018 is NT \$4,465,710 thousand, an increase of NTD\$1,317,066 thousand from the revenue of NT\$3,148,644 thousand in 2017, or a growth of 42%. Net profit after tax was NT\$290,618, an increase of NT\$183,078 of net profit after tax of NTD\$107,540, or a 170% increase in net profit after tax when compared to 2017.

The reason for the growth of revenue and profit mainly lies in the diversified product layout of the Group. The Face-ID and high-speed optical transceiver module products were mass-produced and sold in the second half of 2018, which successfully contributed to the substantial growth of the Group's revenue and profit and turned the whole year from a loss to a gain in the second half of the year. It's estimated that these two kinds of products will continue to drive the operation performance of the Group in 2019, facilitating better evenness of the overall product portfolio.

Income Share of Product Sales in 2018 and 2017

	2018	2017
High speed fiber transceiver module	48%	26%
SiP	22%	51%
Biometric ID	10%	1%
Other	20%	22%
Total	100%	100.0%

iii. Vision of the Future

- 5G Market:

The construction of 5G network has become a global issue and market. According to the current development progress of 5G, it is expected that the mature 5G commercial network will be realized after 2020 and will drive the transformation of digital society. At present, various telecom operators and base station managers are doing 5G commissioning, including the United States, China, South Korea, Japan, Europe and other countries/regions. According to the research report of Research and Markets, it's estimated that the revenues from global 5G market are expected to reach US\$ 251 billion in 2025, and the CAGR between 2020 and 2025 will be up to 97%. The Group is working with customers on product development projects, and expecting the preliminary results to be available in 2019.

In addition, at the beginning of the 4G era, there were only 16 frequency bands in the world. Today, there are no more than 49 frequency bands in the world. Even with carrier convergence (CA), there are still only a bit more than 1,000 RF combinations of 4G applications in the world. However, in the 5G era, there would be an endless emergence of various new bands, of which 5G ought to be compatible with 4G and 3G downwards. Conservatively, it is estimated that the combination in RF may exceed 10,000. Therefore, the components required in RFPA modules must also be comparably increased, in turn putting more focus on the demand for packing capability. The Group also conducts a joint research and development project with customers to conduct double-sided assembly of modules under the condition of unchanged assembly area, making effective use of space, and expecting to make some gains in 2019.

- Optical Communication Market:

Ever since the formal introduction of mobile communications into video and audio applications in the 3G era, the transmission of high-quality video and audio and other data has led to an exponential growth of data generated by people every year. With the advent of the era of big data, many emerging industrial trends have also contributed to the linear growth of online data. Internet of Things (IoT) and artificial intelligence (AI) have produced a large number of online data. According

to research data from Cisco, driven by the Internet of Things, the total amount of data generated (and not necessarily stored) by any device will reach 847 ZB per year by 2021, far surpassing the total amount of data generated of 218 ZB per year back in 2016. As a result, the demand for network bandwidth in the market will increase significantly.

In 2018, the mainstream specification for optical communication products has been increased to 100G, and the consensus view in the industry is that 400G will naturally become the next mainstream. The Group has been capable of producing 100G products and has successfully entered the mass production stage in 2018. Based on this successful experience, the Group has been carrying out 400G product development projects since 2018, and it is expected to conduct mass production in 2019.

- Biometrics ID Market:

Since Apple was the first to launch a smart phone equipped with 3D sensing module in 2017, brand manufacturers actively followed the trend and launched symbolic products. According to research data from Trendforce's Topology Research Institute, the penetration rate of 3D sensing modules in smartphones has increased to 10.8% in 2018, which is expected to rise to 18% in 2019, with the market value of the whole 3D sensing module estimated to reach \$550 million in the mobile phone market. After 2020, the penetration rate will increase significantly, and the market value will reach \$710 million. The Group will further expand the application of end products with the successful experience of last year.

- Conclusions:

Looking ahead to 2019, international institutions such as OECD and IMF have revised downward their forecasts as they see less momentum for global growth. Although the overall environment is not optimistic, from the perspective of the Company's product market, it is still full of development potentials. Since 5G technology and optical transmission market are familiar technical fields of the group, the Group will continue to pay close attention to market changes, and continue its success in 2018 with the packaging experience and technology

accumulated in the past, so as to create higher value for the Group and its investors.

Chairman : Hsu, Wen-Yi

【 Attachment 2.】 Independent Auditors’ Report and 2018 Consolidated Financial Statements

REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To Board of Directors of ShunSin Technology Holdings Limited,

Audit Opinion

We have audited the consolidated financial statements of ShunSin Technology Holdings Limited and its subsidiaries (“the Group”), which comprise the consolidated balance sheet as of December 31, 2018 and 2017, consolidated statement of comprehensive income, changes in equity and cash flows for the years ended December 31, 2018 and 2017, and notes to the consolidated financial statements, including a summary of significant accounting policy.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Report by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Audit Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of consolidated financial statements taken as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgements, the key audit matters that should be disclosed in this audit report are as follows:

1. Revenue recognition

Please refer to note 4 (13) for accounting policy related to revenue recognition, and notes 6 (17) for the information related to revenue of the consolidated financial report.

Description of key audit matter:

Due to sales transactions of the Group are depending on contracts, we need to judge individually to confirm the adequacy of revenue recognition. Additionally, the Group initially apply IFRSs 15, which involves complex accounting treatments and policy may result in inappropriate performance obligations and recognition of revenue under IFRSs 15. In addition, it is necessary to evaluate and verify the completeness and accuracy of the relevant materials used, as well as the new disclosure requirements revenue recognition is listed as one of the important items in the audit of the financial statements of this year.

Our audit procedures included:

- Assess the appropriateness of accounting policy in accordance with the requirements of the new standards, acknowledge of operating and industry characteristics.
- Testing the effectiveness of the design and implementation of internal control over sales and collection cycle, and to examine major contracts to assess revenue recognition.
- Performing comparison analysis on sale of the current period to last period and the latest quarter, and performing trend analysis on sales from each top ten customer to assess the existence of any exceptions, and further identify and analyze the causes if there is any significant exception..
- Performing confirmation procedure of sales revenue and examining significant returns or exchanges after the balance sheet date to assess the assertions of the existence, accuracy, as well as the appropriateness of recognition.
- Performing sales cut-off test of a period before and after the financial position date by vouching relevant documents of sales transactions to determine whether the sales of goods, sales returns and allowances have been the appropriately recognized.

2. Financial Assets Measured at Fair Value through Profit and Loss

Please refer to Note 4 (7) “Financial Instrument” for the accounting policies of financial assets measured at fair value through profit and loss; note 5 for accounting assumptions and estimation uncertainties of impairment of financial assets measured at fair value through profit and loss, and note 6 (21) “Financial Instrument” for the property and evaluation statements of financial assets measured at fair value through profit and loss.

Description of key audit matter:

The financial assets measured at fair value through profit and loss of the Group are vulnerable to be affected by operating conditions of the invested company and the business cycle, resulting in greater changes in the subsequent profits or losses recognized as gains and losses at fair value re-measurement, thus adjusting the value of financial assets. Assessing the fair value of this financial asset often requires complicated evaluation techniques. Therefore, we listed the

evaluation of financial assets measured at fair value of profits and losses as one of the key audit matters in the audit of Financial Statements of this year.

Our audit procedures included:

- Obtain the appraiser's appraisal report of the invested Company entrusted by the Group, and evaluate the appraiser's qualification and independence.
- Evaluate the rationalities of the assumptions used in the appraisal report in estimating the price of an investment.
- Evaluate the rationalities of the recognition of profit and loss of financial assets in the accounts of the Group.

3. Recognition of deferred income tax asset

Please refer to Note 4(17) "Income Tax" for accounting policies related to recognition of deferred tax asset; please refer to Note 6 (13) of "Income Tax" for descriptions of property and evaluation.

Description of key audit matter:

The subsidiaries of the Group operate in different countries and involve complex multinational tax systems. Due to the complexity of tax laws in different countries, the difference between the book amount and tax basis of foreign business entities, we listed the recognition of deferred income tax assets as one of the key audit matter in the audit of Financial Statements of this year.

Our audit procedures included:

- Obtain annual income tax declaration or verification data to determine major temporary difference adjustment items between book value and tax base.
- Evaluate the rationality of deferred income tax assets or liabilities arising from major temporary differences.
- Tax experts in the place where the foreign business entity is located are invited to participate in the assessment of the reasonableness of the items for the recognition of deferred income tax assets and liabilities and the recorded amount.

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 International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, 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 the Audit Committee, are responsible for overseeing the Group’s financial reporting process.

Accountant’s Responsibility for Auditing Consolidated Financial Report

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 a 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 ROC GAAS 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 ROC GAAS, 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 controls.
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 controls.
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 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 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 appropriate audit evidence regarding the financial information of the 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 significant in our audit of the consolidated financial statements for the years ended December 31, 2018 and are therefore the key audit matters. We describe these matters in our 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.

SHUNSIN TECHNOLOGY HOLDINGS LIMITED AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2018 and 2017

Expressed in Thousands of New Taiwan Dollars

		107.12.31		106.12.31				107.12.31		106.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
Assets						Liabilities and equities					
11xx	Current assets:					21xx	Current liabilities:				
1100	Cash and cash equivalents	\$ 5,293,307	49	6,364,637	73	2100	Short-term loans	\$ 1,635,021	15	2,480,536	28
1140	Current contract assets	350,068	3	-	-	2170	Accounts payable	590,342	6	488,822	7
1151	Notes receivable	13,104	-	13,855	-	2180	Accounts payable-- related parties	366	-	7,931	-
1170	Accounts receivable	510,893	5	255,497	3	2200	Other payables	346,737	3	220,684	3
1181	Accounts receivable — related parties	789,697	8	328,134	4	2220	Other payables — related parties	656,256	6	4,735	-
1206	Other receivables	126,242	1	37,882	-	2300	Other current liabilities	10,315	-	8,236	-
1310	Inventories	501,540	5	581,106	6						
1410	Prepayments	241,788	2	168,269	2						
1470	Other current assets	3,370	-	993	-	25xx	Non-current liabilities:				
		<u>7,830,009</u>	<u>73</u>	<u>7,750,373</u>	<u>88</u>	2500	Financial liabilities measured at fair value through profit and loss — non-current	22,800	-	-	-
15xx	Non-current assets:					2530	Convertible corporate bonds payable	1,384,135	13	-	-
1510	Financial assets measured at fair value through profit or loss — non-current	11,048	-	-	-	2570	Deferred income tax liabilities	377,397	4	125,097	1
1543	Financial assets measured at cost — non-current	-	-	39,926	-	2630	Long-term deferred income	65,492	-	31,933	-
1600	Property, plant and equipment	2,487,643	23	811,869	10	2645	Deposits received	1,073	-	955	-
1780	Intangible assets	6,404	-	5,245	-			<u>1,850,897</u>	<u>17</u>	<u>157,985</u>	<u>1</u>
1840	Deferred tax assets	350,004	4	124,842	2	2xxx	Total liabilities	<u>5,089,934</u>	<u>47</u>	<u>3,368,929</u>	<u>39</u>
1920	Refundable deposits	10,035	-	10,621	-	31xx	Interest vested in the owner of the parent Company:				
1985	Long-term lease prepayments	40,884	-	43,056	-	3110	Common stock	1,054,468	10	1,054,468	12
		<u>2,906,018</u>	<u>27</u>	<u>1,035,559</u>	<u>12</u>	3200	Capital reserve	2,632,394	25	2,478,162	28
						3300	Retained earnings:				
						3310	Legal reserve	309,674	3	298,590	3
						3350	Unappropriated retained earnings	1,615,955	15	1,373,841	16
								<u>1,925,629</u>	<u>18</u>	<u>1,672,431</u>	<u>19</u>
						3400	Other equities:				
						3411	Exchange differences on translation of foreign financial statements	4,093	-	181,808	2
							Total equity attributable to owners of parent	5,616,584	53	5,386,869	61
						36xx	Non-controlling interests	29,509	-	30,134	-
						3xxx	Total equity	<u>5,646,093</u>	<u>53</u>	<u>5,417,003</u>	<u>61</u>
						2-3xxx	Total liabilities and equity	<u>\$ 10,736,027</u>	<u>100</u>	<u>8,785,932</u>	<u>100</u>
1xxx	Total assets	<u>\$ 10,736,027</u>	<u>100</u>	<u>8,785,932</u>	<u>100</u>						

Chairman: Hsu, Wen-Yi

107.12.31 106.12.31
Manager: Hsu, Wen-Yi

General Accountant: Wang, Chieh -Min

SHUNSIN TECHNOLOGY HOLDINGS LIMITED AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2018 and 2017

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

		2018		2017	
		Amount	%	Amount	%
4110	Sales revenue	\$ 4,494,625	101	3,172,163	101
4170	Loss: Sales return	129	-	300	-
4190	Sales discounts and allowances	28,786	1	23,219	1
	Operating Revenue	4,465,710	100	3,148,644	100
5000	Operating costs	3,624,309	81	2,546,451	81
5900	Gross profit from operations	841,401	19	602,193	19
6000	Operating expenses:				
6100	Selling expenses	33,662	1	33,399	1
6200	Administrative expenses	294,734	7	160,880	5
6300	Research and development expenses	376,098	8	165,229	5
	Total operating expenses	704,494	16	359,508	11
6900	Net operating profits	136,907	3	242,685	8
7000	Non-operating income and expenses				
7010	Other income	186,331	5	138,532	4
7020	Other gains and losses	53,860	1	(295,348)	(9)
7050	Finance costs	(38,682)	(1)	(12,914)	-
	Total non-operating income and expenses	201,509	5	(169,730)	(5)
7900	Profit (loss) from continuing operations before tax	338,416	8	72,955	3
7950	Loss: Income tax expense (income)	47,798	1	(34,585)	(1)
	Profit	290,618	7	107,540	4
8300	Other comprehensive income:				
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation	(174,129)	(4)	(134,156)	(4)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
8300	Other comprehensive income, net	(174,129)	(4)	(134,156)	(4)
8500	Total comprehensive income (loss)	\$ 116,489	3	(26,616)	
	Profit, attributable to:				
8610	Owners of parent	\$ 298,247	7	110,844	4
8620	Non-controlling interests	(7,629)	-	(3,304)	-
		\$ 290,618	7	107,540	4
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 120,532	3	(23,550)	-
8720	Non-controlling interests	(4,043)	-	(3,066)	-
		\$ 116,489	3	(26,616)	-
	Basic earnings per share (expressed in New Taiwan Dollars)				
9750	Basic earnings per share	\$ 2.83		1.05	
9850	Diluted earnings per share	\$ 2.80		1.05	

See accompanying notes to consolidated financial statements.

Chairman: Hsu, Wen-Yi

Manager: Hsu, Wen-Yi

General Accountant: Wang,
Chieh-Min

SHUNSIN TECHNOLOGY HOLDINGS LIMITED AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2018 and 2017

(Expressed in Thousands of New Taiwan Dollars)

Equity attributable to owners of parent

	Retained earnings					Exchange differences on translation of foreign financial statements	Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Common stock	Capital reserves	Legal reserves	Unappropriated retained earnings	Total				
Balance as of January 1, 2017	\$ 1,054,468	2,455,727	202,473	1,928,527	2,131,000	316,202	5,957,397	-	5,957,397
Earnings allocation and distribution:									
Legal reserve	-	-	96,117	(96,117)	-	-	-	-	-
Cash dividends of common stock	-	-	-	(569,413)	(569,413)	-	(569,413)	-	(569,413)
Profit	-	-	-	110,844	110,844	-	110,844	(3,3	107,540
Other comprehensive income (loss)	-	-	-	-	-	(134,394)	(134,394)	-	(134,156)
Total comprehensive income (loss)	-	-	-	110,844	110,844	(134,394)	(23,550)	(3,0	(26,616)
Share-based payment transactions	-	22,435	-	-	-	-	22,435	-	22,435
Increase in non-controlling interests	-	-	-	-	-	-	-	33,	33,200
Balance at December 31, 2017	1,054,468	2,478,162	298,590	1,373,841	1,672,431	181,808	5,386,869	30,	5,417,003
Effects of retrospective application and retrospective restatement	-	-	-	54,071	54,071	-	54,071	-	54,071
Equity at beginning of period after adjustments	1,054,468	2,478,162	298,590	1,427,912	1,726,502	181,808	5,440,940	30,	5,471,074
Earnings allocation and distribution:									
Legal reserve	-	-	11,084	(11,084)	-	-	-	-	-
Cash dividends of common stock	-	-	-	(99,120)	(99,120)	-	(99,120)	-	(99,120)
Profit	-	-	-	298,247	298,247	-	298,247	(7,6	290,618
Other comprehensive income (loss)	-	-	-	-	-	(177,715)	(177,715)	3,	(174,129)
Total comprehensive income (loss)	-	-	-	298,247	298,247	(177,715)	120,532	(4,0	116,489
Due to recognition of equity component of convertible bonds issued	-	129,000	-	-	-	-	129,000	-	129,000
Share-based payment transactions	-	25,232	-	-	-	-	25,232	-	25,232
Increase in non-controlling interest	-	-	-	-	-	-	-	3,	3,418
Balance at December 31, 2018	\$ 1,054,468	2,632,394	309,674	1,615,955	1,925,629	4,093	5,616,584	29,	5,646,093

See accompanying notes to consolidated financial statements.

Chairman: Hsu, Wen-Yi

Manager: Hsu, Wen-Yi

General Accountant: Wang, Chieh-Min

SHUNSIN TECHNOLOGY HOLDINGS LIMITED AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2018 and 2017

(Expressed in Thousands of New Taiwan Dollars)

	2018	2017
Cash flows from operating activities		
Profit before tax	\$ 338,416	72,955
Adjustments:		
Adjustments to reconcile profit (loss)		
Depreciation expense	322,204	261,944
Amortization expense	4,586	3,160
Net loss on financial assets or liabilities at fair value through profit or loss	38,757	-
Interest expense	38,682	12,914
Interest income	(154,914)	(116,594)
Share-based payments	25,232	22,435
Loss (gain) on disposal of property, plant and equipment	(2,284)	385
Impairment loss on financial assets	-	50,225
Total adjustments to reconcile profit (loss)	272,263	234,469
Changes in operating assets and liabilities		
Changes in operating assets:		
Contract assets	(101,441)	-
Notes receivable	751	(13,855)
Accounts receivable	(255,396)	147,390
Accounts receivables — related parties	(461,563)	(186,548)
Other receivables	(102,415)	176
Other receivables — related parties	-	95,323
Inventories	(114,990)	(243,511)
Prepayments	(87,493)	(126,108)
Other current assets	(2,377)	(93)
Long-term Lease Prepayments	2,172	2,378
Total changes in operating assets	(1,122,752)	(324,848)
Changes in operating liabilities:		
Accounts payable	101,520	196,622
Accounts payable — related parties	(7,565)	6,068
Other payable	70,291	(74,873)
Other payable — related parties	25,789	(4,480)
Other current liabilities	2,079	(2,297)
Long-term deferred income	33,559	19,054
Total changes in operating liabilities	225,673	140,094
Total changes in operating assets and liabilities	(897,079)	(184,754)
Total adjustments	(624,816)	49,715
Cash inflow (outflow) generated from operations	(286,400)	122,670
Interest received	158,265	119,130
Interest paid	(11,779)	(12,457)
Income tax paid	(9,823)	(66,284)
Net cash flows from (used in) operating activities	(149,737)	163,059
Cash flows from (used in) investing activities:		
Acquisition of property, plant and equipment	(1,354,282)	(319,960)
Proceeds from disposal of property, plant and equipment	7,634	578
Decrease (increase) in refundable deposits	586	(6,163)
Acquisition of intangible assets	(5,859)	(1,866)
Net cash used in investing activities	(1,351,921)	(327,411)
Cash flows from (used in) financing activities:		
Increase in short-term loans	3,430,156	2,262,448
Decrease in short-term loans	(4,275,671)	(1,267,602)
Proceeds from issuing convertible corporate bonds	1,500,206	-
Increase in guarantee deposits received	-	351
Cash dividends paid	(99,120)	(569,413)
Increase in non-controlling interests	3,418	33,200
Net cash flows from financing activities	558,989	458,984
Effect of exchange rate changes on cash and cash equivalents	(128,661)	(112,371)
Net increase (decrease) in cash and cash equivalents	(1,071,330)	182,261
Cash and cash equivalents at beginning of period	6,364,637	6,182,376
Cash and cash equivalents at end of period	\$ 5,293,307	6,364,637

See accompanying notes to consolidated financial statements.

Chairman: Hsu, Wen-Yi

Manager: Hsu, Wen-Yi

General Accountant: Wang, Chieh-Min

【Attachment 3.】 Audit Committee's review report of 2018

The Board of Directors has prepared the Company's Financial Statements and 2018 Business Report. Of which, the Financial Statements have been audited by KPMG Taiwan. The Financial Statements, 2018 Business Report and proposal for distribution of 2018 earnings have been audited by us as Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report. Please review.

ShunSin Technology Holdings Limited

Chairman of the The Audit Committee: Ting, Hung-Hsun

On the date of March 22, 2019

The Board of Directors has prepared the Company's proposal for distribution of 2018 earnings. The proposal for distribution of 2018 earnings have been audited by us as Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report. Please review.

ShunSin Technology Holdings Limited

Chairman of the The Audit Committee: Ting, Hung-Hsun

On the date of April 26, 2019

【 Attachment 4.】Report of the 2018 Employees' Compensations and Directors' Remuneration

1. According to the Article 13.4 of the Fifth M&A:

”Upon the final settlement of the Company’s accounts, if there is “surplus profit” (as defined below), the Company shall set aside no less than five per cent (5%) as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications. The Company shall, from the surplus profit, set aside no more than zero point one per cent (0.1%) thereof as remuneration for the Directors ("**Directors' Remuneration**")”, “The “surplus profit” referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.”.

2. 2018 Surplus profit:

The calculation is based on the Company’s individual financial statements which is audited by the accountant:

	Currency: NT\$ thousand
Net income before income tax	312,275
Add: Accrued Employees' Compensations	40,000
Accrued Directors' Remuneration	352
surplus profit	<u>352,627</u>

3. 2018 Employees' Compensations and Directors' Remuneration:

According to the resolutions of 5th meeting of the 2nd Compensation Committee and 16th meeting of the 3rd Board of Directors on March 22, 2019, NT\$ 40,000,000 will be allocated as employees' compensation and NT\$ 352,000 as director’s remuneration, which account for 11.3% and 0.1% of the profits of 2018, respectively. This is in accordance with the Fifth Amended and Restated Memorandum and Articles of Association. The above amount is issued in cash, and there is no difference between the actual amount of distribution and the estimated amount.

	Currency: NT\$ thousand
Employees' Compensations :	$352,627 \times 11.3\% \doteq 40,000$
Directors' Remuneration :	$352,627 \times 0.1\% \doteq 352$

【Attachment 5.】 Policy Governing Share Repurchased and Transferred to Employees in 2019

Policy Governing Share Repurchased and Transferred to Employees in 2019 of ShunSin Technology Holdings Limited

Article 1: In order to motivate employees and enhance their coherence, the Company has formulated Policy Governing Share Repurchase and Transferred to Employees in accordance with Article 28-2-1-1 of the Securities and Exchange Law of the Republic of China and the relevant provisions of Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies issued by the FSC. In addition to complying with relevant laws and regulations, the repurchase and transfer of the shares to its employees are subject to the provisions in the Regulations.

Article 2: The shares transferred to employees are common shares, and their rights and obligations are the same as those of other common shares circulated outside, except as otherwise stipulated in relevant laws and regulations.

Article 3: In accordance with the provisions of the Regulations, the shares repurchased may be transferred to employees at once or in stages within three years from the date of the shares repurchased.

Article 4: Any full-time employee of the Company or its subsidiaries who has been on duty for 3 months (including) before the benchmark date of subscription or who has made special contributions to the Company and who has been approved by the Chairman of the Board of Directors according to Article 5 hereof and submitted to the Board of Directors for approval, may subscribe for the amount prescribed in Article 5 hereof and be entitled to subscribe.

If an employee leaves the Company or its subsidiaries (including voluntary resignation and dismissal), layoff or suspension with salary during the period from the benchmark date of stock subscription to the deadline for subscription payment, he/she shall be disqualified from subscription. The Chairman of the Board shall contact other employees for subscription.

”Subsidiaries” means subsidiaries (including overseas subsidiaries) in which the Company directly or indirectly holds more than 50% of the voting shares of the same investee Company.

Article 5: 1. The number of shares an employee may subscribe shall be determined on the basis of such criteria as the grade of the employee, his/her years of service and his/her special contribution to the Company, and shall take into account such factors as the total number of shares repurchased by the Company at the benchmark date of share subscription and the upper limit of the number of shares subscribed by a single

employee. It shall be evaluated by the supervisors at all levels and submitted to the Chairman for approval.

2. The benchmark date of stock subscription and the period of subscription payment for each transfer shall be separately determined in accordance with Article 6 of the Regulations.

Article 6: Procedures for the transfer of the repurchased shares to employees:

1. In accordance with the resolution of the Board of Directors, the Company shall announce, declare and buy back its shares within the period of execution.
2. The Board of Directors authorizes the Chairman to set and publicize, in accordance with the Regulations, such operational matters as the benchmark date for stock subscription, the number of shares to be subscribed, the payment period for subscription, the content of rights and restrictions.
3. The subscribed staff list shall be approved by the Chairman and submitted to the Board of Directors for approval. However, managers who meet the charter of the Company's Compensation Committee shall first be examined by the Compensation Committee and then submitted to the Board of Directors for approval.
4. If the employee fails to subscribe or fails to pay the subscription payment upon the expiration of the subscription payment period, the employee shall be deemed to have waived the subscription.
5. After counting the actual number of subscribed shares, the transfer registration of shares shall be carried out.

Article 7: The transfer of the repurchased shares to employees may be made at a transfer price that is higher than the average purchase price, or at a transfer price that is lower than the average purchase price (hereinafter referred to as the "average price"). The calculated transfer price shall be rounded to NT \$.

If 80% of the closing price of the Company's stock is higher than the average price on the day when the Board of Directors decides the employee transfer list, unless otherwise decided by the Board of Directors, the transfer price shall be 80% of the closing price of the stock on the day when the Board of Directors decides the employee transfer list. If 80% of the closing price of the Company's stock is lower than the average price on the day when the Board of Directors decides the employee transfer list, then the average price shall be the transfer price. When the average price is the transfer price, if the number of common shares issued by the Company increases or decreases before the transfer, the transfer price may be adjusted according to the increase or decrease ratio of the number of shares issued.

Transfer Price Adjustment Formula:

The adjusted transfer price = average price × the total number of common shares issued at the time of the reporting of the repurchased shares / the total number of common shares issued before the transfer of repurchased shares to employees

If the Board of Directors, in consideration of the retention of employees and the need of operation and management, decides that the transfer price shall be lower than the average price, it shall submit the transfer price to the most recent shareholders' meeting before the transfer, which shall be handled with the consent of more than half of the shareholders of the total number of shares issued by the shareholders' meeting and more than two-thirds of the voting rights of shareholders present. In the reasons for the convening of the shareholders' meeting, it shall also list and explain the provisions of article 10 (1) of the Regulations Governing Share Repurchase by exchange-listed and OTC-Listed Companies.

Article 8: Except as otherwise provided herein, the rights and obligations of the repurchased shares transferred to the employees shall be the same as those of the original shares.

Article 9: The Regulations shall come into force upon the adoption of the resolution of the Board of Directors, and may be reported to the Board of Directors for amendment.

Article 10: The Regulations shall be reported on the shareholders' meeting and shall do the same when revised.

【Attachment 6.】 2018 Earnings Distribution Table

ShunSin Technology Holdings Limited

2018 Earnings Distribution Table

Currency : NTD

Items	Amount		Note
	Subtotal	Total	
Accumulated un-appropriated earnings at the beginning of the period		1,263,636,182	
Add:			
The prior period adjustment	54,071,010		
2018 net profit after taxes	298,246,568		Attributed to Stockholders of the Company
Minus:		-	
General reserve (10%)	29,824,657		
Earnings available for appropriation		1,586,129,103	
Minus:			
Cash Dividends to Shareholders *	239,364,236	239,364,236	NT\$ 2.27 per share
Un-appropriated Earnings		1,346,764,867	

* Cash Dividends : $105,446,800 \times \text{NT\$ } 2.27 = 239,364,236$
 (The cash dividends will be calculated to the nearest NT\$)

Chairman: Hsu, Wen-Yi CEO: Hsu, Wen-Yi Finance & Accounting Manager: Wang, Chieh-Min

【Attachment 7.】 Amendment Comparison Table of the Memorandum and Articles of Association

ShunSin Technology Holdings Limited

Amendment Comparison Table of the Memorandum and Articles of Association

After Amendments	Before Amendments	Statements on Amendment
<p>1.1</p> <p>In these <u>Sixth</u> Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p>..... (The following content omitted.)</p>	<p>1.1</p> <p>In these <u>Fifth</u> Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:</p> <p>..... (The following content omitted.)</p>	<p>Description of the number of amendments to the Articles of Association.</p>
<p>2.6</p> <p>The <u>pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4</u> shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:</p> <p>(a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;</p> <p>(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;</p> <p>(c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;</p> <p>(d) in connection with meeting the Company's obligations</p>	<p>2.6</p> <p>The pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:</p> <p>(a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;</p> <p>(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;</p> <p>(c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;</p> <p>(d) in connection with meeting the Company's obligations</p>	<p>This article is amended to clarify that in the case of the issue of new shares listed in this article, the employee has no right of first refusal.</p>

After Amendments	Before Amendments	Statements on Amendment
<p>under convertible bonds or corporate bonds vested with rights to acquire shares;</p> <p>(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;_</p> <p><u>(f) in connection with the issue of shares in accordance with Article 13.7; or</u></p> <p><u>(g)</u> in connection with Private Placement of the securities issued by the Company.</p>	<p>under convertible bonds or corporate bonds vested with rights to acquire shares;</p> <p>(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; <u>or</u></p> <p><u>(f)</u> in connection with Private Placement of the securities issued by the Company.</p>	
<p>3.6</p> <p>In the event that the Company <u>proposes</u> to <u>purchase</u> any share listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.</p>	<p>3.6</p> <p>In the event that the Company <u>propose</u> to <u>purchases</u> any share listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.</p>	<p>The English version of Articles of Association is slightly different from Chinese version, provided however, the translated Chinese version will not be affected</p>
<p>13.1</p> <p>The Board may, subject to these Articles and any direction of the Company in general meeting, declare a Dividend to be paid to the Members in proportion to the number of shares held by them, and such Dividend may be paid in cash, shares or, subject to</p>	<p>13.1</p> <p>The Board may, <u>subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 11.4(a), Supermajority Resolution and</u> subject to these Articles and any direction of the Company in general meeting,</p>	<p>Correction of text.</p>

After Amendments	Before Amendments	Statements on Amendment
Article 13.2, wholly or partly in specie. No unpaid Dividend shall bear interest as against the Company.	declare a Dividend to be paid to the Members in proportion to the number of shares held by them, and such Dividend may be paid in cash, shares or, subject to Article 13.2, wholly or partly in specie. No unpaid Dividend shall bear interest as against the Company.	
<p>13.2</p> <p>Subject to the provisions of Article 13.1 hereof <u>and approval by Members by way of Ordinary Resolution</u>, the Directors may determine that a Dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other Company) and may settle all questions concerning such distribution, subject, however to obtaining the prior consent of any shareholder to whom it is proposed to make a distribution in specie and an assurance on the valuation of the assets for distribution from an ROC certified public accountant, prior to the Directors fixing the value of the assets for distribution. The Directors may make cash payments to some Members on the footing of the value so fixed in order to adjust the rights of Members. Without limiting the foregoing generality, the Directors may vest any such specific assets in trustees on such terms as the Directors think fit and may issue fractional shares.</p>	<p>13.2</p> <p>Subject to the provisions of Article 13.1 hereof, the Directors may determine that a Dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other Company) and may settle all questions concerning such distribution, subject, however to obtaining the prior consent of any shareholder to whom it is proposed to make a distribution in specie and an assurance on the valuation of the assets for distribution from an ROC certified public accountant, prior to the Directors fixing the value of the assets for distribution. The Directors may make cash payments to some Members on the footing of the value so fixed in order to adjust the rights of Members. Without limiting the foregoing generality, the Directors may vest any such specific assets in trustees on such terms as the Directors think fit and may issue fractional shares.</p>	<ol style="list-style-type: none"> 1. In accordance with article 13.3 of the Articles of Association, amendments shall be made and relevant Articles shall be added. 2. Correction of text.
13.3	13.3	To amend the

After Amendments	Before Amendments	Statements on Amendment
<p>Subject to the <u>Applicable</u> Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by, <u>in the case of dividends in the form of cash, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, or, in the case of dividends in the form of shares as provided in Article 11.4(a),</u> the Board and sanctioned by the Members by <u>a Supermajority</u> Resolution, in general meetings; <u>provided that after the Board approves the distribution of dividend in cash, the Board shall report such distribution in the recent annual general meeting.</u> No Dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all Dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for Dividend as from a particular date, that share shall rank for Dividends accordingly.</p>	<p>Subject to the Law, <u>Article 11.4(a)</u> and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by <u>an Ordinary</u> Resolution, in general meetings. No Dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all Dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for Dividend as from a particular date, that share shall rank for Dividends accordingly.</p>	<p>relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Er h-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>
<p>13.5 In determining the Company's dividend policy, the Board</p>	<p>13.5 In determining the Company's dividend policy, the Board</p>	<p>1. To amend the relevant Articles</p>

After Amendments	Before Amendments	Statements on Amendment
<p>recognises that the Company operates in a mature industry, and has stable profit streams and a sound financial structure. In determining the amount, if any, of the Dividend or other distribution it recommends to Members for approval in any financial year, the Board:</p> <p>(a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and</p> <p>(b) shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent (10%) as a general reserve <u>("Statutory Reserve") (unless the Statutory Reserve has reached the total paid-up capital of the Company)</u>, and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 14.1.</p> <p>13.6</p> <p>Subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors'</p>	<p>recognises that the Company operates in a mature industry, and has stable profit streams and a sound financial structure. In determining the amount, if any, of the Dividend or other distribution it recommends to Members for approval in any financial year, the Board:</p> <p>(a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and</p> <p>(b) shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent (10%) as a general reserve, and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 14.1.</p> <p>13.6</p> <p>Subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 13.4 and such amounts as the Board deems fit in accordance with the</p>	<p>of Association in accordance with the item of "Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation" with Tai-Cheng-Shang -Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p> <p>2. Clear definition of "Legal Reserve"</p>

After Amendments	Before Amendments	Statements on Amendment
<p>Remuneration in accordance with Article 13.4 and such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.5, the Board shall recommend to distribute no less than ten per cent (10%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as Dividend to the Members.</p>	<p>distribution policy set out in Article 13.5, the Board shall recommend <u>to Members for approval</u> to distribute no less than ten per cent (10%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as Dividend to the Members <u>and the allocation will be made upon the passing of the resolution by the Members.</u></p>	
<p><u>18.6</u> <u>Any one or more Member(s) may summon an extraordinary general meeting, provided that such Member or Members shall hold in aggregate more than half of the total number of the total issued Shares of the Company for a continuous period of no less than three months. The number of the Shares held by a Member and the period of which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the period that the Register of Members shall be closed for transfers.</u></p>	<p><u>New</u></p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Er h-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30,</p>

After Amendments	Before Amendments	Statements on Amendment
		2018.
<p><u>18.7</u> <u>If the Board does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, the Independent Director may convene a general meeting when necessary.</u></p>	<p><u>New</u></p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>
<p>19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion: (a) election or discharge of Directors,</p>	<p>19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion: (a) election or discharge of Directors,</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of</p>

After Amendments	Before Amendments	Statements on Amendment
<p>(b) alteration of the Memorandum or Articles,</p> <p><u>(c) capital deduction,</u></p> <p><u>(d) application to terminate the public offering of the Shares,</u></p> <p><u>(e)</u> (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,</p> <p><u>(f)</u> ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,</p> <p><u>(g)</u> distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16, <u> </u></p> <p><u>(h) making distributions of new shares or cash out of the Statutory Reserve and the Capital Reserve to its Members, and</u></p>	<p>(b) alteration of the Memorandum or Articles,</p> <p><u>(c)</u> (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,</p> <p><u>(d)</u> ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,</p> <p><u>(e)</u> distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of <u>statutory reserve</u>, Capital Reserve and any other amount in accordance with Article 16, <u>and</u></p> <p><u>(f)</u> Private Placement of any equity-related securities to be issued by the Company.</p>	<p>Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Er h-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>

After Amendments	Before Amendments	Statements on Amendment
<p>(i) Private Placement of any equity-related securities to be issued by the Company.</p> <p><u>The major contents of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.</u></p>		
<p>19.7</p> <p>The Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review, <u>transcribe</u> or make copies of the foregoing <u>documents</u>. <u>If the relevant documents are kept by the Company's stock affairs agent, upon the request of any Member, the Company shall order the Company's stock affairs agent to provide such Member with the requested</u> documents.</p>	<p>19.7</p> <p>The Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Er h-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>

After Amendments	Before Amendments	Statements on Amendment
<p><u>19.9</u> <u>If the general meeting is convened by the Board and other person entitled to convene a general meeting in accordance with these Articles or any Applicable Law, the Board and such person may request the Company or the Company's stock affairs agent to provide the Register of Members.</u></p>	<p><u>New</u></p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>
<p>22.6 Member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing <u>or by electronic means designated by the Company</u> one matter for</p>	<p>22.6 Member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights</p>

After Amendments	Before Amendments	Statements on Amendment
<p>discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by the Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. <u>The Board shall include such proposal</u> in the agenda of the annual general meeting <u>unless</u> (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting <u>or the proposal exceeds 300 Chinese words</u>; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company <u>outside</u> the <u>period</u> fixed and announced by the Company for accepting Member(s)' proposal(s). <u>If the purpose of the proposal is to urge the Company to promote public interests or fulfil its social responsibilities, the Board may accept such proposal to be discussed in general meeting.</u></p>	<p>meeting. The Company shall give a public notice in such manner and at such time as permitted by the Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. <u>Proposals submitted for discussion at an annual general meeting shall not be included</u> in the agenda of the annual general meeting <u>where</u> (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company <u>after</u> the <u>date</u> fixed and announced by the Company for accepting Member(s)' proposal(s).</p>	<p>Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>
<p>36.1 The office of Director shall be vacated if: (a) the Director is removed from office pursuant to Article 35.1; (b) the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director, such removal shall take effect</p>	<p>36.1 The office of Director shall be vacated if: (a) the Director is removed from office pursuant to Article 35.1; (b) the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with</p>

After Amendments	Before Amendments	Statements on Amendment
<p>from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;</p> <p>(c) the Director dies;</p> <p>(d) the Director is automatically discharged from his office in accordance with Article 33.3;</p> <p>(e) the Director resigns his office by notice in writing to the Company;</p> <p>(f) if the Director is the subject of a court order for his removal in accordance with Article 35.2; or</p> <p>(g) with immediate effect without any action required on behalf of the Company if</p> <p>(i) the Director has been adjudicated bankrupt <u>or the court has declared a liquidation process in connection with such Director, and such Director</u> has not been reinstated to his rights and privileges;</p> <p>(ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to the Applicable Law;</p> <p><u>(iii) the Director has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and</u></p>	<p>from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;</p> <p>(c) the Director dies;</p> <p>(d) the Director is automatically discharged from his office in accordance with Article 33.3;</p> <p>(e) the Director resigns his office by notice in writing to the Company;</p> <p>(f) if the Director is the subject of a court order for his removal in accordance with Article 35.2; or</p> <p>(g) with immediate effect without any action required on behalf of the Company if</p> <p>(i) the Director has been adjudicated bankrupt, <u>and</u> has not been reinstated to his rights and privileges;</p> <p>(ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to the Applicable Law;</p> <p><u>(iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty</u></p>	<p>respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>

After Amendments	Before Amendments	Statements on Amendment
<p><u>such assistantship/declaration has not been revoked yet;</u></p> <p><u>(iv) the Director has</u> committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and <u>(A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation</u> is less than five (5) years, <u>or (D) was pardoned for less than five (5) years;</u></p> <p><u>(v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one (1) year by a final judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for</u> less than two (2) years;</p> <p><u>(vi) the Director has been adjudicated guilty by a final judgment for committing offenses under the Taiwan</u></p>	<p>by a final judgment, and the time elapsed after <u>he has served the full term of</u> the sentence is less than five (5) years;</p> <p><u>(iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one (1) year, and the time elapsed after he has served the full term of such sentence is</u> less than two (2) years;</p> <p><u>(v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds</u> during the time of his public service, and the time elapsed after <u>he has served the full term of such</u> sentence is less than two (2) years; or</p>	

After Amendments	Before Amendments	Statements on Amendment
<p><u>Anti-Corruption Act</u> during the time of his public service, and <u>(A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation</u> is less than two <u>years, or (D) was pardoned for less than two</u> (2) years; or</p> <p><u>(vii)</u>the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.</p> <p>In the event that any of the foregoing events specified in Article 36.1(g) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.</p>	<p><u>(vi)</u> the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.</p> <p>In the event that any of the foregoing events specified in Article 36.1(g) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.</p>	
<p>36.2</p> <p>In case a Director <u>(other than an Independent Director)</u> that has, during the term of office as a Director <u>(other than an Independent Director)</u>, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.</p>	<p>36.2</p> <p>In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with</p>

After Amendments	Before Amendments	Statements on Amendment
		Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.
<p>36.3</p> <p>If any Director <u>(other than an Independent Director)</u> has, after having been elected and before his/her inauguration of the office of director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him/her within the share transfer prohibition period prior to the convention of a shareholders' meeting according to the Applicable Public Company Rules, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required.</p>	<p>36.3</p> <p>If any Director has, after having been elected and before his/her inauguration of the office of director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him/her within the share transfer prohibition period prior to the convention of a shareholders' meeting according to the Applicable Public Company Rules, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required.</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30,</p>

After Amendments	Before Amendments	Statements on Amendment
		2018.
<p>46.3</p> <p>Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.</p> <p><u>Where the spouse, the person related to a Director by blood and within the second degree, or any Company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.</u></p>	<p>46.3</p> <p>Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>
<p>47.3</p> <p>To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent (1%) or more of the total issued shares of the Company for six (6) months or longer may:</p>	<p>47.3</p> <p>To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:</p>	<p>To amend the relevant Articles of Association in accordance with the item of “Checklist of</p>

After Amendments	Before Amendments	Statements on Amendment
<p>(a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or</p> <p>(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors;</p> <p>within thirty (30) days after the Member(s) having made the request under the preceding clause (a) or (b), if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition, to the extent permitted under the laws of the Cayman Islands, such Member(s) may file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors.</p>	<p>(a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or</p> <p>(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors;</p> <p>within thirty (30) days after the Member(s) having made the request under the preceding clause (a) or (b), if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition, to the extent permitted under the laws of the Cayman Islands, such Member(s) may file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors.</p>	<p>Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>
<p><u>OTHERS</u></p> <p><u>68.</u></p> <p><u>Corporate Social Responsibilities</u></p> <p><u>In the course of conducting its business, the Company shall</u></p>	<p><u>New</u></p>	<p>To amend the relevant Articles of Association in accordance with the</p>

After Amendments	Before Amendments	Statements on Amendment
<p><u>comply with the laws and regulations and business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.</u></p>		<p>item of “Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation” with Tai-Cheng-Shang-Erh-Tzu No. 10717037941 revised by Taiwan Stock Exchange Co., Ltd. on Nov. 30, 2018.</p>

【 Attachment 8.】 Amendment Comparison Table of the Procedures for Acquisition or Disposal of Assets

ShunSin Technology Holdings Limited

Amendment Comparison Table of the Procedures for Acquisition or Disposal of Assets

After Amendments	Before Amendments	Note
<p>Article 3 Scope of Assets</p> <p>1. Investment in stocks, government bonds, corporate bonds, financial bonds, commendation fund securities, depository receipts, warrants, beneficiary securities and asset-based securities.</p> <p>2. Real property (including land, buildings and construction, investment property, construction inventory) and equipment.</p> <p>3. Membership card.</p> <p>4. Patents, copyrights, trademark, franchise rights and other intangible assets.</p> <p>5. <u>Right-of-use assets.</u></p> <p>6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>7. Derivatives: which shall be conducted in accordance with the Company's Procedure for Entering into Derivatives Transactions.</p> <p>8. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with laws.</p> <p>9. Other major assets.</p>	<p>Article 3 Scope of Assets</p> <p>1. Investment in stocks, government bonds, corporate bonds, financial bonds, commendation fund securities, depository receipts, warrants, beneficiary securities and asset-based securities.</p> <p>2. Real property (including land, houses and buildings, investment property, <u>land use rights</u>, and inventories of construction enterprise) and equipment.</p> <p>3. Membership.</p> <p>4. Patents, copyrights, trademark, franchise rights and other intangible assets.</p> <p>5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>6. Derivatives: which shall be conducted in accordance with the Company's Procedure for Entering into Derivatives Transactions.</p> <p>7. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with laws.</p> <p>8. Other major assets.</p>	<p>Revise the text according to the “Guidelines for the Disposal of Assets Acquired or Disposed of by Public Companies” (hereinafter referred to as “Guidelines”) issued by FSC with Chin-Kuan Cheng-Fa-Tzu No.1070341072 on November 26, 2018.</p>

After Amendments	Before Amendments	Note
<p>Article 4 Definitions of Nouns</p> <p>1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, <u>or</u> swap contracts, whose value is derived from <u>a specified interest rate, financial instrument price, commodity price</u>, foreign exchange rate, index <u>of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives</u>. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.</p> <p>2. "Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with laws": Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other laws, or shares transferred from another company for which the Company issues new shares of its own as the consideration (hereinafter "Transfer of Shares") under Paragraph 8 of Article 156 of the Company Act of the Republic of China (hereinafter "Company Act").</p> <p>(Omitted)</p>	<p>Article 4 Definitions of Nouns</p> <p>1. "Derivatives": Forward contracts, options contracts, futures contracts, leverage contracts, <u>and</u> swap contracts, <u>and compound contracts combining the above products</u>, whose value is derived from <u>assets, interest rates</u>, foreign exchange rates, indexes <u>or other interests</u>. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.</p> <p>2. "Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with laws": Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other laws, or shares transferred from another company for which the Company issues new shares of its own as the consideration (hereinafter "Transfer of Shares") under Paragraph 8 of Article 156 of the Company Act of the Republic of China (hereinafter "Company Act").</p> <p>(Omitted)</p>	<p>Revise the text in accordance with the provisions of "Guidelines".</p>

After Amendments	Before Amendments	Note
<p>6. "Mainland Area Investment": Refers to investments in China conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area of the Ministry of Economic Affairs Investment Commission of the Republic of China.</p> <p><u>7. The term “recent financial statements” refers to the financial statements of a Company which are publicly certified or reviewed by an accountant before acquiring or disposing of assets according to law.</u></p> <p><u>8. "10percent of total assets":</u>The total assets of the Company calculated based on the amount of total assets provided in the most recent stand-alone financial report or individual financial report of the Company(as the case may be) prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers of the Republic of China.</p>	<p>6. "Mainland Area Investment": Refers to investments in China conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area of the Ministry of Economic Affairs Investment Commission of the Republic of China.</p> <p>7. "10percent of total assets":The total assets of the Company calculated based on the amount of total assets provided in the most recent stand-alone financial report or individual financial report of the Company(as the case may be) prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers of the Republic of China.</p>	
<p>Article 5 The appraiser shall not be a Related Party.</p> <p>1. Any Professional Appraiser and its appraisal personnel, certified public accounts ("CPA"), attorneys, and securities underwriters from whom the Company has acquired appraisal reports and opinions, shall <u>meet the following requirements:</u></p> <p><u>(1) May not have previously received a final and</u></p>	<p>Article 5 The appraiser shall not be a Related Party.</p> <p>Any Professional Appraiser and its appraisal personnel, certified public accounts ("CPA"), attorneys, and securities underwriters from whom the Company has acquired appraisal reports and opinions, <u>shall not be a Related Party of any party to the transaction.</u></p>	<p>Revise the text in accordance with the “Guidelines”.</p>

After Amendments	Before Amendments	Note
<p><u>unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</u></p> <p>(2) <u>May not be a related party or de facto related party of any party to the transaction.</u></p> <p>(3) <u>If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <p>(1) <u>Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></p>		

After Amendments	Before Amendments	Note
<p>(2) <u>When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u></p> <p>(3) <u>They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u></p> <p>(4) <u>They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</u></p> <p><u>2. Where the Company acquires or disposes of the assets mentioned in Articles 7, 8, 9 and 10 through court auction procedures, the evidencing documents issued by the court may be substituted for the appraisal report or CPA opinion.</u></p>		

After Amendments	Before Amendments	Note
<p>Article 6 The limits on acquiring real property <u>or its right-of-use assets</u> for non-operating use and securities</p> <p>Set forth below are total amounts the Company and each Subsidiary pay to acquire real property <u>or its right-of-use assets</u> for non-operating use and securities, and limits on individual securities:</p> <ol style="list-style-type: none"> 1. The total amount the Company <u>and its subsidiaries</u> pays to acquire real property <u>or its right-of-use assets</u> for non-operating use shall be no more than <u>20%</u> of <u>the Company's</u> net value. 2. The total amount of securities obtained by the Company and its subsidiaries shall not exceed 300% of the Company's net value; Investment in individual securities is limited to 50% of the Company's net value. However, subsidiaries in which the Company directly or indirectly holds 100% of the voting shares shall not be subject to this restriction. <u>The total amount of investment in the securities mentioned above shall be calculated on the basis of the original cost of investment.</u> 	<p>Article 6 The limits on acquiring real property for non-operating use and securities</p> <p>Set forth below are total amounts the Company and each Subsidiary pay to acquire real property for non-operating use and securities, and limits on individual securities:</p> <ol style="list-style-type: none"> 1. The total amount the Company pays to acquire real property for non-operating use shall be no more than 2% of <u>its</u> net value. 2. The total amount of securities obtained by the Company and its subsidiaries shall not exceed 300% of the Company's net value; Investment in individual securities is limited to 50% of the Company's net value. However, subsidiaries in which the Company directly or indirectly holds 100% of the voting shares shall not be subject to this restriction. 3. <u>The Company and its subsidiaries shall obtain approval from the Board of Directors for the purchase of real estate which is not for business use and whose amount is more than NT \$5 million.</u> 	<p>Revise the text in accordance with the "Guidelines" and operational requirements.</p>
<p>Article 7 Procedures for the acquisition or disposal of real property, <u>equipment</u> <u>or its right-of-use assets</u></p> <ol style="list-style-type: none"> 1. Appraisal and operating procedures <u>The appraisal of</u> the acquisition or disposal of real 	<p>Article 7 Procedures for the acquisition or disposal of real property <u>or</u> equipment</p> <ol style="list-style-type: none"> 1. Appraisal and operating procedures <u>The budget of capital expenditure shall be prepared in</u> 	<p>Revise the text in accordance with the "Guidelines"</p>

After Amendments	Before Amendments	Note
<p>property, equipment or <u>its right-of-use assets shall be made by the asset host department after the feasibility assessment report has been countersigned by the cost management department and approved in accordance with the provisions of the Company's power of decision.</u></p> <p>2. Procedures for determining trading terms and authorized amount.</p> <p>(1) The <u>transaction price of</u> acquiring or disposing the <u>real estate</u>, equipment <u>or its right-of-use assets</u> shall <u>be submitted the quest of approval by the demand unit, and shall be determined</u> after inquiry, price competition, negotiation <u>or bidding by stating the reasons, referring to the announced present value, the actual transaction price of the adjacent real estate or its right-of-use assets, etc.</u></p> <p>(2) <u>If the amount of the Company's real property, equipment or its right-of-use assets is less than 20% of the Company's paid-in capital or NT \$300 million, the Company shall be authorized to make a decision; If the amount is 20% of the paid-in capital of the Company or more than NT\$ 300 million, it shall be approved by the Audit Committee and approved by the Board of Directors.</u></p> <p>(3) <u>However, if the real estate, equipment or its</u></p>	<p><u>advance for</u> the acquisition or disposal of real property <u>or</u> equipment. <u>The planning, approval, execution, and control of the budget shall follow the procedures for fixed assets cycle set forth in the Company's internal control system.</u></p> <p>2. Procedures for determining trading terms and authorized amount.</p> <p>(1) The acquisition or disposal of equipment shall <u>refer to appraisal report rendered by professional appraiser institutions</u> and be determined by any way of price inquiry, price competition <u>or price</u> negotiation. Any acquisition or disposal of equipment for non-operating use with transaction amount is NT\$50 million or more shall be submitted to the Board for approval.</p> <p>(2) <u>Where the acquisition or disposal of assets shall be approved by the Board according to the Procedures or other laws, during the discussion in the Board meeting, the Board shall take into full consideration each independent director's opinion, and any reservations or objections expressed by the independent directors thereof shall be included in the minutes of the Board meeting.</u></p> <p>(3) <u>Where the Company has established audit</u></p>	<p>and operational requirements.</p>

After Amendments	Before Amendments	Note
<p><u>right-of-use assets are acquired or disposed of for business use, and the object of the transaction is not the relate party, the above amount standard shall be raised to NT\$500 million.</u></p> <p>3. The divisions responsible for implementation After the acquisition or disposal of real property, equipment <u>or its right-of-use assets</u> by the Company is approved subject to the delegation of authorization as referred to in the preceding paragraph, the relevant in-charge department and the procurement department shall be responsible for implementing the transaction</p> <p>4. Appraisal Report of real estate, equipment or <u>its right-of-use assets</u> In acquiring or disposing real property, equipment <u>or its</u></p>	<p><u>committee, the acquisition or disposal of real property or equipment shall be approved by one-half of all the members of the audit committee and shall propose to the Board for resolution. If the acquisition or disposal of assets is not approved by one-half or more of all members of the audit committee, such acquisition or disposal may be approved by two-thirds or more of all members of the directors. The resolution of the audit committee shall be stated in the minutes of the Board meeting.</u></p> <p>(4) <u>The terms "all audit committee members" and "all directors" in the Procedures shall be counted as the actual number of persons currently holding those positions.</u></p> <p>3. The divisions responsible for implementation After the acquisition or disposal of real property <u>or</u> equipment by the Company is approved subject to the delegation of authorization as referred to in the preceding paragraph, the relevant in-charge department and the procurement department shall be responsible for implementing the transaction.</p> <p>4. Appraisal report of real estate or equipment In acquiring or disposing real property <u>or</u> equipment where</p>	

After Amendments	Before Amendments	Note
<p><u>right-of-use assets</u> where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment <u>or its right-of-use assets</u> for operating use, shall obtain an appraisal report prior to the Date of Event from a Professional Appraiser and shall comply with the following provisions:</p> <p>(1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted to the Board for approval in advance. The same procedure shall apply to any changes to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount reaches NT\$1 billion or more, appraisals from two or more Professional Appraisers shall be obtained.</p> <p>(3) Where any one of the following circumstances exists with respect to the Professional Appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be</p>	<p>the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment for operating use, shall obtain an appraisal report prior to the Date of Event from a Professional Appraiser and shall comply with the following provisions:</p> <p>(1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted to the Board for approval in advance. The same procedure shall apply to any <u>future</u> changes to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount reaches NT\$1 billion or more, appraisals from two or more Professional Appraisers shall be obtained.</p> <p>(3) Where any one of the following circumstances exists with respect to the Professional Appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be</p>	

After Amendments	Before Amendments	Note
<p>engaged to perform the appraisal in accordance with the provisions of the Statement of Auditing Standards No. 20 published by Accounting Research and Development Foundation ("ARDF")and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p><1> The discrepancy between the appraisal result and the transaction amount reaches 20% or more of the transaction amount; or</p> <p><2> The discrepancy between the appraisal results of two or more Professional Appraisers reaches 10% or more of the transaction amount.</p> <p>(4) No more than three months may lapse between the date of the Professional Appraiser's appraisal report and the contract execution date; provided that, where the publicly announced current value for the same period is applicable and not more than six months have elapsed, an opinion may still be issued by the original Professional Appraiser.</p>	<p>engaged to perform the appraisal in accordance with the provisions of the Statement of Auditing Standards No. 20 published by Accounting Research and Development Foundation ("ARDF")and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p><1> The discrepancy between the appraisal result and the transaction amount reaches 20% or more of the transaction amount; or</p> <p><2> The discrepancy between the appraisal results of two or more Professional Appraisers reaches 10% or more of the transaction amount.</p> <p>(4) No more than three months may lapse between the date of the Professional Appraiser's appraisal report and the contract execution date; provided that, where the publicly announced current value for the same period is applicable and not more than six months have elapsed, an opinion may still be issued by the original Professional Appraiser.</p> <p>(5) <u>Where the Company acquires or disposes of assets through court auction procedures, the evidencing documents issued by the court may be substituted for the appraisal report or CPA opinion.</u></p>	
Article 8 Procedures for the acquisition or disposing of	Article 8 Procedures for the acquisition or disposing of	Revise the text

After Amendments	Before Amendments	Note
<p>securities</p> <p>1. Appraisal and operating procedures</p> <p>The acquisition or disposal of long-term and short-term investments in securities by the Company shall follow the procedures for investments cycle set forth in the Company's internal control system.</p> <p>2. Procedures for determining the transaction terms and authorized amount</p> <p>(1) The securities traded on the stock exchange or OTC market shall be acquired or disposed of at the then market price, and <u>the Chairman of the Board shall be authorized to decide on if</u> any transaction in an amount no more than <u>20% of the paid-in capital of the Company or NT\$300 million; If the transaction amount reaches 20% of the paid-in capital of the Company or more than NT\$300 million, it shall be approved by the Audit Committee and approved by the Board of Directors.</u></p> <p>(2) Where the Company intends to acquire or dispose of any securities not traded on the stock exchange or OTC market, it shall, prior to the Date of Event, obtain the financial statements of the issuing company for the</p>	<p>securities</p> <p>1. Appraisal and operating procedures</p> <p>The acquisition or disposal of long-term and short-term investments in securities by the Company shall follow the procedures for investments cycle set forth in the Company's internal control system.</p> <p>2. Procedures for determining the transaction terms and authorized amount</p> <p>(1) The securities traded on the stock exchange or OTC market shall be acquired or disposed of at the then market price, and any transaction in an amount no more than <u>NT\$250 million may be conducted with the approval by the Chairman of the Board and submitted to the Board for ratification.</u></p> <p>(2) Where the Company intends to acquire or dispose of any securities not traded on the stock exchange or OTC market, it shall, prior to the Date of Event, obtain the financial statements of the issuing company for the</p>	<p>in accordance with the “Guidelines” and operational requirements. Duplicates with the scope of the preceding paragraph shall be deleted.</p>

After Amendments	Before Amendments	Note
<p>most recent period, certified or reviewed by a CPA, for reference in appraising the transaction price, and take into account the factors such as the net value per share, profitability, and future development potential of the issuer in the future. <u>The Chairman of the Board shall be authorized to decide on if</u> any transaction in an amount no more than <u>NT\$200 million</u>; any transaction in an amount exceeding <u>NT\$200 million</u> may not be conducted without the approval by the Board; <u>if the aforesaid transactions amount reaches 20% of the paid-in capital of the Company or more than NT\$300 million, the aforesaid transactions may not be conducted without the approval of the Audit Committee and the approval of the Board.</u></p>	<p>most recent period, certified or reviewed by a CPA, for reference in appraising the transaction price, and take into account the factors such as the net value per share, profitability, and future development potential of the issuer in the future. Any transaction in an amount no more than <u>NT\$50 million may be conducted with the approval by the Chairman of the Board and submitted to the Board for ratification</u>; any transaction in an amount exceeding <u>NT\$50 million</u> may not be conducted without the approval by the Board.</p> <p>(3) <u>Where the acquisition or disposal of assets shall be approved by the Board according to the Procedures or other laws, during the discussion in the Board meeting, the Board shall take into full consideration each independent director's opinion, and any reservations or objections expressed by the independent directors thereof shall be included in the minutes of the Board meeting.</u></p> <p>(4) <u>Where the Company has established audit committee, the acquisition or disposal of securities shall be approved by one-half of all the members of</u></p>	

After Amendments	Before Amendments	Note
<p>3. The divisions responsible for implementation</p> <p>After the acquisition or disposal of long-term or short-term investments in securities by the Company is approved subject to the delegation of authorization as referred to in the preceding paragraph, the financing department shall be responsible for implementing the transaction..</p> <p>4. Obtaining professional opinions</p> <p>(1) Where any one of the following circumstances exists and the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall, prior to the Date of Event, engage a CPA to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in</p>	<p><u>the audit committee and shall propose to the Board for resolution. If the acquisition or disposal of assets is not approved by one-half or more of all members of the audit committee, such acquisition or disposal may be adopted with the approval of two-thirds or more of all members of the directors. The resolution of the audit committee meeting shall be stated in the minutes of the Board meeting.</u></p> <p>3. The divisions responsible for implementation</p> <p>After the acquisition or disposal of long-term or short-term investments in securities by the Company is approved subject to the delegation of authorization as referred to in the preceding paragraph, the financing department shall be responsible for implementing the transaction.</p> <p>4. Obtaining professional opinions</p> <p>(1) Where any one of the following circumstances exists and the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more, the Company shall, prior to the Date of Event, engage a CPA to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in</p>	

After Amendments	Before Amendments	Note
<p>accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted price of securities that have an active market, or where otherwise provided under the regulations promulgated by the Financial Supervisory Commission("FSC").</p> <p><1> The security acquired or disposed by the Company is not traded on the stock exchange or OTC market; or</p> <p><2> The security acquired or disposed by the Company is placed privately.</p>	<p>accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted price of securities that have an active market, or where otherwise provided under the regulations promulgated by the Financial Supervisory Commission("FSC").</p> <p><1> The security acquired or disposed by the Company is not traded on the stock exchange or OTC market; or</p> <p><2> The security acquired or disposed by the Company is placed privately.</p> <p><u>(2) Where the Company acquires or disposes of assets through court auction procedures, the evidencing documents issued by the court may be substituted for the appraisal report or CPA opinion.</u></p>	
<p>Article 9 Procedures for the acquisition or disposal of intangible assets <u>or its right-of-use assets</u> and <u>membership</u></p> <p>1. Appraisal and operating procedures</p> <p>The acquisition or disposal of intangible assets <u>or its right-of-use assets or memberships</u> by the Company shall follow the procedures for other assets cycle set forth in the Company's internal control system.</p>	<p>Article 9 Procedures for the acquisition or disposal of <u>memberships</u> and intangible assets</p> <p>1. Appraisal and operating procedures</p> <p>The acquisition or disposal of <u>memberships or</u> intangible assets by the Company shall follow the procedures for other assets cycle set forth in the Company's internal control system.</p>	<p>Revise the text in accordance with the “Guidelines” and operational requirements. Duplicates with</p>

After Amendments	Before Amendments	Note
<p>2. Procedures for determining the transaction terms and authorized amount</p> <p>In acquiring or disposing of intangible assets <u>or its right-of-use assets or memberships</u>, the Company shall consider the <u>professional appraisal report or</u> the fair market value to determine the transaction terms and price thereof. Any transaction in an amount <u>less than NT\$100 million</u>, <u>the Company shall be authorized to make a decision</u>; any transaction in an amount exceeding <u>NT\$1 million</u> may not be conducted without the approval by the Board. However, in order to meet the business needs and strive for timeliness, the Chairman of the Board of Directors may first take action and then report to the Board of Directors for ratification in the most recent period. <u>If the aforesaid transactions amount reaches 20% of the paid-in capital of the Company or more than NT\$300 million, the aforesaid transactions may not be conducted without the approval of the Audit Committee and the approval of the Board.</u></p>	<p>2. Procedures for determining the transaction terms and authorized amount</p> <p>(1) <u>In acquiring or disposing of memberships, the Company shall consider the fair market value to determine the transaction terms and price thereof. Any transaction in an amount no more than NT\$5 million may be conducted with the approval by the Chairman of the Board and submitted to the Board for ratification; any transaction in an amount exceeding NT\$5 million may not be conducted without the approval by the Board.</u></p> <p>(2) In acquiring or disposing of intangible assets, the Company shall consider the professional appraisal report or the fair market value to determine the transaction terms and price thereof. Any transaction in an amount no more than <u>NT\$10 million (inclusive) may be conducted with the Authorization Chart</u>; any transaction in an amount exceeding <u>NT\$10 million</u> may not be conducted without the approval by the Board. However, in order to meet the business needs and strive for timeliness, the Chairman of the Board of Directors may first take action and then report to the Board of Directors for ratification in the most recent period.</p>	<p>the scope of the preceding paragraph shall be deleted.</p>

After Amendments	Before Amendments	Note
<p>3. The divisions responsible for implementation</p> <p>After the acquisition or disposal of intangible assets <u>or its right-of-use assets or memberships</u> by the Company is approved subject to the delegation of authorization as</p>	<p>(3) <u>Where the acquisition or disposal of assets shall be approved by the Board according to the Procedures or other laws, during the discussion in the Board meeting, the Board shall take into full consideration each independent director's opinion, and any reservations or objections expressed by the independent directors thereof shall be included in the minutes of the Board meeting.</u></p> <p>(4) <u>Where the Company has established audit committee, the acquisition or disposal of memberships and intangible assets shall be approved by one-half of all the members of the Audit Committee and shall propose to the Board for resolution. If the acquisition or disposal of assets is not approved by one-half or more of all members of the audit committee, such acquisition or disposal may be adopted with the approval of two-thirds or more of all members of the directors. The resolution of the audit committee meeting shall be stated in the minutes of the Board meeting.</u></p> <p>3. The divisions responsible for implementation</p> <p>After the acquisition or disposal of <u>memberships or</u> intangible assets by the Company is approved subject to the delegation of authorization as referred to in the preceding</p>	

After Amendments	Before Amendments	Note
<p>referred to in the preceding paragraph, the in-charge department and the procurement department shall be responsible for implementing the transaction.</p> <p>4. Obtaining professional opinions</p> <p>(1) Where the transaction amount of intangible assets <u>or its right-of-use assets or memberships</u> acquired or disposed of reaches <u>NT\$100</u> million, the Company shall engage a professional appraiser to issue the appraisal report.</p> <p>(2) Where the transaction amount of intangible assets <u>or its right-of-use assets or memberships</u> acquired or disposed of reaches 20% of the Company's paid-in capital or NT\$300 million or more, except for transactions with a governmental agency <u>where the Company is listed</u>, a CPA shall, prior to the Date of Event, be engaged to render an opinion regarding the reasonableness of the transaction price in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF <u>at the place where the Company is listed</u>.</p>	<p>paragraph, the in-charge department and the procurement department shall be responsible for implementing the transaction.</p> <p>4. Obtaining professional opinions</p> <p>(1) <u>Where the transaction amount of memberships acquired or disposed of reaches NT\$5 million or more, the Company shall engage a Professional Appraiser to issue the appraisal report.</u></p> <p>(2) Where the transaction amount of intangible assets acquired or disposed of reaches <u>NT\$50</u> million, the Company shall engage a professional appraiser to issue the appraisal report.</p> <p>(3) Where the transaction amount of memberships or intangible assets acquired or disposed of reaches 20% of the Company's paid-in capital or NT\$300 million or more, except for transactions with a governmental agency, a CPA shall, prior to the Date of Event, be engaged to render an opinion regarding the reasonableness of the transaction price in accordance with the provisions of the Statement of Auditing Standards No. 20 published by the ARDF.</p>	
<p><u>Article 9-1 The calculation of the transaction amount in Articles 7, 8 and 9 of this Procedure shall be made in</u></p>	<p>(new provisions)</p>	<p>New text added in accordance</p>

After Amendments	Before Amendments	Note
<p><u>accordance with Article 13-1-6herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</u></p>		<p>with the “Guidelines” and operational requirements.</p>
<p>Article 11 Relate Party Transactions</p> <p>1. With respect to the acquisition or disposal of asset from or to a Related Party, in addition to ensuring that the Company shall comply with Article 7, <u>8 or 9</u> hereof <u>according to the nature of the assets</u>, adopt necessary resolutions, evaluate reasonableness of the transaction terms and take any other actions pursuant to the following paragraph, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a Professional Appraiser or a CPA's opinion in compliance with Article 7, <u>8 or 9</u> hereof.</p> <p>When determining whether a trading counterparty is a Related Party, in addition to legal formalities, the Company shall also consider the substance of the relationship.</p> <p>2. Where the Company intends to acquire or dispose of real property <u>or its right-of-use assets</u> from or to a Related Party, or where it intends to acquire or dispose of assets other than real property <u>or its right-of-use assets</u> from or to</p>	<p>Article 11 Relate Party Transactions</p> <p>1. With respect to the acquisition or disposal of asset from or to a Related Party, in addition to ensuring that the Company shall comply with Article 7 hereof, adopt necessary resolutions, evaluate reasonableness of the transaction terms and take any other actions pursuant to the following paragraph, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a Professional Appraiser or a CPA's opinion in compliance with Article 7 hereof.</p> <p>When determining whether a trading counterparty is a Related Party, in addition to legal formalities, the Company shall also consider the substance of the relationship.</p> <p>2. Where the Company intends to acquire or dispose of real property from or to a Related Party, or where it intends to acquire or dispose of assets other than real property from or to a Related Party and the transaction amount reaches 20</p>	<p>Revise the text according to the provisions of “Guidelines” and operational requirements.</p>

After Amendments	Before Amendments	Note
<p>a Related Party and the transaction amount reaches 20 percent or more of the Company's paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except for trading of government bonds <u>in the place where the listing is located</u> or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds <u>in the place where the listing is located</u>, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the audit committee for discussion and approved by one-half of all the members of the audit committee and then approved by the Board, during the discussion in the Board meeting, the Board shall take into full consideration each independent director's opinion, and any reservations or objections expressed by the independent directors thereof shall be included in the minutes of the Board meeting. <u>However, between the Company and the parent Company, its subsidiaries, or subsidiaries of which the Company directly or indirectly holds 100% of the issued shares or the total amount of capital, If any transaction amount of the equipment or its right-of-use assets acquired or disposed of for business use and the real property or its right-of-use assets acquired or disposed of for business</u></p>	<p>percent or more of the Company's paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except for trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been submitted to the audit committee for discussion and approved by one-half of all the members of the audit committee and then approved by the Board. If such acquisition or disposal is not approved by one-half or more of all members of the audit committee, it may be adopted with the approval of two-thirds or more of all members of the directors. The resolution of the audit committee meeting shall be stated in the minutes of the Board meeting.</p>	

After Amendments	Before Amendments	Note
<p><u>use is less than NT\$500 million may be conducted with the approval by the Chairman of the Board and submitted to the Board for ratification. If any transaction in an amount exceeds NT\$500 million may not be conducted without the approval by the Board.</u></p> <p>(1) The purpose, necessity and anticipated benefits of the acquisition or disposal of such asset;</p> <p>(2) The reason for choosing the Related Party as a trading counterparty;</p> <p>(3) With respect to the acquisition of real property <u>or its right-of-use assets</u> from a Related Party, information regarding appraisal of the reasonableness of the tentative transaction terms in accordance with the provisions of Subparagraphs 1,4 and 5, Paragraph3of this Article;</p> <p>(4) The date and price at which the Related Party originally acquired the real property, the original trading counterparty, and the trading counterparty's relationship to the company and the Related Party;</p> <p>(5) Monthly cash flow forecasts for the one-year period commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization;</p> <p>(6) An appraisal report from a Professional Appraiser or a</p>	<p>(1) The purpose, necessity and anticipated benefits of the acquisition or disposal of such asset;</p> <p>(2) The reason for choosing the Related Party as a trading counterparty;</p> <p>(3) With respect to the acquisition of real property from a Related Party, information regarding appraisal of the reasonableness of the tentative transaction terms in accordance with the provisions of Subparagraphs 1,4 and 5, Paragraph3of this Article;</p> <p>(4) The date and price at which the Related Party originally acquired the real property, the original trading counterparty, and the trading counterparty's relationship to the company and the Related Party;</p> <p>(5) Monthly cash flow forecasts for the one-year period commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization;</p> <p>(6) An appraisal report from a Professional Appraiser or a</p>	

After Amendments	Before Amendments	Note
<p>CPA's opinion obtained in compliance with the preceding paragraph; and</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>3. Evaluation of reasonableness of transaction costs</p> <p>(1) The Company, if intending to acquire real property <u>or its right-of-use assets</u> from a Related Party, shall evaluate the reasonableness of the transaction costs by the following means:</p> <p><1> The sum of the transaction price originally paid to the Related Party plus necessary funding interest and the costs that was duly borne by the purchaser according to laws. "Necessary trading interest" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property, provided that such rate shall not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p><2> Total loan value appraised by a financial institution where the Related Party has previously created a mortgage on such real property in favor of the financial institution as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have reached 70% or</p>	<p>CPA's opinion obtained in compliance with the preceding paragraph; and</p> <p>(7) Restrictive covenants and other important stipulations associated with the transaction.</p> <p>3. Evaluation of reasonableness of transaction costs</p> <p>(1) The Company, if intending to acquire real property from a Related Party, shall evaluate the reasonableness of the transaction costs by the following means:</p> <p><1> The sum of the transaction price originally paid to the Related Party plus necessary funding interest and the costs that was duly borne by the purchaser according to laws. "Necessary trading interest" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property, provided that such rate shall not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p><2> Total loan value appraised by a financial institution where the Related Party has previously created a mortgage on such real property in favor of the financial institution as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have reached 70% or more</p>	

After Amendments	Before Amendments	Note
<p>more of the financial institution's appraised loan value of the property and the period of the loan shall have lasted one year or more. However, this shall not apply where the financial institution is a Related Party of one of the trading counterparties.</p> <p>(2) Where a land and the building thereupon are combined as a single property purchased <u>or leased</u> in one transaction, the transaction costs for the land and the building may be separately appraised in accordance with either of the means listed in the preceding paragraph..</p> <p>(3) The Company, if intending to acquire real property <u>or its right-of-use assets</u> from a Related Party and appraise the cost of the real property in accordance with the provisions of Subparagraphs 1 and 2, Paragraph 3 of this Article hereof, shall also engage a CPA to review the appraisal and render a specific opinion.</p> <p>(4) Where the Company intends to acquire real property <u>or its right-of-use assets</u> from a Related Party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Paragraphs 1 and 2 of this Article, and Subparagraphs 1 to 3, Paragraph 3 of this Article shall not apply:</p> <p><1> The Related Party acquired the real property <u>or its</u></p>	<p>of the financial institution's appraised loan value of the property and the period of the loan shall have lasted one year or more. However, this shall not apply where the financial institution is a Related Party of one of the trading counterparties.</p> <p>(2) Where a land and the building thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the building may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>(3) The Company, if intending to acquire real property from a Related Party and appraise the cost of the real property in accordance with the provisions of Subparagraphs 1 and 2, Paragraph 3 of this Article hereof, shall also engage a CPA to review the appraisal and render a specific opinion.</p> <p>(4) Where the Company intends to acquire real property from a Related Party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Paragraphs 1 and 2 of this Article, and Subparagraphs 1 to 3, Paragraph 3 of this Article shall not apply:</p> <p><1> The Related Party acquired the real property</p>	

After Amendments	Before Amendments	Note
<p><u>right-of-use asset</u> through inheritance or as a gift.</p> <p><2> More than five years have elapsed from the time the Related Party signed the contract to obtain the real property <u>or its right-of-use asset</u> to the signing date for the current transaction; or.</p> <p><3> The real property is acquired through signing of a joint development contract with a Related Party of the Company, or through engaging the Related Party to build real property either on the Company's own land or on rented land.</p> <p><4> <u>The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital.</u></p> <p>(5) When the results of the Company's appraisal conducted in accordance with Subparagraphs 1 and 2, Paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be handled in accordance with Subparagraph 6, Paragraph 3 of this Article unless, where the following circumstances exist, the objective evidence has been submitted and specific opinions on reasonableness have been obtained from a Professional Appraiser and a CPA:</p>	<p>through inheritance or as a gift;</p> <p><2> More than five years have elapsed from the time the Related Party signed the contract to obtain the real property to the signing date for the current transaction; or</p> <p><3> The real property is acquired through signing of a joint development contract with a Related Party of the Company, or through engaging the Related Party to build real property either on the Company's own land or on rented land.</p> <p>(5) When the results of the Company's appraisal conducted in accordance with Subparagraphs 1 and 2, Paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be handled in accordance with Subparagraph 6, Paragraph 3 of this Article unless, where the following circumstances exist, the objective evidence has been submitted and specific opinions on reasonableness have been obtained from a Professional Appraiser and a CPA:</p>	

After Amendments	Before Amendments	Note
<p data-bbox="232 215 958 391"><1> Where the Related Party acquired an undeveloped land or leased a land for development, it may submit proof of compliance with one of the following conditions:</p> <p data-bbox="286 406 958 1061">a. Where undeveloped land is appraised in accordance with the means in the preceding Article, and the building is appraised according to the Related Party's construction costs plus reasonable construction profits, the aggregate sum of the land and building is valued in excess of the actual transaction price. The "reasonable construction profit" shall be the average gross operating profit margin of the Related Party's construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p data-bbox="286 1077 958 1348">b. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land of a similar size, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in</p>	<p data-bbox="1081 215 1809 391"><1> Where the Related Party acquired an undeveloped land or leased a land for development, it may submit proof of compliance with one of the following conditions:</p> <p data-bbox="1135 406 1809 1061">a. Where undeveloped land is appraised in accordance with the means in the preceding Article, and the building is appraised according to the Related Party's construction costs plus reasonable construction profits, the aggregate sum of the land and building is valued in excess of the actual transaction price. The "reasonable construction profit" shall be the average gross operating profit margin of the Related Party's construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p data-bbox="1135 1077 1809 1348">b. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land of a similar size, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in</p>	

After Amendments	Before Amendments	Note
<p data-bbox="315 215 958 343">floor or area land prices in accordance with standard property market <u>sale or leasing</u> practices.</p> <p data-bbox="232 651 958 1358"><2> Where the Company intends to acquire real property, <u>or obtaining real property right-of-use assets through leasing,</u> from a Related Party, it has provided evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated</p>	<p data-bbox="1167 215 1809 295">floor or area land prices in accordance with standard property market practices.</p> <p data-bbox="1128 311 1809 635"><u>c. Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.</u></p> <p data-bbox="1075 651 1809 1358"><2> Where the Company intends to acquire real property from a Related Party, it has provided evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the</p>	

After Amendments	Before Amendments	Note
<p>parties for parcels with a land area of no less than 50% of the property in the planned transaction; within one year refers to one-year period before the actual date of acquisition of the real property.</p> <p>(6) Where the Company intends to acquire real property <u>or its right-of-use assets</u> from a Related Party and the results of appraisals conducted in accordance with the Subparagraphs 1 and 2, Paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken:</p> <p><1> A special reserve shall be set aside in accordance with the Paragraph 1, Article 41 of the SEA against the difference between the real property <u>or its right-of-use assets</u> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the company using the equity method to account for its investment in the Company is a public company, then a special reserve shall be set aside pro rata in a proportion consistent with the share of such public company's equity stake in the Company in accordance with Paragraph 1 of Article 41 of the SEA.</p> <p><2> Where the Company has established an audit</p>	<p>property in the planned transaction; within one year refers to one-year period before the actual date of acquisition of the real property.</p> <p>(6) Where the Company intends to acquire real property from a Related Party and the results of appraisals conducted in accordance with the Subparagraphs 1 and 2, Paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken:</p> <p><1> A special reserve shall be set aside in accordance with the Paragraph 1, Article 41 of the SEA against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the company using the equity method to account for its investment in the Company is a public company, then a special reserve shall be set aside pro rata in a proportion consistent with the share of such public company's equity stake in the Company in accordance with Paragraph 1 of Article 41 of the SEA.</p> <p><2> Where the Company has established an audit</p>	

After Amendments	Before Amendments	Note
<p>committee, the audit committee member who is also an independent director of the Company shall comply with Article 218 of the Company Act <u>of the place where the listed Company is located.</u></p> <p><3> Actions taken pursuant to Subparagraphs 1 and 2 above shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any prospectus.</p> <p>The Company and the company using the equity method to account for its investment in the Company having set aside a special reserve under this paragraph(6) may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>or leased</u> at a premium, or the assets have been disposed of, <u>or the leasing contract has been terminated,</u> or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and after the FSC has granted its consent.</p> <p>(7) When the Company obtains real property <u>or its right-of-use assets</u> from a Related Party, it shall also comply with Subparagraph 6, Paragraph 3 of this</p>	<p>committee, the audit committee member who is also an independent director of the Company shall comply with Article 218 of the Company Act.</p> <p><3> Actions taken pursuant to Subparagraphs 1 and 2 above shall be reported to the shareholders' meeting, and the details of the transaction shall be disclosed in the annual report and any prospectus.</p> <p>The Company and the company using the equity method to account for its investment in the Company having set aside a special reserve under this paragraph(6) may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or the assets have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and after the FSC has granted its consent.</p> <p>(7) When the Company obtains real property from a Related Party, it shall also comply with Subparagraph 6, Paragraph 3 of this Article if there is other evidence</p>	

After Amendments	Before Amendments	Note
Article if there is other evidence indicating that the acquisition was not an arm's-length transaction.	indicating that the acquisition was not an arm's-length transaction.	
<p>Article 12 Mergers, Demergers, Acquisitions, and Transfer of Shares (omitted)</p> <p>(8) When participating in a merger, demerger, acquisition, or Transfer of Shares, the Company shall, within two days of passage of a resolution by the Board, report (in the prescribed format and via the internet-based information system) the information set out in Subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.</p>	<p>Article 12 Mergers, Demergers, Acquisitions, and Transfer of Shares (omitted)</p> <p>(8) <u>Provided that the Company has become a public company in the Republic of China,</u> when participating in a merger, demerger, acquisition, or Transfer of Shares, the Company shall, within two days of passage of a resolution by the Board, report (in the prescribed format and via the internet-based information system) the information set out in Subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.</p>	<p>Revise the text in accordance with the “Guidelines” and operational requirements.</p>
<p>Article 13 Public Disclosure of Information</p> <p>1. When the Company acquires or disposes of assets and any of the following circumstances occurs, the Company shall make a public announcement and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days commencing immediately from the date of occurrence of such event :</p> <p>(1) Acquisition or disposal of real property <u>or its right-of-use assets</u> from or to a Related Party, or</p>	<p>Article 13 Public Disclosure of Information</p> <p>1. <u>Provided that the Company has become a public company in the Republic of China,</u> when the Company acquires or disposes of assets and any of the following circumstances occurs, the Company shall make a public announcement and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days commencing immediately from the date of occurrence of such event:</p> <p>(1) Acquisition or disposal of real property from or to a Related Party, or acquisition or disposal of assets other</p>	<p>Revise the text in accordance with the “Guidelines”</p>

After Amendments	Before Amendments	Note
<p>acquisition or disposal of assets other than real property <u>or its right-of-use assets</u> from or to a Related Party where the transaction amount reaches 20 percent or more of the Company's paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds <u>of the place where the listed Company is located</u>, bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds <u>of the place where the listed Company is located</u>.</p> <p>(2) Merger, demerger, acquisition, or Transfer of Shares.</p> <p>(3) Where the type of asset acquired or disposed is equipment <u>or its right-of-use assets</u> for operational use, the trading counterparty is not a Related Party, and the transaction amount is less than NT\$500 million.</p> <p>(4) <u>The Company is expected to invest more than NT\$500 million in the acquisition of real estate by means of land commission, land lease commission, joint construction and housing division, joint construction and housing sharing, and joint construction and separate sale, with the non-interested parties as the transaction objects.</u></p> <p>(5) Where an asset transaction other than any of those</p>	<p>than real property from or to a Related Party where the transaction amount reaches 20 percent or more of the Company's paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of government bonds, bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds.</p> <p>(2) Merger, demerger, acquisition, or Transfer of Shares.</p> <p>(3) Where the type of asset acquired or disposed is equipment for operational use, the trading counterparty is not a Related Party, and the transaction amount is less than NT\$500 million.</p> <p>(4) Where an asset transaction other than any of those</p>	

After Amendments	Before Amendments	Note
<p>referred to in the preceding four Subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of the Company's paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances.</p> <p><1> Trading of government bonds <u>of the place where the Company is listed.</u></p> <p><2> Trading of bonds under repurchase/resale agreements, or subscription or redemption of domestic money market funds <u>of the place where the Company is listed.</u></p> <p>(6) The amount of transactions in the Subparagraph shall be calculated as follows:</p> <p><1> The amount of any individual transaction.</p> <p><2> The cumulative transaction amount of acquisitions and disposals of the same type of asset with the same trading counterparty within the preceding year.</p> <p><3> The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in this paragraph refers to the year preceding</p>	<p>referred to in the preceding three Subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of the Company's paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances.</p> <p><1> Trading of government bonds.</p> <p><2> Trading of bonds under repurchase/resale agreements, or subscription or redemption of domestic money market funds.</p> <p>(5) The amount of transactions in the Subparagraph shall be calculated as follows:</p> <p><1> The amount of any individual transaction.</p> <p><2> The cumulative transaction amount of acquisitions and disposals of the same type of asset with the same trading counterparty within the preceding year.</p> <p><3> The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in this paragraph refers to the year preceding</p>	

After Amendments	Before Amendments	Note
the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.	the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.	
<p>Article 14 Subsidiary</p> <p>1. Subsidiary shall set forth and implement its procedures for acquisition or disposal of assets in accordance with Regulations Governing the Acquisition and Disposal of Assets by Public Companies of the Republic of China.</p> <p>2. If any information regarding the acquisitions or disposals of assets conducted by any Subsidiary which is not a public company in the jurisdiction where the Company is listed is required to be reported in accordance with Article13, such information shall be reported and announced by the Company.</p> <p>3. The paid-in capital or the total assets of the Company shall be adopted in order to determine whether or not a Subsidiary is required to make a public announcement about its acquisition or disposal of assets.</p>	<p>Article 14 Subsidiary</p> <p>1. Subsidiary shall set forth and implement its procedures for acquisition or disposal of assets in accordance with Regulations Governing the Acquisition and Disposal of Assets by Public Companies of the Republic of China.</p> <p>2. If any information regarding the acquisitions or disposals of assets conducted by any Subsidiary which is not a public company in the jurisdiction where the Company is listed is required to be reported in accordance with Article13, such information shall be reported and announced by the Company.</p> <p>3. The paid-in capital or the total assets of the Company shall be adopted <u>respectively when calculating the threshold of "20% of paid-in capital" or "10% of the company's total assets"</u> in order to determine whether or not a Subsidiary is required to make a public announcement about its acquisition or disposal of assets.</p>	Revise the text in accordance with the “Guidelines”
<p>Article 16 Enforcement and amendment</p> <p>1. The Procedures and any revisions thereof shall be approved by one-half of all the members of the Audit Committee and</p>	<p>Article 16 Enforcement and amendment</p> <p>1. The Procedures and any revisions thereof shall be approved by one-half of all the members of the Audit Committee <u>if</u></p>	Revise the text in accordance with the

After Amendments	Before Amendments	Note
<p>shall being proposed to the Board for resolution. After being approved by the Board, the Procedures shall be proposed to the shareholders' meeting for approval. If the approval of one-half of all the members of the Audit Committee is unable to be obtained, be approved by two-thirds of all directors and the resolution of Audit Committee shall be recorded in the minutes of the Board meeting.</p> <p>2. Where the Company has any independent director, when the Procedures are submitted to the Board for discussion as provided in the preceding paragraph, the Board shall take into full consideration each independent director's opinion. Any objections or reservations expressed by the independent directors thereof shall be included in the minutes of the Board meeting.</p> <p><u>3. The terms "all audit committee members" and "all directors" in the Procedures shall be counted as the actual number of persons currently holding those positions</u></p>	<p><u>any</u>) and shall being proposed to the Board for resolution. After being approved by the Board, the Procedures shall be proposed to the shareholders' meeting for approval. If the approval of one-half of all the members of the Audit Committee is unable to be obtained, be approved by two-thirds of all directors and the resolution of Audit Committee shall be recorded in the minutes of the Board meeting.</p> <p>2. Where the Company has any independent director, when the Procedures are submitted to the Board for discussion as provided in the preceding paragraph, the Board shall take into full consideration each independent director's opinion. Any objections or reservations expressed by the independent directors thereof shall be included in the minutes of the Board meeting.</p>	<p>“Guidelines” and operational requirements.</p>

【Attachment 9.】 Amendment Comparison Table of the Procedures for Lending Funds to Others

ShunSin Technology Holdings Limited

Amendment Comparison Table of the Procedures for Lending Funds to Others

After Amendments	Before Amendments	Note
<p>Article 1 Statutory Basis</p> <p>The Company has adopted these procedures (“Procedure”) with reference to Article 36-1 of the Securities and Exchange Act <u>of the R.O.C.</u> and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies (“Guidelines”) promulgated by the competent authority.</p>	<p>Article 1 Statutory Basis</p> <p>The Company has adopted these procedures (“Procedure”) with reference to Article 36-1 of the Securities and Exchange Act <u>of the R.O.C.</u> and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies (“Guidelines”) promulgated by the competent authority.</p>	<p>In accordance with amendments to the provisions of the Procedures for Lending Funds to Others and Endorsements and Guarantees for Public Issuing Companies (hereinafter referred to as the Guidelines) as amended by FSC with Chin-Kuan-Cheng -Shen-Tzu No. 1080304826 of the Republic of China on March 7, 2019</p>
<p>Article 3 Definitions</p>	<p>Article 3 Definitions</p>	<p>Revise the text in</p>

After Amendments	Before Amendments	Note
<p>1. The terms “Parent Company” and “Subsidiary” used herein shall have the meanings set forth in the Regulations Governing the Preparation of Financial Reports by Securities Issuers <u>of the R.O.C.</u>, unless otherwise defined.</p> <p>2. The term “Foreign Company” used herein shall mean a company registered outside the R.O.C..</p> <p>3. The term “Date of Occurrence” used herein shall mean the date of contract signing, date of payment, date of board of directors resolution, or other date when <u>the receivers of loans</u> and amount can be ascertained (whichever is earlier).</p> <p>4. The term "Net Worth" used herein shall mean the equity attributable to the equity holders of the Parent Company as recorded on the balance sheet under the Regulations Governing the Preparation of Financial Reports by Securities Issuers <u>of the R.O.C.</u>.</p> <p>5. The term “announce and report” used herein shall mean entering information to the public disclosure website designated by the Financial Supervisory Commission <u>of the R.O.C.</u>.</p>	<p>1. The terms “Parent Company” and “Subsidiary” used herein shall have the meanings set forth in the Regulations Governing the Preparation of Financial Reports by Securities Issuers, unless otherwise defined.</p> <p>2. The term “Foreign Company” used herein shall mean a company registered outside the R.O.C.<u>(not including Mainland China)</u>.</p> <p>3. The term “Date of Occurrence” used herein shall mean the date of contract signing, date of payment, date of board of directors resolution, or other date when the <u>transaction party</u> and amount can be ascertained (whichever is earlier).</p> <p>4. The term "Net Worth" used herein shall mean the equity attributable to the equity holders of the Parent Company as recorded on the balance sheet under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>5. The term “announce and report” used herein shall mean entering information to the public disclosure website designated by the Financial Supervisory Commission</p>	<p>accordance with the “Guidelines”</p>
<p>Article 4 Receivers of Loans (omitted)</p> <p>4. Inter-company loans between the Foreign Companies of which the Company directly or indirectly holds one</p>	<p>Article 4 Receivers of Loans (omitted)</p> <p>4. Inter-company loans between the Foreign Companies of which the Company directly or indirectly holds one</p>	<p>Revise the text in accordance with “Guidelines”</p>

After Amendments	Before Amendments	Note
hundred percent (100%) of the voting shares <u>nor to loans of fund to the company by the Foreign Companies of which the Company directly or indirectly holds one hundred percent (100%) of the voting shares</u> shall not be restricted by Article 4.1.(2) and Article 4.2.	hundred percent (100%) of the voting shares shall not be restricted by Article 4.1.(2) and Article 4.2.	
<p>Article 5 Aggregate Loan Amount and Amount Limit for Each Borrower (omitted)</p> <p>3. Inter-company loans between the Foreign Companies of which the Company directly or indirectly holds one hundred percent (100%) of the voting shares <u>nor to loans of fund to the company by the Foreign Companies of which the Company directly or indirectly holds one hundred percent (100%) of the voting shares</u> shall not be restricted by Article 5.1 and Article 5.2, provided that the aggregate amount of loans shall not exceed <u>sixty percent (60%)</u> of the Company's Net Worth, and the loan amount for any single company shall not exceed <u>sixty percent (60%)</u> of the Company's Net Worth.</p> <p>4. The above Net Worth is subject to the latest financial statement that has been audited or reviewed by the accountant.</p>	<p>Article 5 Aggregate Loan Amount and Amount Limit for Each Borrower (omitted)</p> <p>3. Inter-company loans between the Foreign Companies of which the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by Article 5.1 and Article 5.2, provided that the aggregate amount of loans shall not exceed <u>twenty percent (20%)</u> of the Company's Net Worth, and the loan amount for any single company shall not exceed <u>ten percent (10%)</u> of the Company's Net Worth.</p> <p>4. The above Net Worth is subject to the latest financial statement that has been audited or reviewed by the accountant.</p>	Revise the text in accordance with "Guidelines"
<p>Article 6 Procedures for Making Loans</p> <p>1. Approval Process</p>	<p>Article 6 Procedures for Making Loans</p> <p>1. Approval Process</p>	Revise the text in accordance with the

After Amendments	Before Amendments	Note
(1) The proposed loans to others shall be approved by the Company's Board of Directors, who shall not delegate such power to any others. <u>However, material loans shall be approved by the Audit Committee in accordance with relevant provisions and submitted to the Board of Directors for resolution.</u> (omitted)	(1) The proposed loans to others shall be approved by the Company's Board of Directors, who shall not delegate such power to any others. (omitted)	"Guidelines"
Article 10 Disclosure When <u>loaning funds to others</u> , the Company shall comply with the following disclosure requirements: (omitted)	Article 10 Disclosure After becoming a public company <u>in the R.O.C.</u> , the Company shall comply with the following disclosure requirements: (omitted)	Revise the text in accordance with the "Guidelines"
Article 11 Penalties 1. The Company's manager or personnel in charge who violates this Procedure shall be penalized in accordance with the Company's personnel regulations based on the degree of such violation. <u>2. If the Company's manager or personnel in charge who violates the paragraph 1 of Article 4, he shall be jointly and severally liable for repayment with the borrower; if the Company suffers damage, he shall also be liable for damages.</u>	Article 11 Penalties The Company's manager or personnel in charge who violates this Procedure shall be penalized in accordance with the Company's personnel regulations based on the degree of such violation.	Revise the text in accordance with the "Guidelines"
Article 12 Miscellaneous 1. This Procedure shall be reviewed and approved by <u>the one-half or more of all Audit Committee Members</u> , the	Article 12 Miscellaneous 1. This Procedure <u>shall be reviewed and approved</u> by the Audit Committee <u>(if applicable)</u> , the Board of Directors	Revise the text in accordance with the "Guidelines"

After Amendments	Before Amendments	Note
<p>Board of Directors and the Shareholders' Meeting. Any amendment is subject to the same procedures. If any objection is expressed by a director and has been recorded in writing, the Company shall submit such objecting opinion to the Shareholders' Meeting for discussion.</p> <p>2. <u>If the approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the Operational Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p>3. <u>The terms "all audit committee members" and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p> <p>4. In the case of any Subsidiary applying this Procedure pursuant to Article 2, such Subsidiary's own procedures for loaning of funds and any amendment thereof shall <u>be approved by its board of directors and submitted to the shareholder's meeting for approval before implementation.</u></p>	<p>and the Shareholders' Meeting. Any amendment is subject to the same procedures. If any objection is expressed by a director and has been recorded in writing, the Company shall submit such objecting opinion to the Shareholders' Meeting for discussion.</p> <p>2. <u>If the Company has independent directors, the Board of Directors shall take into full consideration each independent director's opinion. Any consenting or objecting opinion expressed by the independent directors shall be recorded in the meeting minutes of the Board of Directors.</u></p> <p>3. In the case of any Subsidiary applying this Procedure pursuant to Article 2, such Subsidiary's own procedures for loaning of funds and any amendment thereof shall <u>be approved</u> by its board of directors.</p>	

【Attachment 10.】 Amendment Comparison Table of the Procedures for Endorsements & Guarantees

ShunSin Technology Holdings Limited

Amendment Comparison Table of the Procedures for Endorsements & Guarantees

After Amendments	Before Amendments	Note
<p>Article 1 Statutory Basis</p> <p>The Company has adopted these procedures (“Procedure”) with reference to Article 36-1 of the Securities and Exchange Act <u>of the R.O.C.</u> and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies (“Guidelines”) promulgated by the competent authority.</p>	<p>Article 1 Statutory Basis</p> <p>The Company has adopted these procedures (“Procedure”) with reference to Article 36-1 of the Securities and Exchange Act <u>of the R.O.C.</u> and the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies (“Guidelines”) promulgated by the competent authority.</p>	<p>In accordance with amendments to the provisions of the Procedures for Lending Funds to Others and Endorsements and Guarantees for Public Issuing Companies (hereinafter referred to as the Guidelines) as amended by FSC with Chin-Kuan-Cheng -Shen-Tzu No. 1080304826 of the Republic of China on March 7, 2019.</p>
<p>Article 3 Definitions</p> <p>1. The terms “Parent Company” and “Subsidiary” used herein</p>	<p>Article 3 Definitions</p> <p>1. The terms “Parent Company” and “Subsidiary” used herein</p>	<p>Revise the text in accordance with the</p>

After Amendments	Before Amendments	Note
<p>shall have the meanings set forth in the Regulations Governing the Preparation of Financial Reports by Securities Issuers <u>of the R.O.C.</u>, unless otherwise defined.</p> <p>2. The term “Date of Occurrence” used herein shall mean the date of contract signing, date of payment, date of board of directors resolution, or other date when <u>the party to whom the Company may provide endorsements/guarantees</u> and amount can be ascertained (whichever is earlier).</p> <p>3. The term “announce and report” used herein shall mean entering information to the public disclosure website designated by the Financial Supervisory Commission <u>of the R.O.C.</u>.</p> <p>4. The term "Net Worth" used herein shall mean the equity attributable to the equity holders of the Parent Company as recorded on the balance sheet under the Regulations Governing the Preparation of Financial Reports by Securities Issuers <u>of the R.O.C.</u>.</p>	<p>shall have the meanings set forth in the Regulations Governing the Preparation of Financial Reports by Securities Issuers, unless otherwise defined.</p> <p>2. The term “Date of Occurrence” used herein shall mean the date of contract signing, date of payment, date of board of directors resolution, or other date when the <u>transaction party</u> and amount can be ascertained (whichever is earlier).</p> <p>3. The term “announce and report” used herein shall mean entering information to the public disclosure website designated by the Financial Supervisory Commission.</p> <p>4. The term "Net Worth" used herein shall mean the equity attributable to the equity holders of the Parent Company as recorded on the balance sheet under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p>	<p>“Guidelines”</p>
<p>Article 7 Procedures for Making Endorsements/ Guarantees</p> <p>1. Approval Process</p> <p>(1) The Company cannot make endorsements/guarantees unless such proposal is submitted to and approved by the Board of Directors; provided, however, in order to make endorsements/guarantees in a timely manner, the Board of Directors may authorize the</p>	<p>Article 7 Procedures for Making Endorsements/ Guarantees</p> <p>1. Approval Process</p> <p>(1) The Company cannot make endorsements/guarantees unless such proposal is submitted to and approved by the Board of Directors; provided, however, in order to make endorsements/guarantees in a timely manner, the Board of Directors may authorize the chairman to</p>	<p>Revise the text in accordance with the “Guidelines”</p>

After Amendments	Before Amendments	Note
chairman to make a prior approval within a specific amount and then submit such endorsements/guarantees to the subsequent meeting of Board of Directors for ratification. <u>However, material endorsements/guarantees shall be approved by the Audit Committee in accordance with the relevant provisions and submitted to the Board of Directors for resolution.</u> (omitted)	make a prior approval within a specific amount and then submit such endorsements/guarantees to the subsequent meeting of Board of Directors for ratification. (omitted)	
Article 8 Procedures for Use and Custody of the Specimen Seals 1. The specimen seals used for endorsement/guarantee shall be the Company's common seal. The specimen seals shall be kept by a designated personnel. Such personnel shall follow the internal procedures for affixation of the seal and note issuance. 2. When providing endorsements/guarantees to a company <u>outside of the R.O.C.</u> , the guarantee letter issued by the Company shall be signed by the chairman or other representative authorized by the Board of Directors.	Article 8 Procedures for Use and Custody of the Specimen Seals 1. The specimen seals used for endorsement/guarantee shall be the Company's common seal. The specimen seals shall be kept by a designated personnel. Such personnel shall follow the internal procedures for affixation of the seal and note issuance. 2. When providing endorsements/guarantees to a <u>foreign</u> company, the guarantee letter issued by the Company shall be signed by the chairman or other representative authorized by the Board of Directors.	Revise the text in accordance with the “Guidelines”
Article 9 Disclosure The Company <u>shall</u> comply with the following announcements: 1. The Company shall announce and report the previous	Article 9 Disclosure After <u>becoming a public company in the R.O.C.</u> , the Company shall comply with the following disclosure requirements. 1. The Company shall announce and report the previous	Revise the text in accordance with the “Guidelines”

After Amendments	Before Amendments	Note
<p>month's balance of endorsements/guarantees of the Company and its Subsidiaries by the 10th day of each month.</p> <p>2. In the event that the balance of endorsements/guarantees reaches any of the following thresholds, the Company shall announce and report such event within two days commencing immediately from the Date of Occurrence:</p> <p>(1) The Company's and its Subsidiaries' balance of endorsements/guarantees reaches fifty percent (50%) of the Company's Net Worth as provided in the Company's latest financial statement.</p> <p>(2) The Company's and its Subsidiaries' balance of endorsements/guarantees for any single company reaches twenty percent (20%) of the Company's Net Worth as provided in the Company's latest financial statement.</p> <p>(3) The Company's and its Subsidiaries' balance of endorsements/guarantees for any single company reaches NTD10 million, and the aggregate balance of endorsements/guarantees, <u>the book value of investment using equity method.loans</u> to such company reaches thirty percent (30%) of the Company's Net Worth as provided in the Company's latest financial statement.</p>	<p>month's balance of endorsements/guarantees of the Company and its Subsidiaries by the 10th day of each month.</p> <p>2. In the event that the balance of endorsements/guarantees reaches any of the following thresholds, the Company shall announce and report such event within two days commencing immediately from the Date of Occurrence:</p> <p>(1) The Company's and its Subsidiaries' balance of endorsements/guarantees reaches fifty percent (50%) of the Company's Net Worth as provided in the Company's latest financial statement.</p> <p>(2) The Company's and its Subsidiaries' balance of endorsements/guarantees for any single company reaches twenty percent (20%) of the Company's Net Worth as provided in the Company's latest financial statement.</p> <p>(3) The Company's and its Subsidiaries' balance of endorsements/guarantees for any single company reaches NTD10 million, and the aggregate balance of endorsements/guarantees, investment of a <u>long-term nature</u> in and loans to such company reaches thirty percent (30%) of the Company's Net Worth as provided in the Company's latest financial statement.</p>	

After Amendments	Before Amendments	Note
(4) The newly-made endorsements/guarantees amount of the Company or its Subsidiary reaches NTD30 million or more, and is more than five percent (5%) of the Company's Net Worth as provided in the Company's latest financial statement.	(4) The newly-made endorsements/guarantees amount of the Company or its Subsidiary reaches NTD30 million or more, and is more than five percent (5%) of the Company's Net Worth as provided in the Company's latest financial statement.	
<p>Article 12 Miscellaneous</p> <p>1. <u>When the Company formulates or revises</u> this procedure, it shall <u>be approved by the one-half or more of all Audit Committee Members, approved by the Board of Directors</u> and submitted to the shareholders' meeting for approval before implementation. Any amendment is subject to the same procedures. If any objection is expressed by a director and has been recorded in writing, the Company shall submit such objecting opinion to the <u>Audit Committee</u> and Shareholders' Meeting for discussion.</p> <p>2. <u>If the approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the Operational Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</u></p> <p>3. <u>The terms "all audit committee members" and "all</u></p>	<p>Article 12 Miscellaneous</p> <p>1. This Procedure <u>shall be reviewed and approved</u> by the Audit Committee <u>(if applicable)</u>, the Board of Directors, and the Shareholders' Meeting. Any amendment is subject to the same procedures. If any objection is expressed by a director and has been recorded in writing, the Company shall submit such objecting opinion to the Shareholders' Meeting for discussion.</p> <p>2. <u>If the Company has independent directors, the Company shall take into full consideration each independent director's opinion. Any consenting or objecting opinion expressed by the independent directors shall be recorded in the meeting minutes of the Board of Directors.</u></p>	<p>Revise the text in accordance with the "Guidelines"</p>

After Amendments	Before Amendments	Note
<p><u>directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</u></p> <p>4. In the case of any Subsidiary applying this Procedure pursuant to Article 2, such Subsidiary's own procedures for endorsement and guarantees and any amendment thereof <u>shall be approved by its board of directors and submitted to the shareholder's meeting for approval before implementation.</u></p>	<p>3. In the case of any Subsidiary applying this Procedure pursuant to Article 2, such Subsidiary's own procedures for endorsement and guarantees and any amendment thereof shall be approved by its board of directors.</p>	

IV. Appendices

【Appendices 1.】Fifth Amended and Restated Memorandum and Articles of Association

FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF

ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

(adopted by a Special Resolution passed on June 19, 2018 and effective immediately upon passing of the Special Resolution)

Incorporated on the 8th day of January, 2008

INCORPORATED IN THE CAYMAN ISLANDS

THE COMPANIES LAW (as amended)
Company Limited by Shares

FIFTH AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION
OF

ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

(adopted by a Special Resolution passed on June 19, 2018 and effective immediately upon passing of the Special Resolution)

1. The name of the Company is ShunSin Technology Holdings Limited 訊芯科技控股股份有限公司.
2. The Registered Office of the Company shall be at the offices of Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands or at such other place as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:
 - (a) (i) To carry on the business of an investment Company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, dealers, agents, importers and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.
 - (ii) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.
- (b) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any Company in which the Company is interested upon such terms as may be thought fit.
- (c) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.
- (d) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or Company and to promote and aid in promoting, to constitute, form or organise any Company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.
- (e) To stand surety for or to guarantee, support or secure the performance of all or any or the obligations of any

person, firm or Company whether or not related or affiliated to the Company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration thereof.

- (f) To engage in or carry on any other lawful trade, business or enterprise which may at any time appear to the Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Directors or the Company likely to be profitable to the Company.

In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.

- 4. Except as prohibited or limited by the Companies Law (as amended), the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to Members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance and to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.
- 5. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 6. The authorised share capital of the Company is NTD1,440,000,000 divided into 144,000,000 ordinary shares of a par value of NTD10 each with power for the Company, subject to the provisions of the Companies Law (as amended) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue 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 and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the powers hereinbefore contained.
- 7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended) and, subject to other provisions of the Companies Law (as amended) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

**FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF**

ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

**(Adopted by a Special Resolution passed on June 19, 2018 and effective
immediately upon passing of the Special Resolution)**

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FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF

ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

(adopted by a Special Resolution passed on June 19, 2018 and effective immediately upon passing of the Special Resolution)

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

1.1 In these Fifth Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Act, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Appointed Representative Articles	has the meaning given thereto in Article 34.5; these Articles of Association as altered from time to time;
Audit Committee	the audit committee of the Board, which shall comprise solely of Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant to these Articles and acting at a meeting of directors at which there is a quorum in accordance with these Articles;
Capital Reserve	for the purpose of these Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company under the Law;
Chairman	the Director elected amongst all the Directors as the chairman of the Board;

Company	ShunSin Technology Holdings Limited 訊芯科技控股股份有限公司;
Compensation Committee	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 34.2;
Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
Dividend	means any dividend resolved to be paid on the shares of the Company pursuant to the Articles;
Electronic Record	has the same meaning as in the Electronic Transactions Law;
Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
FSC	the Financial Supervisory Commission of the ROC;
Independent Directors	the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules;
Joint Operation Contract	a contract between the Company and one or more person(s) or entity(ies) where the parties thereto agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms thereof;
Law	The Companies Law of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
Litigious and Non-Litigious Agent	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
Management Contract	a contract or arrangement between the Company

	and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public Company reporting system maintained by the TSE;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company;
Merger	<p>a transaction whereby:</p> <p>(a) (i) all of the companies participating in such transaction are combined into a new Company, which new Company generally assumes all rights and obligations of the combined companies; or</p> <p>(ii) all of the companies participating in such transaction are merged into one of such companies as the surviving Company, and the surviving Company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new Company or any other Company, cash or other assets; or</p> <p>(b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;</p>
month	calendar month;
Notice	written notice as further provided in these Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority of the votes cast;
Preferred Shares	has the meaning given thereto in Article 6;
Private Placement	means, after the shares are listed on the TSE, the private placement by the Company of shares or

	other securities of the Company as permitted by the Applicable Public Company Rules;
Register of Directors and Officers	the register of directors and officers referred to in these Articles;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the Company is listed on the TSE,) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;
Replacement	has the meaning given thereto in Article 34.6;
Restricted Shares	has the meaning given thereto in Article 2.5;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value NT\$10 each in the Company;
Special Resolution	Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorised representatives by computing the number of votes to which each Member is entitled;
Subsidiary	with respect to any Company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such Company; (2) the entity that such Company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board of directors are concurrently acting as the shareholders involved in management or board of directors of such Company; and (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the share capital are held by the same shareholder(s) of such Company;
Supermajority Resolution	a resolution passed by a majority vote of the

	Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
Treasury Shares	has the meaning given thereto in Article 3.12;
TDCC	means the Taiwan Depository & Clearing Corporation;
TSE	the Taiwan Stock Exchange Corporation; and
year	calendar year.

1.2 In these Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:-
 - (i) "may" shall be construed as permissive; and
 - (ii) "shall" shall be construed as imperative;
- (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
- (f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
- (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in these Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out in these Articles.

1.3 In these Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

1.4 Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. Power to Issue Shares

2.1 Subject to these Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of

shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.

- 2.2** Unless otherwise provided in these Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3** Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate ten per cent (10%) of the total amount of the new shares to be issued, for offering in the ROC to the public ("**Public Offering Portion**") unless it is not necessary or appropriate, as determined by the FSC or TSE for the Company to conduct the aforementioned public offering or otherwise provided by the Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve ten percent (10%) to fifteen per cent (15%) of such new shares to be issued for subscription by the employees of the Company and its Subsidiaries (the "**Employee Subscription Portion**").
- 2.4** Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3 hereof, after allocation of the Public Offering Portion and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.
- 2.5** Subject to the provisions of the Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the shares are listed on the TSE, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.

- 2.6** The pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
- in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
 - in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;
 - in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;
 - in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
 - in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or
 - in connection with Private Placement of the securities issued by the Company.
- 2.7** The Company shall not issue any unpaid shares or partly paid-up shares.
- 2.8** Notwithstanding Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of doubt, resolution of the Members is not required.
- 2.9** Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.
- 2.10** The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

3. Redemption and Purchase of Shares

- 3.1** Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 3.2** The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law.
- 3.3** The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- 3.4** Every share certificate relating to a redeemable share shall indicate that the share is redeemable.
- 3.5** Subject to the provisions of the Applicable Law and these Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine.

- 3.6** In the event that the Company propose to purchases any share listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.
- 3.7** The redemption price may be paid in any manner authorised by Article 15.1.
- 3.8** A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.
- 3.9** The Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).
- 3.10** Subject as aforesaid, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.
- 3.11** No share may be redeemed unless it is fully paid-up.
- 3.12** Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares ("**Treasury Shares**") at the discretion of the Directors.
- 3.13** No Dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 3.14** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.
- 3.15** After the Company purchases the shares listed on the TSE, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the

total issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two (2) years.

- 3.16** Subject to Article 3.15 and the Applicable Public Company Rules, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

4. Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and these Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of these Articles:

- (a) be entitled to one vote per share;
- (b) be entitled to such Dividends as recommended by the Board and approved by the Members at general meeting;
- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

5. Share Certificates

- 5.1** Shares of the Company shall be issued in uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means.
- 5.2** If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.
- 5.3** Share may not be issued in bearer form.
- 5.4** When the Company shall issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the subscribers within thirty (30) days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.
- 5.5** Where the Company shall issue the shares in uncertificated/scripless form, the Company shall comply with the Law and the Applicable Public Company Rules to handle relevant matters, and shall deliver the shares to the subscribers by book-entry transfer within thirty (30) days after the Company is permitted by applicable listing laws and regulations to issue such shares and make a public announcement prior to the delivery.

6. Preferred Shares

- 6.1** Notwithstanding any provisions of these Articles, the Company may by Special Resolution designate one or more classes of shares with preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause the rights and obligations of Preferred Shares to be set forth in these Articles.
- 6.2** The rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:
- (a) the order of priority and fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
 - (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
 - (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
 - (e) other matters concerning rights and obligations incidental to Preferred Shares.

REGISTRATION OF SHARES

7. Register of Members

- (a) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.
- (b) In the event that the Company has shares that are not listed on the TSE, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

8. Registered Holder Absolute Owner

Except as required by law:

- (a) no person shall be recognised by the Company as holding any share on any trust; and
- (b) no person other than the Member shall be recognised by the Company as having any right in a share.

9. Transfer of Registered Shares

- 9.1** Title to shares listed on the TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).
- 9.2** All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.

- 9.3** The Board may refuse to recognise any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 9.4** The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5** The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or these Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

10. Transmission of Registered Shares

- 10.1** In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.
- 10.2** Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share, and in such case the person becoming entitled to a share shall execute in favour of such nominee an instrument of transfer in writing in the form, or as near thereto as circumstances admit, of the following:

Transfer by a Person Becoming Entitled on Death/Bankruptcy of a Member
• (the "Company")

I/We, having become entitled in consequence of the [death/bankruptcy] of [name and address of deceased Member] to [number] share(s) standing in the Register of Members of the Company in the name of the said [name of deceased/bankrupt Member] instead of being registered myself/ourselves, elect to have [name of transferee] (the "Transferee") registered as a transferee of such share(s), and I/we do hereby accordingly transfer the said share(s) to the Transferee to hold the same unto the Transferee, his or her executors, administrators and assignees, subject to the conditions on which the same were held at the time of the execution hereof; and the Transferee does hereby agree to take the said share(s) subject to the same conditions.

DATED this [] day of [], 201[]

Signed by:

In the presence of:

Transferor

Witness

- 10.3** On the presentation of the foregoing materials to the Board, accompanied by such evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.5 as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 10.4** Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

ALTERATION OF SHARE CAPITAL

11. Power to Alter Capital

- 11.1** Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to increase its authorized share capital by new shares of such amount as it thinks expedient.
- 11.2** Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares in such manner as permitted by Applicable Law; or
 - (b) convert all or any of its paid up shares into stock, and reconvert that stock into paid-up shares of any denomination; or
 - (c) subdivide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; or
 - (d) cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled in such manner as permitted by Applicable Law.
- 11.3** Subject to the Law and the Articles, the Company may from time to time by Special Resolution:
- (a) change its name;
 - (b) alter or add to the Articles;
 - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or
 - (d) reduce its share capital and any capital redemption reserve fund.
- 11.4** Subject to the Law, Article 11.5 and Article 11.6, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:
- (a) effecting any capitalization of distributable Dividends and/or bonuses and/or any

other amount prescribed under Article 16 hereof;

- (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;
- (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (d) the transferring of the whole or any essential part of the business or assets of the Company; or
- (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

11.5 Subject to the Law, the Company may be wound up voluntarily:

- (a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 11.5(a) above.

11.6 For so long as the shares are listed on the TSE, if the Company proposes to undertake:

- (a) a merger or consolidation which will result in the Company being dissolved;
- (b) a sale, transfer or assignment of all of the Company's businesses and assets;
- (c) a share swap; or
- (d) a demerger (spin off),

which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted or who pays cash or uses its assets as the consideration in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off Company is not a listed Company on the TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued shares of the Company.

11.7 Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with the Applicable Public Company Rules; provided that, for issuance of straight corporate bonds by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board and such issuance can be in a single or a series of tranches to take place within one year from the date of the resolution of the Board in accordance with the Applicable Public Company Rules.

11.8 Subject to the Law, the Company may by Supermajority Resolution, distribute its Capital Reserve, in whole or in part, by issuing new Shares which shall be distributed as bonus shares to its original Members in proportion to the number of Shares being held by each of them or by cash.

12. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of the class.

Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. To any such meeting all the provisions of the Articles relating to general meetings shall apply *mutatis mutandis*.

DIVIDENDS AND CAPITALISATION

13. Dividends

- 13.1** The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 11.4(a), Supermajority Resolution and subject to these Articles and any direction of the Company in general meeting, declare a Dividend to be paid to the Members in proportion to the number of shares held by them, and such Dividend may be paid in cash, shares or, subject to Article 13.2, wholly or partly in specie. No unpaid Dividend shall bear interest as against the Company.
- 13.2** Subject to the provisions of Article 13.1 hereof, the Directors may determine that a Dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other Company) and may settle all questions concerning such distribution, subject, however to obtaining the prior consent of any shareholder to whom it is proposed to make a distribution in specie and an assurance on the valuation of the assets for distribution from an ROC certified public accountant, prior to the Directors fixing the value of the assets for distribution. The Directors may make cash payments to some Members on the footing of the value so fixed in order to adjust the rights of Members. Without limiting the foregoing generality, the Directors may vest any such specific assets in trustees on such terms as the Directors think fit and may issue fractional shares.
- 13.3** Subject to the Law, Article 11.4(a) and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary Resolution, in general meetings. No Dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all Dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for Dividend as from a particular date, that share shall rank for Dividends accordingly.
- 13.4** Upon the final settlement of the Company's accounts, if there is "surplus profit" (as defined below), the Company shall set aside no less than five per cent (5%) as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications. The Company shall, from the surplus profit, set aside no more than zero point one per cent (0.1%) thereof as remuneration for the Directors ("**Directors' Remuneration**"). The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has

accumulated losses, the Company shall reserve an amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The “surplus profit” referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.

13.5 In determining the Company's dividend policy, the Board recognises that the Company operates in a mature industry, and has stable profit streams and a sound financial structure. In determining the amount, if any, of the Dividend or other distribution it recommends to Members for approval in any financial year, the Board:

- (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and
- (b) shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent (10%) as a general reserve, and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 14.1.

13.6 Subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 13.4 and such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.5, the Board shall recommend to Members for approval to distribute no less than ten per cent (10%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as Dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.

13.7 Dividends to the Members and the Employees' Compensation may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than fifty per cent (50%) of the total amount of such Dividend shall be paid in cash. No unpaid Dividend and compensation shall bear interest as against the Company.

13.8 The Board shall fix any date as the record date for determining the Members entitled to receive any Dividend or other distribution.

13.9 For the purpose of determining Members entitled to receive payment of any Dividend or other distributions, the Directors may provide that the Register of Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.

14. Capital Reserve and Power to Set Aside Profits

14.1 The Board may, before declaring a Dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing Dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Directors either be employed in the business of

the Company or invested in such investment as Directors may from time to time think fit, and need not be kept separate from other assets of the Company. The Directors may also, without placing the same to reserve, carry forward any profit which they decide not to distribute.

- 14.2** Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

15. Method of Payment

- 15.1** Any Dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 15.2** In the case of joint holders of shares, any Dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any Dividend paid in respect of such shares.

16. Capitalisation

Subject to the Law and Article 11.4(a), the Board may capitalise any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

17. Annual General Meetings

- 17.1** The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year. The Board shall call all annual general meetings.
- 17.2** The general meetings (including annual general meetings and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint provided that unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the TSE thereof within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

18. Extraordinary General Meetings

- 18.1** General meetings other than annual general meetings shall be called extraordinary general

meetings.

- 18.2** The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable, and the Board shall on a Member's requisition as defined in Article 18.3 forthwith proceed to convene an extraordinary general meeting of the Company.
- 18.3** A Member's requisition set forth in Article 18.2 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent (3%) of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.
- 18.4** The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office and the Company's stock affairs agent located in the ROC, and may consist of several documents in like form each signed by one or more requisitionists.
- 18.5** If the Board does not within fifteen (15) days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting, provided that if the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the TSE for its prior approval.

19. Notice

- 19.1** At least thirty (30) days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 19.2** At least fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.
- 19.3** The Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with the Applicable Public Company Rules and close its Register of Members accordingly in accordance with the Applicable Public Company Rules
- 19.4** Subject to Article 22.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 19.5** For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 19.1 and Article 19.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 19.1 and Article 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the

Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.

19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:

- (a) election or discharge of Directors,
- (b) alteration of the Memorandum or Articles,
- (c) (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
- (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,
- (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of statutory reserve, Capital Reserve and any other amount in accordance with Article 16, and
- (f) Private Placement of any equity-related securities to be issued by the Company.

19.7 The Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.

19.8 The Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

20. Giving Notice

20.1 Any Notice or document, whether or not to be given or issued under these Articles from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication, and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or to the extent permitted by the Applicable Law, may also be served by advertisement in appropriate newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of

Members and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

20.2 Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service, or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply *mutatis mutandis* to the service of any document by a Member on the Company under these Articles.

21. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of these Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Articles.

22. Quorum and Proceedings at General Meetings

- 22.1** No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.
- 22.2** The Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- 22.3** Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote at the meeting shall be decided by a show of hands.

- 22.4** If and to the extent permitted under the Cayman Islands law, nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles within thirty (30) days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 22.5** Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 22.6** Member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by the Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).

23. Chairman to Preside

Unless otherwise agreed by a majority of the Members attending and entitled to vote thereat, the Chairman, shall act as chairman at all meetings of the Members at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

24. Voting on Resolutions

- 24.1** Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. If a Member holds shares for the benefit of others, such Member needs not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of the shares he holds for himself and he may exercise his voting power separately. The qualifications, scope, methods of exercise, operating procedures and other matters in respect of exercising voting power separately shall comply with the Applicable Public Company Rules.
- 24.2** No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting.
- 24.3** Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 24.4** The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, if a general meeting is to be held outside the ROC or pursuant to the Applicable

Public Company Rules, the Company is obligated to provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

- 24.5** In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 24.4 hereof later intends to attend the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 24.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.
- 24.6** A Member who has served the Company with his voting decision in accordance with Article 24.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

25. Proxies

- 25.1** The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 25.2** An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 25.3** Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affairs agent approved pursuant to Applicable Public Company Rules, save with

respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.

- 25.4** In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 25.5** The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 24.4. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

26. Proxy Solicitation

For so long as the shares are listed on the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

27. Dissenting Member's Appraisal Right

- 27.1** Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:
- (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
 - (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
 - (c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.
- 27.2** In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then prevailing fair price.

28. Shares that May Not be Voted

28.1 Shares held:

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding Company of the Company and/or (ii) any Subsidiary of (a) the holding Company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital;

shall not carry any voting rights nor be counted in the total number of issued shares at any given time.

28.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

28.3 If the number of shares pledged by a Director at any time amounts to more than fifty per cent (50%) of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding fifty per cent (50%) of the total shares held by such Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting but shall be counted towards the quorum of the general meeting.

29. Voting by Joint Holders of Shares

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

30. Representation of Corporate Member

30.1 A corporation or non-natural person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or such non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

30.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

31. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the

Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of these Articles.

32. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

33. Number and Term of Office of Directors

- 33.1** There shall be a Board consisting of no less than five (5) and no more than nine (9) persons. The term of office for each Director shall not exceed a period of three (3) years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.
- 33.2** Unless otherwise approved by the FSC, the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.
- 33.3** In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 33.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 33.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation.
- 33.4** Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise.
- 33.5** The Directors (including Independent Directors and Directors other than Independent Directors) shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.

34. Election of Directors

- 34.1** The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 34.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 34.2** The election of Independent Directors and non-independent Directors shall be held together and the Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as “**Cumulative Voting**”) in the following manner:
- (i) the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors (including the Independent Directors and non-independent Directors) nominated for appointment at the general meeting;
 - (ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more Independent Director or non-independent Director candidates;
 - (iii) such number of Director candidates receiving the highest number of votes in the same category of Directors to be elected shall be appointed; and
 - (iv) where two or more Director candidates receive the same number of votes and as a result the total number of new Directors intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.
- 34.3** If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.
- 34.4** If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.
- 34.5** Any corporation (or other legal entity) which is a Member shall be entitled to appoint such person or persons as its representative to be elected as a Director (the “**Appointed Representative**”). The election of an Appointed Representative as a Director is subject to the approval of Members in accordance with the provisions of this Article 34.
- 34.6** Where the Appointed Representative has been elected as a Director of the Company, the corporation (or other legal entity) which is a Member which has appointed the Appointed Representative to be elected as a Director, may at any time, serve notice on the Company giving notice to replace the Appointed Representative with another person. Such replacement of the Appointed Representative as a Director (the “**Replacement**”) shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company, and will not require any shareholders’

approval. Accordingly, Articles 34.1, 34.2 and 34.5 do not apply in respect of the Replacement.

35. Removal of Directors

35.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Prior to the expiration of the term of office of the current Directors, the Members may at a general meeting re-elect all Directors, whose vote shall be calculated in accordance with Article 34.2 above. If no resolution is passed to approve that the existing Director(s) who is/are not re-elected at the general meeting shall remain in office until expiry of his/her original term of office, such non-re-elected Directors shall vacate their office with effect from the date the other Directors elected or re-elected at the same general meeting commence their office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in the next general meeting and they commence their office.

35.2 In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or these Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under the Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

36. Vacation of Office of Director

36.1 The office of Director shall be vacated if:

- (a) the Director is removed from office pursuant to Article 35.1;
- (b) the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;
- (c) the Director dies;
- (d) the Director is automatically discharged from his office in accordance with Article 33.3;
- (e) the Director resigns his office by notice in writing to the Company;
- (f) if the Director is the subject of a court order for his removal in accordance with Article 35.2; or
- (g) with immediate effect without any action required on behalf of the Company if
 - (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges;
 - (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to the Applicable Law;
 - (iii) the Director has committed an offence as specified in the ROC statute of prevention

of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;

- (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one (1) year, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
- (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years; or
- (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 36.1(g) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

36.2 In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

36.3 If any Director has, after having been elected and before his/her inauguration of the office of director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him/her within the share transfer prohibition period prior to the convention of a shareholders' meeting according to the Applicable Public Company Rules, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required.

37. Compensation of Directors

37.1 The Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules.

37.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.

37.3 The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of

profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

38. Defect in Election of Director

All acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

39. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

40. Powers of the Board of Directors

Without limiting the generality of Article 39, the Board may subject to Article 11.4:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any Company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings

and proceedings of the Board;

- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any Company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

41. Register of Directors and Officers

41.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

41.2 The Board shall, within the period of thirty (30) days from the occurrence of:

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers, cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

42. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

43. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

44. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

45. Compensation of Officers

The Officers shall receive such compensation as the Board may determine.

46. Conflicts of Interest

46.1 Any Director, or any Director's firm, partner or any Company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or Company shall be entitled to compensation as if such Director were not a Director; provided that this Article 46.1 shall

not apply to Independent Directors.

- 46.2** A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law.
- 46.3** Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- 46.4** Notwithstanding anything to the contrary contained in this Article 46, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.
- 46.5** Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors shall declare the nature of and the essential contents of his interest at the relevant meeting of the Directors.

47. Indemnification and Exculpation of Directors and Officers

- 47.1** The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons and shall not relieve their duties provided under Article 47.4.
- 47.2** The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.
- 47.3** To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year

or longer may:

- (a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or
- (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors;

within thirty (30) days after the Member(s) having made the request under the preceding clause (a) or (b), if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition, to the extent permitted under the laws of the Cayman Islands, such Member(s) may file a petition with the Taiwan Taipei District Court, ROC for and on behalf of the Company against any of the Directors.

- 47.4** Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, a Director shall assume fiduciary duty to the Company and without limitation, shall exercise due care of a good administrator in conducting the business operation of the Company. A Director shall be liable to the Company if he has acted contrary to the above. In case such action is made for himself or on behalf of another person in violation of the provisions above, the Company may, with the sanction of an Ordinary Resolution, demand the Director to pay to the Company any profit so realized by the Director as a consequence of his breaching the duties described in the preceding sentences and as if such misconduct is done for the benefit of the Company. If a Director and/or an Officer of the Company has, in the course of conducting the business operations, violated any provision of the applicable laws and/or regulations and thus caused damage to any other person, he shall be liable, jointly and severally with the Company, for the damage to such other person.

MEETINGS OF THE BOARD OF DIRECTORS

48. Board Meetings

Subject to the Applicable Public Company Rules, the Chairman may call a meeting of the Board and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. The Company shall hold, or cause to be held, regular meetings of the Board at least on a quarterly basis to review the Company's performance during the previous fiscal quarter and to decide on matters customarily requiring approval of the Board as stipulated herein. A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

49. Notice of Board Meetings

The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. Notice

of a meeting of the Board shall be deemed to be duly given to a Director if, to the extent permitted by the Applicable Law, it is given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Director's last known address or any other address given by such Director to the Company for this purpose.

50. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

51. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors. Any of the Directors may appoint another Director to represent him at any meeting of the Board if such Director is unable to do so in person for any cause. If a Director appoints a proxy then for all purposes the presence or vote of the proxy shall be deemed to be that of the appointing Director. The appointed Director may only act as the proxy of one Director only.

52. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

53. Chairman to Preside

Unless otherwise agreed by a majority of the Directors attending, the Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

54. Validity of Prior Acts of the Board

No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

55. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

56. Register of Mortgages and Charges

56.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

56.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

57. Form and Use of Seal

57.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.

57.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

57.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be used.

TENDER OFFER AND ACCOUNTS

58. Tender Offer

Within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its Litigious and Non-Litigious Agent, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the shares held by the Directors and the Members holding more than ten per cent (10%) of the total issued shares in their own names or in the names of other persons.
- (b) recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares held in their own names or in the name of other persons.

59. Books of Account

59.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

59.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

59.3 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one (1) year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.

60. Financial Year End

The financial year end of the Company shall be 31st December in each year but, subject to any direction of the Company in a general meeting, the Board may from time to time prescribe some other period to be the financial year, provided that the Board may not without the sanction of an Ordinary Resolution prescribe or allow any financial year to be longer than eighteen months.

AUDIT COMMITTEE

61. Number of Committee Members

The Company shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.

62. Powers of Audit Committee

The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment 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, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation

given thereto;

- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

VOLUNTARY WINDING-UP AND DISSOLUTION

63. Winding-Up

63.1 The Company may be voluntarily wound-up in accordance with Article 11.5.

63.2 If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

64. Changes to Articles

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by Special Resolution, alter or add to its Articles.

REDUCTION OF SHARE CAPITAL

65. Reduction of Share Capital

The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by the Law and the Applicable Public Company Rules. Any such reduction of share capital shall be effected based on the percentage of shareholding of the Members pro rata, unless otherwise provided for in the Law or the Applicable Public Company Rules.

66. Discontinuance

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.

67. Appointment of Litigious and Non-litigious Agent

For so long as the shares are listed on the TSE, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the ROC Securities and Exchange Law to handle matters stipulated in the ROC Securities and Exchange Law and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be a person who has a residence or domicile in the ROC.

【Appendices 2.】 Shareholdings of All Directors

ShunSin Technology Holdings Limited

Shareholdings of All Directors

1. The Paid-in Capital of the Company is NT\$1,054,468,000 and the number of outstanding shares issued is 105,446,800 shares.
2. Because the Company has an Audit Committee, there is no supervisor. Up to the date the suspension of register of this regular shareholder's meeting, the actual number of shares held by all directors is 63,964,800 shares, accounting for 60.66% of the total number of shares issued by the Company.
3. The Company is not subject to article 26 of the Securities and Exchange Act.

Date : 2019/4/26

Title	Name	Elected date	Shares held when elected	Current shareholding
Chairman	Foxconn (Far East) Limited Representative:Hsu, Wen-Yi	2017/6/22	64,800,000	63,964,800
Director	Foxconn (Far East) Limited Representative:Ni, Ching-Yu	2017/6/22	64,800,000	63,964,800
Director	Foxconn (Far East) Limited Representative:Yu, Che-Hung	2017/6/22	64,800,000	63,964,800
Director	Hu, Chien-Lei	2017/6/22	-	-
Independent Director	Chiu, Huang Chuan	2017/6/22	-	-
Independent Director	Ting, Hung-Hsun	2017/6/22	-	-
Independent Director	Lin, Ying-Shan	2017/6/22	-	-
Total			64,800,000	63,964,800

【Appendices 3.】 Rules of Procedures of Shareholders' Meeting



ShunSin Technology Holdings Limited

Rules of Procedures of Shareholders' Meeting

June 25,2015 Second Edition

ShunSin Technology Holdings Limited
(the "Company")
Rules of Procedures of Shareholders' Meeting
(these "Rules")

June 25,2015 Second Edition

Article 1. Basis

The Company has referenced to these Rules for compliance with Article 5 of the Taiwan Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies in order to establish a sound shareholder's meeting governance system and strengthen the supervisory and management functions.

Article 2. Scope

After becoming a public Company in the R.O.C., the procedures of the shareholders' meetings of the Company ("Shareholders' Meetings") shall be conducted in accordance with these Rules, including the agenda, operational procedures for the Shareholders' Meetings, items to be set forth in the minutes, public announcements and other matters to be complied with.

Article 3. Convention

1. A Shareholders' Meeting shall be convened by the board of directors of the Company ("Board") unless otherwise provided by applicable laws or regulations.
2. The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

3. The notice or announcement shall set forth therein the reasons for the meeting. The notice may be given by electronic transmission with the consent of the recipient thereof.
4. The following matters should be stated in the notice of the meeting and may not be proposed as an extemporary motion: election or discharge of directors, amendments to the Articles of Incorporation of the Company, dissolution, merger or spin-off of the Company, any of those provided under Paragraph 1 of Article 185 of the Taiwan Company Act ("Company Act"), any of those provided under Articles 26-1 or 43-6 of the Taiwan Securities and Exchange Act, or any of those provided under Articles 56-1 and 60-2 of the Taiwan Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
5. Shareholder(s) holding one percent or more of the total number of outstanding shares may submit in writing to the Company a proposal for discussion at an annual Shareholders' Meeting, provided that only one matter in one proposal is allowed. If more than one matter is proposed, none of the proposal shall be included in the agenda. Further, if any of the circumstances provided under Paragraph 4 of Article 172-1 of the Company Act occurs, the Board may exclude the proposal from the agenda of the Shareholders' Meeting.
6. Prior to the date the book is closed for the convention of an annual Shareholders' Meeting, the Company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting; the period for the Company to accept the submitted proposals shall not be less than ten days.
7. The number of characters of a proposal to be submitted by a shareholder shall be no more than three hundred characters, and any proposal containing more than 300 characters shall be excluded from the agenda of the Shareholders' Meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the annual Shareholders' Meeting whereat his proposal is to be discussed and shall participate in the discussion of such proposal.
8. The Company shall, prior to giving the notice of a Shareholders' Meeting, inform, by a notice, all the shareholders submitted the proposals of the proposal handling results, and shall list in the Shareholders' Meeting notice the proposals meeting the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board at the Shareholders' Meeting to be convened.

Article 4. Proxy

1. A shareholder may appoint a proxy to attend the Shareholders' Meeting on his behalf by executing a proxy instrument prepared by the Company stating therein the scope of appointment in the proxy.
2. A shareholder may only appoint one proxy under one instrument to attend the Shareholders' Meeting, and shall serve such written proxy to the Company no later than five days prior to the meeting date. In cases where the Company receives multiple proxies from one shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.
3. After the service of the proxy instrument on the Company, if the shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person, a revocation notice shall be served on the Company in writing at least one day prior to the date of the Shareholders' Meeting, otherwise, the voting power exercised by the proxy at the meeting shall remain valid.

Article 5. General Restrictions on Meeting Place and Time

The Shareholders' Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend and commence no earlier than 9:00 in the morning and no later than 3:00 in the afternoon. The election of Shareholders' Meeting place and time shall take full consideration of independent directors' opinions.

Article 6. Attendance Book and Proxies

1. The Company shall state the time for shareholders' registration, the place of the meeting reception and other necessary instructions in the notice of Shareholders' Meeting.
2. The time for registration mentioned in the preceding paragraph shall start thirty minutes before the commencement of the Shareholders' Meeting. There shall be clear direction to show the place of the meeting reception and the Company shall arrange sufficient and qualified persons to assist shareholders with the registration.
3. A shareholder, whether attending in person or by proxy, shall present the attendance card, attendance signing card or other attendance certificate to attend the Shareholders' Meeting. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. A proxy solicitor shall present other related documents to verify his identity.

4. The Company shall prepare an attendance book for shareholders to sign in. Attending shareholder may also hand in an attendance card in lieu of signing on the attendance book.
5. The Company shall prepare and make available to the attending shareholder the agenda handbooks, annual reports, attendance cards, speech note, voting cards and other relevant meeting materials. If a director is to be elected at the Shareholders' Meeting, the ballots shall also be attached to the said materials.
6. If the shareholder is a government agency or a juristic person, more than one representative thereof may attend the Shareholders' Meeting. However, if a juristic person is authorized to attend the Shareholders' Meeting on behalf of another shareholder, only one representative of such juristic person may attend the meeting.

Article 7. Chairperson of Shareholders' Meetings and Substitute

1. If a Shareholders' Meeting is convened by the Board, such meeting shall be chaired by the Chairman of the Board. In case where the Chairman of the Board is on leave or for any reason is unable to exercise the powers of the Chairman, the vice chairman shall do so in place of the Chairman, or, if there is no vice chairman or the vice chairman is also on leave or for any reason is unable to act, by a managing director designated by the Chairman, or, if there is no managing director, by a director designated thereby, or, if the Chairman does not make such a designation, by a managing director or director elected by and from among themselves.
2. If the Shareholders' Meeting is chaired by a managing director or a director in accordance with the preceding paragraph, such Shareholders' Meeting shall be chaired by a managing director or a director who has acted as a director of the Company for more than six months and understands the business and financial condition of the Company. This provision shall also apply when the chairman of the Shareholders' Meeting is the representative of a corporate director.
3. In case a Shareholders' Meeting is convened by the Board of Directors, the Chairman shall preside over the meeting in person, and more than half of the directors of the Board of Directors, at least one independent director shall attend the meeting in person, and at least one representative of all members of the functional committee shall attend the meeting, and the attendance shall be recorded in the minutes of the shareholders' meeting.
4. Where a Shareholders' Meeting is convened by any person entitled to call the meeting other than the Board, such meeting shall be chaired by the

person so entitled or, if there are two or more persons so entitled to call the meeting, they shall choose one person from among themselves to chair the meeting.

5. The Company may appoint designated lawyers, CPAs, or other related persons to attend the Shareholders' Meeting.

Article 8. Audio or Video Recording of Shareholders' Meeting Process

1. The Company shall, commencing from the time of accepting shareholders' registration, make audio and video recording of the entire process of the shareholder registration, the Shareholders' Meeting, voting by shareholders and counting of votes.
2. The recording mentioned in the preceding paragraph shall be preserved for at least one year provided that if any shareholder files a litigation in accordance with Article 189 of the Company Act, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Article 9. Attendance and Voting at Shareholders' Meeting

1. The attendance of a shareholder shall be calculated based on the shares he holds. The number of shares present at the meeting shall equal the aggregate of shares held by the shareholders having signed in the attendance book or having submitted their attendance cards, and shares that shareholders having exercised their voting rights in writing or electronic form.
2. At the scheduled time for a Shareholders' Meeting, the chairperson shall announce the commencement of the meeting provided that if the number of shares represented by the shareholders present at the meeting fails to exceed half of the outstanding shares of the Company, the chairperson may announce that the meeting is postponed. The postponements shall be limited to twice, which shall not last for more than one hour. If, after two such delays, the number of shares represented by the shareholders present at the meeting still fails to reach one-third of the outstanding shares of the Company, the chairperson shall announce to abandon the meeting.
3. If, after two such delays as provided in the preceding paragraph, the number of shares represented by the Shareholders present at the meeting still fails to meet the quorum but reaches one-third of the outstanding shares of the Company, a provisional resolution may be passed at such meeting pursuant to paragraph 1 of Article 175 of the Company Act and another Shareholders' Meeting may be reconvened in one month by giving a notice to each shareholder of the provisional resolution.

4. If, before the Shareholders' Meeting is closed, the number of shares represented by the shareholders present at the meeting reaches one-half of the outstanding shares of the Company, the chairperson may propose the shareholders to vote on the provisional resolution passed pursuant to the preceding paragraph in accordance with Article 174 of the Company Act.

Article 10. Convention and Agenda of Shareholders' Meetings

1. Where a Shareholders' Meeting is called by the Board, the agenda of such meeting shall be prepared by the Board and such meeting shall proceed in accordance with the agenda. No modification to the agenda shall be made unless otherwise resolved at such Shareholders' Meeting.
2. The preceding paragraph shall apply mutatis mutandis to cases where a Shareholders' Meeting is convened by any person entitled to call the meeting other than the Board.
3. Before the procedure set forth in the agenda prepared pursuant to the preceding two paragraphs (including the extemporary motions) has been completely ended, the chairperson may not adjourn the meeting unless otherwise resolved at such meeting. In the event that the chairperson adjourns the meeting in violation of these Rules, other members of the Board shall immediately assist the shareholders in designating one person as chairperson to continue the meeting by a majority of votes represented by the attending shareholders.
4. The chairperson shall allow each of the proposals, and amendments, or extemporary motions proposed by the shareholders the opportunity to be fully explained and discussed, and when the chairperson is of the opinion that a proposal has been sufficiently discussed to be put to vote, the chairperson may announce the cease of discussion and bring the proposal to vote.

Article 11. Speech of Shareholders

1. When a shareholder present at the Shareholders' Meeting wishes to speak, a speech note should be filled out with summary of the speech, the shareholder's account number (or the number of attendance card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairperson.
2. If any shareholder present at the Shareholders' Meeting submits a speech note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the speech note, the contents of actual speech shall prevail.

3. Unless otherwise permitted by the chairperson, each shareholder shall not, for each item for discussion, speak more than two times (each time not exceeding five minutes). In case the speech of any shareholder violates these Rules or exceeds the scope of the item for current discussion, the chairperson may stop the shareholder from continuing delivering the speech.
4. Unless otherwise permitted by the chairperson and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, or the chairperson shall stop such interruption.
5. If a juristic shareholder designates two or more representatives to attend the Shareholders' Meeting, only one representative can speak for each item for discussion.
6. After the speech of a shareholder, the chairperson may respond by himself or appoint an appropriate person to respond.

Article 12. Voting Shares

1. The number of votes a shareholder is entitled to shall be calculated based on the shares he holds.
2. The shares held by a shareholder prohibited from exercising voting rights shall not be included when calculating the outstanding shares of the Company in respect to a resolution at the Shareholders' Meeting.
3. A shareholder who has a personal interest in any motion discussed at the Shareholders' Meeting, which interest maybe in conflict with and impair those of the Company, the shareholder shall not participate in voting on that agenda item, and shall not act as proxy of another Shareholder to exercise voting rights on that matter.
4. Those shares held by a shareholder prohibited from exercising voting rights under preceding paragraph shall not be counted in determining the number of votes represented by the Shareholders present at the said meeting.
5. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of votes represented by him/her shall not exceed 3% of the total number of voting shares of the Company; otherwise, the portion of excessive votes shall not be counted.

Article 13. Exercise of Voting Rights

1. Each Shareholder shall have one vote for each share he holds except those restricted or prohibited from exercising voting rights pursuant to Paragraph 2 of Article 179 of the Company Act.

2. The votes may be exercised in writing or by electronic form if such method for exercising the votes has been described in the notice of the Shareholders' Meeting. A shareholder exercising his votes in writing or in electronic form shall be deemed to have attended such meeting in person, but shall be deemed to have waived his votes in respect of any extemporaneous motions and the amendments to the original proposals at such meeting.
3. A shareholder who intends to vote in writing or by electronic form shall serve his declaration of such intention on the Company no later than the second day prior to the scheduled meeting date of the Shareholders' Meeting. If two or more declarations are served on the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.
4. In case a shareholder who has exercised his votes in writing or by electronic form intends to attend the Shareholders' Meeting in person, he shall, no later than the second day prior to the meeting date, serve a separate notice of intention in the same manner as the previous voting decision to revoke his previous voting decision made in exercising the votes. In the absence of a timely revocation of the previous voting decision, the votes exercised in writing or by electronic form shall prevail. In case a shareholder has exercised his votes in writing or by electronic form and has also authorized a proxy to attend the Shareholders' Meeting on his behalf, the voting exercised by the proxy for the Shareholder shall prevail.
5. Except otherwise specified in the Company Act or in the Articles of Incorporation of the Company, a resolution shall be passed by a majority of the votes represented by the shareholders present at the Shareholders' Meeting. When voting on each proposal, the chairperson or any person designated thereby shall announce the number of votes represented by the shareholders present at the Shareholders' Meeting and the shareholders shall vote proposal by proposal. If the Company is listed, the Company shall upload result of shareholders' assents, dissents and abstaining from voting to the Market Observation Post System.
6. If the chairperson puts the matter before all shareholders present at the meeting and none voices an objection to the matter, the matter is deemed approved and have the same effect as a resolution received on a poll. If objection is voiced in response to the chairperson's inquiry, such proposal should be put to vote in accordance with the preceding paragraph. Except those listed in the agenda of the meeting, any other proposals or an amendment or an substitute to an original proposal submitted by a shareholder for resolution may be discussed at such meeting only if another

shareholder has seconded such proposal and the votes represented by the proposing and the seconding shareholders have reached 1% of the votes represented by the outstanding voting shares of the Company.

7. If there is an amendment or a substitute to a proposal for resolution, the chairperson shall decide the sequence of voting. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required.
8. The persons supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairperson, provided that a person supervising the casting of votes shall be a shareholder.
9. The counting of votes with respect to the shareholders' votes or the election proposals shall be conducted in a public place at the meeting place. The result of voting, including the number of votes counted, shall be announced at the meeting upon completion of the counting of votes, and recorded in the meeting minutes.

Article 14. Election of Directors

1. Where any Director is to be elected at the Shareholders' Meeting, the election shall be conducted in accordance with the relevant rules promulgated by the Company and the results thereof, including names of the elected directors and the votes that such elected directors obtain, shall be announced at the meeting.
2. The ballots in respect of the election provided in the preceding paragraph shall be sealed and signed by the person supervising the casting of votes, and be well preserved for at least one year provided that if any shareholder files a litigation in accordance with Article 189 of the Company Act, the relevant ballots shall continue to be preserved until the litigation is concluded.

Article 15. Minutes of Shareholders' Meeting

1. Discussions and resolution at every Shareholders' Meeting shall be recorded in the meeting minutes and the minutes shall bear the signature or seal of the chairperson. A copy of the minutes shall be distributed to each shareholder within 20 days after the meeting, and the production and distribution of the meeting minutes may be done in electronic form
2. The distribution of the meeting minutes as provided in the preceding paragraph may be replaced by a public announcement made in the Market Observation Post System after the Company is listed.
3. The Shareholders' Meeting minutes shall accurately record items such as the date and the place of such meeting, name of the chairperson, the resolution

method, summary of the discussion procedure and the result thereof, and shall be well preserved during the existence of the Company.

Article 16. Public Information

1. The Company shall explicitly disclose on the meeting date in the meeting place the numbers of shares which a proxy solicitor and an agent represents in the form and manner required by the applicable rules.
2. If the matters resolved by a Shareholders' Meeting are categorized as "Material Information" pursuant to the applicable laws or regulations of the jurisdiction where the Company is listed or the rules of the Taiwan Stock Exchange, the Company shall, after been listed, upload the contents of such resolution to the Market Observation Post System within the prescribed time.

Article 17. Meeting Affairs Staff of Shareholders' Meeting

1. The staff in charge of the administrative affairs at the Shareholders' Meeting shall wear a badge or an identification card.
2. The chairperson may direct disciplinary personnel or security personnel to maintain the order of the meeting and when doing so, such personnel shall wear a badge or an identification card.
3. If public address equipment is available at the meeting place, the chairperson may stop a shareholder's speech when such speech is not given by means of the said equipment provide by the Company.
4. In case where a shareholder violates any of these Rules, ignores the chairperson's correction and interrupts the procedure of the meeting without following the order to stop, the chairperson may instruct the disciplinary personnel or the security personnel to expel such shareholder from the meeting place.

Article 18. Break and Suspension of Shareholders' Meeting

1. During the Shareholders' Meeting, the chairperson may announce a break for a period of time in his sole discretion. In any event of force majeure, the chairperson may decide to suspend the meeting and announce the time when the meeting is to be continued depending on the actual situation.
2. If the meeting place becomes unavailable for use before the procedure set forth in the agenda (including the extraordinary motions) has been completely ended, it may be resolved by the attending shareholders to continue the meeting at another place.

3. A Shareholders' Meeting may resolve to postpone the meeting for no more than, or to reconvene the meeting within, five days pursuant to Article 182 of the Company Act.

Article 19. Effective Date and Amendment

These Rules and any revision thereof shall take effect upon resolution by the Shareholders' Meeting.