

Stock Code : 6120

DARWIN PRECISIONS CORPORATION

2022 Annual General Shareholders' Meeting

Meeting Agenda (Translation)

Date: June 15, 2022

*Passion
Quality
Innovation*

DARWIN

Table of Contents

I. Meeting Procedure

II. Meeting Agenda

III. Attachments

1. 2021 Business Report
2. 2021 Audit Committee's Review Report
3. Independent Auditors' Report and 2021 Parent Company Only Financial Statements
4. Independent Auditors' Report and 2021 Consolidated Financial Statements
5. Comparison table for the Articles of Incorporation before and after amendment
6. Comparison table for the Rules of Procedures for Shareholders Meeting before and after amendment
7. Comparison table for the Handling Procedures for Acquisition or Disposal of Assets before and after amendment

IV. Appendices

1. Articles of Incorporation (Current Edition)
2. Rules and Procedures for Shareholders' Meeting (Current Edition)
3. Handling Procedures for Acquisition or Disposal of Assets (Current Edition)
4. Shareholding of Directors
5. Influence of Proposed Stock Dividend Distribution upon 2022 Operating Performance, Earnings Per Share, and Return on Investment

-----Disclaimer-----

THIS IS A TRANSLATION OF THE AGENDA FOR THE 2022 ANNUAL GENERAL SHAREHOLDERS' MEETING OF DARWIN PRECISIONS CORPORATION THE TRANSLATION IS FOR REFERENCE ONLY. IF THERE IS ANY DISCREPANCY BETWEEN THE ENGLISH VERSION AND CHINESE VERSION, THE CHINESE VERSION SHALL PREVAIL.

I. Meeting Procedure

DARWIN PRECISIONS CORPORATION

2022 Annual General Shareholders' Meeting Procedure

- Call Meeting to Order
- Chairman's Address
- Report Items
- Recognition Items
- Discussion Item
- Extraordinary Motions
- Meeting Adjourn

II. Meeting Agenda

DARWIN PRECISIONS CORPORATION 2022 Annual General Shareholders' Meeting Agenda

Time: 9:00 a.m., June 15, 2022, Wednesday

Means: Physical Shareholders Meeting

Place: Meeting Room in GIS HSP Convention Center EINSTIEN Room
(2F, No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City, Taiwan)

- 1 、 Call Meeting to Order
- 2 、 Chairman's Address
- 3 、 Report Items
 - (1) To report the business of 2021
 - (2) Audit Committee's Review Report of 2021
- 4 、 Recognition Items
 - (1) To accept 2021 Business Report and Financial Statements
 - (2) To accept the proposal for 2021 deficit compensation
- 5 、 Discussion Item
 - (1) To amend the Articles of Incorporation
 - (2) To amend the Rules of Procedures for Shareholders Meeting
 - (3) To amend the Handling Procedures for Acquisition or Disposal of Assets
- 6 、 Extraordinary Motions
- 7 、 Meeting Adjourn

Report Items

1. To report the business of 2021

Explanation: The 2021 Business Report is attached hereto as Attachment 1 (pages 6~8).

2. Audit Committee's Review Report of 2021

Explanation: The Audit Committee's Review Report is attached hereto as Attachment 2 (page 9).

Recognition Items

1. To accept 2021 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanation:

- (1) The 2021 Financial Statements were audited by the independent auditors, Shyh-Huar Kuo and Chun-Yuan Wu of KPMG.
- (2) For the 2021 Business Report, Independent Auditors' Report, and Financial Statements thereto, please refer to Attachment 1 (pages 6~ 8) and Attachments 3-4 (pages 10~ 27).

Resolution:

2. To accept the proposal for 2021 deficit compensation (Proposed by the Board of Directors)

Explanation:

- (1) The beginning balance of deficit yet to be compensated is NT\$0 and plus the 2021 net loss after tax is NT\$649,230,702 and then may propose to compensate the deficit by the Capital Surplus-Changes in equity of associates and joint ventures accounted for using the equity method of NT\$649,230,702. After the appropriation, the deficit yet to

be compensated is NT\$0 at the end of 2021. It is proposed not to distribute dividend for 2021.

(2) The Proposal for Deficit Compensation Statement is as follows :

DARWIN PRECISIONS CORPORATION
2021 Deficit Compensation Statement

Items	Unit : NTD Amount
Beginning balance of deficit yet to be compensated	0
Less: 2021 net loss, after tax	(649,230,702)
Deficit to be compensated—at the end of 2021	(649,230,702)
Appropriation items:	
Capital Surplus-Changes in equity of associates and joint ventures accounted for using the equity method	649,230,702
Deficit yet to be compensated after the appropriation	0

Resolution:

Discussion Item

I. To amend the Articles of Incorporation (Proposed by the Board of Directors)

Explanation:

- (1) To comply with Company Act and meet the operational needs. It is proposed to amend certain articles of the Articles of Incorporation of the Company.
- (2) Comparison table for before and after the amendments of the Articles of Incorporation, please refer to Attachment 5 (page 28~ 29).

Resolution:

2.To amend the Rules of Procedures for Shareholders Meeting (Proposed by the Board of Directors)

Explanation:

- (1) To comply with Regulations Governing the Administration of Shareholder Services of Public Companies and meet the operational needs. It is proposed to amend certain articles of the Rules of Procedures for Shareholders Meeting of the Company.
- (2) Comparison table for before and after the amendments of the Rules of Procedures for Shareholders Meeting, please refer to Attachment 6(pages 30~33).

Resolution:

3.To amend the Handling Procedures for Acquisition or Disposal of Assets (Proposed by the Board of Directors)

Explanation:

- (1) To comply with Regulations Governing the Acquisition and Disposal of Assets by Public Companies and meet the operational needs. It is proposed to amend certain articles of the Handling Procedures for Acquisition or Disposal of Assets of the Company.
- (2) Comparison table for before and after the amendments of the Handling Procedures for Acquisition or Disposal of Assets, please refer to Attachment 7(pages 34~42).

Resolution:

Extraordinary Motions

Meeting Adjourn

Attachment 1

2021 Annual Business Report

In 2021, DARWIN has built a solid foundation in terms of manufacturing quality and capacity, and has gained the trust and recognition of its customers. Even though the global economy was heavily impacted by the COVID-19 pandemic, the demand for notebook computers and desktop PCs was driven by the stay-at-home economy, and total revenue still showed significant growth.

Apart from the overall shortage and price increase in the components and raw materials, the appreciation of the New Taiwan Dollar has further exacerbated an increase in operating costs for the Company. Therefore, the Company must speed up the adjustment of its operations strategy, actively improve costs, enhance efficiency, and continue to enhance the research and development of core technologies to enter more diversified industrial applications. By strengthening the competitiveness of its products and business, the Company seeks to gradually move towards the goal of long-term profitability.

Consolidated revenue for 2021 was NT\$20.28 billion, a 42% increase from 2020, with net operating loss of NT\$1.28 billion, net loss after tax of NT\$650 million, and basic loss per share of NT\$0.98.

Looking back at 2021, the key achievements and progress of the Company's strategic initiatives are as follows:

- **Manufacturing:**

The Company has been converting the consistently uncompetitive product lines of its Suzhou plant. At the same time, the expansion of Line 5 in Xiamen's MNT production line has been completed. Investments have been made on building up Line 6 and Line 7 to meet customer and market demand and to increase the Xiamen plant's operational capacity.

- **Precision Components:**

Deepen microstructure technical know-how, develop high brightness Fly Cut light guide components and introduce it into customer's product line for mass production. Develop mini-LED Guiding Lens for customer's notebook product verification. Front light guide plate combined with reflective LCD or electronic paper, introduced into e-readers or outdoor display products. With regards to fine metal mask (FMM), the Company is focused on the development of high-resolution OLED mobile phones. In addition, the Company has been actively developing large format fine metal masks (FMM) for large size OLED display (>10") products to meet the trend of increasing size of AMOLED displays in the future.

- **Systems integration:** The Company is expanding applications in smart transportation and has completed an industry innovation project to provide intelligent display solutions for cruise passenger flow control in Kaohsiung Penglai Cruise Terminal. At the same time, the Company is constructing demonstration sites for intelligent bus stop signs and shelters.

Overall Business Environment and Industry Trends:

- With the continued spread of the COVID-19 pandemic, as vaccination rates continue to increase and the incidences of severe symptoms from new variants decreases, some countries are gradually moving toward relaxing regulations. However, some countries are still strictly adhering to a zero-COVID policy, coupled with the war in Ukraine, as well as the overall state of the global economy undergoing rising inflation and supply chain disruptions, the industry is predicted to have a conservative outlook in the first half of 2022, while the second half of the year is still full of uncertainty.

- In terms of new technologies and applications, electric vehicles will replace fuel-powered vehicles as a major trend in industry development. 5G, AI, AIoT, and block chain will also lead to industry transformations in new applications, and the related industrial ecosystem, such as new technologies for displays, semiconductors, and sensor components, will also lead to technological shifts and competition. DARWIN must leverage its prowess in display, system integration, and precision components as the key elements for the next stage of the Company's development and growth. Providing key products, components, and services in the wave of new emerging industries will bring opportunities for the Company to transform and upgrade.

Business Strategy and Future Outlook

Looking ahead to 2022, the Company will optimize profitability and continue to develop key technologies as the key axis of its operations:

1. Optimize profitability: Enhance the automation capacity of NB modules in Wujiang plant and optimize product portfolios; complete the construction of Line6 and Line7 capacity in Xiamen plant; double the capacity of Taiwan automotive display module assembly line. Continuously review and streamline uncompetitive production lines.
2. Key technology development:
 - For the product development of the second-gen anti-peeping light guide plate (Privacy Gen II), the second generation seeks to ensure the angle distribution is in line with the TUV specifications for a more comfortable visual experience for users.
 - The development of high-brightness ultra-power-saving light guide plates made with fly-cutting technology (Fly-cut Gen I) has gradually increased in scale and market share. The energy efficiency of the first generation has improved by 10-15%, and we are now planning for the second generation, with a target energy efficiency of 40%.
 - For high-end display products, we have completed the development of optical components by leveraging our competitive advantage in advanced Micro-Lens technology, including Mini Lens Sheet, Guiding Lens and other high-end light guide products, and launched a series of Mini LED products to help customers effectively reduce the thickness and cost of products and further implement new technology for high-end products.
 - By utilizing the design and processing of precision microstructures, we have developed a nearly transparent front light source that can be applied to traditional e-readers as well as next-generation reflective LCDs.
 - Smart mobile solutions: Extend applications in intelligent display solutions for cruise passenger flow control in Kaohsiung Penglai Cruise Terminal, and continuously drive commercial applications for smart mobility.
 - POS device based on modular design. With the modular design, different components can be used according to the actual needs of customers to form a variety of products, thus providing more choices for end-users.
 - For the precision components business (fine metal mask, FMM), the Company seeks to develop production and R&D for its 6th generation line of high-resolution products, and the technology of WQHD high-resolution smartphone products has reached the industry standard. For large AMOLED products, the Company intends to complete the development of 15.6" 4K2K FMM samples, and then cooperate with customers to develop RGB AMOLED displays into IT products.

Apart from the intensification of industry competition, increasing operating and raw material costs, rising worldwide inflation and geopolitical uncertainty has culminated in the emergence of a new crisis in the supply chain. In the face of this turbulent environment, DARWIN will continue to spearhead stable business practices to accelerate the development of further breakthroughs in the superior deployment of cutting-edge technologies. It will also actively develop advantageous upstream and downstream industries, and continue to expand new customers, new businesses, and new fields of applications. DARWIN is committed to the improvement of operating efficiency and profitability in order to reciprocate the support of shareholders, take care of employees, and actively give back to the society. We manifest this through concretely implementing the company's sustainable development business philosophies.

Kuo-Hsin (Michael) Tsai,
Chairman

Sheng-Kai (SK) Huang,
President

Kuo-Tai Ching,
Chief Accounting Officer

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's Business Report, Financial Statements, and Deficit Compensation Statement Proposal for the year of 2021. Shyh-Huar Kuo and Chun-Yuan Wu, Certified Public Accountants of KPMG, have audited the Financial Statements. The 2021 Business Report, Financial Statements, and Deficit Compensation Statement Proposal have been reviewed and determined to be correct and accurate by the Audit Committee of DARWIN PRECISIONS CORPORATION. I, as the Chair of the Audit Committee, hereby submit this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

DARWIN PRECISIONS CORPORATION

Chair of the Audit Committee meeting

I-Shih Chen
April 21, 2022

Attachment 3

Independent Auditors' Report

To the Board of Directors of DARWIN PRECISIONS CORPORATION:

Opinion

We have audited the financial statements of Darwin Precision Corp. (“the Company”), which comprise the balance sheets as of December 31, 2021 and 2020, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company 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 judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to individual financial report Note 4(15) and Note 6(16) of the financial statements for accounting policies on revenue recognition and revenue recognition, respectively.

Description of key audit matter:

Revenue is recognized when the control over a product has been transferred to the customer as specified in each individual contract with customers. The Group recognizes revenue depending on the various sales terms in each individual contract with customers to ensure the performance obligation has been satisfied by transferring control over a product to a customer. In addition, the Group operates in an industry in which sales revenue is easily influenced by various external factors such as supply and demand of the market, which may impact the recognition of revenue. Therefore, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures include ensuring the transaction conditions and revenue of the sale contracts have been properly recorded; random sampling of sales transactions within a certain period before and after the financial reporting date; analyzing the client contract of the sample; and evaluating the transaction conditions contained in the sales contract to confirm that revenue recognition has been recorded in an appropriate period.

2. Impairment of long-term non-financial assets (excluding goodwill)

Refer to Note 4(13) "Impairment of nonfinancial assets", Note 5(1) "Critical accounting judgments and key sources of estimation and assumption uncertainty", and Note 6(7) Impairment-non-financial assets of estimation" to the financial statements.

Description of key audit matter:

The Company operates in an industry with high investment costs, and may experience volatility in response to changes in the external market; hence, it is important to assess the impairment of its long-term non-financial assets. The impairment assessment includes identifying cash-generating units, determining a valuation model, determining those significant assumptions, and computing the recoverable amounts. With the complexity of the impairment assessment process and the involvement of significant management judgment regarding the assumptions used, impairment assessment one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures included understanding and testing the Company's controls surrounding the impairment assessment and testing process; assessing whether there are impairment indications for the identified cash-generating units of the Company and its related assets; understanding and assessing the appropriateness of the valuation model used by the management in the impairment assessment and the significant assumptions used to determine related assets' future cash flows projection, useful lives, and weighted-average cost of capital; retrospectively reviewing the accuracy of assumptions used in prior-period estimates and performing a sensitivity analysis of key assumptions and results; we also appointed an inquiry of the management and identified any event after the balance sheet date to determine whether it is able to affect the results of the impairment assessment.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statement. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Shyh-Huar Kuo and Chun-Yuan Wu.

KPMG

Taipei, Taiwan (Republic of China)
February 8, 2022

Notes to Readers

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

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION
Statements of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		<u>2021</u>		<u>2020</u>	
		Amount	%	Amount	%
4000	Operating Revenue (Note 6(16) and 7)	\$ 10,740,173	100	10,126,794	100
5000	Operating Costs (Note 6(5), (12), (17), Note 7 and 12)	10,767,523	100	10,312,062	102
	Gross loss from operations	<u>(27,350)</u>	-	<u>(185,268)</u>	(2)
6000	Operating expenses (Note 6(3), (12), (17), Note 7 and 12):				
6100	Selling expenses	183,107	2	198,114	2
6200	Administrative expenses	331,897	3	353,114	3
6300	Research and development expenses	321,001	3	291,524	3
		<u>836,005</u>	8	<u>842,752</u>	8
	Loss from Operations	<u>(863,355)</u>	(8)	<u>(1,028,020)</u>	(10)
7000	Non-operating income and expenses:				
7100	Interest income (Note 6(18))	1,431	-	5,497	-
7010	Other income (Note 6(18) and 7)	163,314	2	70,398	1
7020	Other gains and losses (Note 6(18) and 7)	19,295	-	6,997	-
7050	Finance costs (Note 6(18))	(36,790)	-	(37,521)	-
7070	Share of profit (losses) of subsidiaries, associates, and joint ventures accounted for using the equity method, net (Note 6(6))	43,984	-	(445,639)	(5)
		<u>191,234</u>	2	<u>(400,268)</u>	(4)
7900	Loss before income tax	(672,121)	(6)	(1,428,288)	(14)
7950	Less: income tax benefit (Note 6(13))	<u>(22,890)</u>	-	<u>(187,489)</u>	(2)
8200	Loss for the period	<u>(649,231)</u>	(6)	<u>(1,240,799)</u>	(12)
	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (Note 6(2) and (14))	-	-	4,600	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(82,195)	(1)	141,865	1
8399	Income tax related to items that may be reclassified subsequently (Note 6(13))	16,439	-	(28,373)	-
	Total items that may be reclassified subsequently to profit or loss (Note 6(14))	<u>(65,756)</u>	(1)	<u>113,492</u>	1
8300	Other comprehensive income(loss), net of tax	<u>(65,756)</u>	(1)	<u>118,092</u>	1
8500	Total comprehensive income (loss) for the year	<u>\$ (714,987)</u>	<u>(7)</u>	<u>(1,122,707)</u>	<u>(11)</u>
	Earnings (loss) per share (NT dollars) (Note 6(15))				
9750	Basic earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	
9850	Diluted earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION
Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings				Other components of equity				
	Ordinary Shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings (Accumulated deficit)	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		Total	Total equity
Balance at January 1, 2020	\$ 6,655,551	4,308,845	604,164	795,270	(190,141)	1,209,293	(1,120,237)	(2,500)	(1,122,737)	11,050,952	
Appropriation and distribution of retained earnings:											
Legal reserve used to cover accumulated deficits	-	-	(190,141)	-	190,141	-	-	-	-	-	-
	-	-	(190,141)	-	190,141	-	-	-	-	-	-
Loss for the year	-	-	-	-	(1,240,799)	(1,240,799)	-	-	-	-	(1,240,799)
Other comprehensive income for the year	-	-	-	-	-	-	113,492	4,600	118,092	118,092	
Total comprehensive income (loss) for the year	-	-	-	-	(1,240,799)	(1,240,799)	113,492	4,600	118,092	(1,122,707)	
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	-	-	-	4,600	4,600	-	(4,600)	(4,600)	-	
Balance at December 31, 2020	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245	
Balance at January 1, 2021	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245	
Appropriation and distribution of retained earnings:											
Capital surplus used to cover accumulated deficits	-	(822,176)	-	-	822,176	822,176	-	-	-	-	-
Legal reserve used to cover accumulated deficits	-	-	(414,023)	-	414,023	-	-	-	-	-	-
	-	(822,176)	(414,023)	-	1,236,199	822,176	-	-	-	-	-
Loss for the year	-	-	-	-	(649,231)	(649,231)	-	-	-	-	(649,231)
Other comprehensive income for the year	-	-	-	-	-	-	(65,756)	-	(65,756)	(65,756)	
Total comprehensive income (loss) for the year	-	-	-	-	(649,231)	(649,231)	(65,756)	-	(65,756)	(714,987)	
Balance at December 31, 2021	\$ 6,655,551	3,486,669	-	795,270	(649,231)	146,039	(1,072,501)	(2,500)	(1,075,001)	9,213,258	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

DARWIN PRECISIONS CORPORATION
Statements of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	<u>2021</u>	<u>2020</u>
Cash flows from (used in) operating activities:		
Loss before income tax	\$ (672,121)	(1,428,288)
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	346,956	392,836
Expected credit gain	-	(28)
Interest expense	36,790	37,521
Interest income	(1,431)	(5,497)
Dividend income	(1,768)	(2,350)
Share of loss (profit) of subsidiaries, associates and joint ventures accounted for using the equity method	(43,984)	445,639
Gain on disposal of property, plant and equipment, net	(24,444)	(389)
Total adjustments to reconcile profit	<u>312,119</u>	<u>867,732</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in accounts receivable	50,589	(83,757)
(Increase) decrease in accounts receivable from related parties	(452,014)	444,115
Increase in other receivables	(26)	(3)
(Increase) decrease in other receivable from related parties	(884,554)	90,935
Decrease (increase) in inventories	94,316	(62,799)
Decrease in prepaid assets	4,947	10,887
Decrease in other current assets	7,158	6,064
Total changes in operating assets	<u>(1,179,584)</u>	<u>405,442</u>
Changes in operating liabilities:		
(Decrease) Increase in accounts payable	(130,131)	95,436
Increase (decrease) in accounts payable to related parties	140,173	(434,129)
Decrease in other payables	(89,573)	(166,128)
Increase (decrease) in other payable to related parties	822,026	(83,377)
Increase in provisions	29,505	38,055
Increase (decrease) in other current liabilities	196,356	(125,460)
Total changes in operating liabilities	<u>968,356</u>	<u>(675,603)</u>
Total changes in operating assets and liabilities	<u>(211,228)</u>	<u>(270,161)</u>
Total adjustments	<u>100,891</u>	<u>597,571</u>
Cash generated from operations	(571,230)	(830,717)
Interest received	1,431	5,497
Dividends received	352,471	421,507
Interest paid	(37,038)	(37,377)
Income taxes paid	(35,877)	(68,374)
Net cash used in by operating activities	<u>(290,243)</u>	<u>(509,464)</u>

(Continued)

	<u>2021</u>	<u>2020</u>
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	18,568
Acquisition of property, plant and equipment	(90,276)	(127,261)
Proceeds from disposal of property, plant and equipment	93,069	690
Increase in refundable deposits	(148)	(4)
Increase in prepayments for business facilities	(10,219)	(34,725)
Net cash used in investing activities	<u>(7,574)</u>	<u>(142,732)</u>
Cash flows from (used in) financing activities:		
Proceeds from long-term borrowings	1,986,000	3,620,000
Repayments of long-term borrowings	(2,037,351)	(2,977,351)
Decrease in guarantee deposits received	-	(92)
Net cash (used in) provided by financing activities	<u>(51,351)</u>	<u>642,557</u>
Net decrease in cash and cash equivalents	(349,168)	(9,639)
Cash and cash equivalents at beginning of year	<u>1,247,996</u>	<u>1,257,635</u>
Cash and cash equivalents at end of year	<u>\$ 898,828</u>	<u>1,247,996</u>

Attachment 4

Independent Auditors' Report

To the Board of Directors of Darwin Precisions Corporation:

Opinion

We have audited the consolidated financial statements of Darwin Precisions Corporation (“the Company”) and its subsidiaries (together referred to as “the Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IAS”), 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 Opinion

We conducted our audits 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' Responsibilities 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Please refer to Note 4(15) and Note 6(19) of the consolidated financial statements for accounting policies on revenue recognition and revenue recognition, respectively.

Description of key audit matter:

Revenue is recognized when the control over a product has been transferred to the customer as specified in each individual contract with customers. The Group recognizes revenue depending on the various sales terms in each individual contract with customers to ensure the performance obligation has been satisfied by transferring control over a product to a customer. In addition, the Group operates in an industry in which sales revenue is easily influenced by various external factors such as supply and demand of the market, which may impact the recognition of revenue. Therefore, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures include ensuring the transaction conditions and revenue of the sale contracts have been properly recorded; random sampling of sales transactions within a certain period before and after the financial reporting date; analyzing the client contract of the sample; and evaluating the transaction conditions contained in the sales contract to confirm that revenue recognition has been recorded in an appropriate period.

2. Impairment of long-term non-financial assets (excluding goodwill)

Refer to Note 4(13) "Impairment of nonfinancial assets", Note 5 "Critical accounting judgments and key sources of estimation and assumption uncertainty", and Note 6(7) "Impairment-non-financial assets of estimation" of the consolidated financial statements.

Description of key audit matter:

The Group operates in an industry with high investment costs, and may experience volatility in response to changes in the external market; hence, it is important to assess the impairment of its long-term non-financial assets. The impairment assessment includes identifying cash-generating units, determining a valuation model, determining those significant assumptions, and computing the recoverable amounts. With the complexity of the impairment assessment process and the involvement of significant management judgment regarding the assumptions used, impairment assessment one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures included understanding and testing the Group's controls surrounding the impairment assessment and testing process; assessing whether there are impairment indications for the identified cash-generating units of the Group and its related assets; understanding and assessing the appropriateness of the valuation model used by the management in the impairment assessment and the significant assumptions used to determine related assets' future cash flows projection, useful lives, and weighted-average cost of capital; retrospectively reviewing the accuracy of assumptions used in prior-period estimates and performing a sensitivity analysis of key assumptions and results; In addition to the above audit procedures, we have appointed specialists to evaluate the appropriateness of the weighted-average cost of capital used and related assumptions; We also performed an inquiry of the management and identified any event after the balance sheet date to determine whether it is able to affect the results of the impairment assessment.

Other Matter

The Company has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unmodified audit opinion.

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

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

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

Those charged with governance (inclusive of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Shyh-Huar Kuo and Chun-Yuan Wu.

KPMG

Taipei, Taiwan (Republic of China)
February 8, 2022

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	<u>2021</u>		<u>2020</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000 Operating Revenue (note 6(19) and 7)	\$ 20,284,221	100	14,290,244	100
5000 Operating Costs (note 6(5), (15),7 and 13)	20,287,932	100	14,634,159	102
Gross (Loss) profit from operations	<u>(3,711)</u>	-	<u>(343,915)</u>	<u>(2)</u>
6000 Operating expenses (note 6(3), (13), (15), 7 and 13):				
6100 Selling expenses	246,448	1	274,206	2
6200 Administrative expenses	705,710	3	669,016	5
6300 Research and development expenses	321,001	2	291,524	2
	<u>1,273,159</u>	<u>6</u>	<u>1,234,746</u>	<u>9</u>
Loss from Operations	<u>(1,276,870)</u>	<u>(6)</u>	<u>(1,578,661)</u>	<u>(11)</u>
Non-operating income and expenses:				
7100 Interest income (note 6(21) and 7)	84,313	-	81,635	-
7010 Other income (note 6(21) and 7)	110,918	1	95,042	1
7020 Other gains and losses (note 6(7), (21) and 7)	744,050	4	26,432	-
7050 Finance costs (note 6(21))	(37,046)	-	(38,022)	-
7060 Share of profit (losses) of associates and joint ventures accounted for using the equity method, net (note 6(6))	<u>(107,146)</u>	<u>(1)</u>	<u>5,638</u>	<u>-</u>
	<u>795,089</u>	<u>4</u>	<u>170,725</u>	<u>1</u>
7900 Loss before income tax	<u>(481,781)</u>	<u>(2)</u>	<u>(1,407,936)</u>	<u>(10)</u>
7950 Less: income tax expense (benefit) (note 6(16))	<u>167,450</u>	<u>1</u>	<u>(167,137)</u>	<u>(1)</u>
8200 Loss for the period	<u>(649,231)</u>	<u>(3)</u>	<u>(1,240,799)</u>	<u>(9)</u>
Other comprehensive income:				
8310 Items that will not be reclassified subsequently to profit or loss				
8316 Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (note 6(2) and (17))	-	-	4,600	-
8360 Items that may be reclassified subsequently to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(82,195)	-	141,865	1
8399 Income tax related to items that may be reclassified subsequently (note 6(16))	<u>16,439</u>	<u>-</u>	<u>(28,373)</u>	<u>-</u>
Total items that may be reclassified subsequently to profit or loss (note 6(17))	<u>(65,756)</u>	<u>-</u>	<u>113,492</u>	<u>1</u>
8300 Other comprehensive income (loss), net of tax	<u>(65,756)</u>	<u>-</u>	<u>118,092</u>	<u>1</u>
8500 Total comprehensive income (loss) for the year	<u>\$ (714,987)</u>	<u>(3)</u>	<u>(1,122,707)</u>	<u>(8)</u>
Earnings (loss) per share (NT dollars) (note 6(18))				
9750 Basic earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	
9850 Diluted earnings (loss) per share	<u>\$ (0.98)</u>		<u>(1.86)</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent						Other components of equity			
	Share capital		Retained earnings				Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income			
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings (Accumulated deficit)	Total	Exchange differences on translation of foreign financial statements	Total	Total equity	
Balance at January 1, 2020	\$ 6,655,551	4,308,845	604,164	795,270	(190,141)	1,209,293	(1,120,237)	(2,500)	(1,122,737)	11,050,952
Appropriation and distribution of retained earnings:										
Legal reserve used to cover accumulated deficits	-	-	(190,141)	-	190,141	-	-	-	-	-
Loss for the year	-	-	-	-	(1,240,799)	(1,240,799)	-	-	-	(1,240,799)
Other comprehensive income (loss) for the year	-	-	-	-	-	-	113,492	4,600	118,092	118,092
Total comprehensive income (loss) for the year	-	-	-	-	(1,240,799)	(1,240,799)	113,492	4,600	118,092	(1,122,707)
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	-	-	-	4,600	4,600	-	(4,600)	(4,600)	-
Balance at December 31, 2020	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245
Balance at January 1, 2021	\$ 6,655,551	4,308,845	414,023	795,270	(1,236,199)	(26,906)	(1,006,745)	(2,500)	(1,009,245)	9,928,245
Appropriation and distribution of retained earnings:										
Capital surplus used to cover accumulated deficits	-	(822,176)	-	-	822,176	822,176	-	-	-	-
Legal reserve used to cover accumulated deficits	-	-	(414,023)	-	414,023	-	-	-	-	-
Loss for the year	-	-	-	-	(649,231)	(649,231)	-	-	-	(649,231)
Other comprehensive income (loss) for the year	-	-	-	-	-	-	(65,756)	-	(65,756)	(65,756)
Total comprehensive income (loss) for the year	-	-	-	-	(649,231)	(649,231)	(65,756)	-	(65,756)	(714,987)
Balance at December 31, 2021	\$ 6,655,551	3,486,669	-	795,270	(649,231)	146,039	(1,072,501)	(2,500)	(1,075,001)	9,213,258

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows from (used in) operating activities:		
Loss before income tax	\$ (481,781)	(1,407,936)
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,090,465	1,092,621
Expected credit (gain) loss	(2,318)	2,283
Gain on financial instruments at fair value through profit of loss	(63,945)	(140,633)
Interest expense	37,046	38,022
Interest income	(84,313)	(81,635)
Dividend income	(1,768)	(2,350)
Share of (profit) loss of associates and joint ventures accounted for using equity method	107,146	(5,638)
Gains on disposal of right-of-use asset	(8,294)	-
Gains on disposal of property, plant and equipment, net	(714,552)	(7,152)
Impairment loss on non-financial assets	-	8,669
Others	(143)	-
Total adjustments to reconcile profit	359,324	904,187
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in Financial assets at fair value through profit or loss	123,166	36,592
Decrease (Increase) in notes and accounts receivable	269,315	(749,446)
(Increase) Decrease in accounts receivable from related parties	(521,930)	432,342
Decrease in other receivables	1,164	776
Decrease in other receivable from related parties	461,684	124,618
(Increase) in inventories	(161,489)	(215,999)
(Increase) Decrease in other current assets	(5,418)	29,382
Decrease (Increase) in other noncurrent assets	4,350	(5,270)
Total changes in operating assets	170,842	(347,005)
Changes in operating liabilities:		
Increase in accounts payable	707,389	956,509
Increase (Decrease) in accounts payable to related parties	10,862	(173,138)
Decrease in other payables	(42,925)	(13,398)
Increase (Decrease) in other payable to related parties	3,421	(243,274)
Increase in provisions	15,748	69,442
Increase (Decrease) in other current liabilities	34,876	(14,314)
Increase in other noncurrent liabilities	44,904	20,370
Total changes in operating liabilities	774,275	602,197
Total changes in operating assets and liabilities	945,117	255,192
Total adjustments	1,304,441	1,159,379
Cash generated from operations	822,660	(248,557)

(Continued)

	<u>2021</u>	<u>2020</u>
Interest received	61,967	77,827
Dividends received	1,768	2,350
Interest paid	(37,235)	(37,878)
Income taxes paid	(126,302)	(68,641)
Net cash provided (used in) by operating activities	<u>722,858</u>	<u>(274,899)</u>
Cash flows from (used in) investing activities:		
Acquisition of financial assets at fair value through profit or loss	-	(2,428,945)
Proceeds from disposal of financial assets at fair value through profit or loss	551,841	3,342,642
Acquisition of financial assets at amortised cost	(695,648)	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	18,568
Acquisition of property, plant and equipment	(798,118)	(895,971)
Proceeds from disposal of property, plant and equipment	1,214,515	34,577
Proceed from disposal of right-of-use assets	12,752	-
Increase in prepayments for business facilities	(10,219)	(34,725)
Decrease (Increase) in refundable deposits	3,878	(3)
Net cash provided by investing activities	<u>279,001</u>	<u>36,143</u>
Cash flows from (used in) financing activities:		
Proceeds from short-term borrowings	173,426	-
Repayments of short-term borrowings	(130,000)	-
Proceeds from long-term borrowings	1,986,000	3,620,000
Repayment of long-term borrowings	(2,037,351)	(2,977,351)
Payment of lease liabilities	(4,857)	(16,143)
Increase in guarantee deposits received	19,546	1,810
Net cash provided by financing activities	<u>6,764</u>	<u>628,316</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(47,871)</u>	<u>156,588</u>
Net increase in cash and cash equivalents	960,752	546,148
Cash and cash equivalents at beginning of year	<u>4,997,976</u>	<u>4,451,828</u>
Cash and cash equivalents at end of year	<u>\$ 5,958,728</u>	<u>4,997,976</u>

Attachment 5

DARWIN PRECISIONS CORPORATION Comparison Table for the Articles of Incorporation Before and After Amendment

After amendment	Before amendment	Reason of amendment
<p>Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting. <u>The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.</u> <u>The Shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.</u></p>	<p>Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting. <u>The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.</u></p>	To comply with the amendments of the Company Act and meet the operational needs.
<p>Article 13-1: A director may appoint <u>another director</u> by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.</p>	<p>Article 13-1: A director may appoint <u>another person</u> by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.</p>	To adjust wording for clearly
<p>Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made</p>	<p>Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made</p>	To add date of revision

After amendment	Before amendment	Reason of amendment
<p>on October 30, 1997. The seventh amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019. <u>The thirtieth amendment was made on June 15, 2022.</u></p>	<p>on October 30, 1997. The seventh amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019.</p>	

Attachment 6

DARWIN PRECISIONS CORPORATION

Comparison Table for the Rules of Procedures for Shareholders Meeting

Before and After Amendment

After amendment	Before amendment	Reason of amendment
<p>2. Shareholders meeting shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, <u>and the shares checked in on the virtual meeting platform</u>, plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	<p>2. Shareholders meeting shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p>	To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies
<p>4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.</p> <p><u>The restrictions on the place of the provision in the preceding paragraph shall not apply when the Company convenes a virtual-only shareholders meeting, and shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.</u></p> <p><u>When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.</u></p>	<p>4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.</p>	To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies
<p>7. The shareholders meeting, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p> <p><u>Where a shareholders meeting is held</u></p>	<p>7. The shareholders meeting, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.</p>	To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies

After amendment	Before amendment	Reason of amendment
<p><u>online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.</u></p>		
<p>8. The chair shall call the meeting to order at the appointed meeting time <u>and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.</u> However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. <u>If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.</u></p> <p>If the quorum is not met after two postponements <u>as referred to in the preceding paragraph,</u> but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. <u>In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company.</u></p> <p>...(omitted)</p>	<p>8. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.</p> <p>...(omitted)</p>	<p>To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies</p>
<p>(deleted)</p>	<p><u>12. Attending shareholders shall bear the obligations of complying with the</u></p>	<p>To delete this article</p>

After amendment	Before amendment	Reason of amendment
	<u>meeting rules, obeying resolutions of the meeting and maintaining order at the meeting place.</u>	
<p><u>12. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting.</u> When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p>	<p>13. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.</p>	<p>To adjust wording and the serial number of article</p>
<p><u>13. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Article 10 to 12 do not apply.</u></p>		<p>To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public Companies and add this article</p>
(deleted)	<p><u>15. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.</u></p>	<p>To delete this article</p>
<p>15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. ...(omitted)</p>	<p>16. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. ...(omitted)</p>	<p>To adjust the serial number of article</p>
<p><u>16. When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.</u> <u>In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and</u></p>		<p>To comply with the amendments of the Regulations Governing the Administration of Shareholder Services of Public</p>

After amendment	Before amendment	Reason of amendment
<u>elections shall be announced immediately.</u>		Companies and add this article
<p>22. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders meeting, <u>provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda.</u> The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.</p> <p>...(omitted)</p> <p><u>When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.</u></p> <p><u>A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.</u></p> <p>...(omitted)</p>	<p>22. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.</p> <p>...(omitted)</p> <p><u>Where a proposal submitted by a shareholder is reviewed by the board of directors and is not subject to any one of the following matters, such proposal shall be listed in the notice of a meeting of the current regular shareholders meeting:</u></p> <p>(1) <u>Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;</u></p> <p>(2) <u>Where the number of shares of the company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the company;</u></p> <p>(3) <u>Where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders proposals;</u></p> <p>(4) <u>Where the said proposal containing more than 300 words (including punctuation marks) or more than one matters in a single proposal.</u></p> <p><u>A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors.</u></p> <p>...(omitted)</p>	To adjust wording

Attachment 7

DARWIN PRECISIONS CORPORATION

Comparison Table for the Handling Procedures for Acquisition or Disposal of Assets Before and After Amendment

After amendment	Before amendment	Reason of amendment
<p>Article 3: Appraisal Procedures</p> <p>When the Company acquires or disposes of securities investment or engages in derivatives trading, the financial department shall analyze the relevant benefits and evaluate the possible risks...(omitted)</p> <p>The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant. Where the Company acquires or disposes of securities or intangible assets or right-of-use assets thereof <u>or</u> memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph and Article 6 shall be done in accordance with Article 5, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>In addition to referring to the opinions of professional appraisers or accountants and other relevant experts in accordance with the provisions of the preceding paragraph, the price determination method and reference basis of the Company acquiring or disposing of the assets shall be handled in accordance with the following: ...(omitted)</p>	<p>Article 3: Appraisal Procedures</p> <p><u>I.</u> When the Company acquires or disposes of securities investment or engages in derivatives trading, the financial department shall analyze the relevant benefits and evaluate the possible risks...(omitted)</p> <p><u>II.</u> The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant. Where the Company acquires or disposes of securities <u>that are not traded on a centralized securities exchange market or over-the-counter trading center or private equity securities</u> or intangible assets or right-of-use assets thereof, memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF).</u></p> <p>However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph and Article 6 shall be done in accordance with Article 5, paragraph (1) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies</p>

After amendment	Before amendment	Reason of amendment																								
	<p>III. In addition to referring to the opinions of professional appraisers or accountants and other relevant experts in accordance with the provisions of the preceding paragraph, the price determination method and reference basis of the Company acquiring or disposing of the assets shall be handled in accordance with the following: ...(omitted)</p>																									
<p>Article 4: Operating Procedures (1) Authorization amount and level 1. Acquiring or Disposing of Assets, shall be handled in accordance with the provisions of <u>the Handling Procedures and</u> the attached table, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment". 2. Engaging in Derivatives Trading A. Hedge transactions: Authorization for exchange rate/interest rate transactions:</p> <table border="1" data-bbox="151 922 703 1424"> <thead> <tr> <th>Authorization Level</th> <th>Authorized Amount per transaction</th> <th>Authorization Amount per day</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Equivalent to USD5M above</td> <td>Equivalent to USD10M above</td> </tr> <tr> <td>General manager</td> <td>Equivalent to USD2.5M~5M (included)</td> <td>Equivalent to USD5M~10M (included)</td> </tr> <tr> <td>Functional Head of Finance Center</td> <td>Equivalent to USD2.5M below</td> <td>Equivalent to USD5M below</td> </tr> </tbody> </table> <p>...(omitted) 5. Others: The Company shall handle the procedures in accordance with the provisions of the internal control system and authorization schedule. When the transaction amount reaches the standard of public announcement and regulatory filing in Article 5, it shall be approved by the board of directors first, except that it can be subsequently submitted to and ratified by the next board of directors meeting <u>in accordance with the provisions of the Handling Procedures.</u> If there is any circumstance stipulated in Article 185 of the Company Law, it shall be approved by the shareholders' meeting first. ...(omitted)</p>	Authorization Level	Authorized Amount per transaction	Authorization Amount per day	Chairman	Equivalent to USD5M above	Equivalent to USD10M above	General manager	Equivalent to USD2.5M~5M (included)	Equivalent to USD5M~10M (included)	Functional Head of Finance Center	Equivalent to USD2.5M below	Equivalent to USD5M below	<p>Article 4: Operating Procedures (1) Authorization amount and level 1. Acquiring or Disposing of Assets, shall be handled in accordance with the provisions of the attached table, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment". 2. Engaging in Derivatives Trading A. Hedge transactions: Authorization for exchange rate/interest rate transactions:</p> <table border="1" data-bbox="743 889 1283 1267"> <thead> <tr> <th>Authorization Level</th> <th>Authorized Amount per transaction</th> <th>Authorization Amount per day</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>USD5M above</td> <td>USD10M above</td> </tr> <tr> <td>General manager</td> <td>USD2.5M~5M (included)</td> <td>USD5M~10M (included)</td> </tr> <tr> <td>Division Head of Finance</td> <td>USD2.5M below</td> <td>USD5M below</td> </tr> </tbody> </table> <p>...(omitted) 5. Others: The Company shall handle the procedures in accordance with the provisions of the internal control system and authorization schedule. When the transaction amount reaches the standard of public announcement and regulatory filing in Article 5, it shall be approved by the board of directors first, except that it can be subsequently submitted to and ratified by the next board of directors meeting <u>with regard to acquisition or disposal of equipment thereof held for business use.</u> If there is any circumstance stipulated in Article 185 of the Company Law, it shall be approved by the shareholders' meeting first. ...(omitted)</p>	Authorization Level	Authorized Amount per transaction	Authorization Amount per day	Chairman	USD5M above	USD10M above	General manager	USD2.5M~5M (included)	USD5M~10M (included)	Division Head of Finance	USD2.5M below	USD5M below	<p>To meet the operational needs</p>
Authorization Level	Authorized Amount per transaction	Authorization Amount per day																								
Chairman	Equivalent to USD5M above	Equivalent to USD10M above																								
General manager	Equivalent to USD2.5M~5M (included)	Equivalent to USD5M~10M (included)																								
Functional Head of Finance Center	Equivalent to USD2.5M below	Equivalent to USD5M below																								
Authorization Level	Authorized Amount per transaction	Authorization Amount per day																								
Chairman	USD5M above	USD10M above																								
General manager	USD2.5M~5M (included)	USD5M~10M (included)																								
Division Head of Finance	USD2.5M below	USD5M below																								
<p>Article 5: Public announcement and</p>	<p>Article 5: Public announcement and</p>	<p>To comply</p>																								

After amendment	Before amendment	Reason of amendment
<p>regulatory filing procedures</p> <p>Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1.Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 % or more of paid-in capital, 10 % or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2.Merger, demerger, acquisition, or transfer of shares.</p> <p>3.Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts are set out in Chapter 3, Article 14, <u>subparagraph</u> 4 of this Procedures herein.</p> <p>4.Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more.</p> <p>5.Where land is acquired under an arrangement of engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>6.Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of</p>	<p>regulatory filing procedures</p> <p><u>I.</u> Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event.</p> <p>1.Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 % or more of paid-in capital, 10 % or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2.Merger, demerger, acquisition, or transfer of shares.</p> <p>3.Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts are set out in Chapter 3, Article 14, <u>paragraph</u> 4 of this Procedures herein.</p> <p>4.Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more.</p> <p>5.Where land is acquired under an arrangement of engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.</p> <p>6.Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more</p>	<p>with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and adjust the serial number</p>

After amendment	Before amendment	Reason of amendment
<p>paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. <u>Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of ROC.</u></p> <p>B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>"Within the preceding year," as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowledge of such error or omission.</p>	<p>of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds.</p> <p>B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>The amount of transactions above shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. <p>"Within the preceding year," as used in the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.</p> <p><u>II.</u> The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p> <p><u>III.</u> When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowledge of such error or omission.</p> <p><u>IV.</u> Where any of the following circumstances occurs with respect to a</p>	

After amendment	Before amendment	Reason of amendment
<p>Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding five paragraphs, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1.Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>2.The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3.Change to the originally publicly announced and reported information.</p>	<p>transaction that the Company has already publicly announced and reported in accordance with the preceding five paragraphs, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p> <p>1.Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>2.The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>3.Change to the originally publicly announced and reported information.</p>	
<p>Article 6: Asset Appraisal Procedures ...(omitted)</p> <p>3.Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: ...(omitted)</p>	<p>Article 6: Asset Appraisal Procedures ...(omitted)</p> <p>3.Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to <u>perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and</u> render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: ...(omitted)</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies</p>
<p>Article 10: Identification basis ...(omitted)</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 3, <u>paragraph 3</u> herein. ...(omitted)</p>	<p>Article 10: Identification basis ...(omitted)</p> <p>The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 3, <u>item 2</u> herein. ...(omitted)</p>	<p>To adjust the serial number</p>
<p>Article 11: Resolution Procedure</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the</p>	<p>Article 11: Resolution Procedure</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of</p>

After amendment	Before amendment	Reason of amendment
<p>Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company can only proceed to enter into a transaction contract or make a payment after the following matters have been approved by the audit committee and the board of directors:</p> <ol style="list-style-type: none"> 1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2.The reason for choosing the related party as a transaction counterparty. 3.With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13. 4.The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5.Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. 6.An appraisal report from a professional appraiser or a CPA's opinion is obtained in compliance with the preceding article. 7.Restrictive covenants and other important stipulations associated with the transaction. <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors delegate the board chairman to decide such matters when the transaction is within <u>NT\$300 million</u> and have the decisions subsequently submitted to and ratified by the next board of directors meeting <u>in accordance with the provisions of the first paragraph of this article</u>:</p> <ol style="list-style-type: none"> 1.Acquisition or disposal of equipment or right-of-use assets thereof held for business 	<p>Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, <u>the executive unit</u> of the Company can only proceed to enter into a transaction contract or make a payment after the following matters have been approved by the audit committee and the board of directors:</p> <ol style="list-style-type: none"> 1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2.The reason for choosing the related party as a transaction counterparty. 3.With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with <u>the excluded Article of Article 12 and Article 13</u>. 4.The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5.Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization. 6.An appraisal report from a professional appraiser or a CPA's opinion is obtained in compliance with the preceding article. 7.Restrictive covenants and other important stipulations associated with the transaction. <p><u>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 5, paragraph 1 herein, and items that the audit committee has approved and the board of directors need not be counted toward the transaction amount.</u></p> <p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors <u>may</u> delegate</p>	<p>Assets by Public Companies and adjust wording</p>

After amendment	Before amendment	Reason of amendment
<p>use.</p> <p>2.Acquisition or disposal of real property right-of-use assets held for business use. If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10% or more of the Company's total assets, the Company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Company and its parent company or subsidiaries or between its subsidiaries.</p> <p>The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 5, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that the shareholders' meeting has approved, the audit committee and the board of directors in accordance with the Handling Procedures need not be counted toward the transaction amount.</p>	<p>the board chairman to decide such matters when the transaction is within <u>a certain amount</u> and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <p>1.Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</p> <p>2.Acquisition or disposal of real property right-of-use assets held for business use.</p> <p>The limits of the amount shall be handled in accordance with the provisions as shown in the Attachment, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment".</p>	
<p>Article 25: ...(omitted)</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply <u>with the self-regulatory rules of the industry associations to which they belong and</u> with the following matters.</p> <p>1.Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2.When <u>conducting</u> 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.</p> <p>3.They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the</p>	<p>Article 25: ...(omitted)</p> <p>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following matters.</p> <p>1.Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>2.When <u>examining</u> 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.</p> <p>3.They shall undertake an item-by-item evaluation of the <u>comprehensiveness, accuracy</u> 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.</p>	<p>To comply with the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies</p>

After amendment	Before amendment	Reason of amendment
<p>basis for issuance of the appraisal report or the opinion.</p> <p>4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, that they have evaluated and found that the information used is <u>appropriate and</u> reasonable, and that they have complied with applicable laws and regulations.</p> <p>...(omitted)</p>	<p>4.They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, that they have evaluated and found that the information used is reasonable <u>and accurate</u>, and that they have complied with applicable laws and regulations.</p> <p>...(omitted)</p>	
<p>Article 27: The Handling Procedures shall be approved by the board of directors and further submitted to the shareholders meeting for approval and will become effective afterwards. The same shall apply to amendments to the Handling Procedures.</p> <p>After the promulgation of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on December 10, 2002, the Handling Procedures of the Company were amended. The first amendment was made on May 30, 2003; the second amendment was made on June 30, 2005; the third amendment was made on June 13, 2008; the fourth amendment was made on June 4, 2010; the fifth amendment was made on June 15, 2011; the sixth amendment was made on June 12, 2012; the seventh amendment was made on June 11, 2014; the eighth amendment was made on June 8, 2017; the ninth amendment was made on June 12, 2019; <u>the tenth amendment was made on June 15, 2022.</u></p>	<p>Article 27: The Handling Procedures shall be approved by the board of directors and further submitted to the shareholders meeting for approval and will become effective afterwards. The same shall apply to amendments to the Handling Procedures.</p> <p>After the promulgation of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on December 10, 2002, the Handling Procedures of the Company were amended. The first amendment was made on May 30, 2003; the second amendment was made on June 30, 2005; the third amendment was made on June 13, 2008; the fourth amendment was made on June 4, 2010; the fifth amendment was made on June 15, 2011; the sixth amendment was made on June 12, 2012; the seventh amendment was made on June 11, 2014; the eighth amendment was made on June 8, 2017; the ninth amendment was made on June 12, 2019.</p>	<p>To add date of revision</p>

After amendment					Before amendment					Reason of amendment
Appendix: Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment (in NTD thousands / %)					Appendix: Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment (in NTD thousands / %)					To meet the operational needs
Asset Item	Approver	Authority	Aggregate Investment Limit	Individual Investment Limit	Asset Item	Approver	Authority	Aggregate Investment Limit	Individual Investment Limit	
Real property or right-of-use assets thereof not for business use	Board of Director		10% of the equity	5% of the equity	Real property thereof not for business use	Board of Director		10% of the equity	5% of the equity	
Equity investment in 100% held subsidiaries	Board of Director	≥ 300,000	150% of the equity	150% of the equity	Strategic investment in equities	Board of Director	≥ 300,000	50% of the equity	25% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<300,000			
Equity investment in non 100% held subsidiaries	Board of Director	≥ 300,000	100% of the equity	50% of the equity	Financial investment in equities	Board of Director	≥ 200,000	50% of the equity	25% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<200,000			
Other investments in equities	Board of Director	≥ 300,000	50% of the equity	25% of the equity	Long term investment in secured bonds	Board of Director	≥ 300,000	20% of the equity	10% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<300,000			
Long term investment in secured bonds	Board of Director	≥ 300,000	20% of the equity	10% of the equity	Long term investment in unsecured bonds	Board of Director		10% of the equity	5% of the equity	
	Board of Director Chairman	<300,000				Division Head of Finance				
Long term investment in unsecured bonds	Board of Director		10% of the equity	5% of the equity	Other securities	Board of Director	≥ 300,000	10% of the equity	5% of the equity	
	Board of Director Chairman	<300,000				Board of Director Chairman	<300,000			
Short term investment in bonds and bond funds	Functional Head of Finance Center		30% of the equity	15% of the equity	Acquisition or disposal of equipment or right-of-use assets, or real property right-of-use assets thereof held for business use, and when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries.	Board of Director	≥ 300,000	10% of the equity	5% of the equity	
Other securities	Board of Director	≥ 300,000	10% of the equity	5% of the equity	Board of Director Chairman	<300,000				

Appendix 1

DARWIN PRECISIONS CORPORATION

Articles of Incorporation (Current Edition)

Chapter 1 General Rules

Article 1: The Company shall be incorporated under the Company Act, and its name shall be 達
運精密工業股份有限公司 in the Chinese language, and DARWIN PRECISIONS
CORPORATION in the English language.

Article 2: The scope of business of the Company shall be as follows:

1. CC01080 Electronics Components Manufacturing
2. CQ01010 Mold and Die Manufacturing
3. C805010 Manufacture of Plastic Sheets, Pipes and Tubes
4. F401010 International Trade
5. I501010 Product Designing
6. CC01040 Lighting Equipment Manufacturing
7. CC01120 Data Storage Media Manufacturing and Duplicating
8. C805050 Industrial Plastic Products Manufacturing
9. C805990 Other Plastic Products Manufacturing
10. CA02990 Other Metal Products Manufacturing
11. CE01990 Other Optics and Precision Instrument Manufacturing
12. CC01030 Electrical Appliances and Audiovisual Electronic Products
Manufacturing
13. ZZ99999 All business items that are not prohibited or restricted by law, except
those that are subject to special approval.

Article 3: The Company shall have its head office in Hsinchu County, and when it is determined to be necessary, upon the approval of the Board of Directors, branch offices may be established domestically or overseas.

Article 4: The Company may provide external endorsements and guarantees within the same industry or between affiliated enterprises depending upon the business needs and based on the principle of reciprocity. The operation procedure thereof shall be handled according to the Procedures for Endorsement and Guarantee of the Company.

Article 4-1: Upon the approval of the Board of Directors of the Company, the reinvestment amount of the Company in other enterprises may exceed the limit of forty percent of the paid-in capital.

Chapter 2 Shares

Article 5: The total capital of the Company shall be NTD 8,500,000,000, divided into 850,000,000 shares, at a par value of NTD 10, and the Board of Directors is authorized to perform share issuance at discrete times. An amount of NTD 200,000,000 of the total capital described in Paragraph 1 shall be reserved for the issuance of share subscription warrants, preferred shares with warrants or corporate bonds with warrants, for a total of 20,000,000 shares at a par value of NTD 10, which may be issued in discrete times according to the resolution of the Board of Directors. In the event that the Company's shares can be bought back by the Company according to the law, the Board of Directors is authorized to execute such buyback according to the laws and regulations.

Article 6: The share certificates of the Company shall be in registered form, signed or sealed by the Directors representing the Company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance.

For the shares issued by the Company, the printing of share certificates may be exempted; however, the shares shall be registered with a centralized securities depository enterprise.

Article 7: The shareholder services of the Company shall be handled according to the Company Act and the "Regulations Governing the Administration of Shareholder Services of Public Companies" and relevant laws and regulations announced by the competent authorities.

Chapter 3 Shareholders' Meeting

Article 8: The Shareholders' meeting of the Company shall be classified into two types of regular Shareholders' meeting and extraordinary Shareholders' meeting. The regular Shareholders' meeting shall be convened at least once annually, which shall be convened within six months after the end of each fiscal year by the Board of Directors. The extraordinary Shareholders' meeting shall be convened whenever necessary according to relevant laws and regulations.

Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting.

The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.

Article 9: Where a shareholder for any reasons cannot attend the Shareholders' meeting in person, he or she may appoint a proxy to attend a Shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Shareholders appointing proxies to attend meetings shall be handled according to relevant laws and regulations.

Article 10: Each shareholder of the Company shall have one voting right for each share held; however, where the Company is subject to conditions described in Article 179 of the Company Act, there shall be no voting right.

Article 11: Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 11-1: Resolutions made in a Shareholders' meeting shall be recorded in meeting minutes and shall be handled according to Article 183 of the Company Act.

Chapter 4 Board of Directors and Audit Committee

Article 12: The Company shall have five to eleven Directors, and the number of Directors shall be determined according to the resolution of the Board of Directors.

The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The term of office shall be three years, and re-election shall be permissible.

Among the number of Directors, it shall include at least three Independent Directors. Relevant matters of the professional qualification, shareholding, concurrent position restrictions nomination and election methods of the Independent Directors and other necessary requirements shall be handled according to relevant laws and regulations.

For the election of Directors, each share shall have the voting rights in number equal

to the number of Directors to be elected, and maybe cast for a single candidate or split among multiple candidates. The candidates with ballots representing greater numbers of voting rights shall be elected as the Directors. Independent Directors and non-independent Directors shall be elected at the same time; however, the number of independent directors and non-independent directors elected shall be calculated separately.

During the term of office of the Directors, the Company shall purchase liability insurances for the Directors to indemnify the liabilities resulting from exercising their duties.

Article 12-1: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, and the Audit Committee shall consist of all Independent Directors. The first term of the Audit Committee shall be established on the date when the Independent Directors are determined through an election in the regular Shareholders' meeting in 2010.

The exercise of authorities of the Audit Committee and its members as well as relevant matters shall be handled according to the Securities and Exchange Act and relevant laws and regulations.

Article 13: The Board of Directors shall elect a Chairman of the Board Directors from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors, and the Chairman shall represent the Company externally. In addition, the same method may be adopted to elect a Vice-Chairman among the Directors.

Article 13-1: A director may appoint another person by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.

Article 14: In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the proxy thereof shall be handled according to the regulation of Article 208 of the Company Act.

Article 15: The Board of Directors is authorized to determine the remuneration for all Directors, taking into account the extent and value of the services provided for the Company's operation and with reference to the standards of industry.

Chapter 5 Managerial officers

Article 16: The Company may have one President and several Vice Presidents; the appointment, discharge, and the remuneration thereof shall be handled in accordance with relevant regulations of the Company Act, the Securities and Exchange Act and the Civil Code.

Chapter 6 Accounting

Article 17: After the end of each fiscal year, the Board of Directors shall prepare various statements and reports according to relevant regulations of the Company Act and the Securities and Exchange Act, which shall also be submitted to the regular Shareholders' meeting for acceptance.

Article 18: Where the Company has a profit before tax for each fiscal year, the Company shall first reserve certain amount of the profit to recover losses for preceding years, and then set aside no less than 1% of the remaining profit for distribution to employees as remuneration and no more than 1% of the remaining profit for distribution to directors as remuneration.

Article 18-1: Where the Company plans to cease the public issuance of its shares, it shall be proposed to the Shareholders' meeting for resolution, and such clause shall not be changed during the public issuance of its shares.

Article 18-2: Where the Company has a profit at the end of each fiscal year, the Company shall first allocate the profit to pay taxes and cover accumulated losses, and then 10% of the remaining net earnings shall be allocated as the Company's legal reserve unless and until the accumulated legal reserve reaches the paid in capital. Certain amount shall be further allocated as special reserve or the special reserve shall be reversed in accordance with applicable laws and regulations or as requested by the competent authority. If there is still remaining earning, it shall be combined with the accumulated undistributed earnings for the Board of Directors to prepare an earnings distribution proposal in order to execute the distribution thereof through resolution according to the laws. Dividend distribution in the form of shares in whole or in part shall be approved by the shareholders' meeting. Dividend distribution in the form of cash shall be approved by the Board of Directors and a report of such distribution shall be submitted to the shareholders' meeting.

The Company's dividend policy is to pay dividends from surplus considering factors such as the Company's current and future investment environment, cash requirements, domestic and overseas competitive conditions and capital budget requirements, and taking into account the shareholders' interest, maintenance of a balanced dividend and the Company's long term financial plan. The shareholders' dividend distribution ratio, in principle, could be zero percent to eighty percent of the distributable earnings. The ratio of the cash dividends paid shall not be less than thirty percent of the total amount of the cash and stock dividends paid in the current year.

Article 18-3: Where the Company incurs no loss, it may distribute the legal reserve exceeding twenty-five percent of the paid-up capital and the capital reserve complying with the provision of Article 241 of the Company Act, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash. Where the Company distributing surplus earning in the form of new shares to be issued by the Company, it shall be approved by the Shareholders' meeting; if such surplus earning is distributed in the form of cash, it shall be approved by the Board of Directors and reported to the Shareholders' meeting.

Article 18-4: The employees who are entitled to the bought back shares to be transferred by the Company, employee stock option, employees remunerations in the form of shares or cash, the new shares reserved for employees subscription in the Company's share offering and restricted employee stock include employees of subsidiaries of the Company meeting certain specific qualifications and the Board of Directors or the person duly designated by the Board of Directors is authorized to decide such qualifications and allocation.

Chapter 7 Rules

Article 19: Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made on October 30, 1997. The seventh

amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019.

Appendix 2

DARWIN PRECISIONS CORPORATION Rules of Procedures for Shareholders Meeting (Current Edition)

Adopted by the regular shareholders meeting resolution on June 12, 2020

1. The rules of procedures for shareholders meeting of the Company, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
2. Shareholders meeting shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
3. The attendance and voting at a shareholders meeting shall be calculated based on the number of shares.
4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
5. Where a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chair, one of the directors shall be appointed by the chairman of the board to act as chair. When the chairman of the board does not make such a designation, the directors shall select from among themselves one person to serve as chair.
Where a shareholders meeting is convened by a party with the power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.
7. The shareholders meeting, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The recorded materials shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
8. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.
When, prior to the conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

9. Where a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

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

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

After the chair declares the meeting adjourned, shareholders shall not further elect a chair to continue the meeting at the original site or another place.
10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
11. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
12. Attending shareholders shall bear the obligations of complying with the meeting rules, obeying resolutions of the meeting and maintaining order at the meeting place.
13. When a juristic person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
14. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
15. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

16. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
17. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
18. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. In addition, on the same day after the conclusion of the shareholders meeting, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System (MOPS).
19. When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required.
20. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or armbands.

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

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.
21. The chair decides the order of discussion and voting for various proposals proposed by shareholders in the interim motion.
22. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Where a proposal submitted by a shareholder is reviewed by the board of directors and is not subject to any one of the following matters, such proposal shall be listed in the notice of a meeting of the current regular shareholders meeting:

- (1) Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;
- (2) Where the number of shares of the Company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the Company;
- (3) Where the said proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting shareholders proposals;
- (4) Where the said proposal containing more than 300 words (including punctuation marks) or more than one matter in a single proposal.

A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors.

The Company shall, prior to preparing and delivering the shareholders meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results. 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 of directors at the shareholders meeting to be convened.

23. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Any matters not specified in these Rules shall be handled in accordance with the Company Act, Articles of Incorporation of the Company, and other relevant laws and regulations.

Appendix 3

DARWIN PRECISIONS CORPORATION Handling Procedures for Acquisition or Disposal of Assets (Current Edition)

Chapter 1 General Rules

Article 1: Purpose and Legal Basis

The Company shall handle the acquisition or disposal of assets in compliance with the Procedures; provided, where financial laws or regulations provide otherwise, such provisions shall govern.

The Procedures are stipulated in accordance with Regulations Governing the Acquisition and Disposal of Assets by Public Companies.

Article 2: The term "assets" as used in these Regulations includes the following:

14. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
15. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
16. Memberships.
17. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
18. Right-of-use assets.
19. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variables; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
20. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
21. Other major assets.

Article 3: Appraisal Procedures

- I. When the Company acquires or disposes of securities investment or engages in derivatives trading, the financial department shall analyze the relevant benefits and evaluate the possible risks. For acquiring or disposing of real property and other assets, the relevant unit shall formulate a capital expenditure plan in advance, and conduct a feasibility assessment on the purpose of acquisition or disposal and the expected benefits. When the Company intends to acquire real property from a related party, it shall evaluate the reasonableness of the transaction conditions and other matters according to Chapter 2 of the Handling Procedures.
- II. The Company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the

most recent period, certified or reviewed by a certified public accountant. Where the Company acquires or disposes of securities that are not traded on a centralized securities exchange market or over-the-counter trading center or private equity securities or intangible assets or right-of-use assets thereof, memberships and the transaction amount reaches 20% or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) (ARDF). However, this requirement does not apply to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

The calculation of the transaction amounts referred to in the preceding paragraph and Article 6 shall be done in accordance with Article 5, paragraph (1) herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.

III. In addition to referring to the opinions of professional appraisers or accountants and other relevant experts in accordance with the provisions of the preceding paragraph, the price determination method and reference basis of the Company acquiring or disposing of the assets shall be handled in accordance with the following:

1. Acquiring or disposing of securities from a centralized securities exchange market or over-the-counter trading, shall be based on the current equity or bond price.
2. Acquiring or disposing of securities that are not traded on a centralized securities exchange market or over-the-counter trading, shall consider its book value per share, technology and profitability, future development potential, market interest rate, bond coupon rate and debtor's credit, etc. and the price negotiated with reference to the latest transaction price at that time.
3. Acquiring or disposing of Memberships, shall consider its potential benefits and the price negotiated with reference to the latest transaction price at that time. Acquiring or disposing of patents, copyrights, trademarks, franchise rights, and other intangible assets shall be negotiated with reference to international or market practices, the useful life and the impact on the Company's technology and business.
4. Acquiring or disposing of real property and equipment, shall be negotiated with reference to the publicly announced current value, the assessed present value, the actual transaction price or book value of the adjacent real estate, and the quotation of the supplier. When the Company intends to trade with a related party, it shall first be calculated according to the methods specified in Chapter 2 of the Handling Procedures to evaluate whether the transaction price is

reasonable.

5. Engaging in derivatives trading shall take the trading conditions of the futures market, exchange rate and interest rate trends, etc.
6. Conducting a merger, demerger, acquisition, or transfer of shares, shall consider its business nature, book value per share, asset value, technology and profitability, production capacity and future growth potential, etc.

Article 4: Operating Procedures

(1) Authorization amount and level

1. Acquiring or Disposing of Assets shall be handled in accordance with the provisions of the attached table, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment".

2. Engaging in Derivatives Trading

A. Hedge transactions: Authorization for exchange rate/interest rate transactions:

Authorization Level	Authorized Amount per transaction	Authorization Amount per day
Chairman	USD5M above	USD10M above
General manager	USD2.5M~5M (included)	USD5M~10M (included)
Division Head of Finance	USD2.5M below	USD5M below

- B. For Non-Hedge transactions, shall prepare the evaluation reports and then submit them to the meeting of the board of directors for approval.
- C. In order for the Company's authorization to cooperate with the bank's relative supervision and management, any authorized transaction personnel must inform the bank.
- D. Engaging in derivatives trading is authorized according to the preceding provisions and shall be reported to the soonest meeting of the board of directors.
3. Related party transactions shall prepare relevant information according to the provisions in Chapter 2 of the Handling Procedures and then submit to the audit committee and the board of directors' meeting for approval.
4. Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares, shall handle the relevant procedures and prepare relevant materials in accordance with the provisions of Chapter 4 of the Handling Procedures, among which mergers and consolidations, splits, acquisitions shall be conducted after the approval of the shareholders' meeting.
5. Others: The Company shall handle the procedures in accordance with the provisions of the internal control system and authorization schedule. When the transaction amount reaches the standard of public announcement and regulatory filing in Article 5, it shall be approved by the board of directors first, except that it can be subsequently submitted to and ratified by the next board of directors meeting with regard to acquisition or disposal of equipment thereof held for business use. If there is any circumstance stipulated in Article 185 of the Company Law, it shall be approved by the shareholders' meeting first.

(2) Execution unit and transaction process

The execution unit of the Company for investing in securities and engaging in derivatives trading is the financial department and the personnel designated by the chairman, the execution unit of the acquisition or disposal of real property, equipment and right-of-use assets is the user department and the relevant authority and responsibility unit, the execution unit of the mergers and consolidations, splits, acquisitions, and assignment of shares shall be designated by the chairman.

After the acquisition or disposal of assets has been evaluated and approved according to regulations, the execution unit will carry out the transaction processes

such as contracting, payment, delivery and acceptance, and will handle the process according to the internal control system depending on the nature of the assets. In addition, the acquisition or disposal of real estate or its right-to-use assets from related parties, the transaction of derivatives, and the mergers and consolidations, splits, acquisitions, and assignment of shares shall be handled in accordance with the provisions of Chapters 2 to 4 of the Handling Procedures.

Article 5: Public announcement and regulatory filing procedures

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

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 % or more of paid-in capital, 10 % or more of the company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts are set out in Chapter 3, Article 14, paragraph 4 of this Procedures herein.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more.
5. Where land is acquired under an arrangement of engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$500 million.
6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - A. Trading of domestic government bonds.
 - B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. 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 the preceding paragraph, refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.

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

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

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

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

Article 6: Asset Appraisal Procedures

In acquiring or disposing of real property, equipment, or right-of-use assets thereof 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 domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions. However, if the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

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 for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:

- A. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
 - B. The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 7: Investment scope and amount

In addition to acquiring assets for business use, the Company and its subsidiaries may also invest in the purchase of real property and right-of-use assets or securities that are not for business use. The aggregate limit of real property and right-of-use assets or securities for the purpose rather than business use and the limits on individual securities, shall be handled in accordance with the provisions of the attached table, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment".

Article 8: Control procedures for the acquisition and disposal of assets by subsidiaries

Subsidiaries of the Company shall adopt and implement the "Handling Procedures for Acquisition or Disposal of Assets" in compliance with the parent company's local laws and regulations.

If the Company does not intend to engage in derivatives trading, it may, after obtaining the approval of the board of directors, be exempted from adopting procedures governing derivatives trading. If it subsequently wishes to engage in derivatives trading, it will still be required first to comply with the provisions of the preceding article and the preceding paragraph before doing so.

Article 9: Penalties

When the Company's relevant person-in-charge who handled the acquisition or disposal of assets violates these Handling Procedures, the responsible supervisor shall punish the person according to the severity of the violation, and use the violation record as a reference for the annual personal performance evaluation. The responsible supervisors of the person who violates the Procedures should also be punished unless they can provide a reasonable explanation that they have taken precautions in advance and then this limitation is not applicable. If the board of directors or directors violates relevant regulations and the resolutions of the shareholders' meeting while conducting the business of the Company, the audit committee shall notify the board of directors or directors to stop their actions in accordance with the provisions of Article 218-2 of the Company Act.

Chapter 2 Related Party Transactions

Article 10: Identification basis

When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 % or more of the company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Chapter and this Chapter.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 3, item 2 herein.

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

Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 11: Resolution Procedure

When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the executive unit of the Company can only proceed to enter into a transaction contract or make a payment after the following matters have been approved by the audit committee and the board of directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the excluded Article of Article 12 and Article 13.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion is obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Article 5, paragraph 1 herein, and items that the audit committee has approved and the board of directors need not be counted toward the transaction amount.

With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

The limits of the amount shall be handled in accordance with the provisions as shown in the Attachment, namely, "Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment".

Article 12: Evaluation of the reasonableness of the transaction terms

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

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

In the event that land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

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

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

Article 13: Matters to be implemented for the estimated transaction cost is lower than the transaction price

When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with paragraphs 3 to 5 of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - A. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
2. Where a public company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 % of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two paragraphs and the preceding Article are uniformly lower than the transaction price, the following steps shall be taken:

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

The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

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

Chapter 3 Management for engaging in Derivatives Trading

Article 14: Trading Principles and Strategies

1. Types of Derivatives

The types of derivatives transactions that the Company may engage in include forward contracts, options, swaps of interest rate and exchange rate, futures, and hybrid contracts combining the above contracts. If the Company needs to engage in other commodity transactions, it shall first obtain the board of directors' approval.

2. Operation or Hedge Strategies

The purpose of the Company engaging in derivatives transactions is divided into hedging and non-hedging (that is, for the purpose of trading). Its strategy should be to avoid business risks as the main purpose. The selection of trading commodities should be mainly based on avoiding the risks of foreign currency income, expenditure, assets or liabilities generated by the Company's business operations. If due to changes in the objective environment, the Company could choose an appropriate time to engage in "non-hedge transactions" of derivatives to increase the Company's non-operating income or reduce non-operating losses. In addition, the collaborator of the trading should also choose a financial institution that has business dealings with the Company as much as possible to avoid credit risk. Before the trading, it must be clearly defined as the type of transaction such as hedging or financial operations in pursuit of investment income, as the basis for accounting.

3. Transactions limit

A. Hedging transactions

- a. Exchange rate transactions: The amount for hedge transactions shall base on the position arising from the Company's business. The amount of all contracts shall be limited to the Company's revenue of the prior three months. However, the cross currency swap transactions for funding purposes shall not be limited.
- b. Interest rate transactions: With respect to the expenditure for the specified purposes, including, but not limited to long-term interest rate position arising from the syndication facilities and etc. For hedging, the aggregate amount of all contracts shall be limited to the Company's long term borrowings with floating interest.
- c. Other hedge transactions: In order to hedge the risk of exchange rate or interest and etc. arising from the issuance of overseas equity or bonds or other financial products, the amount of all contracts shall be limited to the total outstanding amount of such issued instruments, provided that such transactions together with the evaluation report shall be submitted to the general manager for approval.

B. Non-hedging transactions (Speculation transactions)

The Company shall first prepare the evaluation reports and then submit them to the board of directors' meeting for approval. The amount of all contracts shall be limited to 10% of the Company's revenue for the prior three months.

4. Maximum loss limit on total trading and for individual contracts

A. Hedging transactions

	All contracts	Individual contract
Maximum loss	15%	20%

B. Non-hedging transactions (Speculation transactions)

	All contracts	Individual contract
Maximum loss	15%	20%

If the maximum loss for all contracts or individual contract is reached, the trading personnel should inform the most senior decision-making officer of the finance unit in writing. If necessary, the situation shall submit to the board of directors.

5. Segregation of Duties

A. Transaction Personnel

The personnel of the company who execute derivatives trading shall be designated by the chairman. This person is responsible for formulating trading strategies, executing trading orders, disclosing future trading risks within the scope of authorization, and then providing real-time information to relevant departments for reference.

B. Finance Department

The person responsible for the confirmation and settlement of the transaction shall book and save the transaction records in accordance with the relevant regulations, regularly conduct a fair market value assessment of the positions held, and provide it to the dedicated transaction personnel, and disclose the related information of derivative products in the financial statements.

6. Key Points for Performance Evaluation

A. Hedging transactions

The performance is evaluated based on the profit or loss generated from the cost of exchange (interest) rate in the company's books and derivative financial transactions and at least twice a month, and then presented to management for reference.

B. Speculation transactions

The performance is evaluated based on the actual profit or loss generated and at least once a week, and then presented to the management for reference.

Article 15: Risk management measures

The Company engaging in derivatives trading shall provide the scope of risk management and the risk management measures to be adopted as follows:

1. Credit risk management measures

The selection of transaction institutions should be based on the principle of financial institutions and futures brokers who have contacts with the company, have a good reputation, and provide professional information.

2. Market risk management measures

The losses that may arise from future market price fluctuations of derivatives are uncertain, so the stop loss setting should be strictly complied with after the position is confirmed.

3. Liquidity risk management measures

In order to ensure the liquidity of the commodities, the financial institution of trading shall possess sufficient apparatus, and information and have the capacity to conduct transactions in any market at any time.

4. Operation risk management measures

In order to avoid operation risks, the Company shall fully comply with its authorized amount and operation procedures.

5. Legal risk management measures
In order to avoid legal risks, any contract document signed with a financial institution shall use international standard documents as much as possible and reviewed by foreign exchange specialists, and paralegals or legal consultants when engaging in Derivatives Trading for the first time.
6. Products risk management measures
In order to avoid the loss risks from products of derivatives trading, internal transaction personnel shall possess complete and correct professional knowledge for engaging in derivatives trading.
7. Cash settlement risk management measures
Authorized transaction personnel shall not only strictly comply with the authorized amount but also pay attention to the Company's cash flow to ensure that there is enough cash to pay at the time of delivery.
8. Transaction personnel shall not serve concurrently in other operations such as confirmation and settlement.
9. Confirmation personnel should regularly reconcile or confirm with the correspondent bank, and check whether the total transaction amount exceeds the upper limit in the Handling Procedures.
10. Measurement, supervision and control personnel and the personnel specified in Item 8 cannot be in the same department and shall report to the board of directors or the senior decision making officer who is not in charge of the transaction or position.
11. The derivative transactions positions of the Company shall be evaluated at least once every week, provided that the hedge transactions for business needs shall be evaluated at least twice a month, and the evaluation report shall be submitted to the senior management personnel authorized by the board of directors (The senior management who is not in charge of the decision making of the transaction or position).

Article 16: Internal audit system

1. The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, such personnel should report to the chairman and the senior management personnel authorized by the board of directors and notify the audit committee members in writing.
2. The Company's internal audit personnel shall include the derivatives transactions in the audit plan, and publicly announce and report the implementations of the previous year's the annual audit plan before the end of next February and the improvements on any irregular situations no later than the end of next May on the FSC's designated website.

Article 17: Regular evaluation methods and the handling of irregular circumstances

1. Periodically evaluate the derivatives trading monthly or weekly and summarize the monthly or weekly profit and loss and open positions of non-hedging transactions, and then shall be submitted to the senior management personnel authorized by the board of directors and chairman as a reference for management performance evaluation and risk measurement.
2. Where the Company engages in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:

- A. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk.
 - B. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.
3. Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:
 - A. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the Handling Procedures.
 - B. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors, and an independent director shall be present at the meeting and express an opinion.
4. The Company engaging in derivatives trading shall establish a log book in which detailed records of the types and amounts of derivatives trading engaged in, board of directors approval dates, monthly or weekly periodic assessment reports and the matters required to be periodically evaluated by the board of directors and the senior management personnel authorized by the board of directors.
5. The Company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with the Handling Procedures for engaging in derivatives trading.

Chapter 4 Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

Article 18: The Company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100% of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100% of the respective subsidiaries' issued shares or authorized capital.

Article 19: The Company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts the Company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 20: Unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent, the Company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the same date to resolve matters relevant to the merger, demerger, or acquisition; the Company participating in a transfer of shares shall convene a board of directors meeting on the same date as other participating companies.

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

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

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

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

Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 21: Share exchange ratio and Acquisition price

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

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the company's financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.

4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 22: Contract record matters

The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for handling equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 23: Other matters

1. Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
2. After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
3. Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 20, and the preceding two paragraphs.

Chapter 5 Other important matters

Article 24: The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities

underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.

Article 25: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

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

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following matters.

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. 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.
3. 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.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

Professional appraiser: Refers to a real property appraiser or another person duly authorized by law to engage in the value appraisal of real property or equipment.

Information required to be publicly announced and reported in accordance with the provisions on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the Company.

The paid-in capital or total assets of the public company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 5.

For the calculation of 10% of total assets under the Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

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

Article 26: When the Handling Procedures for Acquisition or Disposal of Assets are adopted or amended by the Company in accordance with the Regulations, or any transaction for the acquisition and disposal of involving major assets or derivatives before the discussion of the board of directors, shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution.

If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" and "all directors" in the preceding two paragraphs shall be counted as the actual number of persons currently holding those positions.

Article 27: The Handling Procedures shall be approved by the board of directors and further submitted to the shareholders meeting for approval and will become effective afterwards. The same shall apply to amendments to the Handling Procedures.

After the promulgation of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" on December 10, 2002, the Handling Procedures of the Company were amended. The first amendment was made on May 30, 2003; the second amendment was made on June 30, 2005; the third amendment was made on June 13, 2008; the fourth amendment was made on June 4, 2010; the fifth amendment was made on June 15, 2011; the sixth amendment was made on June 12, 2012; the seventh amendment was made on June 11, 2014; the eighth amendment was made on June 8, 2017; the ninth amendment was made on June 12, 2019.

Appendix :

Authorization Schedule for Acquisition or Disposal of Assets and the Limits on Securities Investment

(in NTD thousands / %)

Asset Item	Approver	Authority	Aggregate Investment Limit	Individual Investment Limit
Real property thereof not for business use	Board of Director		10% of the equity	5% of the equity
Strategic investment in equities	Board of Director	$\geq 300,000$	50% of the equity	25% of the equity
	Board of Director Chairman	$< 300,000$		
Financial investment in equities	Board of Director	$\geq 200,000$	50% of the equity	25% of the equity
	Board of Director Chairman	$< 200,000$		
Long term investment in secured bonds	Board of Director	$\geq 300,000$	20% of the equity	10% of the equity
	Board of Director Chairman	$< 300,000$		
Long term investment in unsecured bonds	Board of Director		10% of the equity	5% of the equity
Short term investment in bonds and bond funds	Division Head of Finance		30% of the equity	15% of the equity
Other securities	Board of Director	$\geq 300,000$	10% of the equity	5% of the equity
	Board of Director Chairman	$< 300,000$		
Acquisition or disposal of equipment or right-of-use assets, or real property right-of-use assets thereof held for business use, and when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries.	Board of Director	$\geq 300,000$	10% of the equity	5% of the equity
	Board of Director Chairman	$< 300,000$		

Appendix 4

Shareholding of Directors

- (1) As of April 17 2022, the first date of local book-close period for the 2022 Annual General Shareholders' Meeting, the issued capital of the Company is NT\$6,655,551,140 representing 665,555,114 common shares. In accordance with the Article 26 of the Securities & Exchange Act, the minimum requirements of the collective shareholding for directors are 21,297,763 common shares.
- (2) As of April 17, 2022, the actual collective shareholdings of directors were shown as below:

Title	Name	No. of Shareholding	Shareholding %
Chairman	Kuo-Hsin (Michael) Tsai, Representative of AU OPTRONICS CORP.	190,107,961	28.56%
Director	Sheng-Kai (SK) Huang, Representative of AU OPTRONICS CORP.		
Director	Frank Ko, Representative of AU OPTRONICS CORP.		
Director	Hsuan-Bin Chen	563,200	0.08%
Independent Director	I-Shih Chen	0	-
Independent Director	Cheng-Chung Li	0	-
Independent Director	Huei-Shih Lung	0	-
Total		190,671,161	28.64%

Appendix 5

Influence of Proposed Stock Dividend Distribution upon 2022 Operating Performance, Earnings Per Share, and Return on Investment : N/A.

(Not applicable because the Company's Board of Directors did not propose stock dividend distribution for the year of 2021.)



Passion
Quality
Innovation ▶▶▶