

Stock Code:

6962

ITH Corporation

2026

Annual General Shareholders' Meeting

Meeting Handbook

Date and Time

June 18, 2026 9:00 A.M.

Location

2F(Multifunction Meeting Room),No.3,
Taiyuan 2nd St., Zhubei
City, Hsinchu County

Meeting Type

Physical Shareholders'
Meeting

Table of Contents

	<u>Page</u>
I. Meeting Procedure.....	1
II. Report Items.....	2
III. Ratification Items.....	3
IV. Discussion Items.....	4
V. Election Items.....	5
VI. Other Proposals.....	5
VII. Extemporaneous Motions.....	5
VIII. Adjournment.....	5
IX. Attachments	
1. 2025 Business Report.....	6
2. Audit Committee’s Review Report.....	10
3. Independent Auditors’ Report and 2025 Consolidated Financial Statements.....	11
4. 2025 Earnings Distribution Table.....	25
5. Comparison Chart for Amendment to the Articles of Incorporation.....	26
6. Comparison Table of Rules and Procedures of Shareholders’ Meeting.....	30
7. Comparison Table of Procedures for Acquisition or Disposal of Assets.....	34
8. List of Candidates for Directors (including Independent Directors).....	52
9. Main Content of Competing Business of Directors.....	53
X. Appendices	
1. Articles of Incorporation (Before amendment).....	54
2. Rules and Procedures of Shareholders’ Meeting (Before amendment).....	97
3. Procedures for Acquisition or Disposal of Assets (Before Amendment)	112
4. Procedures for Election of Directors.....	139
5. Shareholdings of Directors.....	142

I. Meeting Procedure

<p style="text-align: center;">ITH Corporation 2026 Annual General Shareholders' Meeting Agenda</p>

Time : 9:00 A.M., June 18 (Thu.), 2026

Location : 2F., No. 3, Tai-Yuan 1st Street, Zhubei City, Hsinchu County, Taiwan

(Multifunction Meeting Room)

Meeting Type : Physical Shareholders' Meeting

Meeting Procedure :

- I. Call the Meeting to Order
- II. Chairman Remarks
- III. Report Items
 - (1) 2025 Business Report.
 - (2) 2025 Audit Committee's Review Report.
 - (3) 2025 Distribution of Employee Compensation and Director Remuneration.
 - (4) Business Report on the Company's acquisition of IC production and sales business of its Subsidiary, ILI Technology Corp.
- IV. Ratification Items
 - (1) 2025 Business Report and Financial Statements.
 - (2) 2025 Earnings Distribution.
- V. Discussion Items
 - (1) Amendment to the Articles of Incorporation.
 - (2) Amendment to the Rules of Procedure for Shareholders' Meetings.
 - (3) Amendment to the Procedures for Acquisition or Disposal of Assets.
- VI. Election Items

Election of the Fifth Term of Directors.
- VII. Other Proposals

Proposal for the Release of Non-competition Restrictions on the Fifth Term of Directors.
- VIII. Extemporaneous Motions
- IX. Adjournment

II. Report Items

Proposal 1 :

Subject: 2025 Business Report.

Description: Please refer to [Attachment 1] (page 6~9) of this Handbook for the 2025 Business Report of the Company.

Proposal 2 :

Subject: 2025 Audit Committee's Review Report.

Description: Please refer to [Attachment 2] (page 10) of this Handbook for the Audit Committee's Review Report.

Proposal 3 :

Subject: 2025 Distribution of Employee Compensation and Director Remuneration.

Description:

1. According to Article 34 of the Company's Articles of Incorporation, if the Company makes a profit in a year, the Company shall distribute no less than 1% of the net profit before tax before deducting the remunerations of employees and directors for the year, and no more than 1% of the net profit before tax before deducting the remunerations of employees and directors for the year, as remunerations of employees and directors, respectively.
2. It is proposed that 1% of the earnings is appropriated as the remuneration of employees at an amount of NT\$15,395,869 and 1% of the earnings as the remuneration of directors at an amount of NT\$15,395,869.
3. Remunerations of employees and directors are to be distributed in cash.

Proposal 4 :

Subject: Business Report on the Company's acquisition of IC production and sales business of its Subsidiary, ILI Technology Corp.

Description:

1. Pursuant to Article 7, Paragraph 2 of the Business Mergers and Acquisitions Act, the Company hereby presents the Business Report on the Company's acquisition of IC production and sales business of its Subsidiary, ILI Technology Corp. ("ILITEK").
2. To implement the group's specialized division of labor and to enhance overall competitiveness and operational efficiency, ILITEK shall spin off and transfer its IC Production and Sales Business (including all relevant assets and liabilities) to the Company. As consideration for this transaction, the Company shall pay NT\$5,073,456,648 in cash to ILITEK. The Company's Taiwan Branch shall assume all rights and obligations associated with the subject of this spin-off that remain valid as of the record date. The record date for the spin-off is set for January 1, 2027.

III. Ratification Items

Proposal 1

Subject: 2025 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Descriptions:

1. The Company's 2025 Financial Statements have been approved by the Board of Directors and audited by certified public accountants, Chien-Yu Liu and Ya-Hui Cheng, of PwC Taiwan.
2. The Company's 2025 Business Report and Financial Statements have been reviewed by the Audit Committee, and a written audit report has been issued accordingly.
3. For the Business Report, Independent Auditors' Report, and Financial Statements, please refer to [Attachment 1 to Attachment 3] (Page 6-9, 11-24) of this handbook.
4. Submitted for approval.

Proposal 2

Subject: 2025 Earnings Distribution.

(Proposed by the Board of Directors)

Descriptions:

1. The Company's net profit after tax for 2025 amounted to NT\$1,364,286,719. After adding gains of NT\$14,197,637 measured at fair value through other comprehensive income, deducting remeasurements of defined benefit pension plans directly recognized in retained earnings of NT\$2,047,885 and the legal reserve of NT\$137,643,647 appropriated in accordance with law, and adding the beginning unappropriated retained earnings of NT\$7,997,277,735, the total distributable earnings for the year amount to NT\$9,236,070,559.
2. It is proposed to distribute cash dividends to shareholders in the amount of NT\$492,396,565, equivalent to NT\$1 per share. Please refer to [Attachment 4] (Page 25) of this handbook for the 2025 Earnings Distribution Table.
3. In the event that the number of outstanding shares changes and affects the dividend distribution ratio, the Chairman is authorized to handle such adjustments with full discretion.
4. The ex-dividend date, payment date, and related matters will be determined by the Chairman upon approval. Fractional amounts less than NT\$1 will be rounded down and recognized as other income.
5. Proposal submitted for ratification.

IV. Discussion Items

Proposal 1:

Subject: Amendment to the Articles of Incorporation.

(Proposed by the Board of Directors)

Descriptions:

1. In response to the amendments announced by the Taiwan Stock Exchange on February 4, 2026, to the “Checklist for the Protection of Shareholders’ Equity of Foreign Issuers in the Place of Registration,” it is proposed to revise the Company’s Articles of Incorporation.
2. For the comparison table of the amended provisions of the Articles of Incorporation, please refer to [Attachment 5] (Page 26–29) of this handbook.
3. This proposal is hereby submitted for discussion.

Proposal 2:

Subject: Amendment to the Rules of Procedure for Shareholders’ Meetings.

(Proposed by the Board of Directors)

Descriptions:

1. In accordance with the “Regulations Governing the Content and Compliance Requirements of Shareholders’ Meeting Agenda Handbooks for Public Companies” and other relevant laws and regulations, it is proposed to amend the Company’s “Rules of Procedure for Shareholders’ Meetings.”
2. For the comparison table of the amended provisions, please refer to [Attachment 6] (Page 30–33) of this handbook.
3. This proposal is hereby submitted for discussion.

Proposal 3:

Subject: Amendment to the Procedures for Acquisition or Disposal of Assets.

(Proposed by the Board of Directors)

Descriptions:

1. In accordance with the amended laws and pursuant to Financial Supervisory Commission Order No.1140383333, it is proposed to revise the “Procedures for Acquisition or Disposal of Assets.”
2. For the comparison table of the amended provisions, please refer to [Attachment 7] (Page 34–51) of this handbook.
3. This proposal is hereby submitted for discussion.

V. Election Items

Proposal 1:

Subject: Election of the Fifth Term of Directors.

(Proposed by the Board of Directors)

Descriptions:

1. The term of the 4th Board of Directors will expire on December 28, 2026. Accordingly, a full re-election will be conducted in advance at this Annual General Meeting. A total of seven directors (including three independent directors) of the 5th term will be elected, with a term of three years from June 18, 2026 to June 17, 2029.
2. In accordance with the Company's Articles of Incorporation, the election of directors (including independent directors) adopts a candidate nomination system. The list of director (including independent director) candidates and their qualifications has been approved by the 20th meeting of the 4th Board of Directors. For details, please refer to [Attachment 8] (Page 52) of this handbook.
3. This proposal is hereby submitted for discussion.

VI. Other Proposals

Proposal 1:

Subject: Proposal for the Release of Non-competition Restrictions on the Fifth Term of Directors.

(Proposed by the Board of Directors)

Descriptions:

1. Pursuant to Article 209 of the Company Act, a director who engages in any act for themselves or on behalf of another person that falls within the scope of the Company's business shall explain the material content of such act to the shareholders' meeting and obtain its approval.
2. If any of the newly elected directors (including independent directors) engage in acts for themselves or on behalf of another person within the scope of the Company's business, it is proposed, in accordance with Article 209 of the Company Act, to seek shareholders' approval to release the non-competition restrictions on such directors. For details of such acts by the candidates for the 5th Board of Directors, please refer to [Attachment 9] (Page 53) of this handbook.
3. This proposal is hereby submitted for approval.

VII. Extemporary Motions

VIII. Adjournment

ITH Corporation

2025 Business Report

2025 was a year marked by both operational challenges and transformational opportunities. Amid headwinds including geopolitical risks, tariff issues, and rising supply chain costs, the Company continued to strengthen business development and operational efficiency while maintaining a prudent and forward-looking management strategy. During the year, the Company completed the acquisition of the single-chip timing controller (TCON) business, enhancing system integration capabilities and the competitiveness of its solution offerings, thereby laying a solid foundation for the Company's medium- to long-term development.

In addition, to improve business development and operational efficiency, the manufacturing and sales operations of the subsidiary Ilitek Technology were transferred to the Company's branch for centralized management, strengthening professional division and resource integration. The Company also continued to enhance corporate governance and the effectiveness of the Board of Directors by introducing directors and institutional representatives with extensive industry experience, further optimizing the Board's professional composition for building a competitive and sustainable corporate foundation.

I. 2025 Business Plan Implementation Results

1. Financial Results

In 2025, due to challenges from tariff policies, a conservative demand market in China, and rising packaging and testing costs, the Company's consolidated revenue totaled NT\$19.085 billion, a 15% decrease from NT\$22.462 billion in the previous year. Operating gross profit for 2025 was NT\$5.181 billion, down 14% from NT\$6.024 billion in 2024. Net income after tax was NT\$1.364 billion, representing a 39% decrease from NT\$2.249 billion in the prior year. Earnings per share after tax amounted to NT\$2.87, compared with NT\$5.61 in 2024, a decline of 49%. As of the end of 2025, the Company's long-term capital to property, plant, and equipment ratio was 2679%, the current ratio was 231%, and the quick ratio was 140%. Return on assets (ROA) was 5.2%, return on equity (ROE) was 6.9%, net profit margin was 7.2%, and the debt ratio stood at 21.9%, reflecting a solid overall financial structure.

2. Research and Development

Building upon its two core technologies, display and touch, the Company has established a comprehensive product matrix. For mobile device applications, the Company focuses on OLED algorithm development, leveraging precise compensation techniques to improve production yield, extend product lifecycle, and provide cost-effective solutions. In the IT device segment, research and development targets highly integrated ICs, including TED, TDDI, and TCON SoC products, with an emphasis on visual enhancement and advanced power-saving technologies to improve battery life and deliver superior image performance.

For industrial applications such as home appliances, POS terminals, marine navigation, and rugged laptops, the Company is committed to optimizing user experience under harsh operating conditions. This includes developing active stylus technologies that support multiple protocols with automatic switching functions, meeting the high-precision operational requirements of industrial applications.

In automotive products, the Company aligns with the global trend toward large automotive displays, collaborating with customers to develop integrated chips that support large sizes and high resolutions, and providing TCON and Bridge solutions for smart cockpit applications.

The Company is steadily advancing toward market leadership in technology development, establishing close R&D collaboration with panel manufacturers and brand customers. By engaging deeply in the early stages of product definition, the Company addresses market pain points and captures business opportunities.

3. Sustainable Development

On the environmental front, the Company continues to implement green design concepts by providing low-power, high-performance products. It has also initiated greenhouse gas inventories across all sites, utilizing scientific and quantitative methods to execute carbon reduction actions.

Regarding the social pillar, in addition to fostering a diverse and inclusive workplace and strengthening talent development and retention, the Company is actively involved in philanthropic projects. These include community medical donations, support for primary and secondary school sports events, and STEAM talent cultivation for children in orphanages, all aimed at creating a positive social impact.

In terms of governance, the Company has introduced the TCFD framework into its sustainability report for the first time. This allows for the identification and disclosure of climate-related risks and opportunities, thereby strengthening risk management and enhancing information transparency and stakeholder trust.

The Company integrates ESG principles into its operational decision-making to build a highly efficient, low-carbon, and resilient operational structure, driving long-term sustainable corporate development.

II. 2026 Business Guidelines and Strategies

1. 2026 Business Guidelines

Upholding a philosophy of steady management, the Company continues to enhance product differentiation, iteration speed, and system integration capabilities. By expanding into high-value-added markets, the Company optimizes its product portfolio and customer base, simultaneously improving market share and revenue quality.

In terms of operational management, the Company focuses on optimizing cost and expense structures, streamlining inventory management, promoting talent development systems, and strengthening supply chain synergy to enhance organizational efficiency and resilience. Furthermore, the Company integrates environmental protection, social responsibility, and robust governance into its core strategies to build a stable and sustainable operation.

2. Production and Marketing Strategies

In response to the rapid evolution of OLED panel technology, the Company has led the industry by launching 22nm process products for flagship and high-end smartphones. Furthermore, the Company was the first to introduce a new 28nm RAM-less platform, which has successfully captured market opportunities and received high acclaim. To align with industry trends, the Company is also developing OLED TDDI products to strengthen its technological competitiveness and market presence. Regarding LCD products, the Company is deploying TDDI solutions integrated with sensors to expand into niche markets beyond smartphone applications. Additionally, to address the trend toward high-resolution and large-sized tablets, the Company has launched related TDDI products to meet the entertainment demands of next-generation tablets.

As the penetration rate of OLED panels in IT equipment continues to rise, the Company's new OLED DDI products for laptops, paired with existing high-end, high-refresh-rate LCD products, provide a comprehensive portfolio for premium laptop applications. The Company's laptop touch products have been adopted by the world's top five laptop brands, maintaining steady shipping momentum. In the TCON business, the Company has obtained technology licenses through acquisitions and completed team integration, enabling us to offer integrated solutions in combination with our driver IC and touch products. Future efforts will focus on the commercialization of OLED TCONs and the collaborative design of TCONs and DDIs to meet the performance, power consumption, and system integration requirements of mainstream high-end displays.

The Company offers comprehensive industrial touch IC and integrated TDDI solutions for diverse application scenarios. It will also launch a highly integrated SoC with active pen functionality to expand touch-related business opportunities in high-end video conferencing systems, smart educational blackboards, and learning devices with integrated active pens. In response to the growing number and size of screens in automotive smart cockpits, the Company's new bridge products have entered mass production alongside TDDI solutions. Additionally, the Company has introduced cost-effective LCD DDI schemes to enhance the completeness of cockpit applications and increase its market share in the automotive sector.

III. Future strategies, and impact by external competition, regulatory and macroeconomic environment

Looking ahead, the semiconductor industry continues to face macro-environmental challenges, including geopolitical risks, uncertainties in tariff policies, and the impact of rising memory prices on end-market demand. Despite these factors, the Company remains optimistic about the long-term technological upgrades and demand growth driven by Edge AI applications. Furthermore, the mass production of G8.6 generation panel lines is expected to accelerate OLED penetration, presenting significant business opportunities. Consequently, the Company is actively positioning itself in advanced display and touch technologies while deepening collaborations with key customers and ecosystem partners to expand its product applications and market footprint. Simultaneously, the Company utilizes lean resource allocation, flexible supply chain positioning, and a prudent investment strategy to navigate market volatility and uncertainty. By continuously promoting

corporate governance and sustainable operations, the Company remains committed to creating stable, long-term interest and value for the shareholders.

Wayne Liang, Chairman

Bruce Chen, General Manager

Eric Lin, Chief Accounting Officer

ITH Corporation

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements, and Earnings Distribution Proposal, among which the Financial Statements have been audited by PwC Taiwan retained by the Company, and an audit report relating thereto has been issued. We have reviewed the above Business Report, Financial Statements, and the Earnings Distribution Proposal, to which we have found no misstatement, and we hereby issue a review report as presented above in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please proceed with the review.

Audit Committee Convener: Ted Lee

February 25, 2026

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR 25000397

To the Board of Directors and Shareholders of ITH Corporation

Opinion

We have audited the accompanying consolidated balance sheets of ITH Corporation and subsidiaries (the "Group") as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2025 consolidated financial statements are stated as follows:

Key audit matter - Evaluation of inventories

Description

Refer to Note 4(14) of the consolidated financial statements for inventory evaluation policies, Note 5(2) for uncertainty of accounting estimates and assumption of inventory evaluation and Note 6(6) for details of allowance for inventory valuation losses.

As of December 31, 2025, the Group recognised net amount of inventories amounting to NT\$3,968,129 thousand, which is significant to the consolidated financial statements. Since the Group operates in an environment characterised by rapidly changing technology, the evaluation of inventories is easily affected by market demand and price fluctuations. The Group's policies of inventory evaluation is to assess potential losses of each kind of inventory based on sales performance and obsolescence of inventories. As the assessment involved management's subjective judgement, we considered the evaluation of inventories as a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Obtained an understanding of accounting policies on the provision of allowance for inventory valuation losses and assessed the reasonableness.
2. Validated the accuracy of inventory aging report, as well as sampled and confirmed the consistency of quantities and amounts with detailed inventory listing, verified dates of movements with supporting documents and ensured the proper categorisation of inventory aging report.
3. Evaluation and confirmed the reasonableness of net realisable value for inventories through validating respective supporting documents.

Key audit matter - Merger and acquisition transactions

Description

Refer to Note 4(30) of the consolidated financial statements for a description of accounting policy on business combinations and Note 6(34) for details of business combinations.

For the year ended December 31, 2025, the Group acquired operating assets and technology authorisation in relation to single-chip Timing Controller for NT\$4,980,750 thousand. The purchase price allocation was completed in the second quarter of 2025. Given that the amounts of business combination are significant and involve the fair value measurement, we consider the business combination a key audit matter.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Assessed the reasonableness of management's recognition and measurement of the fair value of the identifiable net assets acquired in this business combination, including consideration of evidence such as the purchase price allocation report issued by independent valuation experts.
2. Consulted our internal valuation specialists to evaluate the key assumptions in the external expert's report obtained by management and the reasonableness of the fair value measurements, including the valuation methods, discount rates, as well as the reasonableness of the calculations of intangible assets and goodwill.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

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

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

Auditors’ responsibilities for the audit of the consolidated financial statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and 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 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.

Liu, Chien-Yu

Cheng, Ya-Huei

For and on behalf of PricewaterhouseCoopers, Taiwan

February 25, 2026

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

ITH CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 1,917,603	8	\$ 7,072,138	26
1110	Current financial assets at fair value through profit or loss	6(2)	1,243	-	-	-
1136	Current financial assets at amortised cost - current	6(4)	764,320	3	716,480	3
1170	Accounts receivable, net	6(5)	3,022,035	12	3,374,628	12
1200	Other receivables		83,898	-	81,971	-
1220	Current income tax assets	6(32)	231,301	1	229,182	1
130X	Inventories, net	6(6)	3,968,129	15	3,259,712	12
1410	Prepayments	6(7)	530,357	2	518,371	2
1470	Other current assets	6(8)	896,697	4	974,132	4
11XX	Total current Assets		<u>11,415,583</u>	<u>45</u>	<u>16,226,614</u>	<u>60</u>
Non-current assets						
1510	Financial assets at fair value through profit or loss - non-current	6(2)	47,175	-	38,427	-
1517	Financial assets at fair value through other comprehensive income - non-current	6(3)	79,864	-	100,435	-
1600	Property, plant and equipment	6(9)	771,795	3	816,979	3
1755	Right-of-use assets	6(10)	83,138	-	83,345	-
1780	Intangible assets	6(12)	4,873,305	19	155,857	1
1840	Deferred income tax assets	6(32)	174,699	1	335,148	1
1920	Guarantee deposits paid	6(7)	8,006,604	31	9,327,735	34
1990	Other non-current assets	6(13)	165,974	1	144,300	1
15XX	Total non-current assets		<u>14,202,554</u>	<u>55</u>	<u>11,002,226</u>	<u>40</u>
1XXX	Total assets		<u>\$ 25,618,137</u>	<u>100</u>	<u>\$ 27,228,840</u>	<u>100</u>

(Continued)

ITH CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Liabilities and Equity	Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(14)	\$ 300,000	1	\$ -	-
2120	Financial liabilities at fair value through profit or loss - current	6(15)	-	-	5,573	-
2130	Contract liabilities - current	6(25)	209,840	1	229,341	1
2170	Accounts payable		856,685	3	1,194,862	4
2200	Other payables	6(16)	2,747,625	11	3,431,339	13
2230	Current income tax liabilities	6(32)	253,736	1	192,261	1
2250	Provisions liabilities - current	6(20)	9,352	-	970,084	3
2280	Lease liabilities - current		35,014	-	57,426	-
2399	Other current liabilities	6(17)	526,017	2	735,316	3
21XX	Total current Liabilities		<u>4,938,269</u>	<u>19</u>	<u>6,816,202</u>	<u>25</u>
Non-current liabilities						
2570	Deferred income tax liabilities	6(32)	522,623	2	447,314	2
2580	Lease liabilities - non-current		47,351	-	25,218	-
2645	Guarantee deposits received	6(17)	71,349	1	318,513	1
2670	Other non-current liabilities	6(18)	25,191	-	21,697	-
25XX	Total non-current liabilities		<u>666,514</u>	<u>3</u>	<u>812,742</u>	<u>3</u>
2XXX	Total Liabilities		<u>5,604,783</u>	<u>22</u>	<u>7,628,944</u>	<u>28</u>
Equity						
Share capital						
3110	Common share	6(21)	4,923,966	19	4,923,966	18
Capital surplus						
3200	Capital surplus	6(22)	5,469,650	21	5,469,650	20
Retained earnings						
3310	Legal reserve	6(23)	225,181	1	-	-
3350	Undistributed earnings		9,373,713	37	9,207,251	34
Other equity interest						
3400	Other equity interest	6(24)	20,844	-	(971)	-
3XXX	Total equity		<u>20,013,354</u>	<u>78</u>	<u>19,599,896</u>	<u>72</u>
Significant contingent liabilities and unrecognised contract commitments						
Significant events after the reporting period						
3X2X	Total liabilities and equity		<u>\$ 25,618,137</u>	<u>100</u>	<u>\$ 27,228,840</u>	<u>100</u>

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

ITH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Year ended December 31				
		2025		2024		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(25)	\$ 19,085,070	100	\$ 22,461,565	100
5000	Operating costs	6(6)	(13,904,154)	(73)	(16,437,777)	(73)
5900	Gross profit		5,180,916	27	6,023,788	27
	Operating expenses	6(30)(31)				
6100	Selling expenses		(1,114,803)	(6)	(919,220)	(4)
6200	General and administrative expenses		(331,104)	(2)	(386,670)	(2)
6300	Research and development expenses		(2,026,732)	(10)	(2,526,041)	(11)
6450	Expected credit (losses) gains	12(2)	222	-	5,559	-
6000	Total operating expenses		(3,472,861)	(18)	(3,826,372)	(17)
6900	Net operating income		1,708,055	9	2,197,416	10
	Non-operating income and expenses					
7100	Interest income	6(26)	132,373	1	223,618	1
7010	Other income	6(27)	74,047	-	66,686	-
7020	Other gains and losses	6(28)	(45,343)	-	891,592	4
7050	Finance costs	6(29)	(8,908)	-	(10,547)	-
7000	Total non-operating income and expenses		152,169	1	1,171,349	5
7900	Profit before tax, net		1,860,224	10	3,368,765	15
7950	Income tax expense	6(32)	(495,937)	(3)	(1,119,476)	(5)
8200	Net income for the year		\$ 1,364,287	7	\$ 2,249,289	10
	Other comprehensive income (losses), net					
	Components of other comprehensive income (losses) that will not be reclassified to profit or loss					
8311	Gains (losses) on remeasurements of defined benefit plans	6(18)	(\$ 2,560)	-	\$ 3,148	-
8316	Unrealised gains from investments in equity instruments measured at fair value through other comprehensive income	6(3)(24)	978	-	7,083	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(18)(32)	512	-	(630)	-
8310	Total other comprehensive income (losses) that will not be reclassified to profit or loss, net of tax		(1,070)	-	9,601	-
	Components of other comprehensive income (losses) that will be reclassified to profit or loss					
8361	Financial statements translation differences of foreign operations	6(24)	4,889	-	53,566	-
8300	Other comprehensive income, net		\$ 3,819	-	\$ 63,167	-
8500	Total comprehensive income for the year		\$ 1,368,106	7	\$ 2,312,456	10
	Net income, attributable to:					
8610	Equity holder of parent company		\$ 1,364,287	7	\$ 2,249,289	10
	Comprehensive income attributable to:					
8710	Equity holder of parent company		\$ 1,368,106	7	\$ 2,312,456	10
	Earnings per share (in dollars)	6(33)				
9750	Basic earnings per share		\$ 2.87		\$ 5.61	
9850	Diluted earnings per share		\$ 2.86		\$ 5.51	

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

ITH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable to owners of the parent					Other equity interest		Total equity
		Common shares	Capital surplus	Legal reserve	Undistributed earnings	Financial statements translation differences of foreign operations	Unrealised income (losses) from financial assets measured at fair value through other comprehensive income	Other equity, others	
Year ended December 31, 2024									
Balance at January 1, 2024		\$ 4,523,966	\$ 3,718,417	\$ -	\$ 7,444,032	(\$ 19,406)	(\$ 7,958)	(\$ 108,251)	\$ 15,550,800
Net income for the year		-	-	-	2,249,289	-	-	-	2,249,289
Other comprehensive income for the year	6(24)	-	-	-	2,518	53,566	7,083	-	63,167
Total comprehensive income		-	-	-	2,251,807	53,566	7,083	-	2,312,456
Distribution of 2023 earnings:	6(23)	-	-	-	(488,588)	-	-	-	(488,588)
Cash dividends		-	-	-	-	-	-	-	-
Proceeds from issuance of share capital		400,000	1,713,940	-	-	-	-	-	2,113,940
Adjustment of employee restricted stocks	6(24)	-	27,520	-	-	-	-	(27,520)	-
Compensation costs of employee restricted stocks	6(24)	-	-	-	-	-	-	101,515	101,515
Compensation costs of employee stock options		-	9,773	-	-	-	-	-	9,773
Balance at December 31, 2024		\$ 4,923,966	\$ 5,469,650	\$ -	\$ 9,207,251	\$ 34,160	(\$ 875)	(\$ 34,256)	\$ 19,599,896
Year ended December 31, 2025									
Balance at January 1, 2025		\$ 4,923,966	\$ 5,469,650	\$ -	\$ 9,207,251	\$ 34,160	(\$ 875)	(\$ 34,256)	\$ 19,599,896
Net income for the year		-	-	-	1,364,287	-	-	-	1,364,287
Other comprehensive income for the year	6(24)	-	-	-	(2,048)	4,889	978	-	3,819
Total comprehensive income		-	-	-	1,362,239	4,889	978	-	1,368,106
Distribution of 2024 earnings:	6(23)	-	-	-	-	-	-	-	-
Legal reserve appropriated		-	-	225,181	(225,181)	-	-	-	-
Cash dividends		-	-	-	(984,793)	-	-	30,145	(984,793)
Compensation costs of employee restricted stocks	6(24)	-	-	-	-	-	-	-	30,145
Disposal of equity investments measured at fair value through other comprehensive income		-	-	-	14,197	-	(14,197)	-	-
Balance at December 31, 2025		\$ 4,923,966	\$ 5,469,650	\$ 225,181	\$ 9,373,713	\$ 39,049	(\$ 14,094)	(\$ 4,111)	\$ 20,013,354

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

ITH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 1,860,224	\$ 3,368,765
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(9)(10)(30)	223,836	205,068
Amortization	6(12)(30)	285,423	127,087
Gain on reversal of capacity guarantee	6(6)(20)	(960,732)	(1,045,110)
Losses on financial assets and liabilities at fair value through profit or loss	6(2)(15)	(8,661)	5,357
Expected credit losses (gains)	12(2)	222	(5,559)
Interest expense	6(29)	8,908	10,547
Interest income	6(26)	(132,373)	(223,618)
Dividend income	6(27)	-	(2,000)
Compensation cost of share-based payment	6(19)	30,145	121,196
Losses on disposals of property, plant and equipment	6(28)	26	-
Property, plant and equipment transferred to expenses		524	-
Unrealised exchange losses(gains)		457,624	(76,311)
Gains arising from lease modification	6(10)(27)	(24)	(119)
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable		352,371	330,590
Other receivables		(8,845)	4,931
Inventories		(253,803)	1,126,031
Prepayments to suppliers		(2,565)	3,869
Prepayments		(153,721)	(4,978)
Other current assets		(6,655)	13,815
Changes in operating liabilities			
Contract liabilities - current		(19,501)	(126,528)
Accounts payable		(338,177)	92,067
Other payables		(662,548)	(516,382)
Other current liabilities		570	(4,672)
Net defined benefit liabilities		934	808
Cash inflow generated from operations		673,202	3,404,854
Interest received		139,291	213,096
Interest paid		(8,899)	(11,093)
Income taxes paid		(554,230)	(307,739)
Net cash flows from operating activities		249,364	3,299,118

(Continued)

ITH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at fair value through profit or loss	6(2)	(\$ 17,990)	(\$ 28,713)
Proceeds from disposal of financial assets at fair value through profit or loss	12(3)	11,087	50,000
Proceeds from disposal of financial assets at fair value through other comprehensive income	12(3)	21,549	-
Acquisition of financial assets at amortised cost	6(4)	(173,148)	(1,050,310)
Proceeds from disposal of financial assets at amortised cost		129,510	333,830
Dividends received		-	2,000
Decrease in lease receivables		-	136,514
Acquisition of property, plant and equipment	6(35)	(147,072)	(176,442)
Acquisition of intangible assets	6(35)	(128,644)	(123,372)
Acquisition of business	6(34)	(4,980,750)	-
Increase in guarantee deposits paid		(95,559)	(453,014)
Decrease in guarantee deposits paid		1,108,062	759,063
Net cash flows used in investing activities		(4,272,955)	(550,444)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings	6(36)	2,764,167	1,266,020
Decrease in short-term borrowings	6(36)	(2,464,167)	(2,166,020)
Increase in guarantee deposits	6(36)	2,200	2,380
Decrease in guarantee deposits		(379,724)	(554,929)
Rapayments of principal portion lease liabilities	6(36)	(69,256)	(69,416)
Proceeds from issuance of share captial	6(21)(22)	-	2,113,940
Cash dividends paid	6(23)	(984,793)	(488,588)
Net cash flows (used in) from financing activities		(1,131,573)	103,387
Effect of change rate		629	45,155
Net (decrease) increase in cash and cash equivalents		(5,154,535)	2,897,216
Cash and cash equivalents at beginning of year	6(1)	7,072,138	4,174,922
Cash and cash equivalents at end of year	6(1)	\$ 1,917,603	\$ 7,072,138

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

ITH Corporation
Earnings Distribution Table
For the fiscal year ended December 31, 2025

Unit: NT\$

Unappropriated earnings at the beginning of the period	7,997,277,735
Plus (less):	
Net income after tax for fiscal year 2025	1,364,286,719
Remeasurement of defined benefit plans (2025)	(2,047,885)
Realized gains on financial assets measured at fair value through other comprehensive income	14,197,637
Appropriation of 10% for legal reserve	(137,643,647)
Distributable earnings of the current year	9,236,070,559
Distribution item:	
Cash dividends (NT\$1 per share)	(492,396,565)
Undistributed earnings at the end of the period	8,743,673,994

Note: As of December 31, 2025, the total number of outstanding shares issued is 492,396,565 shares, which is used as the calculation basis for the current distribution. Accordingly, NT\$1 can be distributed per share. However, the actual distribution amount will be handled in accordance with the following explanation.

Explanation:

1. After the present earnings distribution proposal is approved through the resolution of the shareholders' meeting, the Chairman is authorized to specify the ex-dividend date, issuance date and other relevant matters.
2. For the present earnings distribution, prior to the ex-dividend date, in case where the Company repurchases the Company's shares or transfers treasury shares, or performs conversion of convertible corporate bonds, exercise of employee share subscription warrants and issuance of new shares, etc., causing changes to the shareholders' dividend distribution ratio and such that adjustment is necessary, proposal is to be submitted to the shareholders' meeting for authorizing the Chairman to handle such matters with full discretion.
3. The cash dividends are calculated and truncated to the nearest NT\$1. Fractions that do not amount to a full NT\$1 are summed and recognized as other income of the Company.

Chairman: Wayne Liang

General Manager: Bruce Chen

Chief Accounting Officer: Eric Lin

ITH Corporation

Comparison Chart for Amendment to the Articles of Incorporation

Article After Amendment	Original Article	Explanation
Cover Page		
<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>ITH Corporation</p> <p>Incorporated in the Cayman Islands on January 10, 2019</p> <p>(as adopted by a Special Resolution dated, <u>18 June 2026</u> and effective immediately upon passing of the Special Resolution)</p>	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>ITH Corporation</p> <p>Incorporated in the Cayman Islands on January 10, 2019</p> <p>(as adopted by a Special Resolution dated, <u>10 June 2025</u> and effective immediately upon passing of the Special Resolution)</p>	<p>Update the date on which the amendments to the Articles of Incorporation were approved by a special resolution of the shareholders' meeting.</p>
Articles of Incorporation and Memorandum		
<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>OF</p> <p>ITH Corporation</p> <p>(as adopted by a Special Resolution dated, <u>18 June 2026</u> and effective immediately upon passing of the Special Resolution)</p>	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>OF</p> <p>ITH Corporation</p> <p>(as adopted by a Special Resolution dated, <u>10 June 2025</u> and effective immediately upon passing of the Special Resolution)</p>	<p>Update the date on which the amendments to the Articles of Incorporation were approved by a special resolution of the shareholders' meeting.</p>

Article After Amendment	Original Article	Explanation
Articles of Association		
<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>ITH Corporation</p> <p>(as adopted by a Special Resolution dated, <u>18 June 2026</u> and effective immediately upon passing of the Special Resolution)</p>	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>ITH Corporation</p> <p>(as adopted by a Special Resolution dated, <u>10 June 2025</u> and effective immediately upon passing of the Special Resolution)</p>	<p>Update the date on which the amendments to the Articles of Incorporation were approved by a special resolution of the shareholders' meeting.</p>
<p>17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors, <u>as well as the meeting handbook of relevant general meeting and other meeting materials prepared by the Company in accordance with the Applicable Public Company Rules,</u> and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a</p>	<p>17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. <u>The Directors shall prepare a meeting</u></p>	<p>The amendments have been made in accordance with the "Checklist for the Protection of Shareholders' Rights in the Jurisdiction of Incorporation of Foreign Issuers" announced by the Taiwan Stock Exchange in February 2026 (the "Shareholders' Rights Protection Checklist").</p>

Article After Amendment	Original Article	Explanation
<p>written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.</p>	<p><u>handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than New Taiwan Dollars 2,000,000,000 paid-in capital at the end of the accounting period, or the aggregate shareholding percentages of the foreign investors and the PRC investors reaches 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty days prior to any annual general meeting.</u></p>	
<p>17.6 The board of Directors shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or</p>	<p>17.6 The board of Directors shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or</p>	<p>To align with the Shareholders' Rights Protection Checklist, only the English version of the Articles has been amended to ensure consistency with the Shareholders' Rights Protection Checklist.</p>

Article After Amendment	Original Article	Explanation
<p>make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. <u>The board of Directors or any authorized person(s) other than the board of Directors who has called the general</u> meeting in accordance with the Statute, the Articles or the Applicable Public Company Rules may request the Company or the securities agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.</p>	<p>make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. <u>If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors or the person(s) who has called the</u> meeting in accordance with the Statute, the Articles or the Applicable Public Company Rules may request the Company or the securities agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.</p>	
<p>34.10 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from endowments received by the Company, <u>upon a resolution adopted at a meeting of the Board of Directors attended by a least two-thirds of the Directors and approved</u> by a majority of the Directors present, and shall subsequently report such distribution to a shareholders' meeting</p>	<p>34.10 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from endowments received by the Company by a majority of the Directors at a meeting, and shall subsequently report such distribution to a shareholders' meeting.</p>	<p>The amendments have been made in accordance with Article 240, Paragraph 5 of the Company Act of the Republic of China.</p>

ITH Corporation
Comparison Table of
Rules and Procedures of Shareholders' Meeting

Article After Amendment	Original Article	Explanation
<p>Article 3</p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before <u>30</u> days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any</p>	<p>Article 3</p> <p>This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before <u>21</u> days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. <u>If, however, this Corporation has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of</u></p>	<p>This amendment is made in accordance with the competent authority's "Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" as revised in Article 3 thereof.</p>

ITH Corporation
Comparison Table of
Rules and Procedures of Shareholders' Meeting

Article After Amendment	Original Article	Explanation
<p>time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</p>	<p><u>shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.</u> In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.</p>	
<p>Article 13 (Paragraphs 1 through 6 omitted) The vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that the vote monitoring personnel shall be shareholders of this Corporation. <u>Where a shareholders meeting includes an election of directors and the number of candidates exceeds the number of positions to be filled, a proposal to dismiss directors, or any proposal as prescribed under Article 185 or Article 316 of the Company Act of</u></p>	<p>Article 13 (Paragraphs 1 through 6 omitted) The vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that the vote monitoring personnel shall be shareholders of this Corporation. (The rest omitted)</p>	<p>This amendment is made in accordance with the competent authority's " Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings" as revised in Article 13 thereof.</p>

ITH Corporation
Comparison Table of
Rules and Procedures of Shareholders' Meeting

Article After Amendment	Original Article	Explanation
<p><u>the Republic of China, Articles 18, 27, 29, or 35 of the Business Mergers and Acquisitions Act, or subparagraph 1, paragraph 2 of Article 24 or subparagraph 1, paragraph 2 of Article 26 of the Financial Holding Company Act, it is advisable that the chair appoint a lawyer, certified public accountant, or notary public to serve as a vote monitor. A person appointed by the chair pursuant to the preceding paragraph shall not be a person responsible for matters relating to the voting procedures, nor shall such person be a director, managerial officer, or employee of this Corporation or any affiliated enterprise. The vote monitors shall supervise the voting and vote-counting process and sign the statistical statement of election results. Where vote monitors are appointed pursuant to paragraph 8, the minutes of the shareholders meeting shall specify the names and titles of the vote monitors.</u></p> <p>(The following paragraphs shall be renumbered accordingly.)</p>		

ITH Corporation
 Comparison Table of
 Rules and Procedures of Shareholders' Meeting

Article After Amendment	Original Article	Explanation
<p>Article 23 These Rules shall take effect upon approval by the shareholders' meeting, and any amendments shall follow the same procedure. These Rules were established on December 29,2023. <u>The first amendment was made on June 18, 2026.</u></p>	<p>Article 23 These Rules shall take effect upon approval by the shareholders' meeting, and any amendments shall follow the same procedure. These Rules were established on December 29,2023.</p>	<p>Added the date of amendment.</p>

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>Article 9 Procedures for Acquisition or Disposal of Real Property, Equipment, or Right-of-use Assets:</p> <p>1. Evaluation and Operating Procedures: The acquisition or disposal of property, equipment, or right-of-use assets thereof shall be handled in accordance with these Procedures and relevant regulations.</p> <p>2. Procedures for Determining Transaction Conditions and Authorization Limits:</p> <p>(1) Acquisition or disposal of real property: The transaction conditions and price shall be determined with reference to the publicly announced current value, appraised value, and actual transaction prices of neighboring real property. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(2) Acquisition or disposal of equipment: Shall be conducted through price inquiry, price comparison, price negotiation, or bidding. <u>If the amount is NT \$50</u></p>	<p>Article 9 Procedures for Acquisition or Disposal of Real Property, Equipment, or Right-of-use Assets:</p> <p>1. Evaluation and Operating Procedures: The acquisition or disposal of property, equipment, or right-of-use assets thereof shall be handled in accordance with these Procedures and relevant regulations.</p> <p>2. Procedures for Determining Transaction Conditions and Authorization Limits:</p> <p>(1) Acquisition or disposal of real property: The transaction conditions and price shall be determined with reference to the publicly announced current value, appraised value, and actual transaction prices of neighboring real property. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(2) Acquisition or disposal of equipment: Shall be conducted through price inquiry, price comparison, price negotiation, or bidding. If the amount is NT\$100</p>	<p>Amended in accordance with the Company's Delegation of Authority Table regarding the approval limits authorized to the General Manager and the Chairman.</p>

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p><u>million or less, it shall be submitted to the General Manager for approval; for amounts exceeding NT\$ 50 million and up to NT \$100 million (inclusive), it shall be submitted to the Chairman for approval; for amounts exceeding NT\$ 100 million, it shall further be submitted to the Board of Directors for approval before execution.</u> If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval after the Chairman's review.</p> <p>(3) Acquisition or disposal of right-of-use assets of real property or equipment: <u>If the amount is NT\$50 million or less, it shall be submitted to the General Manager for approval; for amounts exceeding NT\$50 million and up to NT\$100 million (inclusive), it shall be submitted to the Chairman for approval; for amounts exceeding NT\$100 million, the transaction terms and price shall be determined with reference to the current announced land value, the appraised value, or the actual transaction prices of neighboring real property, and an analysis report shall be prepared and</u></p>	<p>million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval after the Chairman's review.</p> <p>(3) Acquisition or disposal of right-of-use assets of real property or equipment: The transaction conditions and transaction price shall be determined with reference to the publicly announced current value, appraised value, and actual transaction prices of neighboring real property. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(4) When the Company acquires or disposes of real property, equipment, or right-of-use assets thereof, the responsible departments shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.</p> <p>(5) When a subsidiary acquires or disposes of real property,</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>submitted to the Board of Directors for approval before execution. The transaction conditions and transaction price shall be determined with reference to the publicly announced current value, appraised value, and actual transaction prices of neighboring real property. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(4) When the Company acquires or disposes of real property, equipment, or right-of-use assets thereof, the responsible departments shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.</p> <p>(5) When a subsidiary acquires or disposes of real property, equipment, or right-of-use assets thereof, the responsible departments shall conduct a review and evaluation, and execution shall follow the internal authorization limits after obtaining approval.</p> <p>3. In acquiring or disposing of real</p>	<p>equipment, or right-of-use assets thereof, the responsible departments shall conduct a review and evaluation, and execution shall follow the internal authorization limits after obtaining approval.</p> <p>3. In acquiring or disposing of real property, equipment, or right-of-use assets thereof, where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report from a professional appraiser prior to the date of occurrence of the event and shall comply with the following provisions:</p> <p>(1) Where a limited price, specified price, or special price is used as the basis for the transaction price due to special reasons, the transaction shall be submitted to the Board of Directors for a resolution in advance; the same applies to any subsequent changes to the transaction conditions.</p> <p>(2) Where the transaction amount is NT\$1 billion or more, appraisal</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>property, equipment, or right-of-use assets thereof, where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report from a professional appraiser prior to the date of occurrence of the event and shall comply with the following provisions:</p> <p>(1) Where a limited price, specified price, or special price is used as the basis for the transaction price due to special reasons, the transaction shall be submitted to the Board of Directors for a resolution in advance; the same applies to any subsequent changes to the transaction conditions.</p> <p>(2) Where the transaction amount is NT\$1 billion or more, appraisal reports from two or more professional appraisers shall be obtained.</p> <p>(3) Where any of the following circumstances applies to the professional appraiser's appraisal results, the Company shall engage a certified public accountant</p>	<p>reports from two or more professional appraisers shall be obtained.</p> <p>(3) Where any of the following circumstances applies to the professional appraiser's appraisal results, the Company shall engage a certified public accountant (CPA) to render a specific opinion on the reason for the discrepancy and the fairness of the transaction price, unless the appraisal results of the assets to be acquired are all higher than the transaction amount, or the appraisal results of the assets to be disposed of are all lower than the transaction amount:</p> <p>a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(4) No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the relevant contract date; provided that where the same publicly announced current value for the same period applies and no more</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>(CPA) to render a specific opinion on the reason for the discrepancy and the fairness of the transaction price, unless the appraisal results of the assets to be acquired are all higher than the transaction amount, or the appraisal results of the assets to be disposed of are all lower than the transaction amount:</p> <p>a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(4) No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the relevant contract date; provided that where the same publicly announced current value for the same period applies and no more than six months have elapsed, an opinion may instead be issued by the original professional appraiser.</p> <p>(5) For the Company's subsidiaries, the "paid-in capital" mentioned in this paragraph shall refer to the subsidiary's own paid-in capital.</p> <p>4. The calculation of the transaction</p>	<p>than six months have elapsed, an opinion may instead be issued by the original professional appraiser.</p> <p>(5)For the Company's subsidiaries, the "paid-in capital" mentioned in this paragraph shall refer to the subsidiary's own paid-in capital.</p> <p>4. The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one 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 in accordance with these Procedures need not be counted.</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one 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 in accordance with these Procedures need not be counted.</p>		
<p>Article 12 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-use Assets Thereof, or Membership Certificates</p> <p>1. Evaluation and Operating Procedures: The Company's acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates shall be handled in accordance with these Procedures and relevant regulations.</p> <p>2. Procedures for Determining Transaction Conditions and Authorization Limits: (1) Acquisition or disposal of membership certificates: The transaction conditions and price shall be determined with reference to the fair market price. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be</p>	<p>Article 12 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-use Assets Thereof, or Membership Certificates</p> <p>1. Evaluation and Operating Procedures: The Company's acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates shall be handled in accordance with these Procedures and relevant regulations.</p> <p>2. Procedures for Determining Transaction Conditions and Authorization Limits: (1) Acquisition or disposal of membership certificates: The transaction conditions and price shall be determined with reference to the fair market price. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less,</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(2) Acquisition or disposal of intangible assets: <u>If the amount is NT\$50 million or less, it shall be submitted to the General Manager for approval; for amounts exceeding NT\$50 million and up to NT\$100 million (inclusive), it shall be submitted to the Chairman for approval; for amounts exceeding NT\$100 million, the transaction terms and price shall be determined by conducting an internal evaluation or with reference to the fair market value, and an analysis report shall be prepared and submitted to the Board of Directors for approval before execution.</u> The transaction conditions and price shall be determined with reference to an expert appraisal report or the fair market price. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p>	<p>it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(2) Acquisition or disposal of intangible assets: The transaction conditions and price shall be determined with reference to an expert appraisal report or the fair market price. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.</p> <p>(3) When acquiring or disposing of membership certificates or intangible assets, the relevant responsible departments and the finance and accounting department shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.</p> <p>(4) When a subsidiary acquires or disposes of membership certificates or intangible assets, its finance and accounting department shall conduct a review and</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>(3) When acquiring or disposing of membership certificates or intangible assets, the relevant responsible departments and the finance and accounting department shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.</p> <p>(4) When a subsidiary acquires or disposes of membership certificates or intangible assets, its finance and accounting department shall conduct a review and evaluation, and execution shall follow its internal authorization limits after obtaining approval.</p> <p>(5) Where the transaction amount of the acquisition or disposal of membership certificates or intangible assets reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, shall engage a CPA to render an opinion on the reasonableness of the transaction price prior to the date of occurrence of the event.</p> <p>(6) The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one year" as used herein</p>	<p>evaluation, and execution shall follow its internal authorization limits after obtaining approval.</p> <p>(5)Where the transaction amount of the acquisition or disposal of membership certificates or intangible assets reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, shall engage a CPA to render an opinion on the reasonableness of the transaction price prior to the date of occurrence of the event.</p> <p>(6)The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one 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 in accordance with these Procedures need not be counted.</p> <p>(7)For the Company's subsidiaries, "paid-in capital" shall refer to the subsidiary's own paid-in capital.</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>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 in accordance with these Procedures need not be counted.</p> <p>(7) For the Company's subsidiaries, "paid-in capital" shall refer to the subsidiary's own paid-in capital.</p>		

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>Article 16 Information Disclosure and Procedures for Public Announcement and Reporting of Material Information (This Article shall apply after the Company becomes a public company.)</p> <p>1. When acquiring or disposing of assets, the Company shall, in the prescribed format and based on the nature of the transaction, report the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event, provided that the transaction amount meets any of the following thresholds:</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 percent or more of paid-in capital, 10 percent or more of total assets, or NT\$300 million or more. (Excluding trading of domestic government bonds, bonds under</p>	<p>Article 16 Information Disclosure and Procedures for Public Announcement and Reporting of Material Information (This Article shall apply after the Company becomes a public company.)</p> <p>1. When acquiring or disposing of assets, the Company shall, in the prescribed format and based on the nature of the transaction, report the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event, provided that the transaction amount meets any of the following thresholds:</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 percent or more of paid-in capital, 10 percent or more of total assets, or NT\$300 million or more. (Excluding trading of domestic government bonds, bonds under</p>	<p>1. The acquisition or disposal of equipment for business use is a necessary action for a company's normal operations. Considering the materiality of information disclosure, Sub-item 3 is added to Item 4 of Paragraph 1. For public companies with paid-in capital of NT\$50 billion or more, the threshold for public disclosure of acquisitions or disposals of equipment for business use from/to non-related parties is raised to 5 percent or more of the company's paid-in capital. Concurrently, Sub-item 2 of Item 4, Paragraph 1 is amended: For public companies with paid-in capital of NT\$10 billion or more but less than NT\$50 billion, the disclosure threshold for such transactions with non-related parties is set at NT\$1 billion.</p> <p>2. To optimize the use of working capital and</p>

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>repurchase and resale agreements, or subscription/redemption of money market funds).</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivative transactions reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where equipment or right-of-use assets thereof held for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following thresholds:</p> <p>a. Where the Company’s paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>b. Where the Company’s paid-in capital is NT\$10 billion or more <u>but less than NT\$50 billion</u>, the transaction amount reaches NT\$1 billion or more.</p> <p>c. <u>Where the Company’s paid-in capital is NT\$50 billion or more, the transaction amount reaches 5 percent</u></p>	<p>repurchase and resale agreements, or subscription/redemption of money market funds).</p> <p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivative transactions reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where equipment or right-of-use assets thereof held for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following thresholds:</p> <p>a. Where the Company’s paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>b. Where the Company’s paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.</p> <p>(5) Where the Company is engaged in the construction business and acquires or disposes of real property or right-of-use assets thereof held for</p>	<p>enhance cash yields through investments in fixed-income instruments, and considering that the current NT\$300 million threshold may lead to frequent disclosures for large-scale enterprises, Item 7 is added to Paragraph 1 based on materiality considerations and the risk profile of the instruments.</p> <p>For public companies with paid-in capital of NT\$50 billion or more, the threshold for trading government bonds, ordinary corporate bonds, or general financial bonds not involving equity (excluding subordinated bonds) on a stock exchange or at a securities business office—where such transactions do not fall under the provisos of Item 8 and the counterparty is not a</p>

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p><u>or more of its paid-in capital.</u></p> <p>(5) Where the Company is engaged in the construction business and acquires or disposes of real property or right-of-use assets thereof held for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more. Among such transactions, where the Company's paid-in capital reaches NT\$10 billion or more and it disposes of real property from a completed construction project it built itself, and the transaction counterparty is not a related party, the threshold shall be a transaction amount of NT\$1 billion or more.</p> <p>(6) Where real property is acquired by way of engaging others to build on the Company's own land, engaging others to build on rented land, joint development and allocation of housing units, joint development and allocation of ownership percentages, or joint development and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to</p>	<p>construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more. Among such transactions, where the Company's paid-in capital reaches NT\$10 billion or more and it disposes of real property from a completed construction project it built itself, and the transaction counterparty is not a related party, the threshold shall be a transaction amount of NT\$1 billion or more.</p> <p>(6) Where real property is acquired by way of engaging others to build on the Company's own land, engaging others to build on rented land, joint development and allocation of housing units, joint development and allocation of ownership percentages, or joint development and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million or more.</p> <p>(7) Asset transactions other than those referred to in the preceding six items, or disposal of receivables by a</p>	<p>related party—is raised to 5 percent or more of the company's paid-in capital.</p> <p>3. The original Item 7 of Paragraph 1 is re-numbered as Item 8, with minor textual refinements.</p>

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>invest in the transaction reaches NT\$500 million or more.</p> <p><u>(7) Where the Company's paid-in capital is NT\$50 billion or more, and the Company trades government bonds, ordinary corporate bonds, or general financial bonds not involving equity (excluding subordinated bonds) on a stock exchange or at a securities business office, which do not fall under the circumstances in any of the items of the proviso to Item 8, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of its paid-in capital.</u></p> <p>(8) Asset transactions other than those referred to in the preceding <u>seven</u> items, or disposal of receivables by a financial institution, or investment in the mainland China area, where the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>a. Trading of domestic government bonds or foreign government bonds</p>	<p>financial institution, or investment in the mainland China area, where the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more; provided, this shall not apply to the following circumstances:</p> <p>a. Trading of domestic government bonds or foreign government bonds with a credit rating not lower than the sovereign rating of the Republic of China (Taiwan).</p> <p>b. Trading of securities on a stock exchange or at a securities business office by a professional investor, or subscription in the primary market of foreign government bonds, ordinary corporate bonds, or general financial bonds not involving equity (excluding subordinated bonds), or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange-traded notes (ETN), or securities acquired by a securities firm as required by its underwriting business or as a lead/recommending broker for an Emerging Stock company in accordance with the</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>with a credit rating not lower than the sovereign rating of the Republic of China (Taiwan).</p> <p>b. Trading of securities on a stock exchange or at a securities business office by a professional investor, or subscription in the primary market of foreign government bonds, ordinary corporate bonds, or general financial bonds not involving equity (excluding subordinated bonds), or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange-traded notes (ETN), or securities acquired by a securities firm as required by its underwriting business or as a lead/recommending broker for an Emerging Stock company in accordance with the regulations of the Taipei Exchange.</p> <p>c. Trading of bonds under repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(9) The calculation of the transaction amounts shall be handled in the following manners. "Within one year"</p>	<p>regulations of the Taipei Exchange.</p> <p>c. Trading of bonds under repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(9) The calculation of the transaction amounts shall be handled in the following manners. "Within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items already publicly disclosed in accordance with these Procedures need not be counted:</p> <p>a. The amount of each individual transaction.</p> <p>b. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same counterparty within one year.</p> <p>c. The cumulative transaction amount of acquisitions and disposals (accumulated separately for acquisitions and disposals) of real property or right-of-use assets thereof within the same development project within one year.</p> <p>d. The cumulative transaction</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>as used herein refers to the year preceding the date of occurrence of the current transaction. Items already publicly disclosed in accordance with these Procedures need not be counted:</p> <p>a. The amount of each individual transaction.</p> <p>b. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same counterparty within one year.</p> <p>c. The cumulative transaction amount of acquisitions and disposals (accumulated separately for acquisitions and disposals) of real property or right-of-use assets thereof within the same development project within one year.</p> <p>d. The cumulative transaction amount of acquisitions and disposals (accumulated separately for acquisitions and disposals) of the same security within one year.</p> <p>2. Procedures for Public Announcement and Reporting</p> <p>(1) The Company shall report the relevant information on the website designated by the FSC.</p>	<p>amount of acquisitions and disposals (accumulated separately for acquisitions and disposals) of the same security within one year.</p> <p>2. Procedures for Public Announcement and Reporting</p> <p>(1) The Company shall report the relevant information on the website designated by the FSC.</p> <p>(2) The Company shall, by the 10th day of each month, enter the information regarding derivative transactions of the Company and its subsidiaries that are not domestic public companies as of the end of the previous month into the information reporting website designated by the FSC in the prescribed format.</p> <p>(3) When any item required to be publicly disclosed contains any error or omission at the time of disclosure and is required to be corrected, the Company shall again publicly disclose and report the entire content within two days counting inclusively from the date of knowing such error or omission.</p> <p>(4) When acquiring or disposing of assets, the Company shall keep all</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>(2) The Company shall, by the 10th day of each month, enter the information regarding derivative transactions of the Company and its subsidiaries that are not domestic public companies as of the end of the previous month into the information reporting website designated by the FSC in the prescribed format.</p> <p>(3) When any item required to be publicly disclosed contains any error or omission at the time of disclosure and is required to be corrected, the Company shall again publicly disclose and report the entire content within two days counting inclusively from the date of knowing such error or omission.</p> <p>(4) When acquiring or disposing of assets, the Company shall keep all relevant contracts, minutes, log books, appraisal reports, and opinions of CPAs, attorneys, or securities underwriters at the Company's headquarters, where they shall be retained for at least five years except where otherwise provided by other laws.</p> <p>(5) After the Company has publicly</p>	<p>relevant contracts, minutes, log books, appraisal reports, and opinions of CPAs, attorneys, or securities underwriters at the Company's headquarters, where they shall be retained for at least five years except where otherwise provided by other laws.</p> <p>(5) After the Company has publicly disclosed and reported a transaction in accordance with this Article, should any of the following circumstances occur, the Company shall report the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event:</p> <p>a. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>b. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>c. Change to the originally publicly disclosed and reported information.</p>	

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>disclosed and reported a transaction in accordance with this Article, should any of the following circumstances occur, the Company shall report the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event:</p> <p>a. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>b. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>c. Change to the originally publicly disclosed and reported information.</p>		
<p>Article 18 The provisions in these Procedures regarding "10 percent of total assets" shall be calculated based on the total asset amount in the most recent parent-company-only financial report or individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>In the case of a company whose shares</p>	<p>Article 18 The provisions in these Procedures regarding "10 percent of total assets" shall be calculated based on the total asset amount in the most recent parent-company-only financial report or individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.</p> <p>In the case of a company whose shares</p>	<p>In alignment with the newly added public disclosure and reporting thresholds for public companies with paid-in capital of NT\$50 billion under Article 16, Paragraph 1, Paragraph 2 is hereby amended to specify the calculation methods for the thresholds of '5 percent of paid-in capital' and 'paid-in capital of NT\$50 billion' for</p>

ITH Corporation
Procedures for Acquisition or Disposal of Assets
Comparison Table of Amended Provisions

Article After Amendment	Original Article	Explanation
<p>have no par value or a par value other than NT\$10, for the calculation of transaction amounts of "20 percent of paid-in capital" under these Procedures, "10 percent of equity attributable to owners of the parent" shall be substituted; <u>for the calculation of transaction amounts of "5 percent of paid-in capital," "2.5 percent of equity attributable to owners of the parent" shall be substituted;</u> and for the requirement of paid-in capital of NT\$10 billion, "equity attributable to owners of the parent of NT\$20 billion" shall be substituted; <u>and for the requirement of paid-in capital of NT\$50 billion, "equity attributable to owners of the parent of NT\$100 billion" shall be substituted.</u></p>	<p>have no par value or a par value other than NT\$10, for the calculation of transaction amounts of "20 percent of paid-in capital" under these Procedures, "10 percent of equity attributable to owners of the parent" shall be substituted; and for the requirement of paid-in capital of NT\$10 billion, "equity attributable to owners of the parent of NT\$20 billion" shall be substituted.</p>	<p>companies whose shares have no par value or a par value other than NT\$10.</p>
<p>Article 20 These Procedures were adopted on November 15, 2023. <u>The first amendment was made on June 18, 2026.</u></p>	<p>Article 20 These Procedures were adopted on November 15, 2023.</p>	<p>Added the date of amendment.</p>

ITH Corporation

List of Candidates for Directors (including Independent Directors)

(Proposed by the Board of Directors of the Company)

Title	Name	Number of shares held (Note)	Education and work experience	Current position
Director Candidates	Nelpus Investments Limited	42,023,057	Director of ITH Corporation	Director of ITH Corporation
	Milehigh Investments Holding Limited	24,378,395	Director of ITH Corporation	Director of ITH Corporation
	Banded Agate Limited	22,623,763	-	-
	Hsi-Liang Liu	0	Master of Business Administration, University of Michigan ASE Group - Vice President of Finance Citibank - Vice President of Unit Head	Legal representative of ITH Corporation TPK Holding Co., Ltd. Senior Vice Legal representative /President / Chief Strategy Officer Director of Casual Restaurants Inc. Independent Non-executive Director, of Pou Sheng International (Holdings) Limited Independent Director of Sino Horizon Holdings Limited Independent Director of Silergy Corp.
Independent Director Candidates	Ted Lee	0	Bachelor of Business Administration, National Taiwan University General manager of AzureWave Technologies, Inc. Vice President, VIA Technologies, Inc. Chairman of Vate Technology Co., Ltd. Chairman of Global Communication Technology Corp.	Chairman, HLJ Technology Co., Ltd. Independent Director of WinWay Technology Co., Ltd. Independent Director of Posiflex Technology, Inc. Chairman of Chi Yi Electronics Co., Ltd. Chairman of Liangjie Technology Co., Ltd. Legal representative of Brillify Tech GmbH
	Derek Tien	0	Master of Science in Computer and Systems Engineering, Rensselaer Polytechnic Institute Managing Director of GIC Private Limited Senior Manager of TSMC SVP of Merrill Lynch IBM Engineer	Independent Director of Alchip Technologies, Limited Silicon Road Pte Ltd Principal Director of CloudMosa, Inc.
	Peter Teng	0	B.S in Computer Science, University of Toronto, Canada Engineer of ATI Technologies Inc.	Vice President of Alchip Technologies, Limited

(Note) Shareholdings as of April 20, 2026, the book-closing date for the Annual Shareholders' Meeting.

ITH Corporation
Main Content of Competing Business of Directors

Name (Note1)	Positions Held in Other Companies		
	Company Name	Principal Business	Title
Hsi-Liang Liu	TPK Holding Co., Ltd. and its subsidiaries (Stock Code: 3673) (Note 2)	R&D, manufacturing and sales of touch sensors, touch modules, touch panels, ITO glass and cover glass products; general investment business	Representative of Director; Chief Strategy Officer / Senior Vice President
	Casual Restaurants Inc. (Stock Code:7789)	Food and beverage services	Director
	Pou Sheng International (Holdings) Limited	Retail of sporting goods and brand distribution agency	Independent Non-executive Director
	Sino Horizon Holdings Limited (Stock Code:2923)	Real estate development, leasing and sales, property management and related services	Independent Director
	Silergy Corp. (Stock Code:6415)	R&D, design and sales of power management ICs	Independent Director
Ted Lee	HLJ Technology Co., Ltd.	R&D, manufacturing and sales of VCSEL-related products	Chairman
	WinWay Technology Co., Ltd. (Stock Code:6515)	Semiconductor test interface solutions, pogo pins, probe cards, thermal modules	Independent Director
	Posiflex Technology, Inc. (Stock Code:8114)	POS systems, peripheral equipment and integrated information system solutions	Independent Director
Derek Tien	Alchip Technologies, Limited (Stock Code: 3661)	R&D, design, manufacturing and sales of: (1) ASIC; (2) SoC	Independent Director
	Silicon Road Pte Ltd	MANAGEMENT CONSULTANCY SERVICES	Principal
	CloudMosa, Inc.	Information software services	Director
Peter Teng	Alchip Technologies, Limited (Stock Code: 3661)	R&D, design, manufacturing and sales of: (1) ASIC; (2) SoC	Vice President

(Note1) Refers to the director (including independent director) nominees for the Company's 2026 Annual General Meeting of Shareholders (June 18, 2026)

(Note2) Including positions as Director of TPK Asia Pacific Sdn. Bhd. and Director of Optera TPK Holding Pte. Ltd.

**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF
ASSOCIATION**

OF

ITH Corporation

Incorporated in the Cayman Islands on January 10, 2019

**(as adopted by a Special Resolution dated, 10 June, 2025 and
effective immediately upon passing of the Special Resolution)**

**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
ITH Corporation**

**(as adopted by a Special Resolution dated, 10 June, 2025 and
effective immediately upon passing of the Special Resolution)**

- 1 The name of the Company is ITH Corporation
- 2 The registered office of the Company shall be at the office of Vistra (Cayman) Limited P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 1205 Cayman Islands , or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (as revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is NT\$10,000,000,000 divided into 1,000,000,000 ordinary shares of NT\$10 each provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

– Remainder of Page Intentionally Left Blank –

**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
ITH Corporation**

**(as adopted by a Special Resolution dated, 10 June, 2025 and
effective immediately upon passing of the Special Resolution)**

1 Interpretation

1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

“Acquisition”	means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined in the Enterprise Mergers and Acquisitions Law of the R.O.C.
“Applicable Public Company Rules”	means the R.O.C. laws, rules and regulations stipulating public companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs of the R.O.C., the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TWSE, TPEX and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations that from time to time are required by the relevant regulator as applicable to the Company.
“Annual Net Income”	means the audited annual net profit of the Company in respect of the applicable year.
“Articles”	means these articles of association of the Company, as originally adopted or as from time to time altered by Special Resolution.

"Capital Reserve"	means the income derived from the issuance of new shares at a premium, or from endowments received by the company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (includes any and all Independent Director(s)).
"Electronic Record"	has the same meaning as in the Electronic Transactions Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
"FSC"	means the R.O.C. Financial Supervisory Commission
"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.
"Legal Reserve"	means, after the Company has covered its losses and all taxes have been paid and at the time of distributing surplus profits, a certain percent of such profits that the Company shall first set aside as a legal reserve in accordance with the Applicable Public Company Rules. However when the accumulated Legal Reserve has reached the total paid-up capital of the Company, this requirement shall not apply.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"M&A"	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company, as originally adopted or as from time to time altered by Special Resolution.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Short-form Merger"	means (i) a Merger in which one of the merging companies holds

issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company or (ii) that subsidiaries of the same parent company holding 90% or more of the issued and outstanding shares of such respective subsidiaries merge with one another.

"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register of members maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Simple Majority"	means more than one-half.
"Share Exchange"	means a company transferring all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for shareholders of the transferring company.
"Short-form Share Exchange"	means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from

any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.

"Special Resolution"

means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.

"Spin-off"

refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or shareholders of that company.

"Short-form Spin-off"

Means a parent company effects a Spin-off with its subsidiary company wherein at least 90% of the voting power of the outstanding shares of the subsidiary company are held by the parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred.

"Statute"

means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.

**"Subsidiary" and
"Subsidiaries"**

means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company; or (iii) a company of which the management of the personnel, financial, or business operation has been directly or indirectly controlled by the Company; or (iv) a majority of Directors are contemporarily acting as directors in another company.

**"Supermajority
Resolution"**

means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more

than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.

“TDCC”	means the Taiwan Depository & Clearing Corporation.
“Treasury Shares”	means a Share purchased and held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.
“TWSE”	means the Taiwan Stock Exchange
“TPEX”	means the Taipei Exchange
“Non TWSE-Listed or TPEX-Listed Company”	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine and neuter gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Section 8 of the Electronic Transactions Act shall not apply.
- (i) Applicable Public Company Rules shall not apply until the Company has become a public company pursuant to Applicable Public Company Rules.

2 Commencement of Business

- 2.1 After incorporation, the Company may operate its business at the time the board of Directors deems fit. The Company shall operate its business compliance with the Applicable Public Company Rules and business ethics, and may take actions that promotes public interest to fulfill the social responsibility of the Company.

- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the board of Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem, purchase, spin-off or consolidate any or all of such Shares and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.
- 3.4 If the Company issues par value Shares, they may not be converted into no par value Shares. No par value Shares shall not be converted into par value Share.

4 Register of Members

- 4.1 The board of Directors shall keep, or cause to be kept, the Register of Members at such place as the board of Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the board of Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the board of Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.
- 4.3 For so long as any Shares are listed on TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of TWSE that are or shall be applicable to such listed Shares, and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to or the rules and regulations of TWSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any

Dividend, or in order to make a determination of Members for any other purpose, the board of Directors shall determine the period that the Register of Members shall be closed for transfers and after the Company has acquired public company status, such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.

- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the board of Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members, or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the board of Directors designates a record date in accordance with this Article 5.2, the board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of the book closed periods the Register of Members, including notices to Members in regard to book closed periods of the Register of Members, shall be in accordance with policies adopted by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 After the Company has acquired public company status, subject to the provisions of the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company shall issue Shares without printing Share Certificates for the Shares issued, the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules, and the issuance, transfer or cancellation of the Shares shall be handled in accordance with the relevant rules of TDCC. A Member shall only be entitled to a Share Certificate if the board of Directors resolves that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the board of Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the board of Directors. The board of Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the board of Directors resolves that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 6.3 No Shares may be registered in the name of more than one Member.

- 6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the board of Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company (“**Preferred Shares**”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:
- (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
 - (b) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
 - (c) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (d) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
 - (e) Other matters concerning rights and obligations incidental to Preferred Shares; and
 - (f) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations that redemption rights shall not apply.

8 Issuance of New Shares

- 8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall, after reserving Shares for Public Offering (defined below) and Shares for Employees’ Subscription (defined below) in accordance with Article 8.3, make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members.

The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE (as applicable), for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("**Shares for Public Offering**"). The Company may reserve 10% to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Subsidiaries ("**Shares for Employees' Subscription**"). The Company may restrain the shares subscribed by the aforementioned employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.
- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Articles 11.1 to 11.4; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; (f) in connection with the issue of Restricted Shares in accordance with Article 8.7; or (g) other matters in accordance with the Applicable Public Company Rules.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company and its

Subsidiaries ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and other relevant conditions shall comply with the Applicable Public Company Rules.

- 8.8 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, inter alia, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.
- 8.9 Subject to the provisions of the Applicable Public Company Rules, when the total number of new Shares in issue has been subscribed to in full, the Company shall immediately send a call notice to the subscribers for unpaid Shares. Where Shares are issued at a price higher than par value, the premium and the par value shall be collected at the same time. Where the subscriber delays payment for subscribing to the Shares, the Company shall designate a cure period of not less than one month by serving a notice on him/her/it requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period, the subscriber's right to subscribe to new Shares shall be forfeited. After the Company has made such request, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe to the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company may be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.
- 9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 9.4 The Board of Directors may approve to effect transfers of Shares listed on the TWSE which are not issued physically through relevant systems (including systems of TDCC) without executing share transfer documents. With respect to non-physically issued shares, the Company shall notify holders of these shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of shares through relevant systems according to the requirement, equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

10 Redemption and Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares in the manner and terms to be resolved by the board of

Directors from time to time. Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE, the Company may purchase its own shares on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.

- 10.2 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares. The Company may make a payment in respect of the redemption of its own Shares in any manner permitted by the Statute (including out of capital). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.3 The board of Directors may, upon the purchase or redemption of any Share under Article 10.1 to 10.7, determine that such Share shall be held as Treasury Share ("**Repurchased Treasury Shares**"). For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up).
- 10.4 Subject to the provisions of the Statute, the Memorandum and the Articles, the board of Directors may determine to cancel a Treasury Share or transfer a Treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.5 If the Company repurchases any Shares traded on the TWSE and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") the Company shall require the approval of a resolution of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules, and which shall not be brought up as an ad hoc motion and which matter shall include:
 - (a) The transfer price, discount rate, calculation basis and reasonability;
 - (b) Number of shares transferred, purpose and reasonability;

- (c) Qualification of employees' subscription and number of shares employees may subscribe; and
 - (d) Matters affecting equity of the Members:
 - (i) Amounts that may become expenditures, and the dilution of earnings per share of the Company; and
 - (ii) Explain the financial burden caused to the Company by transfer of shares to employees at a price lower than the Average Purchase Price.
- 10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 and the aggregate number of Treasury Shares transferred to any individual employee shall be subject to the Applicable Public Company Rules as applied to the Company and shall not exceed the stipulated percent of the Company's total issued, allotted and outstanding Shares as at the date of transfer of any Treasury Shares to the employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- 10.7 Notwithstanding anything to the contrary contained in Articles 10.1 to 10.6, and subject to the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an R.O.C. certified public accountant before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11 Employee Incentive Programme

- 11.1 Notwithstanding the provision of Article 8.7 Restricted Shares, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.

- 11.3 The Company may enter into relevant agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under Article 8.7 or this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee (and not as a director of the Company or its Subsidiaries).

12 Variation of Rights of Shares

- 12.1 If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class, unless otherwise provided by the terms of issue of the Shares of that class, may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.
- 12.2 The relevant provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.
- 12.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he/she was a joint holder, or his/her legal personal representatives where he/she was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him/her.
- 13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the board of Directors, may elect, by a notice in writing sent by him/her/it, either to become the holder of such Share or to have some person nominated by him/her/it become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

- 14.1 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, the Company may by Special Resolution:

- (a) change its name;
- (b) alter or add to these Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; and
- (e) increase its authorised share capital or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members at a general meeting to reflect such change.

14.2 Subject to the provisions of the Statute, the Applicable Public Company Rules, the Articles and unless otherwise provided under Article 14.6, the Company shall by a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
- (b) discharge or remove any Director;
- (c) approve any action by any Director(s) who is engaging in business for him/her/itself or on behalf of another person that is within the scope of the Company's business;
- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
- (e) distribute its Capital Reserve, 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 in accordance with Article 34.2 hereunder;
- (f) effect any Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off) provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
- (g) Share Exchange;
- (h) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (i) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; and
- (j) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.

- 14.3 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass
- (a) a Supermajority Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.
- 14.4 When the Company reduces share capital according to the Statute, the Articles, and the Applicable Public Company Rules, the share capital shall be returned in proportion to the shareholdings of the Members.
- 14.5 Subject to the provisions of the Statute and the Articles, if the Company intends to return share capital by assets other than cash, the asset to be returned and the amount to be deducted shall be approved by general meetings and consented to by the Members who will receive such asset, provided that the asset to be returned and the amount to be deducted shall be audited by the certified R.O.C. public accountant before they are submitted by the board of Directors for general meetings' resolution. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 14.6 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by not less than two-thirds of votes cast by such Members representing the total number of issued Shares at a general meeting:
- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEX-Listed Company;
 - (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
 - (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
 - (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spin-off company is a Non TWSE-Listed or TPEX-Listed Company.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the board of Directors change the location of its Registered Office in the Cayman Islands.

16 General Meetings

- 16.1 All general meetings other than annual general meetings are extraordinary general meetings.
- 16.2 After the Company has acquired public company status, the Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall decide, or by video conference or in any manner prescribed by the Applicable Public Company Rules, provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan in the event the Company has acquired public company status. Under the circumstances of calamities, incidents, or force majeure, the central competent authority may promulgate a ruling that authorizes a company, which has no above provision in its Articles of Association, within a certain period of time can hold its general meeting by means of video conference or other promulgated methods; for general meetings to be held outside Taiwan, the Company shall apply with TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 16.5 The board of Directors may call general meetings, and they shall on a Member's requisition pursuant to Article 16.6 proceed to convene an extraordinary general meeting of the Company.
- 16.6 Member(s) who are entitled to submit a Member's requisition as provided in the preceding Article 16.5 are Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and duly delivered to the Company, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the board of Directors do not within fifteen days from the date of the delivery of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.
- 16.9 Member(s) holding more than 50% of the total issued and outstanding Shares for at least three consecutive months may themselves convene an extraordinary general meeting. The calculation of the holding period of Shares and the number of Shares held by a

Member shall be determined based on the shareholding on starting date of the book closed period.

17 Notice of General Meetings

- 17.1 Before the Company has acquired public company status, a notice in writing of a general meeting shall be given to all members as at the record date for the notice, at least five days prior to the meeting, provided that:
- (a) An extraordinary general meeting may be called by shorter notice (but not shorter than two days) if so agreed by a Member or Members (or their proxies or representatives) holding in the aggregate, as at the record date for the meeting, shares representing at least seventy-five percent of the outstanding shares of the Company;
 - (b) An annual general meeting or an extraordinary general meeting may be held without notice and without observing any of the requirements or provisions of these Articles concerning general meetings if so agreed by all the members (or their proxies or representatives) of the Company;

And agreements for the purposes of the foregoing paragraphs (a) or (b) may be reached before, during or within thirty days after the meeting concerned.

In the event the Company has acquired public company status, at least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, the manner in which the meeting shall be convened, the general nature of the business and other relevant matters, and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.

- 17.2 Before the Company has acquired public company status, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting, or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting

power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has more than New Taiwan Dollars 2,000,000,000 paid-in capital at the end of the accounting period, or the aggregate shareholding percentages of the foreign investors and the PRC investors reaches 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty days prior to any annual general meeting.

- 17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to
- (a) election or discharge of Directors,
 - (b) alteration of the Memorandum or Articles,
 - (c) reduction of capital,
 - (d) application to cease public offering,
 - (e) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange (other than a Short-form Share Exchange) or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and
 - (f) ratification of an action by Director(s) who engage(s) in business for himself/herself/itself or on behalf of another person that is within the scope of the Company's business,
 - (g) distribution of the whole or a part of the dividend and bonus of the Company in the form of new Shares
 - (h) distribution of the legal reserve and the Capital Reserve derived from the issuance of new shares at a premium or from endowments received by the Company to shareholders in the form of new Shares or cash, and
 - (i) the Private Placement of any equity-type securities issued by the Company,

shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.

- 17.6 The board of Directors shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors or the person(s) who has called the meeting in accordance with the Statute, the Articles or the Applicable Public Company Rules may request the Company or the securities agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the Audit Committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan ten days prior to the annual general meeting in accordance with the Statute and the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Statute, the Articles and the Applicable Public Company Rules, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the Members as required by the Statute, the Articles and the Applicable Public Company Rules, and the board of Directors shall distribute or make publicly available the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.
- 18.3 Subject to the Statute, the Articles, and the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be no more than two and the total time postponed shall not exceed one hour. If the general meeting has been postponed two times, but at the postponed general meeting a quorum is still not present, the chairman

shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.

- 18.4 If a general meeting is called by the board of Directors, the chairman of the board of Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the board of Directors shall act in lieu of the chairman. If there is no vice chairman of the board of Directors, or if the vice chairman of the board of Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the board of Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 In case the procedure for convening a shareholders' meeting or the method of adopting resolutions is in violation of the Statute, the Articles or the Applicable Public Company Rules, a shareholder may, within thirty days from the date of the resolution, submit a petition to competent court having proper jurisdiction for revocation of such resolution. The Taiwan Taipei District Court, R.O.C., may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Articles or the Applicable Public Company Rules, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Subject to the Applicable Public Company Rules, Member(s) holding 1% or more of the total number of issued, allotted, outstanding Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Other than any of the following situation occurs, proposals proposed by Member(s) shall be included in the agenda by the board of Directors where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, (d) such proposal contains more than 300 words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If the proposal(s) proposed by Member(s) is intended to improve the public interest or fulfil

its social responsibilities of the Company, the board of Director may include such proposal(s) in the agenda.

- 18.10 Unless the Company has acquired public company status, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.
- 18.11 A shareholders' meeting may be held by video conference or by other methods promulgated by the FSC and/or TWSE. If a shareholders' meeting is held by video conference, the shareholders participating in the meeting by video or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, shall be deemed to have attended the shareholders' meeting in person. After the Company has acquired public company status, the shareholders' meeting held by video conference shall comply with the Applicable Public Company Rules.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting and all calls or other monies then payable by him to the Company in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman who shall decide in accordance with the applicable laws.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that a Member who holds Shares for the benefit of others may cast the votes of the Shares in different ways. The qualifications, scope, methods of exercise, operating procedures and other matters in respect of exercising voting power separately shall comply with the Applicable Public Company Rules.
- 19.6 Before the Company has acquired public company status, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of electronic transmission. If a general meeting is to be held in Taiwan after the Company has acquired public company status, when convening a general meeting, the Company shall permit the Members to vote by way of electronic transmission as one of the methods of exercising voting power. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic

transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote in the same manner previously used in submitting the vote and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, and be personally signed or sealed under the hand of the appointor, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules, obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;

- (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 After the Company has acquired public company status, except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of him/her/itself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.
- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to the Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the non-solicited proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his/her/its voting power by way of a written ballot or electronic transmission, he/she/it shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his/her/its previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.

- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the general meeting at which the person named in the instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular general meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 At a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company, at least two days prior to the commencement of the general meeting, or adjourned general meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.

21 Proxy Solicitation

After the Company has acquired public company status, subject to the provisions of the Statute and the Articles, matters regarding the solicitation of proxies shall be handled in accordance with the Applicable Public Company Rules, including but not limited to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

22.1 In the event any of the following resolutions is adopted at a general meeting, the Member, who has expressed his/her/its objection therefor, in writing or verbally with a record before or during the general meeting and has voted against or has forfeited his/her/its voting right (the "**Dissenting Member**") may request the Company to buy back all of his/her/its Shares at the then prevailing fair price. The shares that have been forfeited by the Dissenting Member in accordance with the foregoing shall not be counted in the number of votes of the Member present but shall be counted towards the quorum of the general meeting:

- (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or for the delegation of management of the Company's business to other or for the regular joint operation of the Company with others;
- (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
- (c) The Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company's business operations;
- (d) Spin-Off (other than a Short-form Spin-off);
- (e) Merger (other than a Short-form Merger);
- (f) Acquisition; or
- (g) Share Exchange (other than a Short-form Share Exchange).

22.2 Unless otherwise provided by the Applicable Public Company Rules and the Statute in the event of a Short-form Merger, a Short-form Spin-off, or a Short-form Share Exchange where at least 90% of the voting power of the outstanding shares of the Company are held by the other company participating in such Merger, Spin-off or Share Exchange, the Company shall deliver a notice to each of the Member immediately after the resolution of the board of directors approving such Short-form Merger, Short-form Spin-off or Short-form Share Exchange and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger, Short-form Spin-off or Short-form Share Exchange within the specified period pursuant to the Applicable Public Company Rules may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair price.

- 22.3 Subject to the Statute, the request by the Dissenting Member prescribed in Articles 22.1 and 22.2 shall be delivered to the Company in writing, stating therein the types numbers and the repurchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolutions. In the event the Dissenting Member and the Company have reached an agreement in regard to the repurchase price of the Shares held by such Dissenting Member (the “**Appraisal Price**”), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event that no agreement is reached with the Dissenting Member, the Company shall pay the fair price it has recognized to such Dissenting Member within ninety days since the resolution was made. If the company fails to pay, the company shall be considered to be agreeable to the price requested by the Dissenting Member.
- 22.4 Subject to the Statute, in the event that any Dissenting Member requests the Company to buy back his/her/its Shares pursuant to Article 22.3, and the Company and the Dissenting Member fail to reach the agreement with respect to the Appraisal Price within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the Dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the Appraisal Price, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the Dissenting Member solely with respect to the Appraisal Price.
- 22.5 Subject to the Statute, the payment of Appraisal Price and the delivery of Share Certificates shall comply with the Applicable Public Company Rules.

23 Corporate Members

A Member, who is a corporation, organization or non-natural person entity, may in accordance with its constitutional documents, or in the absence of relevant provision in its constitutional documents by resolution of its board of directors or other governing body, authorize a person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorized shall be entitled to exercise the same powers on behalf of such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are held by such Company (including held through such Company's Subsidiaries) shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 Shares in the Company that are held by its Subsidiary, where the total number of voting shares or total shares equity held by the Company in such a Subsidiary represents more than one half of the total number of voting shares or the total shares equity of such a Subsidiary shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.3 Shares in the Company and its Subsidiary that are held by another company, where the total number of the shares or total shares equity of that company held by the Company and its Subsidiary directly or indirectly represents more than one half of the total number

of voting shares or the total share equity of such a company shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.

- 24.4 A Member who has a personal interest in any matter discussed at a general meeting, which interest may be in conflict with those of the Company, shall not be counted in the number of votes of shareholders present at such general meeting.. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.5 If a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by such Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes of the Member present.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new Director elected at the general meeting shall fill the vacancy for the residual term of office.
- 25.2 Unless otherwise approved by FSC, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall be removed from the position of Director automatically.
- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence in discharging their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on

shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

- 25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six (6) consecutive months may in writing request the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction (including the Taipei District Court, R.O.C.) as the court of first instance. The Audit Committee shall resolve on whether to initiate the action, and shall appoint one or more of its members as the representative(s), acting individually or jointly, for this action. If the Audit Committee fails to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Memorandum and Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the board of Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the board of Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the board of Directors at which a quorum is present may exercise all powers exercisable by the board of Directors.
- 26.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the board of Directors shall determine by resolution.
- 26.3 The board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 26.4 The Company may purchase liability insurance for Directors and the board of Directors shall determine the terms of such insurance by resolution, taking into account the standards of the industry in the R.O.C. and overseas.
- 26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company may by Ordinary Resolution of any general meeting, to the maximum extent legally permissible, demand the Director, who violated such duties, to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall, to the maximum extent legally permissible, indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The Directors and the Company shall jointly and severally indemnify the third party for any losses or damages incurred by such third party if such loss or damage is incurred as a

result of a Director's breach of laws or regulations in the course of performing his duties. The aforementioned duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect Director(s).
- 27.2 After the Company has acquired public company status, Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the board of Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("**Special Ballot Votes**"), and the total number of Special Ballot Votes casted by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to consolidate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.3 The Directors may adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for elections of Directors and Independent Directors in the event the Company has acquired public company status in accordance with Applicable Public Company Rules. Upon adoption of candidate nomination mechanism, the board of Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates.
- 27.4 If a Member is judicial person, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be elected as Directors respectively.
- 27.5 Notwithstanding anything to the contrary in Article 27.1 to 27.4, unless the Company has acquired public company status in accordance with Applicable Public Company Rules, the

Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director.

28 Vacation of Office of Director

- 28.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time remove all Directors from office before the expiration of their term of office and may elect new Directors in accordance with Article 27.1. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. Unless a resolution of a shareholders' meeting provides otherwise, all the Directors shall be deemed to have been removed upon such election of new Directors prior to the expiration of such Director's applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he/she/it gives notice in writing to the Company to resign the office of Director;
 - (b) he/she/it dies, becomes bankrupt or makes any arrangement or composition with his/her/its creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he/she is or will be suffering from mental disorder or is otherwise incapable of managing his/her affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he/she/it commits an offence as specified in the Statute for Prevention of Organizational Crimes and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years;
 - (e) he/she/it commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (f) he/she/it commits an offence as specified in the Anti-Corruption Act and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (g) he/she/it is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;
 - (h) he/she/it is declared bankrupt or is subject to liquidation procedure adjudicated by a court, and his/her/its rights have not been resumed yet;

- (i) he/she has limited legal capacity or is legally incompetent;
- (j) he/she is subject to the commencement of assistance by a court and the court and those orders have not yet been revoked;
- (k) the Members resolve by a Supermajority Resolution that he/she/it should be removed as a Director;
- (l) after the Company has acquired public company status, during the term of office as a Director (excluding Independent Directors), he/she/it has transferred more than one half of the company's shares being held by him/her/it at the time he/she is elected; or
- (m) subject to the provisions of the Statute, and the Articles or the Applicable Public Company Rules, in the event that he/she/it has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in violation of material items as prescribed in the applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of issued, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court (including the Taipei District Court, R.O.C.) for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (i), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director.

If any director(excluding Independent Directors) after having been elected and before his/her/its inauguration of the office of Director, has transferred more than one half of the total number of shares of the company he/she/it holds at the time of his/her/its election as such; or had transferred more than one half of the total number of shares he/she/it held within the book closed period prior to the convention of a shareholders' meeting, then his/her/its election as a Director shall become invalid.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the board of Directors may be fixed by the board of Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) to fill the vacancies at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.

- 29.2 Unless otherwise provided by the Statute, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than three due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the board of Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 The chairman or other authorized officer of the Company may call a meeting of the board of Directors by at least one day's notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event the Company has acquired public company status in accordance with the Applicable Public Company Rules, unless otherwise permitted by the Applicable Public Company Rules, the chairman of the board shall call a meeting of the board of Director by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director. In the event of an urgent situation, a meeting of the board of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in other Directors' office, but if and so long as the number of continuing Directors is below the minimum number of Directors fixed by or pursuant to the Articles, the continuing Directors or Director may act only for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the board of Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 Subject to the Statute, with respect to all acts done by any meeting of the board of Directors or of a committee of Directors, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, the effectiveness of the acts shall be determined in accordance with the applicable laws.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointing another director in writing by him/her/it. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director (except for Independent Directors) may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Compensation Committee (as defined in Article 32.10) shall present its recommendations to the board of Directors for discussion and approval.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be recommended by the Compensation Committee and determined by the board of Directors, and take into account the extent and value of the services provided for the management of the Company and the standards of the industry in the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the board of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the Compensation Committee and determined by the board of Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.
- 30.3 Unless prohibited by the Statute, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his/her/its firm shall be entitled to such remuneration for professional services as if he/she/its were not a Director.
- 30.4 A Director who engages in conduct either for himself/herself/itself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself/herself/itself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, to the maximum extent legally permissible, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any second degree relatives, or company(s) with controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the board of Directors and the general meeting the nature of such director's personal interest and the reason(s) for the approval or objection to the proposed resolution. The Company shall expressly set out the material information of said

Director's personal interest and the reason(s) of approval or dissent to the resolution of the proposed transaction in the notice of the general meeting; the information thereof may be placed on the website designated by the R.O.C. competent authorities for securities or by the Company, and the web address shall be indicated in the notice.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him/her/it provided that the appointment of a managing director shall be revoked forthwith if he/she/it ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and

subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.

- 32.6 Notwithstanding anything to the contrary contained in this Articles 32.1 to 32.11, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an Audit Committee (the “**Audit Committee**”) comprised of all of the Independent Directors, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. A resolution of the Audit Committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the Audit Committee shall be in accordance with policies proposed by the members of the Audit Committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE (as applicable), if any. The Directors shall, by a resolution, adopt a charter for the Audit Committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;
 - (e) A material asset or derivatives transaction;
 - (f) A material monetary loan, endorsement, or provision of guarantee;
 - (g) The offering, issuance, or Private Placement of any equity-type securities;
 - (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (i) The appointment or removal of a financial, accounting, or internal auditing officer;
 - (j) Annual financial reports and second-quarter financial reports that shall be audited and attested by a certified public accountant;
 - (k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and
 - (l) Any other matters in accordance with the Applicable Public Companies Rules.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the Audit Committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

- 32.8 Prior to the commencement of the meeting of Board of Directors to adopt any resolution of M&A, the Company shall have the Audit Committee review the fairness and reasonableness of the plan and transaction of the M&A, and then report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute. During the review, the Audit Committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The results of the review of Audit Committees and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute, the Board of Directors shall report the foregoing at the next closest general meeting.
- 32.9 With respect to the documents that need to be sent to the Members as provided in the preceding Article, in the event that the Company posts the same documents on the website designated by the R.O.C. competent authorities of securities and also prepares and places such documents at the venue of the general meeting for the Members' review, then those documents shall be deemed as having been sent to the Members.
- 32.10 The Directors shall establish a Compensation Committee (the "**Compensation Committee**") in accordance with the Applicable Public Company Rules. The number of members of the Compensation Committee, professional qualifications, restrictions on shareholdings and position that a member of the Compensation Committee may concurrently hold, and assessment of independence with respect to the members of the Compensation Committee shall comply with the Applicable Public Company Rules. The Compensation Committee shall comprise of no less than three members, one of which shall be appointed as convener of the Compensation Committee. The rules and procedures for convening any meeting of the Compensation Committee shall comply with policies proposed by the members of the Compensation Committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE (as applicable). The Directors shall, by a resolution, adopt a charter for the Compensation Committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.11 The compensation referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.11 shall mean executive officers as defined by the rules and procedures governing the Compensation Committee.

33 Seal

- 33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the

Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.

- 33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody in accordance with the Seal policy adopted by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 33.3 A person authorized in accordance with the Seal policy adopted by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him/her/it under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

- 34.1 The Company shall set aside no less than 1% of its annual net income before tax, the bonus to employees and the bonus to Directors, as bonus to employees of the Company and set aside no more than 1% of its annual net income before tax, the bonus to employees and the bonus to Directors, as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 34.2 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs, etc. If the Directors determine to distribute profits, the Directors shall prepare the proposal for distribution of profits and such proposal shall be approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: (a) the Company shall set aside all taxes that are legally required to be paid; and (b) offset its losses in previous years that have not been previously offset (if any);, then (c) set aside a Legal Reserve in accordance with the Applicable Public Company Rules, unless the accumulated amount of such Legal Reserve has reached the total paid-up capital of the Company; and (d) set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by relevant authorities. Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Directors may propose profit distribution plan in connection with the retained earnings available for distribution (i.e., the net profit after the deduction of the items (a) to (d) above plus the previously cumulative undistributed retained earnings), for approval at the meetings of the shareholders. The distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro-rata to the Members. If the

Directors determine to distribute profits, the total amount of Dividends shall not be lower than 10% of the net profit of the then current year after deducting the items (a) to (d) above, and provided the total amount of cash dividend to be distributed shall be no lower than 10% of the aggregate dividend distributed to shareholders.

- 34.3 Subject to the Statute and the Articles, and the Applicable Public Company Rules, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.4 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date, that Share shall rank for Dividend accordingly.
- 34.5 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.6 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.7 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.8 No Dividend or distribution shall bear interest against the Company.
- 34.9 Subject to the Statute, the Articles and the Applicable Public Company Rules, any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 34.10 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new shares at a premium or from endowments received by the

Company by a majority of the Directors at a meeting, and shall subsequently report such distribution to a shareholders' meeting.

35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto, and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

After the receipt of the copy of a tender offer application form, the prospectus and relevant documents by the Company or its litigation or non-litigation agent appointed, the board of Directors shall handle the relevant matters pursuant to the Applicable Public Company Rules.

37 Books of Account

37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.

37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by the Statute, the Articles and the Applicable Public Company Rules.

37.4 Subject to applicable law, after the Company becomes a public company, minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language, and an English translation may be attached. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the

case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.

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

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

41 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

– Remainder of Page Intentionally Left Blank –

ITH Corporation

Rules and Procedure of Shareholders' Meetings

Article 1 Basis for Establishing These Rules

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

Article 2 General Provisions

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

Article 3 Convening Shareholders' meetings and Meeting Notices

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

Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.

Changes to how this Corporation convenes its shareholders' meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders' meeting notice.

This Corporation shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders' meeting or before 15 days before the date of a special shareholders' meeting. This Corporation shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS at least 21 days before the date of the regular shareholders' meeting or at least 15 days before the date of the special shareholders' meeting. If, however, this Corporation has a paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or if the total shareholding of foreign shareholders and PRC shareholders as recorded in the shareholders' register for the most recent regular

shareholders' meeting reached 30% or more, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In addition, at least 15 days before the date of the shareholders' meeting, this Corporation shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.

This Corporation shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. If the recipient agrees, the meeting notice may be delivered electronically.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval for directors to engage in competing businesses, distribution of surplus earnings as stock dividends, and capital reserves converted into stock dividends, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

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

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one, and no proposal containing more than one item will be included in the meeting agenda. 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.

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

Prior to the book closure date before a regular shareholders' meeting is held, this Corporation 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.

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

Prior to the date for issuance of notice of a shareholders' meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results and list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the board of directors shall explain the reasons for the exclusion of any shareholder proposals not included in the agenda.

Article 4

Proxy Form

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

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

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

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 Principles for Determining the Time and Location of a Shareholders' Meeting

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

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders' meeting.

Article 6 Preparation of Sign-in Book and Other Documents

This Corporation shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked, and a sufficient number of suitable personnel shall be assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed to have attended the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily require additional documents beyond those necessary to verify shareholders' eligibility to attend. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with this Corporation at least two days before the meeting date.

In the event of a virtual shareholders' meeting, this Corporation shall upload the meeting agenda book, annual report, and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts and keep this information disclosed until the end of the meeting.

Article 6-1 Matters to include in the video conference notice for the shareholders' meeting

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time is the meeting postponed or from what time will the meeting resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders who have not registered to attend the affected virtual shareholders' meeting may not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted toward the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.

Article 7 The chair and non-voting participants of a shareholders' meeting

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or

the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

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

The same shall be true for a representative of a juristic person director who serves as chair.

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

If a shareholders' meeting is convened by a party with the power to convene other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8

Documentation of a shareholders' meeting by audio or video

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

The recorded materials of the preceding paragraph shall be retained for at least 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.

Where a shareholders' meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, 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 in the preceding paragraph shall be properly kept by this Corporation 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.

In case of a virtual shareholders' meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9

Legal Number of Shares Required for Attendance at a Shareholders' Meeting

Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, the shares checked in on the virtual meeting platform, and the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and the number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements may be made for a combined total of no more than one hour. 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, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.

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.

Article 10

Discussion of Proposals

If 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, 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.

Article 11 Shareholder speech

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

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

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 paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in

violation of the regulations or beyond the scope of a proposal, it is advisable that the questions be disclosed to the public at the virtual meeting platform.

Article 12 Calculation of voting shares and recusal system

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

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 Exercise of Voting Rights and Method of Resolution

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

When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

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

After a shareholder exercises voting rights by correspondence or electronic means,

if they wish to attend the shareholders' meeting in person or online, they must retract their voting intention in the same manner as it was exercised no later than two business days before the meeting. If the retraction is submitted after this period, the voting rights exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

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

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Corporation 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.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their

registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

If voting rights are exercised by correspondence or electronic means and the declaration is not retracted, and the shareholder participates in the shareholders' meeting online, they shall not exercise voting rights on the original proposal, or propose amendments, or vote on amendments to the original proposal, except for extraordinary motions.

Article 14 Election Matters

The election of directors or supervisors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation. The voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

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

Article 15 Shareholders' meeting minutes

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

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

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall

also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders who have difficulties attending an online meeting.

Article 16 Public disclosure

On the day of a shareholders' meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means. It shall make an express disclosure of the same at the place of the shareholders' meeting. In the event of a virtual shareholders' meeting, this Corporation shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts and keep this information disclosed until the end of the meeting.

During this Corporation's virtual shareholders' meeting, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform when the meeting is called to order. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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

Article 17 Maintaining order at the meeting place

Staff handling administrative affairs at a shareholders' meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

Article 18 Recess and resumption of a shareholders' meeting

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.

Article 19 Disclosure of information at virtual meetings

In the event of a virtual shareholders' meeting, this Corporation shall disclose the real-time results of votes and elections immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20 Location of the chair and secretary of virtual-only shareholders' meeting

When this Corporation convenes a virtual-only shareholders' meeting, the chair and secretary shall be in the same location, and the chair shall declare their location when the meeting is called to order.

Article 21 Handling of disconnection

If the shareholders' meeting is held via video conference, the Company may provide shareholders with a simple connection test before the meeting and offer relevant real-time services before and during the meeting to assist with resolving technical communication issues.

If the shareholders' meeting is held via video conference, the chair shall announce, when declaring the meeting open, that unless the circumstances fall under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies under Article 44-20, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting that needs to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by

the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or a list of elected directors and supervisors.

When the Company convenes a hybrid shareholders' meeting, if the virtual meeting cannot continue as described in the second paragraph, and after deducting the shares represented by shareholders attending the meeting virtually, the total number of shares still meets the legal minimum requirement for a shareholder meeting, the meeting shall continue without the need for postponement or resumption under the second paragraph.

If the meeting is to continue as stated in the preceding paragraph, the shares represented by shareholders attending the meeting virtually shall be counted towards the total number of shares present at the meeting; however, these shareholders shall be deemed to abstain from voting on all agenda items of that meeting.

When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 22 Handling of the Digital Divide

When convening a virtual-only shareholders' meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties attending an online meeting. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.

Article 23 Formulation and Revision Procedures

These Rules shall take effect upon approval by the shareholders' meeting, and any amendments shall follow the same procedure.

These Rules were established on December 29,2023.

ITH Corporation

Procedures for Acquisition or Disposal of Assets

- Article 1 To strengthen the asset management of ITH Corporation (hereinafter referred to as the "Company") and its subsidiaries as defined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers (hereinafter referred to as "Subsidiaries"), and to implement information transparency, these Procedures (hereinafter referred to as "these Procedures") are hereby established.
- Article 2 These Procedures are established in accordance with Article 36-1 of the Securities and Exchange Act and the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" (hereinafter referred to as the "Regulations") promulgated by the Financial Supervisory Commission (FSC).
- Article 3 The acquisition or disposal of assets by the Company shall be handled in accordance with these Procedures. However, if other laws and regulations provide otherwise, such provisions shall prevail.
- Article 4 The term "assets" as used in these Procedures applies to the following:
1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
 2. Real property (including land, houses and buildings, investment property, and inventories of construction enterprises) and equipment.
 3. Memberships.
 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
 5. Right-of-use assets.
 6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
 7. Derivatives.
 8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
 9. Other major assets.
- Article 5 Terms used in these Procedures are defined as follows:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. 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.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing

Permission for Investment or Technical Cooperation in the Mainland Area.

7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. 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 6

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 of service of 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 self-regulatory rules of the industry associations to which they belong and with the following provisions:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When conducting 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 appropriateness 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, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

Article 7

The limits on the Company's investment in real property and right-of-use assets thereof not for business use and in securities are as follows:

1. The total amount of investment in real property and right-of-use assets thereof not for business use shall not exceed 10 percent of the total assets shown in the Company's most recent financial statements audited or reviewed by a certified public accountant.
2. The total amount of investment in securities shall not exceed 40 percent of the total assets shown in the Company's most recent financial statements audited or reviewed by a certified public accountant.
3. The amount of investment in any individual security shall not exceed 10

percent of the total assets shown in the Company's most recent financial statements audited or reviewed by a certified public accountant.

When a subsidiary intends to invest in real property and right-of-use assets thereof not for business use or in securities, it shall obtain the approval of the Chairman of the Company. The investment limits for each subsidiary shall be calculated based on the total assets of each such subsidiary.

Article 8

Where the Company has established an Audit Committee, any material transaction involving assets or derivatives shall be approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution. If any Director expresses an objection and such objection is recorded or stated in writing, the Company shall also forward the data of the Director's objection to the Audit Committee.

If the transaction referred to in the preceding paragraph is not approved by a majority of all Audit Committee members, it 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.

When the Board of Directors discusses a transaction, it shall take into full consideration each Independent Director's opinions. If an Independent Director expresses an objection or reservation, it shall be recorded in the minutes of the Board of Directors meeting.

The terms "all Audit Committee members" in paragraph 1 and "all Directors" in paragraph 2 shall be counted as the actual number of persons currently holding those positions.

Article 9

Procedures for Acquisition or Disposal of Real Property, Equipment, or Right-of-use Assets:

1. Evaluation and Operating Procedures:

The acquisition or disposal of property, equipment, or right-of-use assets thereof shall be handled in accordance with these Procedures and relevant regulations.

2. Procedures for Determining Transaction Conditions and Authorization Limits:

(1) Acquisition or disposal of real property: The transaction conditions and

price shall be determined with reference to the publicly announced current value, appraised value, and actual transaction prices of neighboring real property. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.

- (2) Acquisition or disposal of equipment: Shall be conducted through price inquiry, price comparison, price negotiation, or bidding. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval after the Chairman's review.
 - (3) Acquisition or disposal of right-of-use assets of real property or equipment: The transaction conditions and transaction price shall be determined with reference to the publicly announced current value, appraised value, and actual transaction prices of neighboring real property. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.
 - (4) When the Company acquires or disposes of real property, equipment, or right-of-use assets thereof, the responsible departments shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.
 - (5) When a subsidiary acquires or disposes of real property, equipment, or right-of-use assets thereof, the responsible departments shall conduct a review and evaluation, and execution shall follow the internal authorization limits after obtaining approval.
3. In acquiring or disposing of real property, equipment, or right-of-use assets thereof, where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land,

engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report from a professional appraiser prior to the date of occurrence of the event and shall comply with the following provisions:

- (1) Where a limited price, specified price, or special price is used as the basis for the transaction price due to special reasons, the transaction shall be submitted to the Board of Directors for a resolution in advance; the same applies to any subsequent changes to the transaction conditions.
- (2) Where the transaction amount is NT\$1 billion or more, appraisal reports from two or more professional appraisers shall be obtained.
- (3) Where any of the following circumstances applies to the professional appraiser's appraisal results, the Company shall engage a certified public accountant (CPA) to render a specific opinion on the reason for the discrepancy and the fairness of the transaction price, unless the appraisal results of the assets to be acquired are all higher than the transaction amount, or the appraisal results of the assets to be disposed of are all lower than the transaction amount:
 - a. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
 - b. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
- (4) No more than three months may elapse between the date of the appraisal report issued by a professional appraiser and the relevant contract date; provided that where the same publicly announced current value for the same period applies and no more than six months have elapsed, an opinion may instead be issued by the original professional appraiser.
- (5) For the Company's subsidiaries, the "paid-in capital" mentioned in this paragraph shall refer to the subsidiary's own paid-in capital.

4. The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one 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 in accordance with these Procedures need not be counted.

Article 10

Procedures for Acquisition or Disposal of Securities

1. Evaluation and Operating Procedures

The purchase and sale of securities by the Company shall be handled in accordance with these Procedures and relevant regulations.

2. Procedures for Determining Transaction Conditions and Authorization Limits:

- (1) Trading of securities on a centralized securities exchange market or at a securities business office (over-the-counter): Such transactions shall be determined by the Finance and Accounting Department based on market conditions and the Company's fundamental financial data. If the amount is NT\$100 million or less, it shall be decided by the General Manager; if the amount exceeds NT\$100 million but is less than NT\$200 million, it shall be approved by the Chairman; if the amount exceeds NT\$200 million, it shall be submitted to the Board of Directors for approval before execution.
- (2) Trading of securities not on a centralized securities exchange market or at a securities business office: The Company shall, prior to the date of occurrence of the event, obtain the most recent financial statements of the target company, audited or reviewed by a CPA, as a reference for evaluating the transaction price. Consideration shall be given to the net value per share, profitability, and future development potential. If the amount is NT\$100 million or less, it shall be decided by the General Manager; if the amount exceeds NT\$100 million but is less than NT\$200 million, it shall be approved by the Chairman; if the amount exceeds NT\$200 million, it shall be submitted to the Board of Directors for approval before execution.
- (3) When the Company acquires or disposes of securities, the Finance and

Accounting Department shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.

- (4) When a subsidiary acquires or disposes of securities, its finance and accounting department shall conduct a review and evaluation, and execution shall follow its internal authorization limits after obtaining approval.
3. In acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain the most recent financial statements of the target company, audited or reviewed by a CPA, as a reference for evaluating the transaction price. Furthermore, where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall engage a CPA to provide an opinion on the reasonableness of the transaction price prior to the date of occurrence of the event. However, this requirement does not apply if the securities have a publicly quoted price in an active market or where otherwise provided by the FSC.

For the Company's subsidiaries, the "paid-in capital" mentioned in this paragraph shall refer to the subsidiary's own paid-in capital.

4. The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one 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 in accordance with these Procedures need not be counted.

Article 11 Procedures for Related Party Transactions

1. Evaluation and Operating Procedures

- (1) When the Company acquires or disposes of assets from or to a related party, in addition to complying with the relevant resolution procedures and evaluating the reasonableness of the transaction conditions in accordance with Articles 9, 10, this Article, and Article 12, where the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a

professional appraiser or a CPA's opinion in accordance with Articles 9 and 10.

For the Company's subsidiaries, the "paid-in capital" and "total assets" mentioned in this paragraph shall refer to the subsidiary's own paid-in capital and total assets.

- (2) When judging whether a transaction counterparty is a related party, in addition to legal forms, substance shall also be considered.
- (3) When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of total assets, or NT\$300 million or more, except in the trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution. The provisions of Article 8, Paragraphs 2 to 4 shall also apply. For the Company's subsidiaries, the "paid-in capital" and "total assets" mentioned in this paragraph shall refer to the subsidiary's own paid-in capital and total assets.
 - a. The objective, necessity, and anticipated benefit of the acquisition or disposal of assets.
 - b. The reasons for choosing the related party as a transaction counterparty.
 - c. Information relevant to evaluating the reasonableness of the proposed transaction conditions in accordance with Item 1 through 5 and Item 9 of Paragraph 2 of this Article.
 - d. The date and price at which the related party originally acquired the

assets, the relevant counterparty, and its relationship to the Company and the related party.

- e. Monthly cash flow forecasts for the coming year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction and reasonableness of the funds utilization.
 - f. An appraisal report from a professional appraiser or a CPA's opinion obtained in accordance with regulations.
 - g. Restrictive covenants and other important stipulations associated with the transaction.
- (4) The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and resolved by the shareholders' meeting or the Board of Directors in accordance with these Procedures need not be counted.
- (5) With respect to the acquisition or disposal of equipment or right-of-use assets thereof held for business use, or real property right-of-use assets held for business use, between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, if the amount is NT\$100 million or less, it shall be approved by the Chairman and subsequently reported to the most recent Board of Directors meeting for ratification; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution. Subsidiaries shall execute the transaction after obtaining approval in accordance with internal authorization limits.
- (6) Where the Company or its subsidiary that is not a domestic public company has a transaction referred to in Paragraph 1 and the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall submit the information listed in each item of

Paragraph 1, Item 3 to the shareholders' meeting for approval before entering into a transaction contract or making a payment. However, this does not apply to transactions between the Company and its subsidiaries, or between its subsidiaries.

2. Evaluation of the Reasonableness of Transaction Costs

When the Company acquires real property or right-of-use assets thereof from a related party, it shall evaluate the reasonableness of the transaction costs by the following methods:

- (1) Based upon the related party's transaction price plus necessary interest on funding and the costs to be borne by the buyer according to law. "Necessary interest on funding" is imputed based on the weighted average interest rate on borrowing by the Company in the year the assets were purchased; however, it may not exceed the maximum non-financial industry lending rate announced by the Ministry of Finance.
- (2) Total loan value appraised by a financial institution where the related party has previously used the property as collateral for a loan from such financial institution, provided that the cumulative net amount of actually disbursed loans by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period for which the loan has been granted shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
- (3) Where land and structures on that land are combined as a single property purchased or leased, the transaction costs may be separately evaluated for the land and the structures based on either of the methods described in the preceding items.
- (4) When the Company acquires real property or right-of-use assets thereof from a related party and evaluates the cost of the real property or right-of-use assets in accordance with Items (1) through (3) of

Paragraph 2 of this Article, it shall also engage a CPA to check the evaluation and render a specific opinion.

- (5) Where the results of the Company's evaluation conducted in accordance with Items (1) through (3) of Paragraph 2 of this Article are uniformly lower than the transaction price, the matter shall be handled in accordance with Items (6) through (8) of Paragraph 2 of this Article. However, where the following circumstances exist, and objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA, this restriction shall not apply:
 - a. Where the related party acquired undeveloped land or leased land for development and can submit proof of compliance with one of the following conditions:
 - (a) Where undeveloped land is evaluated in accordance with the methods described in the preceding items, and structures are evaluated according to the related party's construction cost plus reasonable construction profit, and the aggregate amount of both exceeds the actual transaction price. "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction department over the most recent three years or the gross profit margin for the construction industry for the most recent period 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 property, where the land area is similar and the transaction conditions are equivalent after evaluation in accordance with standard real property market practices for floor or area price differences.
 - b. Where the Company submits evidence showing that the transaction

conditions for the real property or right-of-use assets thereof acquired from a related party are equivalent to the conditions of completed transactions by unrelated parties involving similar land area in the neighboring area within the preceding year. "Neighboring area" shall refer to property on the same or an adjacent block and within a distance of no more than 500 meters from the transaction property or property with a similar publicly announced current value. "Similar land area" shall refer to transactions involving an area not less than 50 percent of the area of the transaction property. "Within the preceding year" refers to the year preceding the date of occurrence of the current acquisition of real property or right-of-use assets thereof.

- (6) Where the results of the Company's evaluation conducted in accordance with Items (1) through (5) and Item (9) of Paragraph 2 of this Article are uniformly lower than the transaction price, the Company shall handle the following matters:
 - a. The Company shall set aside a special reserve in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act against the difference between the real property or right-of-use assets thereof transaction price and the evaluated cost, and may not distribute it or capitalize it for issuance of bonus shares. Where an investor which evaluates the Company's investment using the equity method is a public company, such investor shall also set aside a special reserve in proportion to its shareholding in the Company in accordance with Article 41, Paragraph 1 of the Securities and Exchange Act.
 - b. The Audit Committee of the Company shall handle the matter in accordance with Article 218 of the Company Act.
 - c. The Company shall report the handling of the circumstances described in Items (6)a and (6)b of Paragraph 2 of this Article to a shareholders' meeting and shall disclose the details of the

transaction in the annual report and any prospectuses.

- (7) Where the Company has set aside a special reserve in accordance with the preceding regulations, it may not utilize the special reserve until it has recognized a loss on decline in market value of the assets purchased or leased at a high price, or they have been disposed of, or the lease 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.
- (8) When the Company acquires real property or right-of-use assets thereof from a related party, it shall also comply with Items (6) and (7) of Paragraph 2 of this Article if there is other evidence indicating that the transaction was not an arm's length transaction.
- (9) When the Company acquires real property or right-of-use assets thereof from a related party, it shall handle the matter in accordance with the evaluation and operating procedures of Paragraph 1 of this Article, and the provisions of Paragraph 2 of this Article regarding evaluation of the reasonableness of transaction costs shall not apply, under any of the following circumstances:
 - a. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
 - b. More than five years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
 - c. The real property is acquired through signing a joint development contract with a related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
 - d. The real property right-of-use assets held for business use are acquired by the Company and its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued

shares or authorized capital.

Article 12 Procedures for Acquisition or Disposal of Intangible Assets, Right-of-use Assets Thereof, or Membership Certificates

1. Evaluation and Operating Procedures

The Company's acquisition or disposal of intangible assets, right-of-use assets thereof, or membership certificates shall be handled in accordance with these Procedures and relevant regulations.

2. Procedures for Determining Transaction Conditions and Authorization Limits:

- (1) **Acquisition or disposal of membership certificates:** The transaction conditions and price shall be determined with reference to the fair market price. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.
- (2) **Acquisition or disposal of intangible assets:** The transaction conditions and price shall be determined with reference to an expert appraisal report or the fair market price. An analysis report shall be submitted to the Chairman. If the amount is NT\$100 million or less, it shall be approved by the Chairman; if the amount exceeds NT\$100 million, it shall be submitted to the Board of Directors for approval before execution.
- (3) When acquiring or disposing of membership certificates or intangible assets, the relevant responsible departments and the finance and accounting department shall conduct a review and evaluation, and execution shall follow the aforementioned authorization limits after obtaining approval.
- (4) When a subsidiary acquires or disposes of membership certificates or intangible assets, its finance and accounting department shall conduct a review and evaluation, and execution shall follow its internal authorization limits after obtaining approval.
- (5) Where the transaction amount of the acquisition or disposal of

membership certificates or intangible assets reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, shall engage a CPA to render an opinion on the reasonableness of the transaction price prior to the date of occurrence of the event.

- (6) The calculation of the transaction amounts shall be handled in accordance with Article 16, Paragraph 1, Item 8 hereof. "Within one 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 in accordance with these Procedures need not be counted.
- (7) For the Company's subsidiaries, "paid-in capital" shall refer to the subsidiary's own paid-in capital.

Article 13 Procedures for Acquisition or Disposal of Assets through Court Auction

Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documents issued by the court may be used to substitute for the appraisal report or the CPA's opinion.

Article 14 Procedures for Acquisition or Disposal of Derivatives

The acquisition or disposal of derivatives shall be handled in accordance with the Company's "Procedures for Engaging in Derivative Transactions."

Article 15 Procedures for Merger, Demerger, Acquisition, or Transfer of Shares

1. Evaluation and Operating Procedures

- (1) When conducting a merger, demerger, acquisition, or transfer of shares, the Company shall, prior to the Board of Directors' resolution, engage a CPA, attorney, or securities underwriter to provide an opinion on the reasonableness of the share exchange ratio, acquisition price, or cash or other property distributed to shareholders. This opinion shall be submitted to the Board of Directors for discussion and approval. However, the requirement to obtain a reasonableness opinion from the aforementioned experts may be exempted in the case of a merger between the Company and its subsidiary in which it directly or indirectly holds 100 percent of the

issued shares or authorized capital, or a merger between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

- (2) Prior to the shareholders' meeting, the Company shall prepare a public document for shareholders setting forth important contractual content and relevant matters regarding the merger, demerger, or acquisition. This document, together with the expert opinion referred to in Item (1) of Paragraph 1 of this Article and the notice of the shareholders' meeting, shall be delivered to the shareholders as a reference for deciding whether to approve the merger, demerger, or acquisition. However, this requirement shall not apply where a resolution by the shareholders' meeting is not required by other laws. Furthermore, if the shareholders' meeting of any company participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to a lack of a quorum, insufficient voting rights, or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the companies participating shall immediately issue a public explanation of the reasons, subsequent handling procedures, and the anticipated date of the next shareholders' meeting.

2. Other Matters for Attention

- (1) A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders' meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless otherwise provided by other laws or there are exceptional circumstances that have been reported to the FSC in advance for consent.
- (2) A company participating in a transfer of shares shall convene a board of directors meeting on the day of the transaction, unless otherwise provided by other laws or there are exceptional circumstances that have been reported to the FSC in advance for consent.
- (3) When participating in a merger, demerger, acquisition, or transfer of

shares, the Company shall prepare a complete written record of the following information and retain it for five years for check:

- a. Basic personnel information: Including the job titles, names, and national identity card numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of the plan for a merger, demerger, acquisition, or transfer of shares prior to the public disclosure of the information.
 - b. Dates of material events: Including the dates of signing a letter of intent or memorandum of understanding, engaging a financial or legal advisor, signing a contract, and board of directors meetings.
 - c. Material documents and minutes: Including the plan for merger, demerger, acquisition, or transfer of shares, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.
- (4) When participating in a merger, demerger, acquisition, or transfer of shares, the Company shall, within two days counting inclusively from the date of passage of a resolution by the board of directors, report the information set out in Sub-items (a) and (b) of the preceding item in the prescribed format via the Internet-based information system to the FSC for record.
- (5) Where any of the companies participating in a merger, demerger, acquisition, or transfer of 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 and handle the matter in accordance with Items (3) and (4) of this Paragraph.
- (6) All persons participating in or having knowledge of the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and, prior to the public disclosure of the information, may not disclose the content of the plan to any other person, and may not trade, in their own name or under the name of another person, in any stock or other equity-type security of any company related to the

merger, demerger, acquisition, or transfer of shares.

- (7) When participating in a merger, demerger, acquisition, or transfer of shares, the Company may not arbitrarily alter the share exchange ratio or acquisition price except under the following circumstances, and shall stipulate the circumstances permitting such alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
- a. Issuance of shares for cash capital increase, issuance of convertible bonds, issuance of bonus shares, issuance of bonds with warrants, preferred shares with warrants, stock warrants, and other equity-type securities.
 - b. An action, such as a disposal of major assets, that affects the Company's financial operations.
 - c. An event, such as a major disaster or major change in technology, that affects shareholders' equity or share price.
 - d. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares buys back treasury stock.
 - e. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - f. Other terms/circumstances that the contract stipulates may be altered and that have been publicly disclosed.
- (8) The contract for participation by the Company in a merger, demerger, acquisition, or transfer of shares shall record the rights and obligations of the participating companies, and shall also record the following:
- a. Handling of breach of contract.
 - b. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or is demerged.
 - c. The amount of treasury stock participating companies are entitled under the law to buy back after the record date of calculation of the

share exchange ratio, and the principles for handling thereof.

- d. The manner of handling an increase or decrease in the number of participating entities or companies.
 - e. Anticipated progress of plan implementation and anticipated completion date.
 - f. Scheduled date for convening the legally required shareholders' meeting if the plan exceeds the deadline without completion, and relevant procedures.
- (9) Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares intends to further carry out a merger, demerger, acquisition, or transfer of shares with another company after the information has been publicly disclosed, the participating companies shall carry out anew the procedures or legal actions that had already been completed for the original merger, demerger, acquisition, or transfer of shares; except where the number of participating companies is decreased and a shareholders' meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating companies may be exempted from calling a new shareholders' meeting to resolve the matter anew.
- (10) 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 such company and shall handle the matter in accordance with the provisions of Item (1) through Item (6) and Item (9) of Paragraph 2 of this Article.

Article 16 Information Disclosure and Procedures for Public Announcement and Reporting of Material Information (This Article shall apply after the Company becomes a public company.)

1. When acquiring or disposing of assets, the Company shall, in the prescribed format and based on the nature of the transaction, report the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event, provided that the

transaction amount meets any of the following thresholds:

- (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 percent or more of paid-in capital, 10 percent or more of total assets, or NT\$300 million or more. (Excluding trading of domestic government bonds, bonds under repurchase and resale agreements, or subscription/redemption of money market funds).
- (2) Merger, demerger, acquisition, or transfer of shares.
- (3) Losses from derivative transactions reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
- (4) Where equipment or right-of-use assets thereof held for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following thresholds:
 - a. Where the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.
 - b. Where the Company's paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more.
- (5) Where the Company is engaged in the construction business and acquires or disposes of real property or right-of-use assets thereof held for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million or more. Among such transactions, where the Company's paid-in capital reaches NT\$10 billion or more and it disposes of real property from a completed construction project it built itself, and the transaction counterparty is not a related party, the threshold shall be a transaction amount of NT\$1 billion or more.
- (6) Where real property is acquired by way of engaging others to build on

the Company's own land, engaging others to build on rented land, joint development and allocation of housing units, joint development and allocation of ownership percentages, or joint development and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million or more.

- (7) Asset transactions other than those referred to in the preceding six items, or disposal of receivables by a financial institution, or investment in the mainland China area, where the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT\$300 million or more; provided, this shall not apply to the following circumstances:
- a. Trading of domestic government bonds or foreign government bonds with a credit rating not lower than the sovereign rating of the Republic of China (Taiwan).
 - b. Trading of securities on a stock exchange or at a securities business office by a professional investor, or subscription in the primary market of foreign government bonds, ordinary corporate bonds, or general financial bonds not involving equity (excluding subordinated bonds), or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange-traded notes (ETN), or securities acquired by a securities firm as required by its underwriting business or as a lead/recommending broker for an Emerging Stock company in accordance with the regulations of the Taipei Exchange.
 - c. Trading of bonds under repurchase or resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (8) The calculation of the transaction amounts shall be handled in the following manners. "Within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items already

publicly disclosed in accordance with these Procedures need not be counted:

- a. The amount of each individual transaction.
- b. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same counterparty within one year.
- c. The cumulative transaction amount of acquisitions and disposals (accumulated separately for acquisitions and disposals) of real property or right-of-use assets thereof within the same development project within one year.
- d. The cumulative transaction amount of acquisitions and disposals (accumulated separately for acquisitions and disposals) of the same security within one year.

2. Procedures for Public Announcement and Reporting

- (1) The Company shall report the relevant information on the website designated by the FSC.
- (2) The Company shall, by the 10th day of each month, enter the information regarding derivative transactions of the Company and its subsidiaries that are not domestic public companies as of the end of the previous month into the information reporting website designated by the FSC in the prescribed format.
- (3) When any item required to be publicly disclosed contains any error or omission at the time of disclosure and is required to be corrected, the Company shall again publicly disclose and report the entire content within two days counting inclusively from the date of knowing such error or omission.
- (4) When acquiring or disposing of assets, the Company shall keep all relevant contracts, minutes, log books, appraisal reports, and opinions of CPAs, attorneys, or securities underwriters at the Company's headquarters, where they shall be retained for at least five years except where otherwise provided by other laws.

- (5) After the Company has publicly disclosed and reported a transaction in accordance with this Article, should any of the following circumstances occur, the Company shall report the relevant information on the website designated by the FSC within two days counting inclusively from the date of occurrence of the event:
- a. Change, termination, or rescission of a contract signed in regard to the original transaction.
 - b. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - c. Change to the originally publicly disclosed and reported information.

Article 17 The Company's subsidiaries shall handle matters in accordance with the following provisions:

1. The Company's subsidiaries shall adopt these Procedures for the acquisition or disposal of assets.
2. The Company's subsidiaries shall, by the 5th day of each month, submit a written summary of all acquisitions or disposals of assets during the previous month to the Company.
3. Where a subsidiary of the Company is not a domestic public company, if its acquisition or disposal of assets reaches the thresholds for public disclosure and reporting as stipulated in Article 16, the Company shall perform the public disclosure and reporting on its behalf.

Regarding the provisions on "paid-in capital" or "total assets" in the public disclosure and reporting thresholds in Article 16, Paragraph 1, the paid-in capital or total assets of the Company shall be the standard for the aforementioned subsidiaries.

Article 18 The provisions in these Procedures regarding "10 percent of total assets" shall be calculated based on the total asset amount in the most recent parent-company-only financial report or individual financial report prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. In the case of a company whose shares have no par value or a par value other than

NT\$10, for the calculation of transaction amounts of "20 percent of paid-in capital" under these Procedures, "10 percent of equity attributable to owners of the parent" shall be substituted; and for the requirement of paid-in capital of NT\$10 billion, "equity attributable to owners of the parent of NT\$20 billion" shall be substituted.

Article 19 Employees of the Company who handle the acquisition or disposal of assets in violation of these Procedures shall be reported for periodic performance evaluation in accordance with the Company's Personnel Management Regulations and Employee Handbook, and shall be penalized according to the severity of the circumstances.

Article 20 Implementation and Amendment

After these Procedures have been approved by the Board of Directors, they shall be submitted to the shareholders' meeting for approval; the same applies to any amendments.

Where the Company has established an Audit Committee, when the Company adopts or amends these Procedures, the matter shall be approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution, and then submitted to the shareholders' meeting for approval. If a director expresses an objection and there is a record or written statement of the objection, the Company shall also submit the director's objection material to the Audit Committee. When these Procedures are submitted to the Board of Directors for discussion in accordance with the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director has an objection or reservation, it shall be recorded in the minutes of the Board of Directors meeting.

If approval by a majority of all Audit Committee members is not obtained, the Procedures may be approved by two-thirds or more of all directors and submitted to the shareholders' meeting for approval, 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 this Article shall be counted as the actual number of persons currently holding those positions

Should there be any changes in the laws and regulations of the Republic of China

(Taiwan) regarding the matters set forth in these Procedures, such newly amended laws and regulations shall supersede the relevant provisions in these Procedures, and the Audit Committee and the Board of Directors shall amend these Procedures based on such newly amended laws and regulations and report such amendments to the shareholders' meeting for approval.

These Procedures were adopted on November 15, 2023.

ITH Corporation

Procedures for Election of Directors

Article 1 To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. Except that the number of directors concurrently serving as managerial officers shall not exceed one-third of the total number of board seats, it is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture, and the proportion of female directors is recommended to reach at least one-third of the total number of board seats.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

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

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

Except as otherwise approved by the competent authority, more than half of the

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

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4 The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5 Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6 The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 The number of directors will be as specified in this Corporation's articles of

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

Article 9 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 A ballot is invalid under any of the following circumstances:

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

Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

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

Article 12 The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13 These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

These Procedures were established on November 15,2023.

ITH Corporation

Shareholdings of Directors

1. Up to the date of April 20, 2026, the Company's paid-in capital is NT\$4,923,965,650, and the total number of issued shares is 492,396,565 shares.
2. The Company is not subject to Article 26 of the Securities and Exchange Act.
3. Up to the book closure date of the present shareholders' meeting, the number of shares held by each individual director and all directors respectively as recorded in the shareholders' roster are described in the following:

Title	Name	Date of Job Assumption	Number of Shares Held	Shareholding Percentage (%)
Chairman	Milehigh Investments Holding Limited Representative: Wayne Liang	2023/12/29	24,378,395	4.95
Director	Nelpus Investments Limited Representative: Hsi-Liang Liu	2023/12/29	42,023,057	8.53
Director	ACIT Limited Representative: Bruce Chen	2023/12/29	14,182,851	2.88
Independent Director	Lydia Chen	2023/12/29	0	0.00
Independent Director	Ted Lee	2023/12/29	0	0.00
Independent Director	Sam Chen	2023/12/29	0	0.00
Chairman	Peter Teng	2024/3/14	0	0.00
Total			80,584,303	16.36

The background features a complex geometric design with overlapping translucent shapes in shades of purple, blue, and white. In the lower-left corner, there is a triangular area with a gradient from orange to purple, overlaid with a circuit board pattern in light orange and white. In the lower-right corner, there is a purple triangular area with a white circuit board pattern. The overall aesthetic is modern and technological.

ITH Corporation